

# Constitution

Swiss Business Council



## Executive Summary

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The aim of the Swiss Business Council is to provide Swiss companies and Swiss professionals in Qatar with a platform and a network of mutual interest.



## Mission Statement

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The aim of the Swiss Business Council is to promote business opportunities from and for Switzerland!

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# Constitution

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## 1 Establishment and Name

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The Swiss Business Council has been established for an unlimited period in Qatar in 2015. Its office is located in the City of Doha. It was officially licensed on February 1, 2016 by the Qatar Financial Center (QFC) as Swiss Business Council LLC(G).

Swiss Business Council LLC(G) is hereinafter referred to as SwissBCQ or SwissBCQ LLC(G).

The SwissBCQ shall be a non-profit making voluntary organization comprising various membership categories.

Unless otherwise indicated, or defined in the present Constitution words or expressions contained in these Articles bear the same meaning as in the Articles of Association (AoA) for SwissBCQ LLC(G), the Regulations or the QFC Special Company Regulations No. 5 of 2012.

The official language of the SwissBCQ is English.

## 2 Objectives

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The objective of the SwissBCQ is to support commercial and personal relations between its members and to promote economic, social and cultural relations between the State of Qatar and Switzerland by:

- Providing a platform for its members to network among each other including providing opportunities of inter-membership business, communicate with representatives of the government and private sector of the State of Qatar and Switzerland (Swiss Embassy and Swiss Business Hub in Qatar);
- Developing and reinforcing contacts between organizations and associations sharing a mutual interest in Qatar, in particular with other Business Organizations in Qatar and the region;
- Organizing business and social meetings, presentations, seminars, participating in fairs, exhibitions and other related events; and
- Holding regular (at least quarterly) meetings to receive guest speakers, discuss selected topics, find business opportunities and get to know each other. These meetings and additional events are open to members and invited guests.

The SwissBCQ may do everything which may be incidental or conducive to the attainment of the foregoing objectives. The SwissBCQ shall not engage in any political activity in the State of Qatar or allow its funds or facilities to be used for political purposes in Qatar.

## 3 Membership

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### 3.1 Categories of Membership

All the Members of the SwissBCQ shall be referred to herein as “Members” or, if in the singular, as “Member”.

The main categories of membership shall be as follows and the Executive Committee has the right to amend changes to the membership structure and benefits at any time and would communicate accordingly such changes to all the Members.

Members are entitled to participate in the events organized by the SwissBCQ and are allowed to bring a defined number of guests according to their membership category unless defined otherwise by the Executive Committee.

An attendance fee might be levied for specific events or a discount granted to Members. The Member's discount will be also granted to the corresponding number of guests as per the equivalent membership category.

The Executive Committee will decide and communicate to the Members on the specific event.

Guests need to be communicated with anticipation of 72h via [info@swissbcq.org](mailto:info@swissbcq.org) or [sam@swissbcq.org](mailto:sam@swissbcq.org)

#### 3.1.1 General Membership

##### a) Corporate Membership

Membership in this category shall be open to:

- Swiss companies with a legal presence in Qatar either through its own office or in affiliation with a Qatari national; and
- Companies with a legal presence in Qatar whose business is an agency/distributorship for a Swiss company.

Corporate Members are entitled to bring three (3) guests\* to the events organized by the SwissBCQ.

##### b) Individual Membership

Membership in this category shall be in principal open to Swiss citizens who are residing in Qatar and who would like to be involved with the Swiss business community.

Individual Members are entitled to bring one (1) guest\* to the events organized by the SwissBCQ.

##### c) Non-Resident Membership

Membership in this category shall be open to Swiss organizations and companies that do not have a local presence but have a business interest in Qatar.

Non-Resident Members are entitled to bring one (1) guest\* to the events organized by the SwissBCQ.

##### d) Honorary Membership

Membership in this category shall be limited to select distinguished persons, who are invited by the Executive Committee to be Honorary Members and have the unanimous consent of the Executive Committee.

