Legal Requirement Framework

Companies with the SARL/GmbH/SAGL structure in Switzerland will need to have or adopt governing documents which include a commitment to a 'triple bottom line' approach to business to meet the legal requirement for B Corp Certification. In practice, for a typical business, this is likely to mean having an objects clause which states that it exists to promote the success of the business for the benefit of its shareholders, but also to strive for a material positive impact on the society and the environment.

The governing documents of B Corps will also need to state that the board members of the company need to consider a range of 'stakeholder interests'—including shareholders, employees, suppliers, society and the environment—when making decisions and, critically, that shareholder value is not the supreme consideration, but it is one factor amongst the many stakeholder interests which board members need to take into account when running the business.

Société à Responsabilité Limitée (SARL) - Ges. mit beschrankter Haftung (GmbH) - Società a Garanzia Limitata (SAGL)
(**The following paragraphs must be inserted into the Articles of Association (AoA) and must be included word-for-word, without any alterations**)

1. Amendment to the company object:
German: *In der Verfolgung ihres Zwecks erzielt die Gesellschaft durch ihre Geschäftstätigkeit eine erheblich positive Wirkung auf das Gemeinwohl sowie die Umwelt.*

French*: Dans la poursuite de son but, la société vise un impact sociétal et environnemental positif important dans le cadre de ses activités commerciales et opérationnelles.*

Italian: *Nel compimento del proprio oggetto sociale, la società mira ad avere un impatto positivo significativo societario e ambientale attraverso le sue attività commerciali e operative.*

English: The Company, by pursuing its purpose, shall, through its business and operations, strive for a material positive impact on the society and the environment.

© Copyright 2019 B Lab. All rights reserved

2. Amendment to the duties of directors and managers:

French: *Dans le processus de décision, les gérants tiennent compte des intérêts à court et long terme de la Société, de ses filiales et de leurs fournisseurs, et du but de la Société de créer un impact matériel positif sur la société et l'environnement ainsi que de l'impact de leurs actions envers les parties concernées, entre autres : (i) leurs employés et leur personnel, (ii) leurs clients, (iii) les régions et communautés dans lesquelles ils sont actifs et (iv) l'environnement (les "intérêts des parties prenantes"). Aucune disposition du présent article, expresse ou implicite, n'a pour but ou ne doit créer ou accorder un droit ou une cause d'action à quiconque (hormis à la Société).*

German: *Bei der Entscheidung berücksichtigen die Geschäftsführer die kurz- und langfristigen Interessen der Gesellschaft, ihrer Tochtergesellschaften und ihrer Lieferanten sowie den Unternehmenszweck, positive wesentliche Auswirkungen auf Gesellschaft und Umwelt zu erzielen, sowie die Auswirkungen ihres Handelns auf die relevanten Interessengruppen, unter anderem: (i) ihre MitarbeiterInnen, (ii) ihre Kunden, (iii) die Regionen und Gemeinschaften, in denen sie tätig sind, und (iv) die Umwelt (die "Interessen der Interessengruppen"). Nichts in diesem Artikel, weder ausdrücklich noch stillschweigend, ist dazu bestimmt oder soll gegen, durch oder für jemand (mit Ausnahme der Gesellschaft) ein Recht oder einen Klagegrund schaffen oder gewähren.*

Italian: *Nel processo decisionale, il/i gerente/i tiene/tengono conto degli interessi a breve e a lungo termine della Società, dei suoi sussidiari e dei suoi fornitori, nonché dell'obiettivo della Società di creare un impatto materiale positivo sulla società e sull'ambiente e dell'impatto delle sue azioni, tra l'altro, nei confronti degli stakeholder rilevanti: (i) sui dipendenti e la forza lavoro dell'azienda, (ii) i clienti della Società, (iii) le regioni e le comunità in cui opera e (iv) l'ambiente (gli "interessi degli stakeholder"). Nessun elemento del presente articolo, esplicito o implicito, è inteso o deve creare o concedere un diritto o una qualsiasi causa di azione a favore, da o contra una persona (altro che la Società).*

English: *In the decision process, the Managing officers shall take into account the short- and long-term interests of the Company, its subsidiaries and their suppliers, and the object of the Company to create a positive material impact on society and the environment as well as the impact of their actions towards the relevant stakeholders, amongst others: (i) their employees and their workforce, (ii) their customers, (iii) the regions and communities in which they are active and (iv) the environment (the "Stakeholders interests"). Nothing in this Article express or implied is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).*

© Copyright 2022 B Lab. All rights reserved