



Translation for reference purposes only – The original (German) version is binding

ARTICLES OF ASSOCIATION

I. Name, legal personality and seat

Art. 1

An association pursuant to Art. 60 sq. of the Swiss Civil Code exists for an unlimited period under the name of “Angestellte Schweiz” (“Employees Switzerland”, union of Swiss employee associations). The seat and place of jurisdiction are at the headquarters of the association.

The association has legal personality.

II. Purpose

Art. 2

The association represents the interests of employees with the aim of improving working conditions for employees and strengthening their economic, political social and legal position within companies and in society.

The core tasks of the association include:

- supporting, advising and representing member organizations and individual members, especially in negotiations with companies, employer organizations and authorities
- supporting the creation of new member organizations
- conducting negotiations and discussions with employer and employee unions
- developing and monitoring contracts and agreements in individual sectors and companies
- developing attractive services for member organizations and individual members
- helping to shape Swiss employee policy, in particular developing and coordinating employee statements on important economic and business management, labor law and economic, financial and social policy issues
- promoting the exchange of information and dialogue among the member organizations and individual members
- promoting the co-entrepreneurial skills of employees at all levels

Angestellte Schweiz is politically and denominationally independent.



Art. 3

In order to achieve its objectives, the association may join other umbrella organizations with similar objectives, while retaining its legal personality. It may not, however, join the Umbrella corporation.

III. Membership

Art. 4

The association has the following types of members:

- member organizations: employee associations (in-house associations, associations of individual members) of a company, a group of companies and / or a region as well as professional associations with the purpose of jointly safeguarding interests. The members organized therein are also members of Angestellte Schweiz (“collective members”).
- individual members, which in turn are subdivided into the following two member subtypes:
 - ordinary individual members
 - easy individual members
- honorary members

Art. 5

The Committee decides on the admission of a member organization. If the application for admission is rejected, an appeal may be lodged with the next Assembly of Delegates within 30 days after receiving the written decision. The assembly will make the final decision. There is no entitlement to admission.

The admission of a member organization is subject to the condition that its articles of association do not contradict those of Angestellte Schweiz. The articles of association must be enclosed with the application for membership.

Art. 6

The admission of an individual member takes place after registration with the office and the corresponding confirmation. There is no entitlement to admission. Individual membership begins upon receipt of the membership fee.

If an interested party intends to be accepted as an easy individual member, they must declare this as part of their application. Unless otherwise specified, the application for individual membership will be treated as an application for full individual membership.

The easy sub-category differs from the full individual member category in that it offers a lower membership fee and a limited range of services.



Art. 7

The association may award honorary membership to persons who have rendered outstanding services to Angestellte Schweiz.

Honorary membership is conferred by resolution of the Assembly of Delegates.

Honorary members do not pay a membership fee. In all other respects, they are treated in the same way as individual members.

Art. 8

Membership expires

- a) by termination at the end of a calendar year
 - a. for member organizations, subject to a six-month notice period. Notice of termination must be given in writing by a registered letter to the office. When the member organization resigns, the membership of the employees organized within the association expires.
 - b. for individual members, subject to a three-month notice period. The termination must be sent in writing to the office.
- b) by expulsion if the member violates the articles of association or their spirit and meaning, violates agreements or contracts, or otherwise deliberately and grossly damages the interests of Angestellte Schweiz or has failed to meet financial obligations towards the association despite repeated reminders. Exclusion is decided by the Committee. In the case of individual members, the Board's decision to expel is final.

A member organization may submit an appeal to the next Assembly of Delegates within 30 days of receiving the written decision. The assembly will make the final decision by a qualified majority of votes pursuant to Art.16 Par. 3 with the abstention of the parties concerned.

Upon final exclusion decision, the employees organized in the member organization lose their membership in the association.

Art. 9

Members who resign or are expelled shall lose all claims against the association. Claims of the association shall not lapse as a result of resignation or exclusion.

IV. Bodies of the association

Art. 10

The bodies that make up the association are:

- the ordinary and extraordinary Assembly of Delegates
- the committee
- the audit committee
- the executive management



- the auditors

The bodies may convene physically, virtually or in hybrid form – with appropriate attention to sufficient possibilities for exchange of opinion. Those participating electronically or virtually are deemed to be present, provided appropriate identification.

