

# Statutes of Association Design at Business (DatB)

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# Statutes of Association Design at Business (DatB)

## Article 1 - Name

Design at Business is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the Swiss Civil Code. It is neutral politically, and non-denominational.

## Article 2 - Headquarters

The Organization's headquarter is located in the State of Vaud, Switzerland. The Association shall be of unlimited duration.

## Article 3 - Aims

The Association shall pursue the following aim(s):

Design at Business represents a diverse community of creators, innovators, and change makers. The association is active in several domains and across multiple-sized organizations, with like-minded leaders and practitioners, who collaborate for advancing the adoption of meaningful innovation practices both in business and society at large.

Design at Business aims to help its individual members to join forces, create bridges between organizations, and share best practices, ideas and experiences. This shared knowledge enables them and the organizations to build a vibrant and sustainable business, while making a purposeful impact in society.

This is achieved by providing a platform to connect, and together develop a more accurate understanding of future individual and collective human needs. Furthermore, the association and its members aim to foster an innovation mindset and develop original innovation approaches, to create an environment to apply these approaches and make opportunities available for its members to expand their innovation skills.

Together, we innovate for a better future.

## Article 4 - Resources

The Association's resources are derived from:

- Donations, grants and legacies;
- sponsors;
- (public) subsidies;
- membership fees and contributions;
- organizing events;
- service agreements;
- volunteer contributions or services;
- any other resources authorized by the law.

The membership contributions and/or fees shall be determined once a year by the General Meeting.

The funds shall be used in accordance with the Association's social aims.

## Article 5 - Members & Stakeholders

### Article 5.1 - Members

Any physical person may become a member if they have demonstrated their dedication and loyalty to the goals and purpose of the Association through their behavior, commitments, or actions (see Code of Conduct).

#### **The Association comprises:**

- executive members
- active members
- non-active members
- candidate members (registered participants)

#### **To become a member of the Association:**

**Candidate members** are registered participants to any of the events organized by Design at Business and its chapters. By registering, they accept statutes and regulations, as well as privacy, IP and NDA conditions.

Candidate members are actively invited for all activities and allowed to participate in all activities, but they have no voting rights in any form and therefore, shall not participate in the Sounding Board.

**Active members** have participated as least in one Design at Business activity and/or event and are nominated to become an Active member by at least one other Active or Executive member. They apply by completing the form and are accepted by the responsible chapter. Furthermore, they are approved by the next General Meeting.

Active members are actively invited and allowed to participate in all activities. They have full access to all materials and content and are allowed to communicate and advertise the membership using the officially provided Design at Business logo and according to the Design at Business communication guidelines. The Association lives through its members. Active members are expected to participate actively in events or meetups, share their thoughts and experiences, contribute to working groups and to support social projects in person or by donation. Additionally, any Active member can organize a Design at Business event – alone or with other members and the support of the Association. Events regulations and communications are supervised by the Board or respective functions within the Association.

Active members shall participate in the Sounding Board. However, they have no voting rights in the General Meeting.

Both, candidate and active members, are bound to behave and work according to the statutes and regulations of the Association.

**An Executive member** has at least been an active member for one year and played an active role with clear contribution to the Association's goals and purpose. Active members that are invited by the General Meeting or the Board to take over a formal role, have accepted this position and live them up are nominated as executive members. Moreover, the General Meeting has accepted this nomination.

Executive members have all rights of an Active member. They initiate, lead, and steer main activities within Design at Business and to support social projects in person or by donation. They have the right to vote in the General Meeting. This voting right also continues up to two years after leaving the active role as executive member.

Executive members, are bound to behave and work according to the statutes and regulations of the Association, and actively contribute to the Association.

A member can work for a sponsor (legal entity). A sponsorship does not give any additional rights or privileges to a member of the Association.

Requests to become a member must be addressed to the Board. The Board admits new members and informs the General Meeting accordingly.

**Membership ceases:**

- By written resignation thereby notifying the Committee at least three months before the end of the financial year;
- By exclusion ordered by the Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;
- For non-payment of dues for more than one year.
- In all cases, the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets;
- On death.

A member's contributions and/or fees are not refunded with the request to ceases membership.

A member can request **Non-active member** status at any time with a written request. A non-active member is a member who needs to step away from active participation for a period of time not to exceed 2 years. During this time, a member is in a non-active status they do not have access to Association material and content. They shall not participate in the Sounding Board and have no voting rights. Non-active members are actively invited for all activities. A Non-active member can convert to an Active member at any time by requesting the reactivation of the membership in writing, paying any membership contribution and/or fees, and participating in an upcoming member activity.

