STATUTES International Sustainable Campus Network

Art. 1 Name, Domiciliation

An association exists under the name “International Sustainable Campus Network” (ISCN) domiciled in Lausanne as an association according to Art. 60 ff. ZGB.

Art. 2 Purpose

1. The purpose of the association is the provision and use of funds to support an international platform of experience exchange and mutual learning between leading universities, corporations, and other organizations with regard to sustainable development and campus sustainability.

2. The ISCN is based on the ISCN-GULF Sustainable Campus Charter that was signed by the presidents of around 20 globally leading universities at the Global University Leaders Forum, established by the World Economic Forum (WEF), at the 2010 WEF Annual Meeting at Davos, and has since been opened to endorsement by other leading academic institutions.

3. The association is a non-for-profit organisation. The proceeds of the activities of the association will be completely reinvested into the management and maintenance of the association and all other activities that the association decides to develop to support its purpose.

Art. 3 Membership

1. Members of the association are universities or individuals engaged in the development and furthering of the association’s objectives.

2. The founding members are ETH Zürich and EPFL.

3. The members of the association are:
   a. Co-host Academic members (voting members)
   b. Network members (non-voting members)
   c. Honorary members (non-voting members)

4. Co-host Academic members are universities that are hosting the ISCN, which implies providing strategic leadership and financial support by contributing an annual Co-host Academic membership fee (see below). The Co-host Academic members are represented in the ISCN Board and General Assembly (defined further in Article 9 and following).

5. Network members are universities that are interested to obtain support in the exchange of information, ideas, and best practices for achieving sustainable campus operations and integrating sustainability in research and teaching. They pay an annual Network member fee for the opportunity to participate in the information exchange activities with other members exclusively, and to receive visibility for their campus sustainability
initiatives on, for example, the ISCN website, and other collateral platforms. Network
members are represented in the ISCN Advisory Committee (defined further in Article 9
and following).

6. Honorary members are notable individuals who endorse the ISCN, or have made
outstanding efforts for the ISCN and its development. Honorary members can attend the
Board or the Advisory Committee, by invitation of the respective body.

7. New members can be accepted at any moment, based on a written request for
membership submitted to the ISCN Secretariat. On the acceptance of the membership
request, approval of the membership will be decided on by either the Board of the ISCN
or the General Assembly in accordance with Art. 3 paragraphs 8 and 9. There is no right
to membership and the approval or rejection of membership does not need to be
explained.

8. The Board of the ISCN will decide on honorary memberships and informs all Co-host
Academic members and the other Honorary members at the General Assembly, and all
Network members, via the ISCN Secretariat and the ISCN Advisory Board.

9. Any request for membership as Co-host Academic Members must be unanimously
approved by the General Assembly, and any request for membership as Network
Members must be unanimously approved by the Board.

Art. 4  *Financial Means*

1. To allow the association to fulfil its purpose, it disposes of the following financial means
(levels of contributions as of December 1, 2015):
   a. Annual contribution of the Co-host Academic members of 10'000 €
   b. Annual contribution of the Network members, based on the following fee system:
      Large universities (>10’000 undergraduate plus graduate students): 2’000 €
      Mid-sized universities (5’000 – 10’000 undergraduate plus graduate students):
      1’500 €
      Small universities (< 5’000 undergraduate plus graduate students): 1’000 €
      Institutions based in countries that are neither OECD nor OPEC countries will
      receive a 50% reduction on annual fees
   c. Sponsorships
   d. Donations

2. The General Assembly of the ISCN, based on a request by the Board, can determine
changes to the level of these annual fees, to be applicable in the following financial year.

Art. 5  *Begin and End of a Membership*

1. The membership for a Co-host Academic and Networking member will start with the
payment of the first annual membership fee. Honorary members start their membership
at the moment the Board approves them as Honorary members (Article 3.8).

2. The withdrawal from the association is based on a written declaration to the Board, and
the withdrawal is only possible with a three (3) month cancellation period towards the end
of the fiscal year.

3. The membership ends automatically, when:

   a. A member decides to withdraw, respecting the three-month cancellation period (end of fiscal year)
   b. A member is excluded based on Art. 7 (immediately)

4. A delegate representing a Co-host Academic member institution on the General Assembly or on the Board, or representing a Network member institution in the ISCN Advisory Committee will withdraw from this role in case that he or she is leaving the member institution (immediately).

