

SWEDISH SWISS CHAMBER OF COMMERCE BY-LAWS

ARTICLE 1: NAME

The name of this association, founded in accordance with art. 60 seq. of the Swiss Civil Code, shall be "Swedish Swiss Chamber of Commerce" (hereinafter "the Chamber").

ARTICLE 2: SEAT

The seat of the Chamber shall be in Bern, Switzerland.

ARTICLE 3: PURPOSE

The purpose of the Chamber shall be to create and facilitate contact and communication between Swedish and Swiss individuals, companies, organizations and associations to promote, develop and assist the expansion of commerce, industry and trade, as well as cultural and social exchanges and any other appropriate type of non-political activity, between Sweden and Switzerland. The activities of the Chamber shall not be carried out with an intent to make profit, but may include the charging of certain services, in conformity with the carrying out of its objectives.

ARTICLE 4: LIABILITIES AND ASSETS

4.1: Liabilities

The Chamber shall assume responsibility for its liabilities, guaranteeing exclusively its own assets. The personal liability of its members shall be excluded.

4.2: Assets

The assets of the Chamber belong to the Chamber itself. They shall be managed by the Board of Directors. Members have no rights whatsoever in this respect.

4.3: Business Year

The business year of the Chamber shall be the calendar year.

ARTICLE 5: MEMBERSHIP

5.1: Eligibility

Any individual, company, organization or association either directly or indirectly engaged or interested in furthering and strengthening commercial, industrial, cultural and social ties between Sweden and Switzerland shall be eligible for membership.

5.2: Application for Membership

Applications for membership shall be made in writing or by application over the Chamber's Internet homepage and are subject to approval by the Board of Directors, based upon its assessment of the best interests of the Chamber. If admitted, an applicant must undertake to abide by the present by-laws and any future amendment to such by-laws. The Board of Directors may adopt application forms for membership.

5.3: Categories of Membership

Members of the Chamber shall be divided into four categories:

- a. patrons;
- b. corporate members;
- c. individual members;
- d. honorary members.

5.4: Representation of the corporate members by delegates

Corporate members shall be represented for all purposes under these by-laws by an individual designated to act as delegate. Corporate members with more than 100 permanent employees may delegate up to 5 delegates, corporate members with 11-100 employees may delegate up to 2 delegates and corporate members with 1-10 employees may delegate 1 delegate each of whom shall be entitled to vote. Each corporate member shall designate its delegate(s) by notice in writing to the Board of Directors. Such written notice shall serve as sufficient evidence of the authority and power of the delegate to represent the corporate member. Delegates thus designated by the corporate member shall be subject to approval by the Board of Directors, based upon its discretionary assessment of the best interests of the Chamber.

All employees of a corporate member shall have the privilege to attend the Chamber's events with a member status.

5.5: Honorary Members

- a. Honorary membership may be conferred on any individual or corporation in recognition of extraordinary or meritorious services rendered to the public or to the Chamber.
- b. Honorary members shall enjoy all the privileges of regular members except the right to vote and the right to be elected as a member of the Board of Directors. They shall pay no membership fees.
- c. Honorary membership shall be suggested by the Board of Directors and shall be ratified by the Annual General Meeting.

5.6: Annual Fees

The annual membership fee to be paid by each category of member shall be decided by the Board of Directors and ratified by the Annual General Meeting. The categories are as follows:

- a. Corporate member with more than 100 employees
- b. Corporate member with 11 to 100 employees
- c. Corporate member with 1 to 10 employees
- d. Individual member

In addition to the above-mentioned annual membership fee, the following annual patron's fee shall be paid by patrons for a period of three years.

- e. Patron fee CHF 7000.- /year

The annual fees indicated above are net. Any obligatory taxes or charges to be paid thereon are to be borne by the respective member.

If a member falls into arrears in the payment of the annual membership fee, the additional patron fee or any other debts to the Chamber, the Board of Directors may deem that the member has resigned if a final demand for payment should not be honoured.

5.7: Resignation of a Member / Replacement of a Delegate

- a. Resignation of a Member:

A member of the Chamber may resign for the end of a year by sending written notice of resignation to the Chamber at least one month before the end of the year.

- b. Replacement of a Delegate:

A corporate member may replace its delegate(s) by sending a written notice of replacement to the Board of Directors. Such replacement shall become effective one month after receipt of the written notice, unless the designation of the new delegate is not approved by the Board of Directors.

If the replaced delegate is a Director and that within the interim period, he applies for individual membership and is admitted, he or she may continue as a Director of the Chamber. Otherwise, such a replacement is equivalent to a resignation as a Director by the replaced delegate on expiry of the interim period, provided that the designation of his/her substitute has been approved by the Board of Directors.