Art. 11 – The Assembly of Delegates

The members are represented at the Assembly of Delegates as follows:

- member organizations by delegates, one of whom exercises the right to vote.
- individual members, honorary members in person. They may not be represented by proxy.

Voting power:

- each member organization has a basic quota of one hundred (100) votes and an additional one (1) vote for each member.
- Individual members and honorary members each have one (1) vote.

Voting:

- votes are cast per member:
- by the member organizations according to their voting power
- by individual members and honorary members with their own vote

Art. 12

The ordinary Assembly of Delegates takes place in the first half of the calendar year.

Art. 13

The Assembly of Delegates is responsible for:

- approving the annual report and the annual financial statements as well as granting discharge to the Committee
- approving the budget and setting the membership fees for the coming financial year
- electing the Committee as well as the president and the vice president
- electing the auditors
- electing the members and the president of the audit committee
- passing resolutions on motions submitted by the Committee and the executive management
- passing resolutions on motions from the members that fall within the competence of the Assembly of Delegates
- passing resolutions on appeals in connection with the admission and exclusion of member organizations



- revision of the articles of association
- admission to and withdrawal from umbrella organizations
- the dissolution of the association or merger with another organization

Art. 14

Members must be invited to the ordinary Assembly of Delegates at least four (4) weeks in advance by the office in writing or electronically, stating the agenda items.

Motions of the members must be sent to the executive management by registered letter at least six (6) weeks before the Assembly of Delegates.

Art. 15

The president leads the Assembly of Delegates; in the event of being prevented from doing so, the vice president or then the longest-serving member of the Committee will take over this task.

Art. 16

Votes and elections are open unless one fifth of the votes represented request a secret ballot.

Votes and elections are decided by an absolute majority of all votes represented.

Where the articles of association stipulate a qualified majority, at least two thirds of all votes represented at the Assembly of Delegates are required; in addition, at least two thirds of all member organizations present must have given their consent.

A qualified majority is required:

- for the admission and exclusion of member organizations
- for the revision of the articles of association
- for the association to join an umbrella organization or a similar organization and to withdraw from such an organization
- for the dissolution of the association

Art. 17

An extraordinary Assembly of Delegates shall be convened as often as the Committee deems necessary to deal with urgent business or if one fifth of the members, or one fifth of the member organizations or one fifth of the members of all member organizations request the convening of such a meeting in writing to the association's head office.

The Committee must comply with such a request as quickly as possible, but no later than within one month, observing a notice period of fourteen days.

Art. 18

The Committee shall ensure that resolutions that are binding for members are communicated appropriately in writing or electronically.



Art. 19 – the Committee

The Committee consists of five to nine natural persons. Its composition appropriately reflects the regional and industry/sector background of members.

The Committee is elected by the Assembly of Delegates for a term of office of four years.

Members of the Committee may be re-elected at the end of their term of office.

The Committee may appoint additional members to the Committee during the course of the year. They are to be confirmed at the next Assembly of Delegates and thus elected for the remainder of the term of office.

Art. 20

The Committee is the strategic body and is responsible for the development and management of the association as well as for preparing and monitoring the business to be dealt with by the Assembly of Delegates.

It reports to the Assembly of Delegates on these matters.

To manage the association, the Committee issues the necessary management instruments such as mission statement, strategies, concepts, multi-year and annual plans and regulations.

It ensures the conception, execution and control of the tasks mentioned in Art. 2. This includes in particular:

- defining the association's medium and long-term objectives
- the conclusion of collective employment contracts and application for general applicability of collective employment contracts
- cooperation with other associations
- the direction of the association's policy

The Committee appoints the executive management. The Committee defines the performance targets with the executive management and monitors the achievement of these targets. It delegates the transactions and projects to the executive management for implementation.

Art. 21

The Committee decides on business by open vote. The simple majority of the votes cast counts. In the event of a tie, the president has the casting vote.

The members of the executive management have the right to propose motions but not to vote.

The Committee can form specialist groups to deal with special or industry-specific topics, if necessary with the involvement of external experts. Their function is exclusively advisory.

The persons entered in the commercial register have the joint signing authority (two to sign) for Angestellte Schweiz as follows:

- a) all members of the Committee and members of the executive management jointly, any two to sign



- b) other persons designated by the Committee, each jointly with a member of the Committee or executive management.