Honorary Members are entitled to bring three (3)\* guests to the events organized by the SwissBCQ provided they are approved in anticipation by the President of the SwissBCQ or via [info@swissbcq.org](mailto:info@swissbcq.org)

#### **e) Associate Membership**

Membership in this category shall be limited to selected distinguished companies, which are invited by the Executive Committee for membership and have the unanimous consent of the Executive Committee.

Associate Members are entitled to bring two (2) guests\* to the events organized by the SwissBCQ.

*\*In case of free events, total number of guests allowed as per corresponding membership category. In case of paid events, the Member guests will be eligible to a discount to be determined by the Executive Committee and as per corresponding membership category.*

### **3.2 Determination of Membership**

Any membership application or change of classification of membership shall be reviewed and accepted by the Executive Committee in its absolute discretion.

#### **3.2.1 Membership Application**

Only complete membership applications are accepted and each has to be approved by the Executive Committee. The application shall state:

- The category in which the applicant is seeking membership;
- The basis for qualification in that category; and
- Any additional information the Executive Committee might request.

Every application must be recommended and seconded by one (1) current Member of the SwissBCQ.

#### **3.2.2 Change of Status**

Every Member shall notify the Executive Committee in writing of any change in status which might affect his/her eligibility for membership. The Executive Committee will at its discretion be entitled to review the status of Members from time to time.

#### **3.2.3 Individual and Honorary Membership**

Individual and Honorary Membership are not transferable and are personal.

#### **3.2.4 Membership Duration**

Membership shall be for one (1) year, subject to renewal and payment of membership fees.

#### **3.2.5 Corporate Members**

Each Corporate Member shall nominate one of its senior executives and resident in Qatar to be its duly authorized representative in all matters relating to its membership of the SwissBCQ. He/she may also nominate an alternate to its duly authorized representation, who may attend meetings and represent the Corporate Member during his/her absence. Every alternate shall also be a resident in Qatar.



### 3.3 Membership Fees

#### 3.3.1 Annual Membership Fee

Every Corporate, Individual and Non-Resident Member shall pay an annual membership fee. The annual fee shall be due in respect of the financial year, the 1<sup>st</sup> of January each year and hence shall be paid by the 31<sup>st</sup> of December of each year.

#### 3.3.2 Membership Fee

The membership fees will be fixed by the Executive Committee and will be applied towards administrative and other occurring costs. The Executive Committee shall reevaluate these costs from time to time.

#### 3.3.3 Prorated Membership Fee

The membership fee will be charged pro rata for Members who join during the year. No refund of the annual membership fee will be made if a Member resigns.

#### 3.3.4 Membership Cancellation

Membership will be canceled if the annual fee is not paid within 90 days of due date as defined by the Executive Committee.

#### 3.3.5 Membership Re-Application

Should a membership lapse due to non-payment of the annual fees, the Member affected may reapply to the Executive Committee for readmission. Upon approval of any such application by the Executive Committee, the outstanding fees for the current year, plus an QAR 500 administration fee shall be due and payable forthwith.

### 3.4 Liability of Members

The liability of each member is limited to the membership fee, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- Payment of the company's debts and liabilities contracted before he ceases to be a member;
- Payment of the cost, charges and expenses of winding up; and
- Adjustment of the rights of the contributories among themselves.

Each member's undertaking as per this article is governed by and shall be construed in accordance with the laws of the Qatar Financial Centre.

The members submit all disputes arising out of or in connection with their undertaking in this article to the exclusive jurisdiction of the Qatar International Court.

### 3.5 Right to Vote

#### 3.5.1 Voting Structure

Corporate and Individual Members may vote. They have the following voting rights:

- Corporate Members hold three (3) votes; and
- Individual Members hold one (1) vote.

No other category of membership will be entitled to vote.



### 3.5.2 Voting Replacement

A Corporate Member representative may authorize an alternate to vote on his/her behalf at any General Meeting of the SwissBCQ. Notice of such an alternate's authorization must be received in writing by the Executive Committee prior to the time of the meeting. No alternate representative may be designated by an Individual Member, but Individual Members may designate – in written notice received by the Executive Committee prior to the time of the meeting – a voting Member of the Executive Committee as his/her proxy; for voting purposes only.