5.8: Suspension and Expulsion

The Board of Directors may temporarily suspend or permanently expel any member who violates these by-laws or any other rules of the Chamber or for any other reasons (for instance, a violation of criminal law) that are prejudicial to the best interests of the Chamber. A member may be suspended or expelled by a vote of at least three quarters of all the members of the Board of Directors present and voting at a special meeting called upon written notice given at least one month prior to such meeting. Such written notice shall be given both to the member in question and to the Board of Directors and shall set forth: (i) the complaint against the member in question; (ii) the time and place where the Board of Directors shall meet to consider and vote on the complaint, and (iii) the time and place at which the member in question shall be entitled to respond to the complaint.

ARTICLE 6: GENERAL MEETINGS OF THE CHAMBER

6.1: Annual General Meeting

The Annual General Meeting shall be held within three months after the closing of the financial year of the Chamber, on a date and at a place to be selected by the Board of Directors.

6.2: Powers

The General Meeting shall have the following powers:

- a. to approve the annual report and the annual accounts;
- b. to discharge the Board and any Committees;
- c. to elect the Board of Directors and the Auditor;
- d. to take any resolution of merger or dissolution;
- e. to amend the by-laws, in particular the membership and patron fees;
- f. to appoint a nomination committee;
- g. to approve honorary members;
- h. to appoint one or more Advisors.

6.3: Extraordinary General Meeting

An Extraordinary General Meeting shall be called by the Chairman, or upon resolution of the Board of Directors, or upon written request addressed to the Chairman and signed by not less than one-fifth of the total members.

6.4: Notice of Annual and Extraordinary General Meetings

Notice of Annual and Extraordinary General Meetings shall be made in writing and sent by ordinary mail or by e-mail to the last known address of each member. Unless otherwise provided, the notice shall set forth the agenda and be given at least thirty (Annual Meeting) or ten (Extraordinary Meeting) days prior to such meeting.

6.5: Voting rights, majority and quorum at Annual and Extraordinary General Meetings

- a. Voting at Annual and Extraordinary General Meetings shall be by a show of hands, unless a secret ballot is requested by one-third of the members present or represented by proxy at such meeting.
- b. The quorum shall be not less than twenty members, or one quarter of all members if the total is below 80 members, present or represented by proxy at such meeting. A corporate member shall be counted as one member.
- c. Unless otherwise provided in the law or in these by-laws, the acceptance of each object submitted to the vote at Annual or Extraordinary General Meetings shall require the absolute majority of the votes of the members present or represented. In the case of a tie, the vote of the Chairman shall be final.
- d. Unless otherwise provided in these by-laws, any member may vote on any matter submitted to an Annual or Extraordinary General Meeting. Individual members shall be entitled to one vote and corporate members to one vote per delegate (up to five votes), which may be cast by such delegates or by proxy.
- e. Members may vote by proxy in a form approved by the Board of Directors. The proxy must be a member of the Chamber of good standing.

ARTICLE 7: BOARD OF DIRECTORS

7.1: Composition

The Board of Directors shall be composed of a minimum of 5 elected members. The Directors must be individual members or delegates of corporate members, who are of good standing. The ambition of the Chamber is to have equal representation of Swedish and Swiss interests.

7.2: Powers of the Board of Directors

In addition to the powers expressly mentioned in these by-laws, the Board of Directors shall have all the powers necessary:

- a. to appoint the Chairman of the Board as well as Vice Chairman of the Board, Secretary and Treasurer;
- b. to manage the affairs of the Chamber;
- c. to control and disburse the funds of the Chamber;
- d. to keep proper accounting reports;
- e. to represent the Chamber;
- f. to appoint the Chamber's managing office, including to recruit and dismiss the Office Managers, the Managing Director, the Treasurer and any other employees of the Chamber and to determine their remuneration and working conditions;
- g. to adopt internal organization rules;
- h. to perform all other tasks required for carrying out of the activities of the Chamber and which are not reserved under these by-laws for the General Meeting.

The Board may delegate its powers as and when necessary to the Chamber's managing office.

7.3: Chairman and Vice-Chairman

The Chairman and Vice-Chairman of the Chamber shall be elected by the Board of Directors, from within its members. The Chairman shall preside at the meetings of the Board of Directors and at the General Meetings. The Chairman shall present a report on the management of the Chamber each year at the Annual General Meeting. The duties and powers of the Chairman shall be conferred upon the Vice-Chairman when the Chairman is absent or unable to act.

7.4: Special Committees

The Board of Directors may create special committees within its members for any special purpose. Their formation and composition shall be in the discretion of the Board of Directors.

7.5: Term of Office

The term of office of each Director shall be two years, but shall not expire until a successor assumes office. Re-election is permitted. No directorship may end before a successor takes up office.

7.6: Resignation

A Director may resign by sending a written notice of resignation to the Chamber. The Director's resignation shall become effective immediately upon receipt of such written notice.

7.7: Removal

A Director may be removed from office by a vote of at least three-quarters of all members of the Board of Directors present and voting at a special meeting called upon written notice given at least one month prior to such meeting. The Director in question shall be entitled to respond to the complaint against him or her prior to the Board of Directors' vote on removal. The right of the General Meeting of the Chamber to remove any Director at any time shall be expressly reserved.

