

## **ARTICLES OF ASSOCIATION**

**of**

## **Switzerland Global Enterprise**

### **1. Name, registered office and purpose**

#### **Article 1.1.**

Under the name of Switzerland Global Enterprise, a not-for-profit association exists with its registered office in Zurich within the meaning of Articles 60 et seq. of the *Schweizerisches Zivilgesetzbuch* [Swiss Civil Code].

#### **Article 1.2.**

1.2.1. Switzerland Global Enterprise aims at promoting Swiss foreign trade as well as the international activity of Swiss companies, in particular by the promotion of exports, imports and investments as well as by the promotion of locations in Switzerland. In this field, Switzerland Global Enterprise can perform public functions of the Swiss Confederation as well as public and private functions of other organisations and also use its knowledge for the development and expansion of structures for the promotion of foreign trade in other countries.

1.2.2. Switzerland Global Enterprise can perform and take on additional operations capable of promoting the purpose described above. Switzerland Global Enterprise can own real estate and establish, buy, sell or terminate legal entities or acquire a participating interest in legal entities.

### **2. Membership**

#### **Article 2.1.**

Swiss and Liechtenstein natural and legal persons, associations of individuals and public corporations which support the purposes of Switzerland Global Enterprise can become members of Switzerland Global Enterprise.

#### **Article 2.1.2**

There are different categories of members. Each member has one vote

#### **Article 2.2.**

2.2.1. Acceptance takes place via the management on the basis of a written application.

2.2.2. Applicants who have been rejected can request the board of directors to decide on acceptance within 30 days of receiving the decision.

### **Article 2.3.**

Membership shall expire:

- a) upon a letter of resignation written by the member; notice of termination must be made subject to a six-month period of notice to the end of a calendar year;
- b) upon the member's death, the dissolution of the association of individuals or the loss of the member's legal personality;
- c) upon exclusion by the board of directors for cause.

## **3. Financial resources**

### **Article 3.1.**

3.1.1. The financial requirements of Switzerland Global Enterprise shall be covered by:

- a) Federal contributions and contributions by other public corporations;
- b) Revenues from the provision of services and the sale of products;
- c) Contributions by members;
- d) Other revenues.

3.1.2. The association's funds shall be solely liable for the obligations of Switzerland Global Enterprise; any personal liability of its members is excluded.

3.1.3. Members shall not be entitled to the association's funds.

### **Article 3.2.**

3.2.1. Switzerland Global Enterprise shall prepare a business report each year, consisting of the annual statement of account and the management report. The financial year corresponds to the calendar year.

3.2.2. The accounting standard shall be set by the board of directors within the regulatory framework where accounting should follow the "True and Fair" principle.

## **4. Governing bodies of Switzerland Global Enterprise**

### **Article 4.1.**

The governing bodies of Switzerland Global Enterprise are:

- a) General Assembly of members;
- b) Board of Directors;
- c) Chief Executive Officer (CEO) and Executive Board;
- d) Auditors.

## **5. General Assembly of members**

### **Article 5.1.**

- 5.1.1. The General Assembly shall be convened by the Board of Directors or by the Auditors, if necessary. The invitation shall be made in writing to all members, indicating the agenda items. It must be mailed no later than 20 days before the general assembly is to take place.
- 5.1.2. The annual general assembly takes place once a year within six months of the end of the fiscal year. Extraordinary general assemblies take place on the orders of the General Assembly or the Board of Directors. A general assembly shall, however, also be held, if requested by at least one hundred members or (if this number were to be lower), by one-fifth of members. The application to that effect must be made in writing, indicating the agenda items and the requests in this connection; in that case, the general assembly must be convened within one month.
- 5.1.3. At least one hundred members or (if this number were to be lower) one-fifth of members can ask the Board of Directors that a specific transaction be put on the agenda of the annual general assembly upon submitting the agenda items and the requests in this connection. Such a request must be submitted in writing no later than two months before the annual general assembly.
- 5.1.4. The General Assembly shall be chaired by the President of the Board of Directors. If the President of the Board of Directors is prevented from exercising his office, the General Assembly shall be chaired by the Vice President of the Board of Directors. The teller and the recorder shall be appointed by the chairperson.