Art. 22 – the audit committee

The audit committee reviews the ongoing activities of the Committee and the executive management for expediency, appropriateness and efficiency.

The audit committee has at least 3 members. They are elected for a term of office of 4 years. As a rule, they are representatives of member organizations or individual members. One member of the audit committee may be an external expert.

The Committee approves regulations for the audit committee.

Art. 23 – the executive management

The executive management consists of a managing director and a maximum of two other members.

The executive management manages the office.

The executive management is the operational body of the association. It handles all matters that are not expressly reserved for another body of the association.

The executive management is responsible for the following tasks in particular:

- the comprehensive representation of employee interests
- supporting, advising and representing the member organizations, their members and individual members, in particular in legal matters and in the implementation of collective employment agreements
- developing, negotiating and monitoring collective employment agreements. The executive management is authorized to conclude agreements for the joint implementation of collective employment agreements pursuant to Art. 357b of the Swiss Code of Obligations
- managing the administration and infrastructure of the association, in particular the bookkeeping, the list of members and the minutes
- preparing expert opinions and statements and conducting consultations, in particular on issues relating to labor and social security law, business and national economics and social policy
- training employee representatives and members
- providing information, recruiting members and public relations work for the benefit of the association and its members
- issuing publications
- carrying out services and projects for the benefit of the members
- developing business, plans, projects reports and strategies for decision-making for the attention of the Committee and other bodies of the association



- determining the range of services available to easy individual members in comparison to full individual members

The activities of the executive management are governed by specifications, organizational charts, target and performance agreements and other management instruments, which are issued or approved by the Committee.

Art. 24 – the auditors

The auditors consist of one or two persons. A legal entity, e.g. a fiduciary company, may also be appointed as auditor.

The auditors are elected by the Assembly of Delegates for a term of office of two years. Re-election is permitted.

After the annual financial statements have been drawn up, the auditors check whether the association's income and expenditure have been booked correctly and whether the corresponding receipts are available. They also check whether the annual financial statements have been properly prepared and whether the association's financial position is correctly reported. They submit a written report on the results of the audit to the Assembly of Delegates. The auditors may inspect the documents relating to the financial management of the association at any time.

V. Publications

Art. 25

The association regularly publishes articles on topics relevant to its members. Access to these publications is included in the membership fee.

Art. 26

The association is financed by membership fees, the sale of services, interest income and other forms of income.

Art. 27 – membership fees

The annual membership fee is set individually for each type and subtype of member by the Assembly of Delegates for the following financial year.

The membership fee can be set differently for the member organizations, collective members and individual members and the subtypes of these member types. Membership fees may vary depending on the sector and the applicable collective employment agreement.

Upon justified request, the Assembly of Delegates may reduce the annual membership fee for individual member organizations.

The member organizations transfer the membership fee to the association as an annual contribution. They are liable with each member for the membership fee and for ensuring that it is paid for all members of the member organization.

Invoices are generally issued to the member organizations, based on their membership, no later than July 1st of each year.



Art. 28

Delegates are generally sent to the Assembly of Delegates and to meetings at the expense of the delegating member organizations.

Art. 29 – annual financial statement, audit report

The audited annual financial statements and the audit report must be available for inspection by members at least three weeks before the ordinary Assembly of Delegates. Each member organization shall receive a copy of the annual financial statements and the audit report.

VII. Revision of articles of association

Art. 30

Amendments to the articles of association require a qualified majority vote by the Assembly of Delegates pursuant to Art. 16.

Motions from members to amend the articles of association must be sent to the head office by registered letter at least three months before the Assembly of Delegates.

VIII. Dissolution

Art. 31

Dissolution requires a qualified majority of votes pursuant to Art. 16 by the Assembly of Delegates.

Art. 32

In the event of the dissolution of the association, after all debts have been paid, the remaining assets shall be bequeathed to one or more organizations that pursue a similar purpose. These organizations shall be determined by the Assembly of Delegates.

Art. 33

The Assembly of Delegates that decides to dissolve the association must appoint two liquidators.

IX. Validity

The German and French versions of the articles of association were approved by the Assembly of Delegates on June 7th, 2024 and entered into force on this date. The English translation is provided for reference only.

In the event of any uncertainties in the (French) translation of the articles of association, the German text shall prevail. The English version is non-binding.