



Annual Report 2016
IFU | BLI Business Law Institute



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Strategic partners



IG Genossenschaftsunternehmen

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The year 2016 was characterized by our major event, the International Cooperative Science Conference ICCS 2016, for which we had been preparing since the 2012 allocation by the Syndicate Cooperative Science Institutes AGI. The IGT 2016 / ICCS 2016 was the biggest event the institute has ever held since its inception.

The congress was opened on September 14th, 2016, where over the course of three days around 1000 people visited the University or the Lucerne Cultural and Convention Centre (KKL). Every lecture hall was needed! In the field of science, 96 researchers with 58 contributions from 21 countries – including China, Thailand, Brazil, Canada and the USA – participated in ICCS 2016. With more than 80 speakers the practical section was equally represented. These were predominantly administrative or supervisory boards and members of management – who in various panels, discussion groups and individual lectures made the current challenges faced by cooperative enterprises visible. The new special format of the Innovation Labs – scientists and practitioners working together to develop solutions, was well received and gave an outlook on exciting and innovative answers to cooperative problems.

Once again, the research output was able to be increased both in qualitative and quantitative terms, two monographs and seven scientific articles were authored. A publication will appear in the Dike Verlag in 2017 entitled «Corporate Governance of Cooperative Enterprises», which for the first time presents requirements profiles and implementation possibilities for the corporate governance of cooperative enterprises for Switzerland, on the basis of a new holistic, integrative approach developed at the institute. A book of methods on «Innovation and Reflexivity» in the research process was published by LIT Verlag. In the Competence Centre Network and Cooperative Enterprises, a representative survey in the Swiss population was carried out on «identity and growth» and successfully concluded with a publication. Also a representative survey on the determination of the lawfulness among corporate enterprises was published on the subject of «Taxation and Cooperatives de lege lata». With the publications we have not only increased the share of women researchers, but also the proportion of emerging researchers.

A number of specialist forums and CEO/VRP discussion forums on cooperative scientific fundamental issues were established for the IG Cooperative Enterprises. Priority was given to governance topics and subjects related to the monitoring of the legal, regulatory and political corporate environment.

Progress was also made in the internationalization of the IFU | BLI. In addition to routine research projects / publications with Austrian and German colleagues we regularly receive delegations from foreign companies and universities, such as a group of doctoral students from the Thai Mahidol University, one of the best in the country. A delegation of Brazilians (Sistema OCesp, one of the largest cooperative groups in the country) was interested in the training of Brazilian company executives in Switzerland. Finally, Prof. Dr. F. Taisch was appointed to the Board of Governors of HEC Montréal, Institut International des Coopératives Alphonset-Dorimène-Desjardins and a member of the most important European Corporate Governance Board, the ECGI (European Corporate Governance Institute).

Within the area of healthcare enterprises, we have again implemented various training programmes for cantonal hospitals with great success. The CAS «Law, corporate management and leadership in the health care sector» for the Lucerne Cantonal Hospital (LUKS) was greatly praised by the participants, management and hospital council because of its trans- and interdisciplinary, substantive and didactic conception. In this respect, interdisciplinary live

cases from everyday hospital life were developed by the participants in the presence of several professors from the fields of law, business, ethics and medicine. Furthermore, in the last course, a potential benefit of 50 million CHF was achieved by the projects implemented by the participants in the context of their theses.

Various courses also took place at the Competence Centre Infrastructure (formerly Competence Centre Public Enterprises). Thus, a sector-specific VR seminar and a three day «Summer School for Innovation and Entrepreneurship» for the «Innovation Process in the Energy Industry from the Perspective of Technology, Business Management and Law» were held together with the Montan University of Leoben (A). In addition, various courses on current industry-specific topics relating to law and business management took place in the energy and recycling sector.

Within the area of marketing, a CRM (Customer Relationship Management Programme) was initialized and a website for the ICCS 2016 was newly activated. The Facebook pages for the ICCS 2016 and IFU | BLI received keen interest, we already were able to register more than 6000 followers.

Finally, we succeeded in qualitatively increasing the IFU | BLI employee base in 2016; the institute had 15 employees, 9 active directors and 9 additional associated partners at the end of 2016. We especially welcome Mirjam Signer, Gino Wirthensohn, Elena Inhelder and Fabian Schillig. Theresa Ruppel, MLaw and Pascal Schott, MLaw, LL.M leave our institute at their own request to take on new challenges, thank you for the work done at the institute and we wish them all the best for the future.

We would like to thank all strategic and financial partners as well as project partners for the positive and successful cooperation and their support!

January 2017



Prof. Dr. Franco Taisch,
Chairman of the Board of Directors
IFU | BLI



Prof. (FH) Dr. Alexander Jungmeister,
CEO IFU | BLI

Strategy

Institute Strategy

The previously formulated strategy for the IFU | BLI Business Law Institute also proved itself in 2016 and was specifically extended. The individual competence centres are all grouped according to content around the competence core of our institute «trans- and interdisciplinary corporate management with business administration and law» and supplement each other with regard to content and synergies can be utilized. For example, competence in financial markets and financing operations helps to correctly structure cooperative financial innovations, or our Corporate Governance competence in family business, cooperatives and banks are also called for in the health-care sector.

Our basic strategy is aimed at thematic leadership in research, teaching and scientific transfer in the corresponding competence centres. All relevant corporate management tasks are treated in view of holistic corporate management including all dimensions, especially financial market related themes. The IFU|BLI is consistently oriented towards the needs of the enterprises, which are critically reflected on in the context of basic and applied research. In this respect, the focus is on the needs of personal enterprises. At the Competence Centre Public Enterprises we made slight substantive adjustments; the «Competence Centre Public Enterprises» is now renamed «Competence Centre Infrastructure – Energy, Waste and Recycling».

The IFU | BLI now maintains 5 strategic competence centres:

- Network and Cooperative Enterprises
- Infrastructure – Energy, Waste and Recycling
(formerly: Competence Centre Public Enterprises)
- Healthcare Enterprises
- Enterprise and Governance Design
- Financial Markets

Cambridge Innovation 800

The IFU | BLI was selected by the University of Cambridge to participate at the Innovation Initiative «Cambridge Innovation 800». The following text was created thereof for a brochure at the University of Cambridge.

Practice makes perfect

«Our size affords us the freedom and flexibility to do things that other colleges can't,» says Franco Taisch, Professor of Business Law and Chairman of the board of directors. «We try to collaborate with all the university's faculties to establish a fully integrated perspective. We teach subjects in combination, and look for the places where they overlap and impact on one another.»

Applied learning and basic research

Operating at the intersection between law and business administration, the Business Law Institute delivers research, education and scientific consultancy, and has cultivated a healthy and productive dialogue with industry. It eschews the traditional faculty model of a purely theoretical approach, instead sending its students into the world of work, where they can apply their trans-disciplinary skills to help solve business problems. «We bridge the gap between science and practice,» says Professor Taisch, «and our students' methods are proving extremely effective. Companies very often take up their suggestions, which makes us especially proud.» In return, the research teams have drawn on their discoveries in real business practice to inspire further research. The institute specialises in the legal and regulatory business environment of enterprises, with an emphasis on those with a strong personal focus. For instance, it has taken the unusual direction of partnering with hospital managers and physicians to offer training for an executive certificate in healthcare business leadership. And just one example of how instrumental its active involvement in start-up partnerships has been is the co-development of Healthbank – an important international medical records database. In a recent survey, Switzerland's National Bureau of Statistics observed not only that master's graduates from the University of Lucerne enjoyed 97 per cent employment rates, but also that after five years, almost half of its former students were in leadership roles. «I think that this clearly demonstrates that we are educating the leaders of tomorrow,» says Professor Taisch.



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Important Publications



Taisch/Jungmeister/Gernet, Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, St. Gallen 2016

Rössl/Jungmeister/Taisch, Genossenschaftliche Werte in der öffentlichen Wahrnehmung – Empirische Ergebnisse aus Österreich und der Schweiz (The public perception of cooperative values – empirical results from Austria and Switzerland), in: Zeitschrift für das gesamte Genossenschaftswesen (ZfgG) (Magazine for the Cooperative Movement), ZfgG 65,4, p. 279-299, Stuttgart 2016



Taisch/Jungmeister/Fabrizio, Kooperative Governance – eine skizzenhafte Annäherung (Cooperative Governance – a sketched approach), in: Vorträge und Aufsätze des Forschungsvereins für Genossenschaftswesen (Lectures and essays by the Cooperative Research Association), Heft 39, University of Vienna 2016

Jungmeister, Strategy Development for Large Swiss Cooperatives. in: Taisch/Jungmeister/Gernet, Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 514-527, St. Gallen 2016



Fabrizio, Besteuerung der Genossenschaften de lege lata – Zwingt das Steuerrecht zur Preisgabe der genossenschaftlichen Identität? (taxation of cooperatives de lege lata – does the tax law force the relinquishment of cooperative identity?) in: Taisch/Jungmeister/Gernet, Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 251-264, St. Gallen 2016

Competence Centre Network and Cooperative Enterprises

The Competence Centre for Cooperatives (The Competence Centre Network and Cooperative Enterprises) is our longest-running competence centre in years and has been operationally active within the Business Law Institute since 2011. The Competence Centre implements the objectives and the concept of the IFU | BLI within the field of network and cooperative enterprises. As was stated in the recent 2015 Peer Review of Research, we are already well on the way towards becoming an internationally leading competence centre. The Competence Centre Network and Cooperative Enterprises creates lasting value through interdisciplinary research, training and further education, academic transfers, shaping the legislation process, as well as working with stakeholders and the public.

The Competence Centre Network and Cooperative Enterprises is an important strategic partner of the IG Genossenschaftsunternehmen (IGG – Cooperatives Organisation). As people-orientated companies, cooperatives are the antithesis of capitalist-orientated joint-stock corporations. Today they are already of great politico-economic importance – the biggest cooperatives represent 15% of Switzerland's GDP – and, in the context of the current discussions of values, they possess great economic potential. They stand out due to their particular business and governance structure in terms of sustainable business, which has been firmly established for decades in the case of many cooperatives and goes back to the tradition of the Middle Ages (cf. die Allmendgenossenschaften (The Common Land Cooperatives), Elinor Ostrom¹). The 2009 financial crisis put sustainable, ethically responsible and democratic businesses back into the spotlight. There is an increased need for both a widespread and detailed interdisciplinary academic engagement with cooperatives and their business environment.

Research

In 2016, the Competence Centre Network and Cooperative Enterprises focused on the following research topics:

- The structure of networks and cooperatives
- The structure of cooperative banks and their challenges
- Cooperative DNA as a basis for differentiation strategies
- Strategy development in networks and cooperatives
- Perceptual space in cooperatives
- Corporate governance in cooperative enterprises
- Fields of action concerning legal and regulatory conditions for cooperatives
- Digitization and cooperative identity

Research projects in detail

«Bernese Commentary on Cooperative Law»

[Ongoing project led by Prof. Dr. F. Taisch and Dr. N. Fabrizio, co-management]

Starting point

A value change can be seen within society and business concerning the types and methods of business trading and of operating. The pure one-dimensional maximizing of profit is no longer the measure of all things. Against this backdrop, cooperative thinking gains importance as a real alternative to the joint stock corporations around the world. Despite the increasing societal and economic reputation of cooperative businesses, as well as the evolution

¹ Elinor Ostrom, Die Verfassung der Allmende (Governing the Commons), Tübingen 1999.



Dr. Mirjam Matray (member of the Mont Blanc Meeting Scientific Committee from France) during her presentation at the ICCS 2016 in Lucerne.



Participants of the ICCS 2016 in front of the sponsor wall at the University of Lucerne.

of cooperatives that has taken place in recent decades, a comprehensive academic paper on Swiss Cooperative Law is missing from legal practice. This gap should be closed with the help of basic research on cooperative law, which serves to update the Bernese commentary on cooperative law. The project supported by the SNF (Schweizerischer Nationalfonds zur Förderung der wissenschaftlichen Forschung – Swiss National Science Foundation).

Status

The results of the basic research have flowed into numerous publications since the beginning of the project. Particularly noteworthy are: Forstmoser / Taisch / Troxler / D'Inca-Keller, Der Genossenschaftszweck – gestern und heute (The Purpose of Cooperatives – yesterday and today), in: REPRAX 2/2012, p. 1 ff.; Taisch / Troxler, Mindestmitgliederzahl bei Genossenschaften, Besprechung des Urteils des BGer 4A_729/2011 (Minimum Number of Members in Cooperatives, Discussion of the judgment of the BGer 4A_729 / 2011) of 25 May, in: AJP 11/2012, p. 1646 ff); Taisch / Troxler, Eigenkapitalbeschaffung bei Genossenschaften (Equity Procurement in Cooperatives, in: AJP 3/2013, pp. 407-424, Zurich 2013; Forstmoser / Taisch / Troxler Unzulässigkeit von Beteiligungsscheinen bei Genossenschaften (Inadmissibility of Participation Certificates in Cooperatives), in: Jusletter July 2015; Taisch / Jungmeister / Fabrizio, Corporate Governance von Genossenschaftsunternehmen (Corporate Governance of Cooperative Enterprises), planned publication: Zurich / St. Gallen (DIKE) 2017, and recently the contributions of various IFU employees in the framework of the ICCS 2016: Fabrizio, Besteuerung der Genossenschaften de lege lata – Zwingt das Steuerrecht zur Preisgabe der genossenschaftlichen Identität? (taxation of cooperatives de lege lata – does the tax law force the relinquishment of cooperative identity ?); Köpfler / Perret, Die Genossenschaft im Zeitalter der Digitalisierung (The cooperative in the age of digitization) and Jungmeister / Ruppel, Rechtsfragen bei komplexen Gruppen mit genossenschaftlicher Prägung (Legal aspects in complex groups with a cooperative character) (all published in: Taisch / Jungmeister / Gernet (eds.), Identität und Wachstum von Genossenschaften/Cooperatividentity and Growth, 18th proceedings of the ICCS 2016, St. Gallen 2016).

The results of basic research go far beyond what is necessary for a mere updating of a commentary and are thus valuable for the further development of the literature on cooperative law.

Challenges

It is in the nature of a major scientific project that personnel, financial and organizational challenges arise. The IFU is determined to take on these challenges and to find personnel and financial resources to successfully complete the update of the Bernese commentary on cooperative law. At first, only the updating of the first volume (systematic part and commentary of the sections 828 - 838 OR) is in focus as the commentary of further sections ensues on a subsequent timeline.

«The Corporate Governance of Cooperatives»

(Ongoing project under the leadership of Prof. Dr. F. Taisch, Prof. (FH) Dr. A. Jungmeister and Dr. N. Fabrizio, see also Competence Centre Enterprise and Governance Design)

In recent years, the importance of corporate governance has increased significantly. Nonetheless, the discussion about generally applicable corporate governance principles is mainly conducted on the basis of (listed) stock corporations, and the corresponding codes are mainly based on these. The specific characteristics of other business forms are rarely discussed. These are essential and require a specific design diversity of corporate governance particularly concerning the cooperative. Based on a transdisciplinary and multiple method approach, the monograph compiles the specific requirements for modern corporate governance and for cooperative enterprises. The findings lead to the «model of integrated corpo-

rate governance in cooperatives», the contents of which are outlined in the Swiss Code of Best Practice for Corporate Governance. The monograph also examines whether and to what extent these corporate governance requirements need to be further differentiated. Special attention is paid here to the challenges faced by enterprises that are involved in group structures and to those who stand out from smaller enterprises that are less exposed in the market due to certain criteria (such as enterprise size). The established findings can be used by cooperative enterprises as guidelines for developing or supplementing their own cooperative corporate governance, but they can also form the basis to work out recommendations for standardized corporate governance for cooperative enterprises and ultimately be food for thought for generally differentiated corporate governance.