Only the Association's assets may be used for obligations and/or commitments contracted in its name. Members have no personal liability.

## Article 5.2 - Stakeholders

Any physical person or legal entity may become a stakeholder if they have demonstrated their dedication and loyalty to the goals and purpose of the Association through their behavior, commitments or actions (see Code of Conduct).

In addition to its members, the Association comprises:

- Sponsors
- Customers
- Contractors / Suppliers
- Partner organizations
- Advisors

**Sponsors** are legal entities that support Design at Business and can hold a formalized sponsor contract with the Association. Their contribution may be in kind or in currency.

The sponsor's rights and obligations are stated in the sponsor contract. They shall participate in the Sounding Board. They hold no decision right in any kind. Membership does not come with the sponsorship and does not give any additional rights or privileges to a sponsor of the Association.

**Customers** are legal entities that need services of Design at Business and can hold a formalized customer contract with the Association.



The customer's rights and obligations are stated in the Customer contract. They hold no decision right in any kind.

Design at Business is expected to deliver as supplier, the customer is expected to pay for the agreed deliverables according to the terms of payment in the Customer contract.

**Contractors and Suppliers** are legal entities or persons that deliver their product or service to Design at Business and can hold a formalized Supplier contract with the Association. They act on behalf of Design at Business and according to the Association's Code of Conduct and will comply with all applicable laws in performing the Services.

The supplier's rights and obligations are stated in the Supplier contract. They hold no decision right in any kind.

Design at Business is expected to pay for the provided services according to the service agreement.

**Partner organizations** are legal entities that work with Design at Business and can hold a formalized Partnership contract with the Association. They act on behalf of Design at Business and according to the Association's Code of Conduct.

The partner organization's rights and obligations are stated in the Partnership contract. They hold no decision right in any kind.

**Advisors** are persons that do not aim to be a member of Design at Business. The Board nominates advisors in the interest of the Association. Advisors shall be accepted by the General Meeting.

Advisors are actively invited for all activities and allowed to participate in all activities. They have full access to all materials and content and shall participate in the Sounding Board

The advisors are bound to behave and work according to the statutes and regulations of the Association.

## Article 6 - Organs

The Association shall include the following organs:

1. General Meeting,
2. Board,
3. Auditor,
4. Chapters,
5. Programs,
6. Sounding Board

## Article 7 - General Meeting

The General Meeting is the Association's supreme authority. It is composed of all the Executive members.

It shall hold four Ordinary Meetings each year. It may also hold an extraordinary session whenever necessary, at the request of the Board or at least of one-fifth of its Executive members.

The General Meeting shall be considered valid regardless of the number of Executive members present.

The Board shall inform the Executive members in writing of the date of the General Meeting at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each Executive member at least one week prior to the date of the meeting.

In case the Board does not fulfill its obligation and fails to organizing General Meeting as stated, any Executive member of the association can organize and chair a General Meeting.

### Article 7.1 – The General Meeting

- Shall approve the admission and expulsion of active and Executive members;
- Appoints the members of the Board
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;

- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoints an auditor for the Organization's accounts;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;
- Determines the annual membership contributions and/or fees.

### Article 7.2 – Chairperson

The General Meeting is presided over by the Chairperson. Decisions of the General Meeting shall be taken by a majority vote of the Executive members present. In case of deadlock, the Chairperson shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the Executive members present.

### Article 7.3 – Votes

Votes are by a show of hands. Voting can also take place by secret ballot, if at least one third of the members request it.

### Article 7.4 – Before the General Meeting

Any Active member, Executive member and the Sounding Board shall be entitled to add a topic to the agenda of the General Meeting. Agenda requests need to be brought to General Meeting Secretary at least 4 weeks before the next General Meeting.

The final agenda and important documents shall be distributed to the Executive members latest 48 hours (2 working days) before the General Meeting.

## Article 7.5 – Execution of the General Meeting

The agenda of each ordinary session of the General Meeting must include:

- Approval of the Minutes of the previous General Meeting
- Approval of new members and requests to change to in-active status
- Approval of chapter and program requests
- Reports of the chapters and programs
- Miscellaneous business
- In addition, the agenda of the 4<sup>th</sup> ordinary session (year-end) of the General Meeting must include:
  - Approval of the Board’s annual Activity Report
  - Approval of the report of the Treasurer and of the Auditor
  - Setting of contribution and/or membership fees
  - Approval of the budget
  - Approval of reports and accounts
  - Election of Board members and Auditor
  - Amendments to the articles of the Association

## Article 7.6 After the General Meeting / communication process

Decisions and a report from the General Meeting shall be communicated back to the Active and Executive members within the following 14 days.