### 3.5.3 Eligibility for Executive Committee Membership

Any voting Member is eligible to become a Member of the Executive Committee.

## 3.6 Information

### 3.6.1 List of Members

The Executive Committee will maintain a list of all Members, which will be available to all Members per request to the Secretary.

### 3.6.2 Circulars

The Executive Committee will - at its discretion - distribute circulars to Members containing information or news considered to be of interest to Members.

## 4 Meetings of the SwissBCQ

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### 4.1 General Meetings

#### 4.1.1 Annual Meeting

An Annual General Meeting (AGM) shall be held once every year. The AGM shall be held not later than 31<sup>st</sup> of March of every year. The following business shall be conducted at each AGM:

- Report of the President;
- Report of the Auditor of the previous year's accounts;  
and
- Other matters which are placed on the agenda in prior.

The Executive Committee and the Honorary Auditor will be elected for a period of two (2) years in accordance with article 5.4.1 of the Constitution.

#### 4.1.2 AGM Timing

The AGM shall be announced by the Executive Committee at least three (3) weeks prior to the time of meeting and all Members will be properly notified.

All other General Meetings, where official business of the SwissBCQ will be discussed and votes will take place, will be announced by the Executive Committee at its discretion from time to time by giving not less than fourteen (14) days' notice to all Members.

A General Meeting may be suggested in conjunction with a luncheon meeting or any other event organized by the Executive Committee.

Invitations will be strictly sent by e-mail to save administrative costs.

### 4.1.3 Agenda Points

Any Member who wishes to place an item on the agenda of a General Meeting may do so, provided he/she gives notice in writing to the Secretary at least seven (7) days before the invitation for the meeting is sent to the Members.

## 4.2 Quorum and Voting

### 4.2.1 Quorum

The quorum for the AGM and all General Meetings shall be twenty percent (20%) of the paid Memberships\* of the SwissBCQ present in person or by proxy. A quorum shall be required at all times during meetings if actions are taken.

*\*Paid Memberships: for the current year at the date of the AGM*

### 4.2.2 Missing Quorum

In the event of there being no quorum present at any AGM or General Meeting, the Members present may resolve to adjourn the meeting to another date to be fixed by the Executive Committee. Notice of such meeting and a copy of the agenda shall be sent to all Members at least two weeks before the rescheduled meeting.

### 4.2.3 Final Quorum

Should the number present in the second meeting be insufficient to form a quorum, those present shall be considered a quorum.

### 4.2.4 Voting Rules

Voting shall be by simple majority of all votes cast and proxy votes will be permitted on such terms as the Executive Committee may establish. In the event of a tie, the President of the SwissBCQ shall have a casting vote.

### 4.2.5 Replacement of President

Each General Meeting shall be chaired by the President of the SwissBCQ or, in his absence, by one of the Vice Presidents and by another Member of the Executive Committee.

### 4.2.6 Meeting Minutes

Minutes of each AGM and all other General Meetings shall be recorded and made available to all Members upon request.

## 4.3 Guest Policy

Members are encouraged to bring visiting Swiss businesspersons to Meetings of the SwissBCQ. The names of all guests shall be notified to the SwissBCQ office in advance and the number of guests and the frequency by which such guests may attend General Meetings may be restricted by the Executive Committee.

## 5 Officers

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### 5.1 Designation of the Executive Committee

#### 5.1.1 Affairs

The affairs of the SwissBCQ will be administered by an Executive Committee which shall consist of nine (9) officers with portfolios and up to three executive officers without portfolio.