The monograph will be published by Dike-Verlag in 2017. The publication of a shortened version in English is also planned for the year 2017.

«Strategy Development for Large Swiss Co-operatives»

(Project completed by Prof. (FH) Dr. A. Jungmeister, see also Competence Centre Enterprise and Governance Design)

Research on Co-operative strategy making and co-operative strategies are blind spots within the research field of strategy. In addition, there is a paucity of empirical data on co-operative strategies. While co-operative growth and the importance of co-operative strategy making are in demand of such associations such as the ICA (see ICA 2016), this study attempts to fill the gap with an empirical study of large Swiss co-ops' strategy making. The article focuses on the questions of how strategy development is done in largest cooperative companies in Switzerland, and if there are any specifics or particularities in co-operative strategy development in comparison with stock companies.

The results show that specific tools and techniques for cooperative strategy making are not widely in use, the strategy process is not different from other the one of other countries and members are rarely involved in the strategy process. Contemporary strategy tools and approaches are not utilised within co-ops, either. This indicates a demand for better member involvement and member-centred strategies, and the suggestion that recent research and approaches for strategy making may also be helpful for Co-ops.

«Taxation of cooperatives de lege lata – does the tax law force the relinquishment of cooperative identity?»

(Project completed by Dr. N. Fabrizio)

According to the law, cooperatives have the purpose of promoting certain economic interests of their members. In fact, cooperatives offer financial advantages also to non-members without distinction. This article examines the questions of how specific services are reported to the members and what influence the established tax law has insofar.

«The Cooperative in the Age of Digitization»

(Project completed by M. Köpfler and M. Perret, both MLaw)

A «de lege lata» analysis of the admissibility of a digital cooperative membership with the click of a button as well as recommendations to the legislature «de lege ferenda» for cooperative membership a written declaration of enrolment is necessary. Certain cooperatives offer the possibility of electronic enrolment on their respective websites. This article seeks to ascertain whether this approach is compatible with the law. Furthermore, it will show which [further] digital technology processes meet the existing legal requirements.

«Legal aspects in complex groups with a cooperative character»

[Project completed by Prof. (FH) Dr. A. Jungmeister and T. Ruppel, MLaw]

The article deals with corporate groups with a cooperative character. Despite the observable heterogeneity within these groupings, four basic types can be identified, which are examined for direct control capabilities. Subsequently, the identity conflict is considered that is created by the participation of other legal forms (AG / GmbH) in these groups. For both the direct control possibilities as well as the elimination of the identity conflicts interplay of societal and contractual law elements can be recognized.

«Cooperative identity and growth with a social-ecological imperative – an empirical survey of the Swiss population with data from 2011 and 2016»

[Project completed by Prof. (FH) Dr. A. Jungmeister, Dr. H. Gernet, C. Amstutz and L. Golder]

The representative empirical study in the Swiss population examines basic questions regarding cooperative identity and cooperative growth. The cooperative growth is seen more positively against the backdrop of a growth-critical sentiment in the Swiss population, yet the cooperatives are subject to the «social-ecological behavioral imperative» meaning only socially positive regarded enterprise growth is endorsed while others rather shrink. In the eyes of the population, the legal form cooperative benefits from a high, stable trust. The constituent features of the cooperative («DNA elements») are also seen as positive.

«Cooperative Governance – a sketched approach»

[Project completed under the leadership of Prof. Dr. F. Taisch, Prof. (FH) Dr. A. Jungmeister and Dr. N. Fabrizio]

The issue of corporate governance has become increasingly important for enterprises in recent years, even though the general public perceives corporate governance only in the context of various corporate scandals of large stock corporations. In the context of corporate governance issues or regulations, cooperatives have so far been able to keep relatively well below the perceptions threshold. This is due to the fact that there have been little to no cooperative business scandals and rating agencies, etc. are mainly focused on listed stock corporations. However, it is apparent that also for cooperatives the pressure to deal with corporate governance issues is noticeably greater. They essentially have two options in this situation: Either they behave passively biding or they are (pro) actively involved in the development. Current corporate governance issues revolve around the questions:

How can the emergence of conflicts of interest or too much power at the executive level be prevented? How can the balance of power between the principal (owner) and the agent (management) be regulated? How can an appropriate incentive system be created to meet the interests of the enterprise owners and those of the management?

The essay is based on a study conducted by the IFU and a lecture by Prof. Dr. F. Taisch, Prof. (FH) Dr. A. Jungmeister and was published in volume 39, lectures and essays by the Cooperative Research Association of the University of Vienna.



Dr. Nadja Fabrizio (senior assistant, IFU | BLI) during her lecture at ICCS 2016 in Lucerne.



Theresa Ruppel, MLaw (assistant, IFU | BLI) during her presentation at ICCS 2016 in Lucerne.

Habilitations in detail

«Performance relations in cooperative groups – a corporate, accounting and tax law consideration»

(Ongoing project, Dr. N. Fabrizio, Supervisor Prof. Dr. F. Taisch, see also Competence Centre Enterprise and Governance Design)

Cooperatives can provide their members with different types of services (e.g., discounted goods, services, or loan interest). However, if the member of the cooperative is an affiliated cooperative in the cooperative society or an affiliate of a cooperative group, such services may also be intra group services (e.g., special financing conditions or the granting of trademark and utility rights). As in other enterprise amalgamations, the questions are: How are these services to be quantified and recorded in an accounting and fiscal manner? If the enterprises involved in the service relationship are cooperatives, this question is additionally charged by the fact that the granted benefits are not necessarily part of legal contracts under the law. They can also be an outflow of the cooperative promotion contract within the meaning of Article 828 (par.1) of the Swiss Code of Obligations – and therefore of a corporate nature. This has consequences from the point of view of corporate, accounting and tax law. The work examines these consequences and shows possible solutions.

Dissertations in detail

«Mezzanine Finanzierung von Genossenschaften» (Mezzanine financing of cooperative companies)

(Ongoing project, Dott.ssa giur. I. D'Incà-Keller, MLaw, supervisor Prof. Dr. F. Taisch, see also Competence Centre Enterprise and Governance Design and Competence Centre Financial Markets)

The implementation of growth strategies as well as restructuring and redevelopment require a high degree of self-financing. Without an extended set of financing instruments cooperative financing will not reach its limits in many cases. The paper aims to discuss this problem and identify new paths for procuring capital and analyzing them in a situational manner. In particular, the permissibility and boundaries of mezzanine financing options for cooperatives are examined.

«Die Genossenschaftsbank in der Corporate Governance» (The cooperative bank in corporate governance)

(Ongoing project, T. Schwyter, MLaw, supervisor Prof. Dr. F. Taisch, see also Competence Centre Enterprise and Governance Design and Competence Centre Financial Markets)

This paper addresses the question of whether the organizational form of the cooperatively organized banks is particularly suited to meeting the requirements of a solid, competition oriented and sustainable system. In particular, the question of whether the model of the cooperative bank is suitable as a usable vehicle for good corporate governance is addressed.

Executive Education

The development of interdisciplinary training (business management and law) for administrative boards and members of the management teams of cooperatives has been completed. A one-day pilot is planned in 2017.

Services

- Academic support in re-establishing and converting of cooperatives
- Academic support in Corporate Governance of cooperatives
- Academic support in financing of cooperatives
- Academic support in the strategic realignment of cooperatives
- Academic support in the application / evaluation of cooperative principles (IRU / DNA, ICA)
- Preparation of structural data on cooperatives in Switzerland for selected companies
- Academic evaluation of members, participating management and share certificate management for cooperatives
- Academic support with regulation changes for cooperatives

Publications, scientific conferences and conference papers

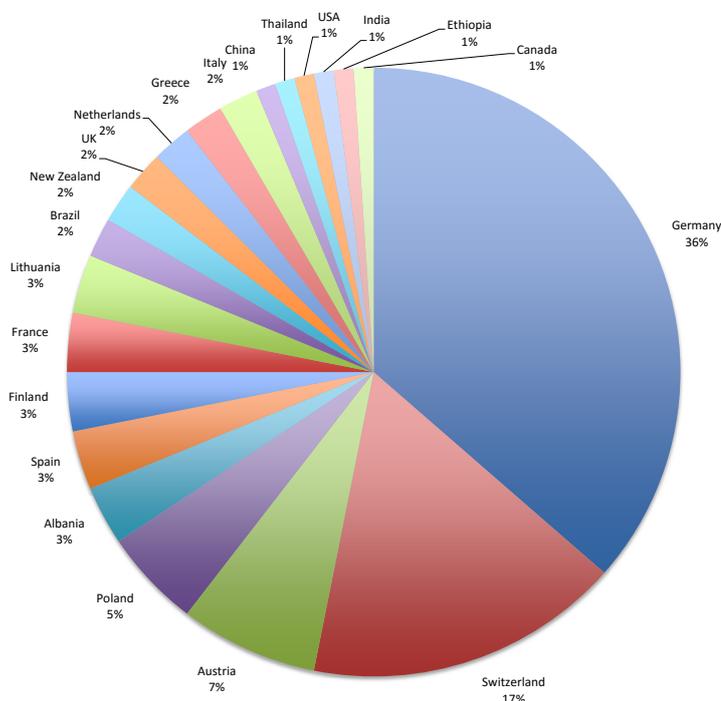
- Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, Tagungband zur Konferenz (Conference proceedings), St. Gallen 2016 (TAISCH/JUNGMEISTER/GERNET)
- Genossenschaftliche Identität und Wachstum mit sozial-ökologischem Imperativ – eine empirische Befragung der Schweizer Bevölkerung mit Daten von 2011 und 2016 (Cooperative Identity and Growth with a socio-ecological Imperative - an empirical survey of the Swiss population with data from 2011 and 2016), in: Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p.187-203, St. Gallen (JUNGMEISTER/GERNET/AMSTUTZ/GOLDER)
- Besteuerung der Genossenschaften de lege lata – Zwingt das Steuerrecht zur Preisgabe der genossenschaftlichen Identität? (taxation of cooperatives de lege lata – does the tax law force the relinquishment of cooperative identity?) in: Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 251-264, St. Gallen (FABRIZIO)
- Rechtsfragen bei komplexen Gruppen mit genossenschaftlicher Prägung (Legal aspects in complex groups with a cooperative character), in: Identität und Wachstum von Genossenschaften/ Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 265-278, St. Gallen (JUNGMEISTER/RUPPEL)
- Strategy Development for Large Swiss Cooperatives, in: Identität und Wachstum von Genossenschaften/Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 514-527, St. Gallen (JUNGMEISTER)
- Die Genossenschaft im Zeitalter der Digitalisierung (The cooperative in the age of digitization), in: Identität und Wachstum von Genossenschaften/ Cooperative Identity and Growth, 18th proceedings of the ICCS 2016, p. 547-558, St. Gallen (KÖPFLI/PERRET)
- Strategy development at major Swiss cooperatives, research report / final report, University of Lucerne, IFU | BLI, Lucerne 2016 (JUNGMEISTER)
- Kooperative Governance – eine skizzenhafte Annäherung (Cooperative Governance – a sketched approach), in: Vorträge und Aufsätze des Forschungsvereins für Genossenschaftswesen (Lectures and essays by the Cooperative Research Association), Heft 39, Vienna 2016 (TAISCH/JUNGMEISTER/FABRIZIO)
- Genossenschaftliche Werte in der öffentlichen Wahrnehmung – Empirische Ergebnisse aus Österreich und der Schweiz (The public perception of cooperative values – empirical results from Austria and Switzerland), in: Zeitschrift für das gesamte Genossenschaftswesen (ZfgG) (Magazine for the Cooperative Movement), ZfgG 65,4, p. 279-299, Stuttgart 2016 (RÖSSL/JUNGMEISTER/TAISCH)

- Der genossenschaftliche Förderauftrag im Wandel der Zeit (The cooperative support task in the course of time), in: Internationales Institut für Genossenschaftsforschung im Alpenraum (International Institute for Cooperative Research in the Alpine region) (eds.), Erzielt der genossenschaftliche Förderauftrag noch Wertschöpfung? (Does the cooperative support task still create value?), Genossenschaftliche Schriftenreihe (Cooperative Fonts Series), Bd. 19, 2016 (FABRIZIO)
- Identity and Growth, Correlation of Corporate Identity and Growth, opening and closing presentation at the ICCS 2016, Lucerne 14.-16.09.2016 (TAISCH)
- Panel-Diskussion zum Tagungsthema Identität und Wachstum mit CEOs (Dr. Gisel, Dr. Keller) und Wissenschaftlern (Prof. Dr. Rössl, Dr. Zurr) (Panel discussion 'Identity and Growth' at the ICCS 2016 with CEO's (Dr. Gisel, Dr. Keller) and scientist's (Prof. Dr. Rössl, Dr. Zurr)), presentation with Prof. (FH) Dr. Alexander Jungmeister, Lucerne 14.09.2016 (JUNGMEISTER)
- 'MemberValue in Energiegenossenschaften' (MemberValue in energy cooperatives) (Poppen) and 'Das Identitätsprinzip als Charakteristikum von Energiegenossenschaften als Proumentenorganisation' (the identity principle as a characteristic of energy cooperatives as a prosumer organization) (Klemisch). Scientific presentation of lectures as part of the ICCS 2016 in Lucerne 15.09.2016 (JUNGMEISTER)
- 'Fusionen zwischen Winzer- bzw. Weingärtnergenossenschaften in Deutschland – ein Erfolgsmodell?' (Mergers between winemakers and winegrower cooperatives in Germany - a model for success?) (Minnici) and 'Genossenschaften in ländlichen Räumen – ein zukunftsfähiges Modell?' (Cooperatives in rural areas - a sustainable model?) (Willersinn). Scientific presentation of lectures as part of the ICCS 2016 in Lucerne, 15.09.2016 (JUNGMEISTER)
- Strategy Development for Large Swiss Cooperatives. Lecture on the occasion of the ICCS 2016 in Lucerne 15.09.2016 (JUNGMEISTER)
- 'Genossenschaften. Identität und Recht' (Cooperatives. Identity and law) (Henrj) and 'Sozialgenossenschaften in Deutschland: an der Schnittstelle von bürgerschaftlichem Engagement und Sozialunternehmertum' (Social cooperatives in Germany: at the interface between civic engagement and social entrepreneurship) (Thürling). Scientific presentation of lectures as part of the ICCS 2016 in Lucerne 15.09.2016 (JUNGMEISTER)
- 'German and Dutch local cooperative banks: empirical outcomes on member value orientation' (van Hout) and 'The DNA of Cooperative Identity in the Crisis of Greece: Developing a Social Operating System in Financial Cooperatives towards an RNA of Cooperative Reality' (Katerinakis). Scientific presentation of lectures as part of the ICCS 2016 in Lucerne, 15.09.2016 (JUNGMEISTER)
- LAB digitization and banking, presentation with Mag. J. Reichl and Prof. (FH) Dr. A. Jungmeister at the ICCS 2016 in Lucerne, 16.09.2016 (JUNGMEISTER)
- CEO / Board Member Round Table zum Thema «Wachstum fördern durch angemessene Regulierung», anlässlich des International Summit of Cooperatives in Quebec 2016, Sectoral meeting 3: Banking and Financial Services, Quebec 12.10.2016 (TAISCH)
- International Cooperative Science Conference ICCS 2016 – final report of the organizing committee, Lucerne 10.11.2016 (GERNET/REBER)
- Die Einlagensicherungseinrichtungen in der Schweiz, Ein Überblick über die aktuelle Gesetzessituation der Einlagensicherung in der Schweiz mit dem Schwerpunkt Genossenschaftsbanken (The Deposit Guarantee Schemes in Switzerland, An overview of the current legal situation of deposit guarantee schemes in Switzerland with the main focus on cooperative banks). Lecture as part of the 20th IGA-Conference, Merano / South Tyrol 11.11.2016 (GMÜNDER)
- Co-publisher of Zeitschrift für das gesamte Genossenschaftswesen (ZfgG) (Magazine for the Cooperative Movement), Nuremberg (TAISCH)

Identity and growth

Over a three day period in Lucerne, more than 1000 participants attended the 18th International Cooperative Science Conference (ICCS / IGT) with questions regarding cooperatives, including around 100 scientists from 21 countries. On Wednesday, September 14, 2016, Lucerne welcomed the participants of the ICCS 2016 on the subject of «Identity and Growth» with a last summerly greeting. Already in the opening ceremony a hint was given of what to expect from the conference in Lucerne. Swiss Federal Councilor Ueli Maurer showed himself in his opening speech as a supporter of the cooperative idea. «It is a perfect model for the economy and the state,» he said. During the subsequent boat trip on the Lake of Lucerne, the city lights of Lucerne, as well as the full moon with the imposing mountain scenery formed a beautiful ambience for conviviality. The next two days were focused on the exchange of ideas between science and practice. In the field of science, 96 researchers with 58 contributions from 21 countries – including China, Thailand, Brazil, Canada and the USA – participated in ICCS 2016. With more than 80 speakers the practical section was equally represented.