5. No memberships are transferrable.

Art. 6 Rights and Duties of Members

1. Co-host Academic members have to pay their Co-host Academic member fee. At the General Assembly, they are represented by one delegate, who is entitled to vote and to be elected to become a Board member or a member of the Advisory Committee of the association. Excluded from this right to vote are cases of conflict of interest. They have a right to put forward requests for discussion and decision by voting at the General Assembly.

2. In order to support actively the development of the ISCN association according to Art. 3.4, Co-host Academic members commit to providing resources necessary to carrying out their roles in the governing bodies of the association and other activities decided by the Board to be necessary for the strategic development of the association.

3. Network members and Honorary members can express their opinions, submit propositions, recommendations and consult the Board through their representation in the ISCN Advisory Committee (see Article 13), but are not themselves represented in the General Assembly (see Article 10), nor have the right to vote, or be electable there. Network members have access to all activities and services of the ISCN, such as the annual conference, workgroups, initiatives, visibility for their campus sustainability initiatives on the ISCN website and all other exchanges of experiences. Network members are required to pay an annual membership fee, while Honorary members are not required to pay an annual membership fee.

4. The request to change into another membership category should be made in writing to the Board for consideration and approval. If approved, this change will be effective for the following fiscal year.

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1 Article 68 ZGB (Swiss Code Civil)
Art. 7 *Exclusion of Members*

1. Members can be excluded by decision of the Board of the association.

   Reasons for exclusion could be:
   
   a. Co-host Academic members and Network members that have not paid their annual fee, despite a written reminder
   b. Co-host academic members that have not fulfilled their duties in terms of support and contribution as presented in Art. 6
   c. Members that have acted against the interests of the association and its purposes

2. The exclusion can happen at any moment and is valid immediately. Paid membership fees shall not be reimbursed.

Art. 8 *Liabilities*

The personal liability (persönliche Haftung) of the members is excluded. Liabilities of the association are covered uniquely by the assets of the association.

Art. 9 *Bodies*

The bodies of the association are:

a. the General Assembly
b. the Board
c. the Advisory Committee
d. the External Auditors

Art. 10 *General Assembly*

1. The General Assembly is the highest decision making body of the association.

2. The General Assembly is composed of Co-host Academic members respectively through their delegated representative. The principle of "ad personam participation" shall apply, voting by proxy shall not be allowed.

3. The General Assembly shall be held once a year, if possible during the annual ISCN conference.

4. The General Assembly shall be convened by the President of the Board as Chairperson, by giving at least 3 weeks’ notice in writing, and by specifying the agenda.

5. Requests made to the General Assembly from its members have to be submitted at least 30 days before the date of the General Assembly. If such requests arrive too late or are only simple questions, they will be discussed during the General Assembly, but decisions can only be taken at a subsequent General Assembly.
6. Extraordinary Meetings of the General Assembly can be called at any time, on decision of the Board of the ISCN, or can be requested by at least one third of the members of the General Assembly.

Art. 11 Competencies of the General Assembly

1. The General Assembly is chaired by the President of the Board, or if she/he is not able to attend, by the Vice-President. Minutes of each General Assembly shall be kept. The President shall designate the keeper of the minutes.

2. The minutes of the meeting must be circulated and approved and subsequently signed by the President of the Board as Chairperson and the keeper of the minutes.

3. The General Assembly has the following competencies:
   a. Approval of the minutes of the last General Assembly
   b. Approval of the annual report, the annual financial statement, and the audit report
   c. Discharge of the Board and of the auditors
   d. Determination and changes of the different annual fees
   e. Determination and changes of the association’s statutes
   f. Election of the President of the Board, the other Board members and the auditor
   g. Decision of the dissolution of the association
   h. Approval of new and exclusion of Co-host Academic members
   i. Dealing with and deciding on all other business the Board requests the General Assembly to determine

4. Every member of the General Assembly has one vote.

5. Quorum shall be reached if at least half of all members entitled to vote are present. Every decision of the General Assembly is based on a simple majority of all members present. In case of a tie, the President of the Board, as Chairperson, shall have a casting vote.

6. Decisions that introduce changes of the statutes, or propose to dissolve the association, will need a two thirds majority of the members present at the General Assembly. Decisions on new Co-host Academic memberships are taken unanimously (Art. 3 paragraph 9) by the members present at the General Assembly.