7.8: Vacancy

In the event of a vacancy on the Board of Directors, the Board may, by resolution, fill the vacancy by a member of the Chamber of good standing, pending election to fill the vacant directorship at the next Annual or Extraordinary General Meeting.

7.9: Remuneration

Directors shall exercise their office in an honorary capacity and shall not be remunerated. Upon resolution by the Board of Directors, a Director may, however, be reimbursed for any expenses incurred on behalf of the Chamber.

7.10: Notice of Board Meetings

Notice of meetings of the Board of Directors shall be given in writing and sent by ordinary mail, by e-mail or by fax to the last known address of each Director. Such notice shall set forth the agenda and be given at least ten days prior to the meeting. The Board of Directors may waive notice of a meeting, provided that there is quorum at such meeting.

7.11: Board Meetings and Special Resolutions

- a. A meeting of the Board of Directors may be held physically or by secure telephone, videoconference or by any other means of simultaneous communication or by a combination of such means.
- b. Special Resolutions: Unless an objection is raised by a Director, the Board of Directors may vote, without holding a meeting, on a special resolution of any kind by mail, by e-mail or by any other or combined means of communication provided a written record is made.

7.12: Voting rights, majority and quorum at Board Meetings

- a. Voting at Board Meetings shall be by a show of hands, unless a secret ballot is requested by one of the Directors present.
- b. The quorum for a meeting of the Board of Directors shall be one-half of the Directors.
- c. Unless otherwise provided for in these by-laws, every resolution submitted to the Board of Directors shall require the absolute majority of the votes of those Directors present.
- d. Each Director shall be entitled to one vote. In the case of a tie, the vote of the Chairman shall be final.

7.13: Minutes

Minutes shall be kept of all resolutions. They shall be signed by the Chairman. The minutes shall be approved at the next meeting.

ARTICLE 8: ADVISORS

8.1: Composition

The Annual General Meeting may appoint one or more Advisors.

8.2: Activities

The Advisors shall be expected to assist the Board with the definition of the strategy of the Chamber and the identification of potential members.

ARTICLE 9: CHAMBER'S MANAGING OFFICE

9.1: General

- a. The Chamber's Managing Office shall be appointed by the Board of Directors.
- b. The Managing Director, the Office Managers, the Treasurer and such other employees as may be determined from time to time by the Board of Directors shall be individuals and do not have to be members of the Board of Directors nor of the Chamber.
- c. Before the end of each year, the Managing Director shall present a budget for the following year for approval by the Board of Directors and the Annual General Meeting of the Chamber.

9.2: The Managing Director

The role of the Managing Director is to lead the operational work of the chamber and the team of Office Managers and Treasurer. The Managing Director is also responsible for maintaining the book-keeping in cooperation with the Treasurer.

9.3: The Office Managers

The Office Managers shall be responsible for the internal administration of the activities of the Chamber. His/her office shall be in Geneva, Lugano and Zurich respectively.

9.4: Treasurer

The Treasurer shall be responsible for supervising the bookkeeping and financial accounting of the Chamber and must present annual financial statements to the members each year at the Annual General Meeting.

10: AUDITOR

At each Annual General Meeting, the members shall appoint an independent and qualified Auditor to audit the financial statements of the Chamber. The Auditor shall not be any of the Managing Director, the Office Managers nor a Director of the Chamber. The remuneration of the Auditor shall be fixed by the Board of Directors.

11: REPRESENTATION

Any two of the Chairman or the Vice-Chairman, the Managing Director and another person designated by a resolution of the Board of Directors shall be authorized to sign collectively on behalf of the Chamber.

12: DISSOLUTION AND MERGER

The dissolution of the Chamber or the merger of the Chamber with another entity may only be decided by an Extraordinary General Meeting specially convened for this purpose. The decision shall require the assent of the absolute majority of the members present or represented, unless a higher majority is requested by law. After decision to dissolve the General Meeting shall appoint the liquidators and shall determine the manner of liquidation. Once liquidation has been completed, any available profit remaining after meeting liabilities shall be allocated to another similar non-profit-making organization designated by the General Meeting.

13: AMENDMENTS TO THE BY-LAWS

Except for a modification of the amount of the membership and patron fees where the absolute majority is applicable, any amendment to these by-laws shall have to be approved by a vote of three-quarters of the members present or represented by proxy at an Annual or Extraordinary General Meeting. In the event of a vote on an amendment to the by-laws, notice shall be given at least one month prior to such Annual or Extraordinary General Meeting and shall indicate the proposed amendment in writing.

The present by-laws were adopted at the Annual General Meeting of 22 March 2018 and entered into force on that same day.

Bern, 22 March 2018
Swedish Swiss Chamber of Commerce



Hansueli Märki
Chairman



Anders Jonsson
Vice Chairman