Number of researchers in the scientific contributions by country, ICCS 2016



Throughout the day, various modules, such as lectures and panel discussions, were intensively debated and discussed, which are the characteristics of the cooperative and how these can be used as basic values for society in order to resolve the problems together. Furthermore, the LAB format celebrated its premiere in the European conference landscape at the ICCS 2016. Based on the theory of design thinking, this format is often used in the US (for example at Stanford University, MIT) in research and development for a groundbreaking solution of current problems. After a short presentation of a problem by the moderator, the participants were motivated together in groups to solve this problem. The moderator was then able to briefly present the proposed solution to the conference plenum in the final event. Professor Bruno S. Frey set a worthy ending point for the conference by concluding that happiness is created when it can be experienced in fellowship, and this sense of community is imminently present in cooperatives. Let us take part in cooperating in the future to contribute to happiness and thus contribute to a different participatory economy.

The decision of where the next International Cooperative Conference will take place in four years will be held by AGI at its meeting this spring. After Vienna and Lucerne, a German university city will probably return.



Swiss Federal Councilor Ueli Maurer (Head of the Federal Department of Finance (FDF)) during his speech at the opening ceremony of the ICCS 2016 in Lucerne.



Organizing committee member Simon Reber (Raiffeisen Switzerland) with Etienne Pfimlin (Honorary president of Crédit Mutuel (France) and Chair of the task force CSR & Cooperative Affairs of European Association of Co-operative Banks (EACB)) at the ICCS 2016 in Lucerne.

Public relations, media, politics and society

- Kontrolle suggeriert eine falsche Sicherheit (Control suggests a false security), in: Tagesanzeiger 04.01.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Glauben Sie ans Modell Genossenschaft? (Do you believe in the cooperative model?), in: Panorama – Das Schweizer Magazin zu Leben und Finanzen (Panorama – The Swiss magazine on life and finance), Raiffeisen, No. 2/2016; p. 20-21 (TAISCH)
- Interview with Herbert Bolliger (CEO Migros) and Franco Taisch on the subject of retail trade, future model of cooperative enterprise structure, in: SRF, Echo der Zeit, 13.04.2016 (TAISCH)
- Genossenschaften wachsen anders (Cooperatives grow differently), in: Cooperativ, das Magazin für Genossenschaften (Cooperativ, the magazine for cooperatives), 4/2016, p. 27-29 (TAISCH)
- Genossenschaften verfügen über einen eingebauten Investitionsmotor (Cooperatives have a built-in investment motor), in: ABZ Magazin (ABZ Magazine), 05.08.2016 (TAISCH)
- Die Genossenschafter bestimmen den Kurs (The cooperative members determine the course), in: NZZ am Sonntag (NZZ newspaper on Sunday), 04.09.2016, p. 9 (TAISCH)
- Unternehmerische Potenziale der Rechtsform Genossenschaft gegenüber anderen Rechtsformen (Entrepreneurial potential of the legal form cooperative against other legal forms), Vortrag für die Raiffeisen Genossenschaft Lenzburg (lecture for the Raiffeisen cooperative Lenzburg), 08.09.2016 (JUNGMEISTER)
- PhD Students, Mahidol University, Thailand: Cooperatives in Switzerland, Cooperative Law, Corporate Governance, PhD thesis review, University of Lucerne, Lucerne 03.11.2016 (JUNGMEISTER/GERMANN)
- Member of the Board of Arbeitsgemeinschaft Genossenschaftswissenschaftlicher Institute (AGI) (Syndicate Cooperative Science Institutes), Berlin (TAISCH)
- Member of the Board of Internationales Institut für Genossenschaftsforschung im Alpenraum (IGA) (International Institute for Cooperative Research in the Alpine Region), Innsbruck (TAISCH)
- Chairman of the Governance Task Force Fit & Proper Requirements for Members of the Board of Cooperative Banks of the European Association of Cooperative Banks (EACB), Brussels (TAISCH)
- Member of the Board of Governors HEC Montréal, Institut International des Coopératives Alphonse-et-Dorimène-Desjardins, Montréal (TAISCH)

Outlook 2017

In 2017 research will focus on various projects in the field of network and cooperative enterprises. Further steps in the Executive Education (courses for board members of cooperatives) are planned.

Competence Centre Healthcare Enterprises

The healthcare sector in Switzerland is one of the major growth areas and also continues to have a need for research and Executive training in 2016 too. The University of Lucerne with various chairs and/or training programmes in healthcare law and health policy and medical ethics already has a good basis for corresponding research and training offers, meaning that the IFU | BLI with its orientation to Enterprise and Governance Design, forms a strong and highly specialist competence centre for healthcare companies in collaboration with the other chairs of the University of Lucerne. In 2016, the range of services offered by the IFU | BLI was expanded in particular in the area of executive education and collaboration with the cantonal hospitals of Lucerne and St. Gallen consolidated.

Specifically, healthcare companies are hospitals, Spitex, homes, healthcare service providers, doctor's practices, pharmaceutical companies and health insurance companies. This sector is one of the largest and fastest-growing industry sectors in Switzerland. The healthcare sector is a regulated industry; it is in the area of conflict between regulation and market economy principles; in particular between politics, medicine, pharmacy, business administration and law. Centralization, specialization, new business models, company mergers and supra-regional cooperation accelerate the structural change at healthcare companies and thus throw up legal, medical ethics, business administration and political science questions.

Research

In 2016, the focus was on ethics and law, big data, hospital financing issues as well as personalized medicine. In the process, clear topics for further research work emerged. Over the coming years, the competence centre will mainly deal with the following research focus areas:

- Company management in the area of tension medicine, politics, ethics and law
- Areas of activity with regard to legal and regulatory framework conditions for healthcare companies
- Risk management of healthcare companies
- Digitization, collection and analysis of health and fitness data
- Corporate governance and management structures in healthcare companies
- Financing and financial planning of healthcare companies
- Structural changes at healthcare companies

Research projects in detail

In 2016, Board member Prof. Dr. Bernhard successfully carried out and published a series of research projects within the Centre for Law and Health (ZRG). Topics included:

- Medical practice legislation;
- Hospital planning and private hospitals;
- Medical law and public health law.

Detailed documentation can be found on the website:

<https://www.unilu.ch/fakultaeten/rf/professuren/ruetsche-bernhard/mitarbeitende/bernhard-ruetsche/#topic5>.



Senior physicians of the St. Gallen cantonal hospital in the Karthause Ittingen in training by the IFU | BLI.



Senior physicians of the Lucerne cantonal hospital after passing the certificate examination in CAS law, company management and health care leadership at Hotel Montana, Lucerne.

Dissertations in detail

«Moderne Unternehmensfinanzierung, mit Fokus auf moderne Spitalfinanzierung» (Modern corporate financing, focusing on modern hospital financing)

(Ongoing project, D. Steiger, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Financial Markets)

This dissertation is based on the growing demand in the health sector and the limited opportunities of current hospital financing, new possibilities of hospital financing are to be analysed and checked for their legal permissibility and feasibility. For this purpose, generally first the possibilities of a diversified financial planning and a modern company financing are addressed. The development history and the configuration of current hospital financing in Switzerland (and particularly in the canton of Lucerne) are presented and their limits and problem fields highlighted. Finally, the paper focuses on explaining alternative possibilities of hospital financing by providing opportunities and risk analysis as well as checking the legal permissibility and feasibility.

Training and further education

Master's Programme

(The member of the Board of Directors holds the following lecture at the University of Lucerne as part of his work at the University.)

Health law (Prof. Dr. B. Rütsche), University of Lucerne

Health law deals with legal issues in the environment of health protection, healthcare as well as disease treatment and care. Students who wish to be active in the healthcare sector (hospitals, public administration, legal representation, professional associations, health insurance companies, pharmaceutical companies), are introduced to the legal handling of issues concerning the healthcare sector. Excursions into other fields of knowledge (e.g. health economics, health policy, bioethics) deepen understanding and facilitate interdisciplinary dialogue.

Executive Education

CAS law, corporate management and Leadership in the healthcare sector (RULG)

Since 2014, a multi-day interdisciplinary training course (medicine, ethics, business administration, law) has been held for chief physicians and executives of St. Gallen cantonal hospital. This course was also held in 2015 and it is in preparation for 2016. The CAS RULG was developed in collaboration with Lucerne Cantonal Hospital (LUKS) and is managed by an interdisciplinary team under the leadership of Prof. Dr. Taisch (IFU | BLI University of Lucerne) and Dr. Guido Schüpfer (LUKS). The operational responsibility for conducting the training lies with Dr. André Baumgart (LUKS) and Prof. (FH) Dr. Alexander Jungmeister (IFU | BLI University of Lucerne). The CAS provides answers to new challenges in the healthcare sector with an interdisciplinary approach. Today, the market and framework conditions in the healthcare sectors are changing at increasing speed. Patient requirements, technologies, progress in medicine and legal boundary conditions and requirements of other stakeholders change quickly; business administration basics in the management of companies in the healthcare sector are also becoming increasingly more important.

To specifically meet these challenges, the CAS was launched in the thematic field «Law, company management and leadership in the healthcare sector» in order to communicate legal and macroeconomic boundary conditions with fundamental management know-how in the healthcare sector. The knowledge acquired in this way for the management of hospitals and

other institutions of the healthcare sector make it possible to staff higher executive positions in the healthcare sector.

The course has the following goals:

- Responsibility: The guiding figure is a strategically thinking, entrepreneurially and socially responsible manager who is able to solve complex, integrated problems in an interdisciplinary and integrative manner.
- Knowledge: Conveying in-depth interdisciplinary knowledge of the Swiss health system and its determinants.
- Holistic empowerment of the executive staff – in particular physician and medical executives – to carry out challenging management tasks and for the proactive management of a department, clinic or other company division.
- Sustainable anchoring: Through integration in the career planning and direct integration into everyday management tasks and with instruments of the participant's own organization.

The course is aimed at senior physicians and managers in the healthcare sector who are confronted with management issues at the interface of management, law and medicine in the healthcare sector in their job. A completed degree (Bachelor's or Master's level) from a university is normally required.

Management module at the Cantonal Hospital of St. Gallen – Focus Senior Physicians (KSSG)

The KSSG was realized in cooperation with the Cantonal Hospital of St. Gallen. The training should support the strategic objectives of the KSSG. Particularly with regard to the following:

- Orientation towards service provision in the core process
- Performance differentiation through interdisciplinary and inter-professional quality leadership
- Control of company-relevant resources
- Attract and retain personnel
- Build platform for networking
- Integration of senior physicians into management
- Contribute to an optimal management culture

With regard to the delivery of the management module 2017, the offer should be extended to other senior staff e.g. nursing in order to sharpen the interdisciplinary focus.

Services

- Scientific support with start-ups of health companies
- Scientific support with the topic of big data and digitization, collection, storage, communication and utilization of health and fitness data

Publications, scientific conferences and conference papers

- Medical law, Berne 2016 (AEBI-MÜLLER/FELLMANN/GÄCHTER/RÜTSCHKE/TAG)
- Textausgabe Medizin- und Gesundheitsrecht (Text edition Medical and Health Law). Schweizerisches und internationales Recht (Swiss and international law), 3rd, updated edition, Basel 2016 (GÄCHTER/RÜTSCHKE/TAG)



Dr. Patrik Gisel (CEO, Raiffeisen Switzerland) at the ICCS 2016 in Lucerne.



Athmospheric picture with MS Europa in front of the Bürgenstock, on the occasion of the ICCS 2016 in Lucerne.

- Spitalplanung und Privatspitäler – Planification hospitalière et cliniques privées. Aktuelle Rechtsfragen zur Umsetzung des KVG – Questions juridiques actuelles relatives à l'application de la LAMal aux cliniques privées (Current legal questions on the implementation of the Swiss Federal Law on Health Insurance) (German / French), Zurich 2016 (RÜTSCHÉ)
- Political framework conditions and associations (Switzerland), lecture as part of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 14.01.2016 (SCHALTEGGER) (see also Competence Centre Enterprise and Governance Design)
- Integrative case studies, exercises within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, 20.02./13.03.2016 (JUNGMEISTER/TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Stakeholder Management, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 16.03.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Corporate Structures, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, 16.03.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)
- Clinical and Corporate Governance, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 17.03.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Regulation of the health care system (Switzerland), lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 22.04.2016 (RÜTSCHÉ) (see also Competence Centre Enterprise and Governance Design)
- Management of Risks, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 23.04.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Decision-making in medicine, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 20.05.2016 (RÜTSCHÉ) (see also Competence Centre Enterprise and Governance Design)
- Introduction to Strategy Development, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 10.11.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)
- Sub module Strategic Management / Decision-making, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 11.11.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Integrative case studies, exercises within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 12.11.2016/Zurich 10.12.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)
- Introduction to organizational theory, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Zurich 08.12.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)
- Introduction to process management, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Zurich 09.12.2016 (JUNGMEISTER)
- Introduction to project and project portfolio management, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Zurich 10.12.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)

Public relations, media, politics and society

- Implementation of the KVG in relation to private hospitals. Presentation at the breakfast for parliamentarians, Hotel Bellevue Berne, 01.03.2016 (RÜTSCHÉ)
- Does an ethics committee have to be evaluated? Presentation at the Annual Meeting of the Ethics Committee North-West Central Switzerland (EKNZ), Lucerne, 14.04.2016 (RÜTSCHÉ)
- Are new regulations on organized suicide assistance required? Where should the state interfere? Presentation within the framework of the 3rd Dialogue of the National Research Programme «Lebensende» (NFP 67), Berne, 04.07.2016 (RÜTSCHÉ)
- Member of the National Ethics Commission (NEK), Berne (RÜTSCHÉ)
- Member of expertsanté (RÜTSCHÉ)

Outlook 2017

In 2017, the focus will also be on the implementation and further development of the highly successful CAS corporate governance, law and leadership in the healthcare sector in collaboration with Lucerne Cantonal Hospital (LUKS) and various other training modules on corporate governance and law in the healthcare sector for various hospitals.