Art. 12 Board

1. The Board is composed of minimally three (3) and maximally fifteen (15) members of the General Assembly, who will be elected for 2 years. Re-election is possible. The founding members, as long as they are active as Co-host Academic members, are entitled to one (1) seat on the Board each.

2. The President will be elected by the General Assembly, the Board will organise itself for the other assignments.
3. In case that the President leaves the Board during the fiscal year, the Board will determine an Interim-President, who will pursue the work as President until the next General Assembly.

4. The Board is in charge of managing the association and will represent the association externally. More specifically this includes:

   a. Appointment of an ISCN Secretariat team, which may include a Director, a Program Manager and other roles as needed and approved by the Board, to provide the association’s day to day management and to run back-office operations
   b. Determination of the economic and content strategy of the association
   c. Approval of the annual budget and business plan proposed by the Director of the association (if there is one)
   d. Prepare the annual report and financial closing statements
   e. Determination of the annual fees for decision by the General Assembly
   f. Approval of non-budgeted expenses
   g. Approval of contracts, that are of strategic, financial or legal importance for the association
   h. Creation and dissolution of expert groups and advisory bodies, like the Advisory Board (see Art. 14)
   i. Decision on hires of personnel proposed by the Managing Director of the association (if there is one)
   j. Adoption of necessary regulations
   k. Approval of new, and exclusion of, Honorary members
   l. Approval of new and exclusion of Network Members
   m. Determination and publication of the dates of the next General Assembly, at least (6) months in advance
   n. Definition of regulations for the working framework of the association
   o. Invitation of guests to the General Assembly

5. In general, the Board decides on any matter of this association that has not been assigned by these statutes to another body.

6. The Power to sign legal and financial documents/contracts on behalf of the association is with the President or Vice-President and another Board member or if there is one, the Managing Director of the association (collective signature by two).

7. All members of the Board have one vote. The principle of "ad personam participation" shall apply, vote by proxy shall not be allowed, but participation by telephone or video conferencing will be allowed. Quorum shall be reached if at least half of all members entitled to vote are present. Decisions of the Board are taken with a simple majority of the members present. In case of a tie, the President of the Board shall have a casting vote.

8. Resolutions may also be adopted by circular letter (email), provided no member requests an oral discussion.

9. All the decisions will be documented in minutes.

10. The meetings of the Board are to be treated confidentially.
11. As a rule, at the end of a regular meeting, the date of the next one should be fixed. The agenda is circulated at least five (5) days in advance. In urgent cases, without being required to comply with this notice provision, the President of the Board may also call a meeting by written notice or any other adequate means (e.g. by telephone or email).

12. The President of the Board may, whenever she/he thinks it fit, convene an extraordinary meeting of the Board. A member of the Board may request an extraordinary meeting of the Board by giving written notice to the President, specifying the agenda and the motions to be considered.

**Art. 13 Advisory Committee**

1. Once a year, possibly during the annual conference of the ISCN, the Network members will be invited to elect members of the Advisory Committee composed of representatives of twenty (20) Network members and each Co-Host Academic member will be invited to propose one representative. The election will be staggered, with half of the Advisory Committee members that represent Network members being elected every year. Each elected member serves on the committee for two (2) years. Re-election is possible.

2. The Advisory Committee will develop propositions and recommendations on the development of the ISCN association and on specific initiatives. These propositions and recommendations are submitted to the General Assembly for possible actions and decisions.

**Art. 14 External Auditors**

The General Assembly decides, on proposition of the Board, based on Art. 69b ZGB, the type of audit and elects the external auditors for two years. The external auditors can be re-elected.

**Art. 15 Fiscal Year of the Association**

The fiscal year of the association starts on April 1 of each year.

**Art. 16 Dissolution of the Association**

1. The dissolution of the association can happen based on Art. 11.1 lit. g. by a two thirds majority of the members present at the General Assembly. The General Assembly decides on the use of the possible assets of the association left at the end of the liquidation process.
Art. 17 Final Provisions

1. These statutes have adopted during the inaugural General Assembly of December 3, 2015, in Bern, Switzerland.

2. The association will be registered on the Swiss Commercial Register within two months.

For the founding members:

André Schneider, Vice-President Resources and Infrastructures EPFL, and founding President of the ISCN Board

The Secretary

Bernd Kasemir

Lino Guzzella, President, ETH Zurich

9.12.2015