

HARBOURCLUB

„HarbourClub CHIEF COMMUNICATIONS OFFICERS“

Statutes

7 March 2018

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Preamble

The purpose of the „HarbourClub Chief Communications Officers“ is to provide its members, who have shared interests in the field of corporate communications, with an informal platform for the exchange of information and experience. As a „Club“ in the real sense of the word it will restrict expenditure, management and administration to a minimum and will not undertake any of the activities that typify clubs and associations.

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1. Constitution

The „HarbourClub Chief Communications Officers“ was constituted as an association under Swiss law by a resolution of 28 June 2000 as a members' forum for the concerns of corporate communications.

2. Purpose of „HarbourClub Chief Communications Officers“

The objectives are the exchange of experience between managers [of both sexes] in corporate communications, tackling challenges in corporate communications and the promotion of informal contacts among members. In order to meet these objectives, participation is restricted to 100 members.

The „HarbourClub Chief Communications Officers“ pursues this purpose by means of:

- regular lunches for the exchange of information and experience between the members
- Contacts and exchange of experience at national and international level with stakeholder groups and related disciplines
- Contact with institutions at national and international level, which are concerned with corporate communications, as well as with other national and international bodies
- Contact with researchers at national and international levels, who are concerned with corporate communications and are interested in an exchange of ideas between practice and theory
- Formation of working-groups, preferably involving specialists, for the purpose of dealing with communications topics
- Running of workshops, to which only members are admitted
- Staging of public events
- Publication of information relating to corporate communications
- External representation of members' interests

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3. Members

Members of the „HarbourClub Chief Communications Officers“ may be:

- active Chief Communications Officers, who hold overall responsibility for their company's communications or for a substantial area of them;
- active industry experts who hold an office (but no agency personnel) and who make an important and active contribution to achieving the aims of „HarbourClub Chief Communications Officers“, up to a maximum of 10% of the members

Candidates are examined by the Board with regard to their fulfilment of the conditions for membership. The Board decides on their admission. New members introduce themselves to the club members at a lunch-meeting.

In principle a company or organisation may only be represented by one person. Exceptions are international corporations with their head office in Switzerland, which in addition operate national headquarters or divisions throughout the world.

Membership is personal and not assignable. Membership is terminated by resignation or by giving up the relevant function. Members who no longer fulfil the criteria for membership, must resign with immediate effect. Every member is obliged to notify the club when the conditions for membership are no longer present. The membership fee is forfeited.

Members may be excluded for an important reason. Exclusion requires a 75% majority of members present the General Meeting of Members.

3.1 Membership fees

The liabilities of the „HarbourClub Chief Communications Officers“ are exclusively restricted to the club's assets; it accepts no liability whatsoever for its members. The level of the membership subscription is fixed by the regular Members' Meeting.

- 100% of the subscription is payable by members joining between 1 January and 30 June
- 50% of the subscription is payable by members joining between 1 July and 31 December

3.2 Power of disposal over assets

The members of the Board elected by the Members' Meeting may dispose of club assets with the joint signature of any two Board members.

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4. Executive bodies of the „HarbourClub Chief Communications Officers“

The executive bodies are:

- the Members' Meeting
- the Board
- the Auditor

4.1 Members' Meeting

The Ordinary Members' Meeting takes place annually in the spring. Extraordinary Members' Meetings may be called by a resolution of the Board or at the request of five members.

In urgent cases the Board may also put a matter to a written ballot of members, outside the Members' Meetings.

Invitations to Members' Meetings (including agenda) must be sent to the members at least two weeks before the Meeting.

The Members' Meetings of the „HarbourClub Chief Communications Officers“ take place at a venue to be determined by the Board. The Meetings shall be conducted by the club's President or his/her deputy.

Each member of the „HarbourClub Chief Communications Officers“ has one vote.

The Members' Meeting passes its resolutions by an absolute majority of the members present. The election of Board members require a two-thirds majority, amendments to statutes and expulsion of a member require a 75% majority of the members present. In the case of written ballots as defined in Art. 4.1., para. 2, an absolute or qualified majority of the votes submitted is required, depending on the circumstances.

As a rule, voting is conducted openly. The Chair of the Members' Meeting has the right to order a secret ballot.

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4.2. Board

The Board is self-constituting. The Board comprises a President, a Deputy President and at least two, or a maximum of seven further members. The term of office in each case is two calendar years. The President, or Deputy, and each Board member are individually elected at the Members Meeting by a two-thirds majority of the members present. The elections are held openly. The Board may nominate new Board members on a provisional basis with immediate effect until the date of the next Members' Meeting.

The Board is responsible for all transactions except those which, by law and statutes, are assigned to the Members' Meeting. However, it is not entitled to place the „HarbourClub Chief Communications Officers“ or its members under any form of legal obligation.

4.3 Auditor

The Members' Meeting elects an Auditor, who is not a member of the Board.

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5. Statutes

Amendments to the Statutes may only be made by Ordinary or Extraordinary Members' Meetings and require a 75% majority of the members present.

6. Dissolution

The decision to dissolve the „HarbourClub Chief Communications Officers“ may only be taken by vote at an Ordinary or Extraordinary Members' Meeting and requires a two-thirds majority of members present.

Zurich, 7 March 2018 (replaces the version of 27 February 2008)

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Appendix

Criteria for the admission of new members:

- reports directly to the CEO or is a member of senior management
- is responsible for overall communications (including all subsidiary fields)
- has management responsible (heads a team/department)
- has worked for at least one year in this role
- at least two years in a Head of Corporate Communications role
- the company is attractive to the HarbourClub (is brand-defining or a useful addition to/rounding-off of the membership)
- a member of the Board knows the candidate personally (if not, an introduction is being organised in the near future)
- since this is a club, the Board reserves the right to reject a candidacy even if all criteria are fulfilled.

Candidates are examined by the Board to ascertain whether they fulfil the conditions for membership. The company or organisation must be brand-defining for the HarbourClub and/or must complement or round off the membership. At least one member of the Board must know the candidate personally. If not, an early meeting must be organised between a Board member and the candidate. The Board then decides whether or not to admit the candidate. Since this is a club, the Board reserves the right to reject a candidate even if all the criteria are fulfilled. New members introduce themselves at a members' lunch-meeting.