In addition, the conceptual planning of the competence centre healthcare companies and its services will be expedited and in particular research and cross-institute innovation management accentuated.

Competence Centre Infrastruc- ture

The «Competence Centre Public Enterprises» continued to develop in 2016. The focus in the fields of research and further education could clearly be structured and adjusted thematically. There are questions in the fields of energy, waste recycling and recycling. The public health sector of the management companies is dealt within the «Competence Centre Healthcare Enterprises».

The «Competence Centre Public Enterprises» will continue to zero in on its main focus. As of 15.7.2016, the centre is now renamed «Infrastructure – Energy, Waste and Recycling» or «Competence Centre Infrastructure – Energy, Waste and Recycling». The «Competence Centre Infrastructure» deals primarily with interdisciplinary questions in the fields of energy production and consumption, energy transmission, waste recycling and recycling. Further topics from the infrastructure sector may be added. The competence centre provides its own contributions in the fields of law, economics and political sciences. The competence centre also maintains cooperation with various national and international higher education institutions and universities.

Research

In 2016, the competence centre dealt with the following research focus areas:

- Company management in the field of tension supply and waste-disposal, politics, ethics and law
- Areas of activity with regard to legal and regulatory framework conditions for supply and waste-disposal enterprises
- Risk management of supply and waste-disposal enterprises
- Corporate governance and management structures in supply and waste-disposal enterprises
- Structural changes at public supply and waste-disposal enterprises
- Interdisciplinary questions of alpine energy research
- Customer requirements in heating and cooling supply
- Economic aspects of the new regulation on the prevention and disposal of waste (VVEA)

Training and Further Education

Bachelor's degree programme

Energy transition and its implications for the strategic management of power supply companies, University of St.Gallen

With Dr. Nadja Germann (Director), the IFU / BLI is engaged in an event that deals with the fundamentals of the energy industry and the «energy transition».

The energy transition and its implications for the strategic management and the development of future-oriented strategies is conducted on the basis of comprehensive fundamental considerations on the functioning of the energy sector and the energy supply companies. This is not a matter of communicating engineering knowledge, but rather the challenges that the energy supply companies are facing on the energy transition at the strategic level are to be sketched and discussed. The focus is directed on the circumstances in Switzerland, but they are closely linked to the EU, which also attracts attention to the energy transition in the EU and cross-border network traffic. The energy transition requires various scenarios and concepts on how the political demands can be implemented. These are described and explained by means of examples.

Dr. Nadja German (Member of the Executive Board of IFU | BLI) during a presentation at the heating / cooling conference on December 2, 2016.



Participants in the heating / cooling conference on December 2, 2016 in the Radisson in Lucerne.

(The member of the Board of Directors holds the following lecture as part of his work at the University of Lucerne.)

Administrative Law II (Prof. Dr. B. Rüttsche), University of Lucerne

The seminar discusses the following topics:

- Administrative resources: public charges / public affairs / public procurement
- Administrative regulation: regulatory instruments such as monopolies, concessions, grants, subsidies etc.
- Implementation of administrative law: supervisory instruments, administrative measures, administrative actions
- Protection against administrative actions: primary legal protection (legal proceedings), state liability, liability for lawful action (expropriations)

Executive Education

In 2016, the Competence Centre Infrastructure successfully carried out the following further training events in partial cooperation with the Centre for Law and Sustainability:

- Energy Research Discussions Disentis: In the context of energy research discussions, a public event is also held, which is aimed at a wider public interested in energy topics (GERMANN)
- VR-Conference Energy: a one-day seminar for incoming and acting administrators (TASCH)
- Summer School on the innovation process in the energy sector from an interdisciplinary perspective: a three-day intensive seminar for executives from the energy sector. Various lectures by IFU | BLI staff on the topics of innovation and founding process, legal issues in corporate law as well as energy strategies (JUNGMEISTER/GERMANN/GMÜNDER)
- From the TVA to the VVEA: The new regulation on the prevention and disposal of waste. A conference for a qualified expert audience from the disposal and recycling sector (GERMANN)
- New and conventional energy sources for heating and cooling supply: A conference for an expert audience (GERMANN)
- Various in-house workshops

Services

- Various studies that have been commissioned and developed in cooperation with the practice (e.g. country-specific infrastructure reports), supplement the portfolio of the Competence Centre Infrastructure in 2016 (GERMANN)
- Legal opinion on the future of the Moutier site of the Hospital Bernese Jura AG (HJB SA), for the attention of the governments of cantons Berne and Jura as well as the municipal council of Moutier 01.07.2016 (RÜTSCHÉ)

Publications, scientific conferences and conference papers

- The Competence Centre Infrastructure in collaboration with the newly founded Bündner foundation Alpines energy research centre AlpEnForCe organizes the «Energy Research Discussions Disentis» every January of the respective year. In 2016, some 30 international scientists had primarily discussed quantitative topics from energy research. A larger

conference is planned for January 2017, which will take in account not only pure energy concerns but also aspects of waste recycling and recycling. (GERMANN)

- Erlasse zum Wirtschaftsverfassungs- und Wirtschaftsverwaltungsrecht (Decrees for Economic Constitution and Administration Law), 6th edition, Berne 2016 (HETTICH /RÜTSCHÉ)
- Management – Corporate Governance – Core tasks, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Normative management, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design)
- Organization and Finance, lecture within the framework of the VR Seminar for the energy sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Enterprise and Governance Design and Competence Centre Financial Markets)
- Strategic Development and -controlling, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (GERMANN) (see also Competence Centre Enterprise and Governance Design)
- ICS, controlling concepts, value-based reporting, lecture in the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (JUNGMEISTER) (see also Competence Centre Enterprise and Governance Design)
- Supervision and liability, lecture in the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (FABRIZIO) (see also Competence Centre Enterprise and Governance Design)
- Staatliche Leistungsaufträge und Rechtsschutz (State service contracts and legal protection), in: ZBJV 02/2016, p. 71-113 (RÜTSCHÉ)

Public relations, media, politics and society

- Radio interview RTR on the occasion of the foundation of the alpine energy research centre, 04.2016 (GERMANN)
- Competition law at several levels: allocation of public land to private individuals. Lecture on the student association day economics and law, University of Lucerne, Lucerne 11.05.2016 (RÜTSCHÉ)
- Science with real benefits for mountain regions, in: Bündner Tagblatt of 22.06.2016, p.3 (GERMANN)

Outlook 2017

Numerous projects are already planned or in the planning process for 2017. The first in line are «Energy Research Discussions Disentis» held from the 25th to 27th of January 2017 as well as various in-house workshops. The research project within the scope of the heating and cooling supply is to be further advanced. Cooperations with further energy suppliers are being sought-after. The trans- and interdisciplinary approach of the Competence Centre will be pursued and cooperation with existing and new partners from science, practice and associations will be intensified.



Prof. Dr. Bruno S. Frey (Centre for Research in Economics, Management and the Arts (CREMA)) during the ICCS 2016 in Lucerne.

Competence Centre Enterprise and Governance Design

The Competence Centre Enterprise and Governance Design apply a trans- and interdisciplinary approach to the development and management of companies. In this respect, the main focus is on the interplay between business and legal-regulatory elements. It is about leadership on system enterprise (governance), in system enterprise (management) and with people (leadership).

The major challenges are the areas of internationalization, exchange rate differences, innovation, growth, digitization, specific design of the corporate management, optimal corporate and tax structures and succession plan.

A host of regulations have made company management a highly complex topic over the last few years. One of the strengths of the IFU | BLI is that the institute knows how to treat and present the interrelationships in a trans- and interdisciplinary manner. In the process, topics such as corporate governance, leadership and values, strategy, corporate social responsibility, financing and normative, strategic and operational management are integrated into current research and teaching.

Research

In 2016, the competence centre dealt with the following research topics:

- Areas of activity with regard to legal and regulatory framework conditions
- Company management in the area of tension business, politics and law
- Structural changes of companies in particular with and through adequate succession planning
- Financing of companies
- Corporate governance, management structures and leadership
- Risk management of companies
- Liability prevention and liability of corporate management bodies

Research projects in detail

«Unternehmensführung und Recht» (Corporate management and law)

(Ongoing project under the co-management of Prof. Dr. F. Taisch and Prof. (FH) Dr. Alexander Jungmeister)

Companies are active in an environment that is in a constant state of change and there are different interrelationships between the company and the subjects in their environment (stakeholder groups). For this, it is necessary that even greater attention is paid to the legal aspects in a company, from the strategy-finding process to day-to-day business. The research project is dedicated to the interaction of companies with their statutory and regulatory environment and their stakeholder groups. The ideal management of the statutory and regulatory aspects of entrepreneurial activity and decision-making is examined. In the process, the question is examined what influence law has on the configuration of company value creation chains. Approaches are researched as to how law on the one hand can be used in order to create new potential for success and secondly what measures are envisaged by law to protect the created values in the company (risk management, internal control system, compliance, con-

trolling). In the reporting period, several central and fundamental research topics were concluded.

In 2016, the research team consisted of Prof. (FH)Dr. A. Jungmeister and Dr. N. Fabrizio. The partial publication of research under the title «**Governance 4.0 - Blueprint**» is planned for 2017.

«Corporate Governance 4.0»

(Ongoing project under the leadership of Prof. Dr. F. Taisch, Prof. (FH) Dr. A. Jungmeister and Dr. A. Neher)

Corporate governance is a topic that is becoming increasingly important in research and practice, attributable not least to the flood of norms and regulations in Soft- and Hard law. Market regulation is supplemented by a regulation of company management. Nevertheless, the paradigms and normative principles under which corporate governance are conceived and designed are hardly discussed or further developed in research. The project reflects the prevailing governance principles and sets them across from the requirements for an integrated, dynamic and modern corporate management. The aim of the project is to develop a new model for company management by means of holistically optimized foundations. A monograph publication is planned for 2017.

«Corporate Governance of Cooperatives»

(Ongoing project under the leadership of Prof. Dr. F. Taisch, Prof. (FH) Dr. A. Jungmeister and Dr. N. Fabrizio, see also Competence Centre Network and Cooperative Enterprises)

In recent years, the importance of corporate governance has increased significantly. Nonetheless, the discussion about generally applicable corporate governance principles is mainly conducted on the basis of (listed) stock corporations and the corresponding codes are mainly based on these. The specific characteristics of other business forms are rarely discussed. These are essential and require a specific design diversity of corporate governance particularly concerning the cooperative. Based on a transdisciplinary and multiple method approach, the monograph compiles the specific requirements for modern corporate governance for cooperative enterprises. The findings lead to the «model of integrated corporate governance in cooperatives», the contents of which are outlined in the Swiss Code of Best Practice for Corporate Governance. The monograph also examines whether and to what extent these corporate governance requirements need to be further differentiated. Special attention is paid here to the challenges faced by enterprises that are involved in group structures and to those who stand out from smaller enterprises that are less exposed in the market due to certain criteria (such as enterprise size). The established findings can be used by cooperative enterprises as guidelines for developing or supplementing their own cooperative corporate governance, but they can also form the basis to work out recommendations for standardized corporate governance for cooperative enterprises and ultimately be food for thought for generally differentiated corporate governance.

The monograph will be published in 2017.



Panel discussion at the ICCS 2016 with Prof. Dr. Dietmar Rössl (WU Austria), Dr. Patrik Gisel (CEO, Raiffeisen Switzerland), Prof. (FH) Dr. Alexander Jungmeister (CEO IFU | BLI), Dr. Martin Keller (CEO, Fenaco) and Dr. Dana Zumr (lecturer, ZAHW).



OK member Paul Felber (AKOMAG) and IGG President Werner Beyer in conversation with participants at the ICCS 2016 in Lucerne.

Habilitations in detail

«Performance relations in cooperative groups – a corporate, accounting and tax law consideration»

(Ongoing project, Dr. N. Fabrizio, Supervisor Prof. Dr. F. Taisch, see also Competence Centre Enterprise and Governance Design)

Cooperatives can provide their members with different types of services (e.g., discounted goods, services, or loan interest). However, if the member of the cooperative is an affiliated cooperative in the cooperative society or an affiliate of a cooperative group, such services may also be intra group services (e.g. special financing conditions or the granting of trademark and utility rights). As in other enterprise amalgamations, the questions are: How are these services to be quantified and recorded in an accounting and fiscal manner? If the enterprises involved in the service relationship are cooperatives, this question is additionally charged by the fact that the granted benefits are not necessarily part of legal contracts under the law. They can also be an outflow of the cooperative promotion contract within the meaning of Article 828 (par.1) of the Swiss Code of Obligations – and therefore of a corporate nature. This has consequences from the point of view of corporate, accounting and tax law. The work examines these consequences and shows possible solutions.

Dissertations in detail

«Die Wahrung der Anteilsrechte von Beteiligten einer AG und einer GmbH bei Kapitalerhöhungen» [The preservation of the share rights of investors in a stock corporation (AG) and a limited liability company (GmbH) in the event of capital increases]

(Ongoing project, A. Anderhub, MLaw, supervision Prof. Dr. K. Müller)

In the life cycle of a joint stock corporation (AG) or a limited liability company (GmbH), there may be capital increases due to commercial or legal circumstances. This dissertation shows to what extent the share rights of the shareholders are affected and examines the instruments and protection mechanisms that Swiss company law provides shareholders to exercise their rights, including the ongoing amendment of share law.

«Mezzanine Finanzierung von Genossenschaftsunternehmen» [Mezzanine financing of cooperative companies]

(Ongoing project, Dott.ssa giur. I. D'Inca-Keller, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Network and Cooperative Enterprises and Competence Centre Financial Markets)

The implementation of growth strategies and restructuring and redevelopment require a high degree of self-financing. Within an extended set of financing instruments cooperative financing reaches its limits in many cases. The paper aims to explain this problem and identify new paths for procuring capital and analyzing them in a situational manner. In the process, in particular the permissibility and boundaries of mezzanine financing options for cooperatives are examined.

«Risikomanagement als Pflicht des Verwaltungsrates» (Risk management as a duty of the Board of Directors)

(Ongoing project, Ch. Grätzer, Attorney, MLaw, supervision Prof. Dr. F. Taisch)

Over the last twenty years, the topic of risk management has become widely known in entrepreneurial practice. In legal literature, this topic has not yet been comprehensively to date. The subject of the dissertation is to present the obligations of the Board of Directors in connection with risk management as a product of the obligation of senior management pursuant to Art. 716a par. 1 clause 1 of the Swiss Code of Obligations (OR). In the process, risk management is understood in the sense of Enterprise Risk Management (ERM) and thus in a wider sense than the information required in Art. 663b clause 12 of the Swiss Code of Obligations (OR) regarding the implementation of a risk assessment in the notes of the annual report. Finally, approaches are also shown how legal risks are to be handled and how the law can be used to handle risks.