#### 5.1.2 Executive Committee

The Officers of the SwissBCQ shall be elected by the AGM. Their designations and nationalities shall be as follows:

<b>President</b>	• Swiss Citizen
<b>Vice President 1</b>	• Swiss Citizen
<b>Vice President 2</b>	• No Swiss citizenship required ( <b>Qatari</b> )
<b>Secretary</b>	• No Swiss citizenship required
<b>Business Development Officer</b>	• No Swiss citizenship required
<b>Treasurer</b>	• No Swiss citizenship required
<b>Deputy Secretary/Treasurer</b>	• No Swiss citizenship required
<b>Ex-Officio (2)</b>	• Representatives of the Swiss Embassy Qatar and of Swiss Global Enterprise

## 5.2 Duties of Officers

### 5.2.1 President

The President shall exercise general supervision over the affairs of the SwissBCQ and shall represent the SwissBCQ in external relations. The President shall preside over all meetings of the SwissBCQ and of the Executive Committee and shall be responsible for implementing all decisions of the SwissBCQ and of the Executive Committee.

### 5.2.2 Vice Presidents

The two (2) Vice Presidents shall perform such duties and responsibilities as may be assigned by the President or the Executive Committee, and shall preside over meetings in the absence of the President.

### 5.2.3 Secretary

The Secretary shall be responsible for membership development, membership services, the calling of meetings, the keeping of all documents, minutes and records of the SwissBCQ and shall perform such other duties and responsibilities as may be assigned by the President or the Executive Committee.

### 5.2.4 Business Development Officer

The Business Development Officer shall be responsible to find new Members and to support the activities related to public relations, development of opportunities and networking on behalf of the SwissBCQ. He will act in alignment and following the direction or mandates given by the Executive Committee and / or the President.

### 5.2.5 Treasurer

The Treasurer shall be responsible for all financial receipts and records, disbursements, accounts and reports, and shall perform such other duties and responsibilities as may be assigned by the President or the Executive Committee.

### 5.2.6 Deputy Secretary/Treasurer

A Deputy Officer represents the Secretary or Treasurer during their absences.

### 5.2.7 Ex-Officio

One (1) representative of the Embassy of Switzerland is ex-officio Member of the Executive Committee (without voting rights) and one (1) representative of Switzerland Global Enterprise - Swiss Business Hub in Qatar (without voting rights).

### 5.2.8 Advisor

The Advisor shall preferably be a lawyer practicing in Qatar and shall provide advice to the Executive Committee.

## 5.3 Indemnification of Officers

The SwissBCQ shall indemnify all officers and Members of the Executive Committee and hold them harmless against any loss or liability arising out of the performance of their duties, including the defense of all actions and any liability arising there from resulting from acts of negligence.

## 5.4 Term and Vacancies

### 5.4.1 Duration of Service

All Officers and Members of the Executive Committee shall serve for terms of two (2) years unless re-elected or for such additional period until their successors take office.

### 5.4.2 Vacancies

Vacancies in any offices or elective positions of the Executive Committee shall be filled by the Executive Committee until election of Executive Members at the next AGM. The Executive Committee shall determine when a vacancy exists.

## 5.5 Election of the Executive Committee

### 5.5.1 Election

The Executive Committee will be elected by the Members present and/or duly represented at the AGM.

### 5.5.2 Nominations

Nominations for Membership of the Executive Committee will be invited by the Executive Committee when giving notice of the AGM. All nominations must be received in writing by the Executive Committee not less than two weeks before the date of the AGM. Every nomination shall be supported by at least two Members of the SwissBCQ. The Executive Committee will circulate the list of nominations to Members not less than one week prior to the AGM.

### 5.5.3 Executive Committee Election

Election will be made by simple majority of the Members. Voting and proxy votes will be permitted upon such terms as the Executive Committee may establish.

### 5.5.4 Formation of Executive Committee

The elected officers will form the Executive Committee, which will constitute itself.

## 5.6 Duties of the Executive Committee

### 5.6.1 Operating Policies

The Executive Committee shall set the policies for the day-to-day operations of the SwissBCQ reflecting the objectives of the membership expressed at General Meetings and shall make all decisions on matters affecting the SwissBCQ when the General Meeting is not sitting, subject to any other provisions of this Constitution.

### 5.6.2 Bank Account

The Executive Committee is authorized to open and operate bank accounts in the name of the SwissBCQ. The signatures of any two Members of the Executive Committee shall be required on all cheques.