## Article 8 - Board

The Board is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs. The Board represents the association externally.

The Board is composed of at least 5 Executive members elected by the General Meeting. Members of the Board may hold several positions over a period of years, but not concurrently.

The following positions are represented on the Board:

- Chairperson
- Deputy Chairperson
- Treasurer
- Chief Secretary
- Communication Officer

Each member's term of office shall last 3 years and the same position is renewable for a second term. After two terms the Board members can accept a new term in another Board position. Board members alternate, only half of them can step down at a time.

A Board member can work for a Sponsor (legal entity). A Sponsorship does not give any additional rights to a Board member. A Board member can never negotiate a contract or service agreement with his/her own organization, a legal entity that Board member has a financial stake in or may benefit from, or family member. Any conflicts of interest contracts and agreements are prohibited and therefore need to be handled by another Board member.

The Board meets as often as the Association's business requires.

Should a Board Member need to resign a position prior to the completion of the member's term the remaining Board members may nominate a temporary replacement until the next General Meeting.

The Board members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs. Potential attendance fees cannot exceed those paid for official commissions. For activities beyond the usual function, each Committee member is eligible for appropriate compensation.

A paid employee of the Association could be a Board member.

**The functions of the Board are:**

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Meetings;
- to take decisions with regard to admission of new members, non-active member requests as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.
- To nominate Chapter Leads and Program Lead and their plans or objectives;
- To determine Board threshold spending limit
- To sign contracts up to 50k € according to threshold, including Sponsor contracts; any contract above the stated amount needs to be authorized by the General Meeting;
- To issue regulations
- Handle disagreements within the Association and settle conflicts peacefully.

It also may employ or engage individuals to achieve the objectives of the association in return for appropriate compensation (in accordance with labor law).

The Board shall meet as often as required by the affairs of the Association (also see General Meeting). Any member may request the convocation of a meeting, stating the grounds for this request.

If none of the members requests an oral discussion, resolutions may be passed in writing (including by e-mail).

## Article 9 – Auditor

The General Meeting appoints two auditors. It may also entrust this task to a fiduciary company or other legal entity.

The auditors shall check the operating and annual accounts prepared by the committee and present a written and detailed report for the attention of the General Meeting. The auditors shall be appointed for 2 years. Re-elections are possible.

## Article 10 - Chapters

### Article 10.1 - Role of a chapter

As Design at Business has a global reach and ambition, it installs local Chapters with the objective to create and motivate local networks, utilizing the global scope and strength of Design at Business. As such, Chapters are organized local networks within the formal organization of Design at Business.

### Article 10.2 – Founding a chapter

Chapters can be initiated by the Board or by any Executive member. The Board can initiate a chapter by inviting an Active member or Executive member to investigate and install a Chapter in a certain area. Any Active member or Executive member can suggest the Board to do so. If the Board supports the suggestion, it can install a temporary Chapter Lead. In both cases, the formal installation of a Chapter requires approval from the General Meeting.

The formal request to start a Chapter needs to be submitted to the General Meeting using the respective form. The request shall be brought to any Board member at least 4 weeks before the next General Meeting.

The Association holds no restrictions to the number of chapters. There can be installed as many chapters as seen necessary by the General Meeting and the Board.

### Article 10.3 Leading & governing a chapter

The chapters are led by Chapter Leads. Chapter Leads are nominated by the Board, and in function for 3 years. The same position is renewable for another two terms. The General Meeting shall approve of the nomination.

Chapters, respectively their Chapter Leads, have a reporting responsibility to the Board. Within the scope of agreed ambitions and plans, Chapter Leads are entitled to take initiative and activate the network within their Chapter.

Chapters act within the legal and financial framework of Design at Business, and as such need authorization from the Board on any financial or legally binding decision and adhere to local law.

Chapter Leads and their teams represent the meaning and purpose of Design at Business in a local area any time and are bound to behave and work according to the statutes and regulations of the Association (Code of Conduct, Communication Guidelines, etc.).

## Article 11 – Programs

### Article 11.1 - Role of a program

As Design at Business represents a diverse community of creators, innovators, and change makers that collaborate for advancing the adoption of meaningful innovation practices, it drives programs that unite contributors to work together.

### Article 11.2 – Starting a program

Programs can be initiated by the Board or by any Executive member. The Board can initiate a Program by inviting an Active member or Executive member to e.g. work within a certain area of expertise, driving innovation practices or investigate new collaboration approaches. Or any Active member or Executive member can suggest to the Board an interesting topic. If the Board supports the suggestion, it can install a temporary Program Lead. In both cases, the formal installation of a Program requires approval from the General Meeting and a Chapter that will govern the progress

The formal request to start a Program needs to be submitted to the General Meeting using the respective form. The request shall be brought to any Board member at least 4 weeks before the next General Meeting.