«Corporate Governance der Vorsorgeeinrichtung im Vergleich zu den übrigen Plattformen für Vermögensverwaltung» (Corporate governance of the care facility compared to the other platforms for asset management)

(Ongoing project, M. Halter-Garcia, MLaw, supervision Prof. Dr. F. Taisch)

A care facility and a bank differ from one another in diverse ways: The obligation defined in the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG) dominates the care facility and its members who have to invest their pension contributions as a mandatory requirement. In contrast, a bank is a place of voluntary monetary investment despite the regulations imposed by the law (Banking Act (BankG) / Finma Act (FinmaG)). Nevertheless, both institutes are similar in many aspects, such as profit-oriented asset investment, market dependency and higher-level supervision by the state. Due to the additional risks of a pension fund (professional mandatory insurance of age, death and invalidity) it is to be assumed that the governance of a pension fund must correspond at least to the organization, monitoring and internal control of a bank, if not even exceed it. This dissertation deals with the common features and differences between the corporate governance of a care facility and other platforms for asset management and tries to highlight potential for improvement and sources of conflict for the pension funds.

«Management von Rechts- und Reputationsrisiken als Sorgfaltspflicht von in der Schweiz, in Österreich und in Liechtenstein tätigen Bankengruppen» (Management of legal and reputation risks as a duty of care of banking groups active in Switzerland, Austria and Liechtenstein)

(Ongoing project, Th. Höhener, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Financial Markets)

The ongoing study aims to address a topic that up to now has only been examined on the periphery in legal theory and in banking operations practice within the framework of a standalone, scientific study. In light of the current and future regulation tendencies (Basel II, Basel III), not only the starting situation is analyzed along the practice in the regional context of Switzerland, Austria and Liechtenstein but also problem fields identified and solution approaches compared.



Prof. Dr. Franco Taisch (StA President ICCS 2016, IFU | BLI) at the final event at the ICCS 2016 in Lucerne.

«Die Bewältigung einer Unternehmenskrise aus rechtlicher Sicht» (Coping with a company crisis from a legal perspective)

(Ongoing project, M. Perret, MLaw, supervision Prof. Dr. F. Taisch)

Like its commercial environment, the life of a company is defined by highs and lows. If a company is in commercial difficulties, the management is confronted with highly complex issues. Coping with a company crisis works according to business principles that have their limit in the legal and regulatory environment. This legal limitation of the entrepreneurial freedom of action is often perceived in practice as a disruption and hindrance. This paper deals precisely with this «paradigm». It is to be examined whether law really is just a «hindrance» or whether this assertion is untenable. The insights are then to be used to assess the legal and regulatory boundary parameters valid in Switzerland with regard to the redevelopment of companies.

«Tracking Stocks»

(Ongoing project, S. Schmid, MLaw, supervision Prof. Dr. K. Müller, see also Competence Centre Financial Markets)

«Tracking Stocks», which were developed in the US, are shares that give their holders asset rights that relate only to a part of the company (and not the entire company). The dissertation aims to examine the still unclear situation in Switzerland with regard to the legal permissibility of «tracking Stocks».

«Die Genossenschaftsbank in der Corporate Governance» (The cooperative banking corporate governance)

(Ongoing project, T. Schwyter, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Network and Cooperative Enterprises and Competence Centre Financial Markets)

This paper addresses the question of whether the organizational form of the cooperatively organized banks is particularly suited to meeting the requirements of a solid, competition-oriented and sustainable system. In particular, the question is addressed of whether the model of the cooperative bank is suitable as a usable vehicle for good corporate governance.

«Die Pflicht des Verwaltungsrates zum integralen Risikomanagement in KMU»

(Abgeschlossenes Projekt, M. Durrer, MLaw, Betreuer Prof. Dr. F. Taisch)

Der Verwaltungsrat einer kleineren oder mittelgrossen Unternehmung ist verpflichtet, ein Risikomanagement-System in seiner Unternehmung aufzubauen und zu bewirtschaften. Diese Dissertation befasst sich mit den rechtlichen Grundlagen für das Risikomanagement in schweizerischen KMUs und zeigt einen umsetzungsorientierten Lösungsansatz auf, wie der Verwaltungsrat den gesetzlichen Anforderungen genügen kann.

Master's theses in detail

«Whistleblowing als Teilaspekt eines Compliance Prozesses» (Whistleblowing as partial aspect of a compliance process)

(Project completed, L. Arnold, BLaw, supervision Prof. Dr. F. Taisch)

There are no explicit rules regarding whistleblowing in Swiss law. In view of this, the aim of the master thesis was to demonstrate the problem of whistleblowing within companies. The focus was on discussing the feasibility of implementing an internal whistleblowing system as a useful compliance tool and as a programme for the company to deal with internal re-

porting. The interests, rights and obligations of employees and employers with regard to whistleblowing have been explained by the applicable law (focus on labor and criminal law). In particular, it was discussed to whom the employee can send his reports and whether there is a duty to report any malpractice. From the employer's point of view, it has been shown how he has to deal with notifications, whether he has a duty to investigate reports and whether there is a duty to set up a whistleblowing system. As a conclusion, suggestions for solutions were formulated on the basis of findings on the statutory level as well as on the design of an internal whistleblowing system.

«Das Kapitalband» (The capital band)

(Project completed, T. Ruppel, BLaw, supervision Prof. Dr. F. Taisch)

In addition to the corporate governance issue, the focus is on the flexibility of the capital structures in the ongoing stock corporation law revision. The capital band plays an important role here. The General Meeting of a joint stock corporation, which does not waive the limited examination of the annual accounts, is able to authorize the board of directors to increase or decrease the equity capital within the framework of a maximum and basic capital within a five year period. Not only for corporate finance per se, but also for attractiveness of Switzerland as a location, a consistent liberal design of the instrument is of great importance. Therefore, the challenges of the current situation, the stakeholders and individuals with respect to the capital band relevant corporate law principles are considered and examined that have influence on a consistent flexible configuration of the elements of the capital band.

«Die Unternehmenskooperation mit Schwerpunkt Arbeitsgemeinschaft (ARGE)» (Enterprise cooperation with a focus on the work consortium (ARGE))

(Project completed, C. Emmenegger, BLaw, supervision Prof. Dr. F. Taisch)

This master's thesis examines enterprise cooperation as such. In this respect, it explains what should be understood by this term and what possible types of cooperation exist. One form of cooperation, the consortium, is considered in more detail. One of the most numerous consortiums in the working world, the construction consortium (also referred to as the work consortium (ARGE)), is central to the discussions. Consequently, the latter is also considered in more detail and the emerging problems are discussed. The legal basis of construction consortiums is the simple partnership, whereby this company structure forms the central object of the investigations. The problem areas to be dealt with are the legal personality of consortiums, the simple partnership in connection with a commercially run business, the collective partnership as an alternative to the legal basis of consortiums, and the applicability of antitrust law to this enterprise cooperation.

«Die zivilrechtliche Verantwortlichkeit nach Art. 754 OR: Impulsgeber und Schranke für eine Wirtschaft am Wendepunkt? Auswertung der bundesgerichtlichen Rechtsprechung über zivilrechtliche Verantwortlichkeitsklagen gegen Organe von Aktiengesellschaften und Überprüfung von Art. 754 OR auf Zweckmäßigkeit» (Civil liability according to Art. 754 of the code of obligations: Catalysts and barriers for an economy at the turning point? Evaluation of the Federal court jurisdiction over civil liability actions against bodies of stock corporations and review of Art. 754 of the code of obligations for practicality)

(Project completed, A. Kuhn, BLaw, supervision Prof. Dr. F. Taisch)

The objective of liability under stock corporation law is to control the behavior of corporate bodies by means of positive and negative impulses. This master's thesis examines whether Art. 754 of the code of obligations achieves this objective and where there is potential for opti-

mization. For this purpose, the evolution of jurisdiction is analyzed in terms of trends and dark fields. The evaluation starts at the Federal court level. Is the presumption that a considerable number of cases are not incorporated in the «official» jurisdiction confirmed? Are the majority of cases dealt with by comparison or keeping quiet? Which categories fare particularly well? Finally, the thesis assesses whether Art. 754 of the code of obligations ensures the necessary protection against the abuse of power and the damaging behavior of bodies and whether it leaves a (fair) margin and scope for naturally high-risk business activities and decisions.

Training and Further Education

Bachelor's degree programme

(The following lectures were held by the members of the Board of Directors as part of their work at the University of Lucerne.)

Business law (Prof. Dr. F. Taisch), University of Lucerne

The course should provide the students with an insight into the most important sections of Swiss (private and public) business law. In this respect, the following main sections of business law are examined:

- Swiss economic constitution
- Competition law
- Consumer rights
- Intellectual property rights
- Labour law
- Financial market law

The individual sections are not isolated in the lecture, but rather dealt with in a coherent manner. Using an interdisciplinary approach, business-economic issues are discussed in addition to legal issues. In this respect, aspects of corporate governance and management play a central role. In order to communicate the practical background of business law to the students, various guest speakers, who are considered proven experts in the individual sections, will speak on the individual lecture topics.

Company law (Prof. Dr. K. Müller), University of Lucerne

The course conveys the general principles of company law and the rules of partnerships and corporations to the students. Students should acquire the ability to solve practical cases in Swiss company law. Various representative exercises and/or rulings serve to depict the teaching material and as a basis for discussion per thematic block. Of the company forms, the simple partnership, the collective company, the stock corporation (AG) and the limited liability company (GmbH) are particularly addressed.

Administration law II (Prof. Dr. B. Rütsche), University of Lucerne

The course deals with the following topics:

- Administration funds: public dues/public matters/public procurements
- Regulation under administration law: Regulation instruments such as monopolies, concessions, approvals, subsidies, etc.
- Enforcement of administration law: Supervision instruments, administration measures, administrative sanctions
- Legal protection against administrative actions: Primary legal protection (appeal proceedings), state liability, liability for lawful actions (disappropriations)



Panel discussion Dr. Roman Glaser (President of the board, Baden Württemberg Cooperative Association), moderator Marc Lustenberger (Media-Work), Ursula Nold-Meier (DV President Migros Cooperative Union) and Frank Boller (Vr President, Mobility Cooperative) during the ICCS 2016 in Lucerne.



The specialist audience at the ICCS 2016 in Lucerne.

Master's programmes

(The following lectures were held by the members of the Board of Directors as part of their work at the University of Lucerne.)

Company management and law – Leadership, Governance, Strategy, Financing and Management I and II (Prof. Dr. F. Taisch), University of Lucerne

The two-semester course Company Management and Law provides students with knowledge about companies as such and their interaction with their statutory and regulatory environment. In the first semester, a two-part block event; Control of the company taxes on the system and company (governance), in the system enterprise (management) and with people (leadership) is addressed. Particular attention is paid to the optimum management of the statutory and regulatory aspects of entrepreneurial activity and decision-making and how the corporate function law is to be implemented as an integrated part of the management process. In the second semester, students are given the opportunity to tackle current questions in small teams on site at companies, with practical application of the methodology conveyed (case studies). Over the last few years, renowned companies such as CKW, Novartis, Credit Suisse, Emmi, Luzerner Kantonalbank, Partners Group, Pilatus Aircraft, Siemens and Schindler participated in this programme.

Corporate Law I: Establishment and Development, Redevelopment and Liquidation (Prof. Dr. A. Opel, Dr. P. Egli, Dr. R. Wey), University of Lucerne

The course Corporate Law I (Establishment and Development, Redevelopment and Liquidation) follows the life cycle of a company. The focus is on small and medium-sized companies. Based on uniform initial circumstances, the central questions that arise for a company with regard to the thematic groups «Establishment and choice of legal form», «Development and expansion» and «Redevelopment and liquidation» are explained from the perspective of company, social insurance and tax law. The interaction of the different legal issues is to be depicted in an integrated manner in an area of high practical relevance. The event is based on consulting practice and aims to teach students in particular how to handle and solve interdisciplinary questions.

Corporate Law II: Succession and restructuring, company, matrimonial property, inheritance and tax law (Prof. Dr. K. Müller, Dr. A. Zeiter, Dr. G. Zitter), University of Lucerne

The course Corporate Law II (Succession and Restructuring) follows the life cycle of a company. The focus is on small and medium-sized companies. Based on uniform initial circumstances, the central questions that arise for a company on the thematic groups «Succession and restructuring» are explained from the perspective of matrimonial property and inheritance law, company and tax law. The interaction of the different legal issues is to be depicted in an area of high practical relevance. The event is based on consulting practice and aims to teach students in particular how to handle and solve interdisciplinary questions.

Public company law (Prof. Dr. B. Rüttsche, Prof. Dr. N. Diebold), University of Lucerne

The knowledge of public company law is not only «voluntary» but «compulsory» for all students who later want to work competently in corporate law, be it in corporate law firms, in companies, in associations, in politics or in the administration. Public company law regulates the interface between state and business. The state regulates the markets and at the same time creates competition-promoting boundary conditions in internal and external trade.

The event will deal in particular with the following legal bases: Economic constitution (Articles 27 and 94 BV), the free movement of persons agreement CH-EU, the Internal Market Act, the Cartel Act, the Price Monitoring Act, the Procurement Law, the Federal Law on Technical trade barriers and the extracts from special laws (e.g. Radio and Television Law, Telecommunications Act, Postal Law). The course is divided into three parts:

- Principles: economic freedom, types of markets (open and closed markets), protection of competition through law
- Market access: products, services, infrastructure, basic supply and procurement markets
- Competition in the market: protection of competitive parameters such as offer, price and advertising, price monitoring, subsidies and state economic activity

Corporate taxation law (Prof. Dr. A. Opel), University of Lucerne

The course deals in depth with the taxation of companies (partnerships and corporations) and with the taxation of the investors in a company. The tax consequences during the company's entire life cycle, from its establishment and development until it is dissolved, are examined. However, the fiscal handling of company restructurings remains fundamentally factored out.

Corporate tax reform III - Balancing act between attractiveness and acceptance (Prof. Dr. A. Opel, Dr. M. Felber), University of Lucerne

Switzerland faces major challenges in international tax competition; the climate has intensified. Various tax privileges are being removed due to external pressure. At the same time, the search for alternatives is proving to be difficult, as the internationally tolerated margins are gradually being reduced. With corporate tax reform III, Switzerland is attempting a difficult balancing act between the assertions of locational advantages on one side and ensuring international acceptance on the other side.

The course deals with the following topics:

1. (Legal) framework conditions for Switzerland in international tax competition
2. Cornerstones of corporate tax reform III:
 - New special regulations for mobile revenues with higher international acceptance (introduction of so-called license boxes, interest-adjusted profits tax);
 - Reduction of profits tax rate in the cantons;
 - Other tax measures to increase the locational attractiveness (e.g. adjustment of participation exemption, abolition of emissions levy);
 - «Mitigating measures» (e.g. introduction of capital gains tax, adjustment of New Financial Equalization NFA).