### **Article 5.2.**

The General Assembly shall have the following powers:

- a) to adopt and modify the Articles of Association;
- b) to elect the members of the Board of Directors and the auditors;
- c) to approve the annual financial statement and the management report;
- d) to discharge the members of the Board of Directors and the management;
- e) to pass resolutions on the appropriation of the annual result;
- f) to pass resolutions on all other matters referred to the General Assembly by law, by the Articles of Association or by the Board of Directors

### **Article 5.3.**

- 5.3.1. The General Assembly shall be quorate irrespective of the number of participants, subject to Article 9.
- 5.3.2. Votes and elections shall be held by open ballot; one-fifth of the attending members may request a secret ballot.
- 5.3.3. If a concern was not put on the agenda, the General Assembly can only decide to put it on the agenda of the next annual or extraordinary general meeting. In addition, the General Assembly can resolve upon calling an extraordinary general meeting.

### **Article 5.4.**

- 5.4.1. Each member shall have one vote in the general assembly.
- 5.4.2. Votes are decided by a simple majority of the votes cast, subject to Article 9. Elections are decided by the absolute majority of the votes cast in the first round of voting and - if there is no absolute majority - by the simple majority of the votes cast in the second round of voting.

5.4.3. When adopting resolutions on discharging the Board of Directors or the management, persons who are represented in the Board of Directors or who have taken any active part in the management have no right to vote.

5.4.4. When a vote ends in a tie, the chairperson has the casting vote; an election tie shall be decided by lot.

#### **Article 5.5.**

The General Assembly shall be authorised to dismiss the governing bodies elected by it as well as any representatives and agents elected by it with immediate effect.

#### **Article 5.6.**

To the extent stipulated by the Board of Directors with regard to the conduct of the respective General Meeting, a member may be represented at the General Meeting by the independent proxy elected by the Board of Directors with written power of attorney. Other proxies are excluded.

#### **Article 5.7.**

**5.7.1.** The General Meeting is usually held by means of the physical participation of the members. The Board of Directors may order that the General Meeting be held in another form (e.g. electronically or in writing) or at several locations.

**5.7.2** The resolution to dissolve Switzerland Global Enterprise and resolutions to change the objectives are subject to a mandatory physical General Meeting,

## **6. Board of Directors**

#### **Article 6.1.**

6.1.1. The Board of Directors consists of seven to nine members, including the President and the Vice President, who are elected by the General Assembly. At least six members of the Board of Directors are business representatives.

6.1.2. The term of office shall be three years; re-election is permissible.

6.1.3. The Board of Directors constitutes itself. The election of the president must be approved by the director of the competent department of the federal administration.

6.1.4. The Board of Directors shall convene as often as required by business. The meetings shall be chaired by the President. If the President is prevented from exercising his office, the meeting shall be chaired by the Vice President.

6.1.5. Each member of the Board of Directors can ask the President to convene a meeting at short notice, stating the reasons for the request.

6.1.6. The Board of Directors can appoint one or more members to an Advisory Board the composition and responsibilities of which shall be determined by the Board of Directors. The members of an Advisory Board shall not be governing bodies of Switzerland Global Enterprise but shall instead merely play a supportive or advisory role.

6.1.7. The Board of Directors shall issue organisational regulations and may issue additional regulations as well.

## **Article 6.2.**

The members of the Board of Directors and of the management must carry out their tasks with the utmost care and must safeguard the interests of Switzerland Global Enterprise in good faith.

## **Article 6.3.**

The Board of Directors has the following inalienable duties:

- a) leading Switzerland Global Enterprise at strategic level and issuing instructions to this effect;
- b) specifying the main features of the organisation;
- c) setting out the principles for the organisation of the accounting system, financial planning as well as financial controlling;
- d) appointing and dismissing the CEO and the members of the management and designating the authorised representatives;
- e) approving the business plan, the annual business plan and the budget;
- f) supervising the persons entrusted with the company's management, especially with regard to compliance with laws, performance mandates, bylaws, regulations and directives;
- g) specifying the different membership categories, membership fees and their due date;
- h) adopting the annual report for the attention of the General Assembly, holding the General Assembly and implementing its resolutions;
- i) deciding on the expulsion of members for cause as well as accepting members (Article 2.2.2);
- j) deciding on measures to be taken, if the association's liabilities exceed its assets.
- k) deciding on the date, place(s) (more than one is permitted), form and conduct of the General Meeting
- l) Election of the independent proxy

The Board of Directors can assign the preparation and the execution of its decisions or the monitoring of transactions to committees or to individual members.