### 5.6.3 Sub-Committees

The Executive Committee is authorized to appoint Sub-Committees for Operations, Communications, Events and any other important purpose and invite any Member of the SwissBCQ to assist the Executive Committee or serve on a Sub-Committee to achieve the objectives of the SwissBCQ.

#### 5.6.4 Hiring for Staff

The Executive Committee may engage staff and obtain office and other facilities as may be considered necessary, the costs of which shall be paid from the membership fees.

#### 5.6.5 Attendance

Attendance of Executive Committee meetings and SwissBCQ events is considered an essential component of service to the Executive Committee.

Attendance requirement as per the constitution should be understood in line with Art.44 of the AoA (Disqualification and removal of Directors) of the Swiss Business Council LLC(G). Among others, in order to remain on the Executive Committee, Members must attend at least 70% of the monthly Executive Committee meetings, and not be absent from three consecutive Executive Committee meetings, held in each elective year. In the event that any Member does not perform the minimum attendance, the officer will be asked to resign – unless a majority of the full Executive Committee determines special circumstances exist to permit continued Executive Committee membership.

#### 5.6.6 Business Rules

The Executive Committee may establish its own rules for the conduct of its business and may vary such rules as and when it may be necessary to do, subject always to the laws and regulations applicable in Qatar and to the SwissBCQ LLC(G) as part of QFC.

#### 5.6.7 Variations

The Executive Committee may vary the designation and duties of Officers set out in “5.1.2 Executive Committee” as and when it may be necessary to do so, subject always to the laws and regulations applicable in Qatar and to the SwissBCQ LLC(G) as part of QFC.

### 5.7 Meeting of the Executive Committee

#### 5.7.1 Meeting Set-Ups

The Executive Committee shall meet at least once before each General Meeting and on such other occasions as the Executive Committee considers to be appropriate, to attain the objectives of the SwissBCQ.

#### 5.7.2 Quorum Rules

The quorum for all meetings of the Executive Committee shall be a simple majority and all actions shall be taken by a simple majority vote of those present. The President of the SwissBCQ shall have a casting vote.

## 6 SwissBCQ Office

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The Executive Committee may establish an office to better serve the Members of the SwissBCQ. Administrative duties of the Executive Committee and Sub-Committees may be delegated to the SwissBCQ office. The SwissBCQ office will be run by an office manager, who reports to the Executive Committee.

Official means of communication is email.

## 7 Audit

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### 7.1.1 Financial Year

The financial year of the SwissBCQ shall run from 1<sup>st</sup> of January to 31<sup>st</sup> of December of each year.

### 7.1.2 Auditor

The SwissBCQ shall have an auditor who shall be elected at the AGM.

### 7.1.3 Auditing

The Executive Committee will arrange for the accounts of the SwissBCQ to be audited at the end of each financial year and for a report from the auditor to be presented to the Members at the AGM.

## 8 Amendment of the Constitution

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No amendment of this Constitution shall be made unless it is firstly resolved by a simple majority of the Members of the Executive Committee and then approved by a simple majority of the Members present or represented during an AGM or any other extraordinary General Meeting that will be held specifically for amendment of the Constitution. The agenda and proposed amendments must be distributed to all Executive Committee Members and Members at least fourteen days before the vote at the Executive Committee meeting. Such an Executive Committee resolution deciding an amendment of the Constitution must then be notified to all Members in accordance with article 4.1.2 above all Constitution.

## 9 Dissolution

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### 9.1 Means of Dissolution

The SwissBCQ shall not be dissolved, except with the written consent of not less than three-fifths of all the Members.

### 9.2 After Dissolution

#### 9.2.1 Dissolution

In the event of the SwissBCQ being dissolved, all debts and liabilities legally incurred on behalf of the SwissBCQ shall be fully discharged, and the remaining assets shall be donated to such local charitable organizations as the voting Members shall have decided.

#### 9.2.2 Notice of Dissolution

Notice of the dissolution shall be given to the Members by the most efficient means available.