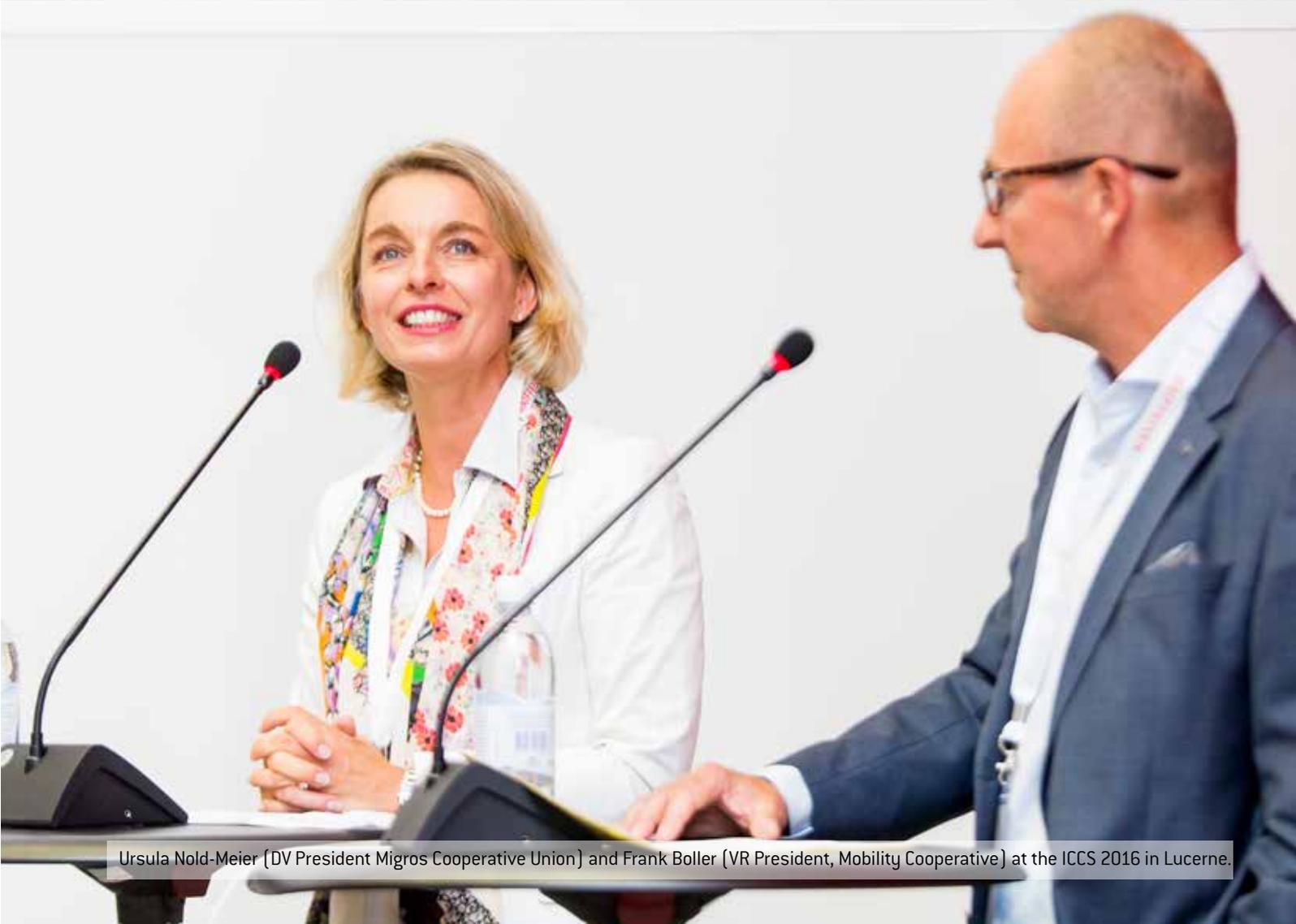
The international tax competition has intensified. Switzerland faces a major challenge and is forced to abandon its internationally criticized tax incentives for the so-called «status companies» (holding / domicilprivileg). In some cantons, more than half of the income tax revenues come from such companies. At the same time, the search for alternatives is difficult, as the internationally tolerated margins become increasingly narrow. On the one hand, the corporate tax reform III is characterized as a difficult balancing act between the assertion of the locational advantages and on the other the securing of international acceptance. The heterogeneity of the Swiss tax system can prove to be a key advantage. As part of the large-scale tax reform, the cantons are to receive a toolbox for possible replacement measures and define the strategy that suits them.

Various solutions are presented from a legal and economic perspective, which allow Switzerland to better survive in international tax competition or for mobile tax revenues. The following topics are planned:

- Legal and political framework of Switzerland in international tax competition



Prof. (FH) Dr. Alexander Jungmeister (CEO, IFU | BLI) presents the results of the Innovation Labs at the ICCS 2016 in Lucerne.



Ursula Nold-Meier (DV President Migros Cooperative Union) and Frank Boller (VR President, Mobility Cooperative) at the ICCS 2016 in Lucerne.

- Key points of the corporate tax reform III. New special arrangements for mobile revenues with higher international acceptance:
 - patent box,
 - interest-adjusted profit tax,
 - Increased deductions for research and development expenditure;
 - Facilitation of capital tax.
- General reduction of profit tax rates taking account of so-called CFC regulations
- Further tax measures to increase the attractiveness of location (transitional regulation to the change of status, new influx stipulation with step-up, tax relief for newly founded companies, capital gains tax, abolition of the emission tax, tonnage tax).

Executive Education

Further education series Express further education for lawyers, University of Lucerne and current developments in company law (MÜLLER).

Various lectures and short training courses on «Corporate Governance». (TAISCH/JUNGMEISTER/FABRIZIO)

Case studies within the course Corporate Management and Law II

Luzerner Kantonalbank

Administrative and legal assistance procedures for banking information and bank customer data

The subject of this case study is the administrative and legal assistance procedure concerning banking information and bank customer data. The current problems of this topic are presented before the future expectations are explained in more detail. The next chapter explains what the two terms banking information and bank customer data mean and what is behind the so-called administrative and legal assistance procedure. The main focus will be on applications for administrative and legal assistance from abroad. In addition, special attention will be given to the relevant Federal Court of Justice with regard to foreign requests for administrative and legal assistance. Finally, the impact of such requests for administrative and legal assistance on the LUKB and the recommendations in this regard are shown.

Partners Group

What changes will approach the Partners Group by the EU Basic Data Protection Act (DSGVO) coming into effect and what steps must be taken to ensure that the company complies with the new requirements?

The EU Parliament has entered into force the new EU Basic Data Protection Act (DSGVO), which is a directly applicable legal basis for all EU countries. The implementation of the DSGVO is subject to a two-year deadline expiring on May 28, 2018. In particular, the fact that no company headquarters in the EU is needed to be affected by the rules. The contact with consumers and their data from the EU zone is sufficient.

This case study examines the extent to which Partners Group, as a global asset manager specializing in institutional investors and high-net-worth individuals, is affected by the new rules, and the possible consequences of poor implementation. In addition, the necessary measures are to be presented in a forecast, which must be taken by May 2018 in order to act in accordance with the law.

Siemens AG

What repercussions does the new private sector bribery offense have for the compliance system of Siemens Schweiz AG

Since July 1, 2016, the new private sector bribery offense has been anchored in Articles 322octies and 322novies StGB. The private sector bribery has now been organized as a criminal offense and has been separated from the requirement of the criminal application and the distortion of competition.

The question now arises as to whether Siemens as a company needs to change its compliance system. The compliance system has therefore been divided into various focus areas that the paper will now examine whether the compliance system of Siemens Switzerland AG already meets the requirements and elaborate any suggestions for improvement that can serve as a viable guideline for the company.

Emmi AG

Framework conditions and organization of utilization of consumer data of social media for advertising and marketing purposes

Emmi AG would like to be closer to its consumers in order to target advertising towards existing consumers and attract new consumers. To achieve this goal, Emmi AG plans to implement a Customer Relationship Management System. Emmi AG already has consumer data, which it would like to migrate to the CRM system. This database is to be supplemented by consumer data from prize games, WiFi registration at Emmi, registrations for newsletters and the YoBar app. However, data protection regulations must be considered. The aim of this thesis is to analyze the relevant legal bases of Switzerland, the EU and Germany and apply them to the development of Emmi AG.

Pilatus Aircraft AG

Contracts with suppliers and their negotiation to minimize later impairment of performance

Founded in 1939, Pilatus Aircraft AG is the only Swiss company to develop, build and sell aircraft. In 2015, the company generated sales of CHF 1,122 million with a net profit of CHF 191 million and sold 121 aircraft. A key factor in the production of competitive aircraft for the industrial enterprise is cooperation with the suppliers. Long-term relationships and contracts in this area are regular. On the basis of two contracts, the main points of the contracts with suppliers are examined and which points in a successful contract negotiation are essential in order to minimize potential future performance problems. An important pre-emptive dispute resolution mechanism is then the arbitration procedure, which compared to a civil litigation, has many advantages in regard to time and money.

Schindler AG

EU directive on the protection of business secrets

The EU directive 2016/943 became effective on June 8, 2016 concerning the protection of confidential know how and confidential business information (business secrets) against unlawful acquisition, unlawful usage and disclosure.

Upon expiration of the two year implementation period, a uniform concept of commercial secrecy will apply to all EU member states. A central innovation is the criterion for appropriate secrecy measures. New companies will have to demonstrate that appropriate safeguards have been taken to ensure that the concept of business secrecy is met and the business secrets are protected. Companies must develop and implement appropriate protection concepts by June 8, 2018. This includes the verification and, if necessary, the adaptation of already ma-



Dr. Fotis Filippopoulos (Shakesterer, Greece), Umberto di Pasquo and Dr. Andrea Karner (both CIBP, Brussels) are leading an Innovation LAB on cooperative banking during the ICCS 2016 in Lucerne.



The LAB participants present their results from the ICCS 2016 in Lucerne.

de protective measures. The EU directive 2016/943 is also central to an internationally active Schindler. It has accepted the review of the existing organizational measures for conformity with the EU directive.

Services

- Scientific support with governance design of companies
- Scientific support with international service hub structures
- Scientific support with start-up developments in the healthcare and technology sector

Publications, scientific conferences and conference papers

- Innovation and Reflexivity in the Research Process, Newcastle upon Tyne/ UK 2016 (JUNGMEISTER)
- Ausgewählte Entscheide im Gesellschaftsrecht des Jahres 2015 in Kürze (Selected decisions in company law of 2015 in brief), in: Jusletter 11.04.2016 (MÜLLER/KÄCH)
- Der Ausschluss eines Gesellschafters aus einer Personengesellschaft (The exclusion of a partner from a partnership), in: ZBJV 9/2016, p. 593 ff. (MÜLLER/KÄCH)
- Dein Weg zum Erfolg? (Your way to success?), Zurich 2016 (ZWYGART)
- Strategic corporate management and corporate governance. lecture within the framework of the CAS Strategic Management of the BFH, Bern University of Applied Sciences, Berne 06.01.2016 (FABRIZIO)
- Political Framework Conditions and Associations (Switzerland), lecture within the framework of CAS «Law, Corporate Management Leadership in Health Care», University of Lucerne, Lucerne 14.01.2016 (SCHALTEGGER) (see also Competence Centre Healthcare Enterprises)
- Management – Corporate Governance – Core tasks, lecture within the framework of the VR Seminar for the Energy Sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Infrastructure)
- Normative management, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Infrastructure)
- Organization and Finance, lecture within the framework of the VR Seminar for the Energy Sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Infrastructure and Competence Centre Financial Markets)
- Strategic Development and -controlling, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (GERMANN) (see also Competence Centre Infrastructure)
- ICS, controlling concepts, value-based reporting. lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (JUNGMEISTER) (see also Competence Centre Infrastructure)
- Supervision and liability, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (FABRIZIO) (see also Competence Centre Infrastructure)
- Integrative case studies, exercises within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, 20.02./13.03.2016 (JUNGMEISTER/TAISCH) (see also Competence Centre Healthcare Enterprises)
- Stakeholder Management, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 16.03.2016 (TAISCH) (see also Competence Centre Healthcare Enterprises)

- Corporate Structures, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, 16.03.2016 (JUNGMEISTER) (see also Competence Centre Healthcare Enterprises)
- Clinical and Corporate Governance, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 17.03.2016 (TAISCH) (see also Competence Centre Healthcare Enterprises)
- «Taxation of non-profit organizations» within the framework of the ceps training «CAS Nonprofit Governance & Leadership 2016», Sigriswil, 19.04.2016 (OPEL)
- Regulation of the health care system (Switzerland), lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 22.04.2016 (RÜTSCHÉ) (see also Competence Centre Healthcare Enterprises)
- Management of Risks, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 23.04.2016 (TAISCH) (see also Competence Centre Healthcare Enterprises)
- «Tax deductibility of buses (Motion Luginbühl)», guest presentation at the économie suisse FISK0, Zurich 12.05.2016 (OPEL)
- Decision-making in medicine, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 20.05.2016 (RÜTSCHÉ) (see also Competence Centre Healthcare Enterprises)
- New transparency regulations for legal persons in the OR and GwG, lecture at the University of Lucerne, 15.06.2016 (MÜLLER /SCHWARZ)
- Business elements in the innovation process. lecture as part of the Summer School Innovation and Entrepreneurship of the University of Lucerne, Lucerne 22.-24.06.2016 (JUNGMEISTER)
- The innovation process in the overall business environment. lecture as part of the Summer School Innovation and Entrepreneurship of the University of Lucerne, Lucerne 22.-24.06.2016 (JUNGMEISTER)
- Legal foundations for company inception, different forms of society and their advantages and disadvantages. lecture as part of the Summer School Innovation and Entrepreneurship of the University of Lucerne, Lucerne 22.-24.06.2016 (GMÜNDER)
- Doctoral Summer School on Legal Pluralism and Human Rights, Lecture: Literature Review And Finding The Red Line In Your Thesis – A Reflexive Approach, Center for Comparative Constitutional Law and Religion (University of Lucerne), Rickenbach NW 25-29.07.2016 (JUNGMEISTER)
- Identity and Growth, Correlation of Corporate Identity and Growth, opening and closing presentation at the ICCS 2016, Lucerne 14.-16.09.2016 (TAISCH)
- «Current tax developments in the relationship between Switzerland and the EU», part of the «Europa Seminars - Taxation» series at the Europe institute in Berne 28.09.2016 (OPEL)
- CEO / Board member Round Table on «Promoting growth through appropriate regulation», on the occasion of the International Summit of Cooperatives in Quebec 2016, Sectoral meeting 3: Banking and Financial Services, Quebec 12.10.2016 (TAISCH)
- Strategy paradigms and newer approaches, lecture within the framework of the CAS Strategic management of the BFH, Bern University of Applied Sciences, Berne 28./29.10.2016 (JUNGMEISTER)
- Corporate Governance for Family Businesses, lecture within the framework of a university for all: stability through clear structures – especially in family business, Lucerne 02.11.16 (GMÜNDER)

- Obligations of shareholders and members of the supervisory board in the light of the new transparency requirements in OR. Lecture in front of the Lawyer Association of Canton Zug, Zug 03.11.2016 (MÜLLER)
- Introduction to Strategy Development, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 10.11.2016 (JUNGMEISTER) (see also Competence Centre Healthcare Enterprises)
- Sub module Strategic management / decision-making, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne 11.11.2016 (TAISCH) (see also Competence Centre Healthcare Enterprises)
- Integrative case studies, exercises within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Lucerne / Zurich 12.11./10.12.2016 (JUNGMEISTER) (see also Competence Centre Healthcare Enterprises)
- Current Developments in Corporate Law, Express Training for Lawyers, Lecture at the University of Lucerne, Lucerne 16.11.2016 (MÜLLER)
- Navigating in the area of tension of entrepreneurial freedom, regulatory framework and responsibility, presentation at the HCM Board Conference 2016, Zurich 17.11.2016 (TAISCH)
- Introduction to organizational theory, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Zurich 08.12.2016 (JUNGMEISTER) (see also Competence Centre Healthcare Enterprises)
- Introduction to project management and project portfolio management, lecture within the framework of the CAS «Law, Management Leadership in Health Care», University of Lucerne, Zurich 10.12.16 (JUNGMEISTER) (see also Competence Centre Healthcare Enterprises)
- The risk of solidarity liability among contractors, in: Hommage for Peter Gauch, Zurich / Basel / Geneva 2016, p. 158 ff. (MÜLLER)
- Protection of third parties in the international administrative assistance procedure – A critical inventory, StR 2016/12, p. 928 ff. (OPEL)
- The inheritance and gift tax law 2015 overview – at the same time a critical discussion with the family principle, successio 2016, p. 196 ff. (OPEL)
- Spontaneous assistance under the magnifying glass – Automated spontaneity, StR 2016, p. 1 ff. (OPEL)
- The tax jurisdiction of the Federal Supreme Court in 2014, ZBJV 2016, pp. 166 ff. (OPEL/MARANTELLI)

Public relations, media, politics and society

- Control suggests a false security, in: Tagesanzeiger 04.01.2016 (TAISCH) (see also Competence Centre Network and Cooperative Enterprises)
- Finanz und Wirtschaft: Das Verwaltungsratsranking 2016 (Finance and economy: The ranking of the executive board 2016), in: Finanz und Wirtschaft (Finance and economy), 07.2016 (TAISCH)
- Member of SwissVR (TAISCH)
- Member of the European Corporate Governance Institute ECGI (TAISCH)
- Member of the International Center for Corporate Governance / Swiss Board School ICFGG (TAISCH)

Outlook 2017

The publication of research findings in the area of enterprise and governance design with further specialist articles is planned for 2016. Several research projects will also be completed in the context of master's theses. Furthermore, a CAS «Corporate Management and Law for Board Directors» will be publically offered again.