The Board of Directors shall delegate operational management in accordance with Art. 7 and pursuant to the organisational regulations to the management.

## **Article 6.4.**

6.4.1. For the taking of decisions, the presence of at least five members of the Board of Directors is required. Decisions are taken by open ballot and by the simple majority of the votes cast. When a vote ends in a tie, the chairperson has the casting vote. Circular resolutions are permissible unless a member requests deliberation. Circular decisions shall be recorded in the minutes of the next meeting.

6.4.2. The members of the Board of Directors may not be represented in meetings.

## **Article 6.5.**

6.5.1. The persons authorised to represent Switzerland Global Enterprise shall be designated by the Board of Directors.

6.5.2. Authorised representatives shall sign jointly in pairs.

#### **Article 6.6.**

The President of the Board of Directors and the CEO shall represent Switzerland Global Enterprise to the outside world.

#### **Article 6.7.**

The Board of Directors can dismiss the members of the Advisory Board, the committees, delegates and other representatives and agents appointed by it at any time. It governs their responsibilities.

## **7. CEO and Executive Board**

#### **Article 7.1.**

7.1.1. Switzerland Global Enterprise has a management to implement its tasks.

7.1.2. The CEO leads the management. As a general rule, he shall participate in the meetings of the Board of the Directors with an advisory vote.

7.1.3. The organisation and responsibilities of the CEO and of the management shall be determined by the Board of Directors in the organisational regulations.

## **8. Auditors**

#### **Article 8.1.**

8.1.1. The General Assembly shall elect an auditing company which is approved in accordance with the provisions of the *Revisionsaufsichtsgesetz* [Swiss law on audit supervision (RAG)] and which is independent of Switzerland Global Enterprise to serve as auditors for the duration of one year. Re-election is possible.

8.1.2. The auditors examine whether the annual financial statement and the balance sheet comply with the law, the performance mandate and the articles of association as regards facts and form. The audit shall take place in accordance with the provisions of Articles 727-731a of the *Obligationenrecht* [Swiss Code of Obligations].

8.1.3. The auditors shall receive all necessary documents and information from the Board of Directors or the CEO.

8.1.4. The auditors shall submit a summarising report on the result of the audit to the General Assembly in writing. In addition, the auditors shall produce a report for the attention of the Board of Directors, in which they explain the execution and the result of their audit.

#### **Article 8.2.**

If the auditors find any violations of the law, the performance mandates, the articles of association or the regulations in the course of their audit, they shall report this to the Board of Directors in writing. If liabilities evidently exceed assets, the auditors shall propose remedial measures to the Board of Directors.

## 9. Final provisions

### Article 9.1.

9.1.1. All or part of the Articles of Association can be revised at any time.

9.1.2. Any revision to the Articles of Association requires a resolution by the General Assembly where at least two-thirds of the attending members approve the amendment of the Articles of Association.

### Article 9.2.

9.2.1. Switzerland Global Enterprise may only be dissolved upon a resolution by the General Assembly where at least 25% of the members are present and where at least two-thirds of members agree to the dissolution.

9.2.2. If the General Assembly is not quorate, a second general assembly shall be convened not before two and no later than four weeks after the first general assembly which can pass a resolution on the dissolution of Switzerland Global Enterprise, irrespective of the number of attending members, by a simple majority of valid votes cast.

9.2.3. Liquidation shall be carried out by the management unless special liquidators are appointed by the General Assembly. If liquidation results in a surplus, it shall go to the competent department of the federal administration.

### Article 9.3.

Switzerland Global Enterprise is to be registered in the commercial register.

### Article 9.4.

The present Articles of Association replace those of 14 May 2013. They shall take effect on 22 April 2021 upon adoption by the General Assembly.

Approved by the General Assembly

Zurich, 22 April 2021

The President



Ruth Metzler-Arnold

The Recorder



Corinne Niklaus Schlagmüller