The Association holds no restrictions to the number of programs. There can be installed as many programs as seen necessary by the General Meeting and the Board.

### Article 11.3 Leading & governing a program

The programs are led by Program Leads. Program Leads are nominated by the Board, and in function for 3 years. It ends with a presentation of the outcome of the program in front of the General Meeting. The General Meeting shall approve of the nomination. If a Program Lead needs to step down due to personal or business reasons the Board can nominate a temporary Program Lead until a successor is installed.

Programs, respectively their Program Leads, have a reporting responsibility to the Board. Within the scope of agreed ambitions and plans, Program Leads are entitled to take initiative and activate the network within their Program.

Programs act within the legal and financial framework of Design at Business, and as such need authorization from the Board on any financial or legally binding decision and adhere to local law.



Program Leads and their teams represent the meaning and purpose of Design at Business in a local area any time and are bound to behave and work according to the statutes and regulations of the Association (Code of Conduct, Communication Guidelines, etc.).

## Article 12 - Sounding Board

The Sounding Board welcomes any active member of the Design at Business Association. The role of the Sounding Board is to give a voice to active members, allowing them to be informed on future plans and raise and discuss topics with the Board and, if necessary, with the General Meeting.

The Sounding Board is organized and chaired by the Board of the Association. It organizes one Ordinary Meeting each year. It may also hold an extraordinary session whenever necessary or demanded, by at the request of at least of one-fifth of its members.

Any Active, Executive or Board member shall be entitled to add a topic to the agenda of the Sounding Board. Agenda requests need to be brought to the Secretary at least 2 weeks before the next meeting of the Sounding Board.

The Board needs to provide members transparent insights in plans and anticipated decisions and take suggestions and ideas from the Sounding Board in serious consideration. The Board is required to document the discussions and suggestions in the Sounding board in clear minutes of the meeting and make these available to all members. The Board is required to inform the General Meeting of the last Sounding Board discussions and findings. If a Sounding Board in session decides a topic needs to be discussed with the next General Meeting, they can decide to do so by a majority vote.

For future purposes and if seen necessary there shall be installed different Sounding Boards (for Members, Sponsors and Advisors). For the time being this Association runs one Sounding Board. Those shall be approved by the General Meeting.

## Article 13 - Paid Employees

The Association shall be entitled to decide whether paid employees are needed to fulfill certain activities, such as member administration, legal advice, creating and maintaining a website etc., or if such tasks will be given to suppliers or volunteers.

## Article 14 - Intellectual Property

Any published work (workbooks, booklets, presentations, etc.) from Design at Business is licensed under the Creative Commons Attribution-Non Commercial-No Derivatives 4.0 International License. A copy of the license can be found at <http://creativecommons.org/licenses/by-nc-nd/4.0/>

If assets are to be used, credits shall be given to the authors and the license agreement shall be respected.

## Article 15 - Signature and representation

The Association is legally bound by the joint signature of the Chairperson and the Treasurer.

Any financial commitment shall be signed by either one of them and requires a co-signature above a threshold above 10k €.


## Article 16 - Various provisions

The financial year shall begin on 1 January and end on 31 December of each year.


Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.

The present Statutes have been validated and approved in signature by the global initiators and regional chapter representatives. The board will be stated at the first General Meeting which will take place in October 2021.

For the Global Association

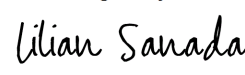
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Joern Bruecker

PGM Innovation Methodologies  
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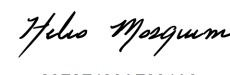
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Maarten Rinker

Innovaties Management  
8/27/2021

Chapter Brazil


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Lilian Sanada

Innovation Principal  
8/27/2021

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Helio Mosquim

Head of Business Partner Technology  
9/1/2021


Chapter Europe

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Joern Bruecker

PGM Innovation Methodologies  
8/25/2021


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Maarten Rinker

Innovaties Management  
8/27/2021

DocuSigned by:  
  
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Christine Wenzel


Business Coach & Consultant  
8/30/2021

Chapter Israel

DocuSigned by:  
  
FE779453DEAB460...  
Omer Nahshon

User Experience Expert, Team Lead  
9/1/2021

Chapter North America

DocuSigned by:  
  
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Sally Lawler Kennedy

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Danielle Barisic

Sr. User Experience Designer  
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