Competence Centre Financial Markets

The competence centre financial markets deal, from an interdisciplinary perspective, primarily with the Swiss financial centre, and secondly with the global financial markets. In the process, the principles and rules of the financial market and in particular the legal and regulatory framework conditions for banks and asset managers, for collective investments and insurances as well as stock exchanges and securities traders are examined. The focus of the research interest is also on company financing on the capital market and the battle against the misuse of the financial sector.

Research

In 2016, the competence centre dealt with the following research topics:

- Areas of activity concerning new legal and regulatory frameworks
- Financial company management in the area of tension business, politics and law
- Financial companies and new legal and regulatory frameworks
- Forms and types of financing for companies
- Corporate governance of financial companies
- Risk management and system relevance of financial companies
- Investor protection and ethics in capital markets
- Outsourcing at banks
- Fit and Proper Regulations for members of management and board of directors

Research projects in detail

«Neue Architektur der Rahmenbedingungen für den Schweizer Finanzmarkt» (New architecture of the framework conditions for the Swiss financial market)

(Ongoing project under the leadership of Prof. Dr. F. Taisch and A. Gmünder, MLaw)

The Swiss financial centre is one of the most significant in the world and financial services make a significant contribution to a prospering national economy. In this context, a stable and viable financial system is an essential prerequisite for economic success, with regard to an efficient capital allocation together with the effective settlement of financial transactions both for individual companies and SMEs as well as major corporations. The research will be carried out in consideration of the latest legal developments and economic policy discussions on the most important principles and rules of financial market law and examine the new architecture of the framework conditions for the Swiss financial market. The interdisciplinarity between public law and private law, state normalization and self-regulation as well as between law and economics represent not only a challenge, but also a stimulating scientific fascination.

It is intended to incorporate the research findings into the 3rd edition of the textbook *Literatur B* financial market law.



Panel discussion Barbara Agoba (head Underwriting SME, Mobiliar), moderator Cécile Bachmann (head media place, Raiffeisen Switzerland) and Prof. Dr. Harald Bolsinger (University of Applied Sciences Würzburg-Schweinfurt) during the ICCS 2016 in Lucerne.



Participants in conversation at the ICCS 2016 in Lucerne.

Dissertations in detail

«Mezzanine Finanzierung von Genossenschaftsunternehmen» (Mezzanine financing of cooperative companies)

(Ongoing project, Dott.ssa giur. I. D'Incà-Keller, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Network and Cooperative Enterprises and Competence Centre Enterprise and Governance Design)

The implementation of growth strategies and restructuring and redevelopment require a high degree of self-financing. Within an extended set of financing instruments cooperative financing reaches its limits in many cases. The paper aims to explain this problem and identify new paths for procuring capital and analyzing them in a situational manner. In the process, in particular the permissibility and boundaries of mezzanine financing options for cooperatives are examined.

«Management von Rechts- und Reputationsrisiken als Sorgfaltspflicht von in der Schweiz, in Österreich und in Liechtenstein tätigen Bankengruppen» (Management of legal and reputation risks as a duty of care of banking groups active in Switzerland, Austria and Liechtenstein)

(Ongoing project, Th. Höhener, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Enterprise and Governance Design)

The ongoing study aims to address a topic that up to now has only been examined on the periphery in legal theory and in banking operations practice within the framework of a standalone, scientific study. In light of the current and future regulation tendencies (Basel II, Basel III), not only the starting situation is analyzed along the practice in the regional context of Switzerland, Austria and Liechtenstein but also problem fields identified and solution approaches compared.

«Inflation – Deflation und Recht, Wechselwirkungen, Probleme und Lösungen am Beispiel der Schweiz» (Inflation – Deflation and Law, Interaction, Problems and Solutions using the Example of Switzerland)

(Ongoing project, L.F. Mainardi, MLaw, supervision Prof. Dr. F. Taisch)

The change in the value of money is an economic parameter that, however, also has to be defined by the legal system and conversely has an effect on the latter. Due to historically low rates of change in the value of money, there has been an insufficient sensitization of legislation and jurisdiction in Switzerland to date in this regard. Although the state cannot control the change in the value of money entirely, it has sovereign instruments at its disposal that are able to have an effective influence on the change in the value of money. There are constitutional obligations of the state to anticipate, within the framework of its possibilities, the threat of changes in the value of money and to take changes that have occurred into appropriate account.

«Die Gewähr für eine einwandfreie Geschäftstätigkeit nach den Finanzmarktgesetzen» (The guarantee for impeccable business activity pursuant to the financial market laws)

(Ongoing project, Ch. Raimondi, MLaw, supervision Prof. Dr. F. Taisch)

More than 40 years ago, the requirement of a good reputation and the guarantee for impeccable business activity was included in the banking law to give the supervisory authority at the Annual Report 2015 time the competence to demand the removal of unsuitable indivi-

duals in a management position. Since then, the guarantee requirement has established itself and was incorporated in all new financial market law decrees over the last ten years. That is why it is to be examined as a focus topic whether the so-called guarantee term has the same content everywhere or whether, due to its inclusion in different decrees, differentiations are emerging instead.

«Tracking Stocks»

(Ongoing project, S. Schmid, MLaw, supervision Prof. Dr. K. Müller, see also Competence Centre Enterprise and Governance Design)

«Tracking stocks», which were developed in the US, are shares that give their holders asset rights that relate only to a part of the company (and not the entire company). The dissertation aims to examine the still unclear situation in Switzerland with regard to the legal permissibility of «tracking stocks».

«Die Genossenschaftsbank in der Corporate Governance» (The cooperative bank in corporate governance)

(Ongoing project, T. Schwyter, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Network and Cooperative Enterprises and Competence Centre Enterprise and Governance Design)

This paper addresses the question of whether the organizational form of the cooperatively organized banks is particularly suited to meeting the requirements of a solid, competition-oriented and sustainable system. In particular, the question is addressed of whether the model of the cooperative bank is suitable as a usable vehicle for good corporate governance.

«Moderne Unternehmensfinanzierung, mit Fokus auf moderner Spitalfinanzierung» (Modern corporate financing, focusing on modern hospital financing)

(Ongoing project, D. Steiger, MLaw, supervision Prof. Dr. F. Taisch, see also Competence Centre Healthcare Enterprises)

In this dissertation, based on the growing demand in the health sector and the limited opportunities of current hospital financing, new possibilities of hospital financing are to be analyzed and checked for their legal permissibility and feasibility. For this purpose, generally first the possibilities of a diversified financial planning and a modern company financing are addressed. The development history and the configuration of current hospital financing in Switzerland (and particularly in the canton of Lucerne) are presented and their limits and problem fields highlighted. Finally, the paper focuses on explaining alternative possibilities of hospital financing by providing an opportunities and risk analysis as well as checking the legal permissibility and feasibility.

«Der Einlegerschutz nach schweizerischem Bankengesetz» (Investor protection pursuant to Swiss banking law)

(Ongoing project, St. Zimmermann, MLaw, supervision Prof. Dr. F. Taisch)

The dissertation deals with the topic of «outsourcing at banks». Outsourcing means the outplacement of operational functions. As a result of the structural and real economic changes, outsourcing has been part of economic planning for some years. The advantages and disad-

vantages of outsourcing are examined from a legal and a commercial perspective. The focus is then also placed on various legal problem fields such as data protection. Unclear issues with regard to FINMA circulars are also examined, practical examples and the specific contractual formulation analyzed.

Master's theses in detail

«Rechtliche Auswirkungen des Finanzmarktinfrastrukturgesetzes (FinfraG) auf den Schweizer Finanzplatz» (Legal Impact of the Financial Market Infrastructure Act (FinfraG) on the Swiss financial centre)

(Ongoing project, S. Hepp, BLaw, supervision Prof. Dr. F. Taisch)

The global financial crisis in 2008 showed that the stability of the financial markets (also in Switzerland) was no longer sufficiently ensured. The risk awareness of financial markets has sharpened since then. It has been shown that resistant financial market infrastructure, form a supporting pillar for a well functioning financial market. The Swiss legislature responded to the changed environment by redesigning the Swiss financial market architecture. The Financial Market Infrastructure Act (FinfraG) entered into force on January 1, 2016 as part of various legislative projects. Subject matter of FinfraG is the organization and operation of financial market infrastructures in their entirety as well as the rules of conduct of financial market participants in securities and derivatives trading.

This thesis aims to address the effects of FinfraG on the Swiss financial centre. It was shown that the reorganization of Swiss financial market law was and still is the outflow of international harmonization. In order not to lose the connection to international financial markets Switzerland will not be able to escape these regulatory developments in future. It should be noted that the regulation in the field of financial market infrastructure and trading of derivatives interested general public since the financial crisis in 2008. This regulation has since been the subject of political debates.

«Qualifizierter Insiderstraftatbestand – Eine Analyse der Auswirkungen auf die Sorgfaltspflichten von Finanzintermediären nach Geldwäschereigesetz unter besonderer Berücksichtigung der Bestimmung des unrechtmässigen Vermögensvorteils nach Art. 154 FinfraG» (Qualified insider criminal offence - An analysis of the effects on the due diligence obligations of financial intermediaries by money laundering law under particular consideration of the determination of the unjustified financial advantage under Article 154 FinfraG)

(Ongoing project, R. Meier, BLaw, supervision Prof. Dr. F. Taisch)

Since the adoption of aArt. 161 (StGB), as of July 1, 1988, the stock of, insider criminal offence in Switzerland has undergone a constant change. A number of legislative adjustments should give the criminal offense more practical relevance. This development is to be illustrated in this thesis. As a result of pressure from abroad, the legislature introduced a qualified form of insider criminal offence as of 01.05.2013 (aArt. 40 para. 2 BEHG, transferred to Art. 154 para. 2 FinfraG on 01.01.2016). Since then, the criminal insider trading has been considered as a crime in the sense of a pecuniary advantage of more than 1 million Swiss francs in terms of Art. 10 para. 2 StGB of the Criminal Code and thus comes as a preamble to money laundering in terms of Art. 305 to StGB. For financial intermediaries, the introduction of the qualified insider criminal offence is an extension of the clarification and notification obligations pursuant to as such transactions must be recognized and, if necessary, reported. Since the legislature has not laid down any indications for the recognition of such transactions, a systematic evaluation

of legal materials, court rulings and literature will work out possible criteria for the recognition of such transactions. Special attention will be given to the way in which the pecuniary advantage achieved is through insider trading is calculated. From the insights gained the possible effects on the money laundering disposition of financial intermediaries are ultimately derived.

«FinTech-Regulierung de lege lata et ferenda» (FinTech regulation de lege lata et ferenda)

(Ongoing project, G. Wirthensohn, BSc. in business law, supervision Prof. Dr. F. Taisch)

Digitization has also reached the financial market and is calling on the established companies to develop their business models further while start-ups with innovative financial technology services (FinTech) enter the market. While traditional players in the financial market tend to be locally bound, FinTech companies can operate very mobile through their digital business models and offer their digital services from different countries. This is why local regulatory frameworks also determine the possibilities for the location and development opportunities of such companies, which creates a global competition with other jurisdictions.

The aim of this thesis is to examine current requirements for granting FinTech companies in the regulated Swiss financial market. Furthermore, solutions are being developed which are intended to set the optimal regulatory framework for the dynamic FinTech market. The view of the industry as well as the prospect of customer and system protection is taken into account.

«Die Kleeblattreform – Ein spezifischer Blick auf die Auswirkungen des FIDLEG» (Cloverleaf Reform – A specific view of the impacts of the FIDLEG)

(Project completed, A. Aslihan, BLaw, supervision Prof. Dr. F. Taisch)

Financial market law is progressing through changing times. After events such as the financial crisis of 2007/2008 and the Lehmann Brothers and Madoff cases, the need for action for the protection of investors and the stability of the Swiss financial centre was recognised. In order to meet this need for action, the legislative project «Cloverleaf Reform» was introduced. In the context of the master thesis, the impacts of the FIDLEG on the applicable law and practice shall be examined after the introduction of the cloverleaf reform. Since the access to international markets is also a criterion for the regulation, a comparison is made to the European MIFID II in the paper. The aim of the thesis is to answer the question regarding necessity and to assess the trade-off between the regulatory burden and efficiency.

«Der Notstand als Rechtfertigung für die Verletzung des Bankkündengeheimnisses» (The emergency state as a justification for the violation of bank client confidentiality)

(Project completed, B. Häfliger, BLaw, supervision Prof. Dr. F. Taisch)

The bank client confidentiality can look back on a long but also controversial history and still has a special place for the banking and financial centre of Switzerland. This manifests itself on the one hand in the very strong legal anchoring up to the constitutional level and on the other hand also in the strict norms of its violation. This thesis examined those exceptional cases in which the absolute validity of the bank client confidentiality in emergency constellations can be abolished. In which constellations this would certainly be the case, and when not, could not be kept abstract, even in the absence of clear case-finding. The criteria and applications outlined in the thesis give certain clues. Ultimately, however, the specific situation will always be decisive in order to make a final assessment.



Group picture during the AGI junior scientists' conference in Cologne. In the centre are Kevin Müller, BLaw and Prof. (FH) Dr. Alexander Jungmeister.

UNIVERSITÄT



PhD students from the Mahidol University (the largest University in Thailand), under the leadership of Prof. Dr. Chockai Suttawet, at a seminar on cooperative topics at the University of Lucerne.

«AGB von Banken unter der Missbräuchlichkeitsprüfung nach Art. 8 UWG» (GTC of banks under the unfairness test according to Art. 8 of the Unfair Competition Act)

(Project completed, D. Moesch, BLaw, supervision Prof. Dr. F. Taisch)

The opening of a bank account without signing the relevant General Terms and Conditions (GTC) is unimaginable. The arrangement of the GTC is not normally the subject of negotiations, they are unilaterally pre-formulated and most bank customers accept them without reading them. This creates the risk of unilateral risk distribution in favour of the user of the GTC and thus a disadvantaged position of the transferee. The protection of the bank customers as the weaker party through an open GTC content review has been practically impossible for a long time under the ineffective Art. 8 of the Unfair Competition Act. This master thesis shows which requirements must be met in order to justify unfairness according to the fundamentally revised Art. 8 of the Unfair Competition Act. It also shows how the banks have reacted to the revised version of Art. 8 of the Unfair Competition Act and whether the GTC of the Swiss banks still contain clauses which did not stand up to open content review.

Training and Further Education

Master's degree programme

(The following lectures were held by the members of the Board of Directors as part of their work at the University of Lucerne.)

Financial Market Law (Prof. Dr. Franco Taisch), University of Lucerne

The Swiss financial centre is one of the most significant in the world and financial services claim a great national economic importance. Thus, it is above all an added value, favorable financing possibilities, and a well developed financial system for the liquidation of capital transactions, both for individual companies and SMEs as well as for major corporations have an exceptionally high business and economic law relevance. The course is dedicated to current questions and discussions on the most important principles and rules of the financial market law. In this sense the financial market is treated as an economic factor, regulatory object and the corresponding Legal and regulatory framework. The interplay of elements in public law, criminal law and private law is also a theme. In addition, the course specifically covers corporate finance on the capital market, the fight against misuse of financial sphere as well as the most important principles of banking and stock exchange law, collective investment and insurance law. The event will be enriched by other exciting and up-to-date guest presentations, thereby fostering the success of the learner.

Executive Education

DAS Bank Management, Institute of Financial Services IFZ

The IFU | BLI is responsible for the area of banking and cooperative law (Prof. Dr. F. Taisch). The module examines corporate management and law, especially the entrepreneurial platform of cooperative enterprises and the financial market with a focus on competition and supervision. The DAS is intended for persons who are active in the management of banks.

Publications, scientific conferences and conference papers

- Organization and Finance, lecture within the framework of the VR seminar for the energy sector, Zurich 05.02.2016 (TAISCH) (see also Competence Centre Infrastructure)
- CEO / Board member Roundtable on «Promoting growth through appropriate regulation» on the occasion of the International Summit of Cooperatives 2016 in Quebec 11.-13.10.2016 (TAISCH) (see also Competence Centre Network and Cooperative Enterprises)

Public relations, media, politics and society

- Council Lucerne School of Business , Institute of Financial Services IFZ, Zug (TAISCH)

Outlook 2017

Research and training will continue in 2017 in a similar framework as in 2016. Several research projects (master theses and dissertations, but also the revision of the publication financial market law in the Litera B series) will be finalized in 2017.

Executive Committee (GLA)

- Attorney Prof. Dr. Paul Eitel, member
- Attorney Prof. Dr. Walter Fellmann, member
- Attorney Prof. Dr. em. Peter Forstmoser, President
- Attorney lic. iur. Hubert Rüedi, member
- Attorney Prof. Dr. Franco Taisch, Chairman of the Board of Directors

Board of Directors

- Attorney Prof. Dr. Martina Caroni, member
- Prof. Dr. Mark Farrell, member
- Prof. em. Dr. Jean-Pierre Jeannet, member
- Prof. (FH) Dr. Alexander Jungmeister (member in advisory capacity)
- Attorney Prof. Dr. Karin Müller, member
- Attorney Prof. Dr. Andrea Opel, member
- Attorney Prof. Dr. Bernhard Rüttsche, member
- Prof. Dr. Christoph Schaltegger, member
- Attorney Prof. Dr. Franco Taisch, Chairman of the Board of Directors
- Attorney Prof. Dr. Ulrich Zwygart, member

Executive Board

- Prof. (FH) Dr. Alexander Jungmeister, CEO / Managing Director
- Dr. Nadja Germann, Executive Board Member and Head of the Competence Centre Infrastructure – Energy, Waste and Recycling

Scientific staff

- Attorney Dr. Nadja Fabrizio, senior assistant, obtaining a habilitation
- Attorney Andreas Gmünder, MLaw, assistant, doctoral candidate
- Elena Inhelder, BLaw, research assistant (as of 15.07.2016)
- Irena Jovanovic, MLaw, assistant
- Attorney Melanie Köpfl, MLaw, LL.M., assistant
- Kevin Müller, BLaw, research assistant
- Marco Perret, MLaw, assistant, doctoral candidate
- Theresa Ruppel, MLaw, research assistant (until 31.07.2016)
- Fabian Schillig, BSc, research assistant (as of 01.04.2016)
- Pascal Schott, MLaw, LL.M., assistant, doctoral candidate (until 31.10.2016)
- Mirjam Signer, BSc, research assistant (as of 01.09.2016)
- Gino Wirthensohn, BSc, research assistant (as of 01.07.2016)

Administrative staff

- Cornelia Amstutz, lic. rer. soc., administrative assistant / scientific employee
- Simone Stieger, administrative assistant / programme manager

Team IFU | BLI 2016



Team IFU | BLI 2016 (1. row, from left to right) Prof. (FH) Dr. Alexander Jungmeister, Attorney Andreas Gmünder, MLaw, (2. row, from left to right) Kevin Müller, BLaw, Simone Stieger, Elena Inhelder, BLaw (3. row, from left to right) Dr. Nadja Germann, Fabian Schillig, BSc, Marco Perret, MLaw, (4. row, from left to right) Attorney Melanie Köpfl, MLaw, Gino Wirthensohn, BSc, Cornelia Amstutz, lic. rer. soc.
Absent: Attorney Prof. Dr. Franco Taisch, Attorney Dr. Nadja Fabrizio, Irena Jovanovic, MLaw and Mirjam Signer, BSc.



Dr. Walter Rothensteiner (Managing Director, Raiffeisen Ai) during a panel discussion at the ICCS 2016 in Lucerne.

Partners

Strategic partners

- ABZ Allgemeine Baugenossenschaft Zürich
- die Mobiliar Group
- fenaco Group
- mobility
- Raiffeisen Group
- IG Cooperatives

University partners

- Boston University, Faculty of Law, USA
- Philipps University of Marburg, Institute for Cooperatives, Deutschland
- Tsinghua University, Faculty of Law and School of Economics and Management, China
- Vienna University of Economics and Business, Research Institute for Cooperations and Co-operatives, Austria
- Montan-University Leoben, Austria
- Alphonse and Dorimène Desjardins International Institute for Cooperatives, HEC Montréal

Associated partners

The institute is supported by selected partners from practice and science that broaden and supplement the know-how of the institute in various areas.

- Dr. H. Gernet, media, communication and politics
- Dr. A. Baumgart, health economics
- Prof. (em) Dr. J.P. Jeannot, strategy and marketing
- Prof. (em) Dr. R. Steiger, Leadership
- Attorney Prof. Dr. U. Zwygart, Leadership
- Prof. Dr. K. Beck, health economics
- Dr. P. Kraus, Knowledge Management, IP and Innovation
- lic.oec. HSG W. Rathert, Finance and Accounting
- Dr. E. Riedi, Sustainability Management, CSR
- Attorney lic. iur. H. Rüedi, Business Law
- Dr. S. Zajitschek, Basics of Business Administration, HR Issues

Memberships

- Arbeitsgemeinschaft Genossenschaftswissenschaftlicher Institute AGI (Syndicate of Co-operative Science Institutes)
- Association of International Educators NAFSA
- European Association for International Education EAIE
- European University Association EUA
- International Consortium for Educational and Economic Development ICEED
- Internationales Institut für Genossenschaftsforschung im Alpenraum IGA (International Institute for Cooperative Research in the Alpine Region)
- Law and Economics Club LEC
- Swiss Excellence Forum
- SwissVR (represented by individual membership of Prof. Dr. F. Taisch)
- European Corporate Governance Institute ECGI (represented by individual membership of Prof. Dr. F. Taisch)
- International Center for Corporate Governance / Swiss Board School ICFCG (represented by individual membership of Prof. Dr. F. Taisch)

Functions and Mandates

In the interest of good governance and transparency, the fundamental additional functions and mandates of the Board of Directors and the Executive Board with regard to corporate law will be disclosed as of 31 December 2016.

Prof. Dr. Martina Caroni

- Full professor for public law, international law and comparative law in public law at the University of Lucerne
- Member of the Federal Commission for Migration (EKM)
- Member of the Swiss Attorneys' Society
- Delegated of protective factor M for the convention for the protection of the human rights and fundamental freedoms (EMRK)

Prof. Dr. Mark Farrell

- Academic Board and Head, Graduate School of Business and Law, RMIT University, Melbourne, Australia
- Member, RMIT Business Executive Management Committee and Business Board
- Member, RMIT, MBA Program and Juris Doctor (JD) Advisory Committee

Dr. Nadja Germann

- Member of the Executive Board of the IFU | BLI Business Law Institute at the University of Lucerne
- Head of the Competence Centre Infrastructure – Energy, Waste and Recycling of the IFU | BLI Business Law Institute at the University of Lucerne
- Managing Director of the Centre for Law and Sustainability (CLS) at the University of Lucerne
- Lecturer University of St. Gallen

Prof. Dr. Jean-Pierre Jeannot

- Professor Emeritus Babson College, Babson Park, MA, USA
- Professor Emeritus IMD Institute, Lausanne
- Zhejiang University, Visiting Professor, School of Management, Hangzhou, China
- Former Vice-Chairman of the Board, member of the Compensation Committee and the Audit Committee, PubliGroupe SA, Lausanne (acquired by Swisscom in 2015)
- Golden Rice Project, Member Humanitarian Board, Switzerland

Prof. (FH) Dr. Alexander Jungmeister

- Managing Director of the IFU | BLI Business Law Institute at the University of Lucerne
- Shareholder and Director kreisquadrat gmbh, the decision network, Lucerne
- Member of the management co-operative Swissinput, Zurich
- Adjunct Professor Faculty of Commerce, Charles Sturt University, Australia
- Lecturer Berne University of Applied Sciences, Engineering and Information Technology Management Education, Berne

Prof. Dr. Karin Müller

- Full professor for private law, commercial and business law as well as civil proceedings law at the University of Lucerne
- Private lecturer for private law, commercial and business law as well as civil proceedings law at the University of Lucerne
- Member of the Attorneys' Society of the Canton of Lucerne
- Member of the Institute for Civil Court Proceedings, Zurich
- Member of the Swiss Institute of Comparative Law, Lausanne

Prof. Dr. Andrea Opel

- Full professor for fiscal law at the University of Lucerne
- Legal adviser at Meyer Lustenberger Lachenal Attorneys, Zurich
- Member of the Board of Swiss Association of Tax Law Professors (SATLP)
- Member of the Board of Swiss Foundations Legal Council

Prof. Dr. Bernhard Rütsche

- Dean of the Faculty of Law at the University of Lucerne
- Full professor for public law and law philosophy at the University of Lucerne
- Member of the National Ethics Commission (NEK), Berne
- Member and Chairman of the Executive Board of the Centre for Law and Health (ZRG), University of Lucerne
- Member of expertsanté, platform for experts in the healthcare sector
- Member of the Competence Centre Medicine – Ethics – Law Helvetiae (MERH) of the University of Zurich
- Member of the Association of German State Law Teachers (VDStRL)
- Member of the Swiss Society for Legislation (SGG)
- Member of the St. Gallen Attorneys' Society

Prof. Dr. Christoph A. Schaltegger

- Founding Dean of the Faculty of Economics at the University of Lucerne
- Full professor for Political Economics at the University of Lucerne
- Director of the Institute of Finance and Financial Law at the University of St. Gallen
- Member of the Editorial Board of «Perspektiven der Wirtschaftspolitik» (PWP)
- Member of the board of the Swiss Society of Economics and Statistics (SSES)
- Member of the Board of the European Public Choice Society
- Research-Fellow Centre for Research in Economics, Management and the Arts (CREMA)
- Research-Fellow Swiss Institute for International Economics and Applied Economic Research (SIAW) at the University of St. Gallen
- Member of International Institute of Public Finance (IIPF)
- Member of the National Tax Association (NTA)
- Member of the Friedrich A. von Hayek Society
- Member of American–Swiss Foundation
- Member of Verein für Socialpolitik (German Economic Association)
- Member of the Board (Board of Trustees) of the Walter Eucken Institute, Freiburg i.B.
- Member of the Editorial Board of European Journal of Political Economy (EJPE)

Prof. Dr. Franco Taisch

- Full professor for commercial law at the University of Lucerne
- Member of the Board of Directors and Member of the Risk and Audit Committee Raiffeisen Group, St. Gallen
- President of the Board of Directors Swiss Rock Asset Management AG, Zurich
- Co-owner and member of the Board of Directors of Clinica Alpina SA, Scuol/Samedan
- President of the Board of Directors and founding partner of healthbank group, Geneva/Baar
- Co-owner of fisiomedica gmbh, Scuol/S-chanf
- Delegate of the Board of the IG Cooperatives, Lucerne
- Member of the Board of AGI Arbeitsgemeinschaft Genossenschaftswissenschaftlicher Institute (Syndicate Cooperative Science Institutes), Berlin
- Member of the Board of IGA International Institute for Cooperative Research in the Alpine Region, Innsbruck
- President and founding partner kreisquadrat gmbh, the decision network, Lucerne
- Owner taischconsulting, Corporate Management and Law, Zug/Neuheim
- Member of Advisory Board at Lucerne University of Applied Sciences and Arts, Business, Institute for Financial Services, Zug
- Co-publisher of Zeitschrift für das gesamte Genossenschaftswesen (ZfgG) (Magazine for the Cooperative Movement), Nuremberg
- Chairman of the Corporate Governance Task Force Fit & Proper Requirements for Members of the Board of Co-operative Banks of the European Association of Cooperative Banks (EACB), Brussels
- Member of the Board of Governors HEC, Institut International des Coopératives Alphonset-Dorimène-Desjardins, Montreal
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- Partner of International Center for Corporate Governance / Swiss Board School (ICFCG), St. Gallen
- Member of the Advisory Board of the e-commerce European Centre for E-Commerce and Internet law, Vienna/Berlin/Brussels/London/Hong Kong/New York
- Member of the appeal commission of the chair of economic law or business law of the faculty of economic at the Università della Svizzera Italiana (USI), Lugano
- Senate correspondent concerning appeals of the faculty of economic at the University of Lucerne

Prof. Dr. Ulrich Zwygart

- Honorary professor of corporate management at the University of St. Gallen
- Managing director Zwygart Leadership GmbH
- Member of the Advisory Board of the School of Business, University of Applied Sciences and Arts Northwestern Switzerland (FHNW), Olten
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Institut für Unternehmensrecht
Universität Luzern

Business Law Institute
University of Lucerne

Frohburgstrasse 3
P.O.Box 4466
CH - 6002 Lucerne
Tel +41 (0)41 229 53 28
Fax +41 (0)41 229 53 35
cornelia.amstutz@unilu.ch
www.unilu.ch/ifubli