

Section	Articles of Incorporation 2015
I.	Corporate Name, Registered Office and Purpose
Section 1 Corporate Name and Registered Office	"Soliswiss – Cooperative of Swiss abroad" (hereinafter referred to as the "Cooperative") is a cooperative founded on 29 August 1958 at the initiative of the "New Helvetic Society" ("Neue Helvetische Gesellschaft") within the meaning of Sections 828 et seqq. Swiss Code of Obligations. The registered office is in Bern.
Section 2 Purpose	<p>Paragraph 1</p> <p>The intended purpose of the Cooperative shall be the mutual self-help of Swiss abroad in case of any loss of the economic basis of their livelihood, within the framework of crisis management and in terms of financial risk management.</p>
	<p>Paragraph 2</p> <p>The Cooperative shall support its members in case of any loss of the economic basis of their livelihood caused, in particular, by any significant - not immediately compensated or equalized - impairment of their basic source of income and their employment opportunities which is caused by war, civil commotions or general political coercive measures and is not self-inflicted.</p>
	<p>Paragraph 3</p> <p>The Cooperative shall support its members in any case of crisis respectively any situation due to which the members get into serious existential difficulties. Such crisis situations may include, but are not limited to:</p> <ul style="list-style-type: none"> - abduction, - blackmail, - political threat, - coercive political or state measures, - terrorist attacks with a direct impact on the safety of the member concerned, - violent crimes, - war, including civil war, which makes it impossible to stay in an affected region.
	<p>Paragraph 4</p> <p>To further promote the purpose of securing livelihood and to enable financial risk management, the Cooperative shall arrange services for Swiss abroad itself or have such services arranged by third parties, in particular in the field of financial and capital investment, health, third-party liability and life insurance, as well as retirement provision.</p>
	<p>Paragraph 5</p> <p>Within the framework of and to further promote its purpose, the Cooperative may acquire shareholdings in other companies and also offer services to third parties.</p>

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II. Membership	
Section 3 Prerequisites	All Swiss citizens may become members of the Cooperative, irrespective of whether or not they have their place of residence in Switzerland or abroad.
Section 4 Acquisition	<p>Paragraph 1</p> <p>Any individual who wishes to become a member of the Cooperative shall submit a written membership application, thereby acknowledging any obligations in accordance with the Articles of Incorporation.</p>
	<p>Paragraph 2</p> <p>The admittance shall become subject to a resolution to be passed by the Committee, whose decision shall be communicated to the applicant.</p>
	<p>Paragraph 3</p> <p>The decision of the Committee shall be deemed final.</p>
	<p>Paragraph 4</p> <p>The admittance may take place at any time.</p>
Section 5 Resignation / Expiration of the Membership	<p>The membership shall expire in the following cases:</p> <ul style="list-style-type: none"> a) any of the prerequisites laid down in Section 3 ceases to apply, in particular in case of any deprivation of the Swiss citizenship; b) Written statement of resignation to the end of any financial year of the Cooperative which must be received by the Cooperative three months prior to the end of any financial year at the latest; c) death.
Section 6 Exclusion	<p>Paragraph 1</p> <p>Any member may be excluded from the Cooperative where good cause exists to do so. Good cause shall be deemed to include, in particular, any gross violation of any obligations in accordance with the Articles of Incorporation, any non-provision or improper provision of any services owed to the Cooperative despite a reminder being received (in particular non-payment of the annual membership fee).</p>
	<p>Paragraph 2</p> <p>The exclusion of any member from the Cooperative shall become subject to a resolution to be passed by the Committee. The exclusion shall be communicated to the member in an appropriate manner. The excluded member of the Cooperative may have legal recourse to the General Assembly within a period of 30 days after gaining knowledge of the exclusion by submitting a letter to the Board of Directors. An appeal may be lodged against the decision made by the General Assembly within a period of three months, with the judge competent at the registered office of the Cooperative being called upon.</p>

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Section 7 Legal Succession	Paragraph 1 The membership shall be personal and not transferable.
III. Organisation	
Section 8 Bodies of the Cooperative	The bodies of the Cooperative shall be as follows: a) the General Assembly, b) the Board of Directors and its Committee, c) the auditors and possibly internal control unit.
A. General Meeting	
Section 9 Convocation	Paragraph 1 The ordinary general meeting shall take place once a year and, where possible, within a reasonable time and within the same area as the Conference for the Swiss Abroad.
	Paragraph 2 Any extraordinary general meeting may be convoked by the Board of Directors or by its Committee at any time and may also be requested by the annual general meeting.
Section 10 Form of Convocation	Paragraph 1 The general meeting shall be convoked at least one month prior to the date of the meeting.
	Paragraph 2 The convocation shall be effected on the website of the Cooperative as the publication medium. Unless this is impossible for any technical or other reasons, the invitation may also be published in the Swiss Official Gazette of Commerce (SOGC). The Committee may decide to make further additional publications in the daily press, in newspapers for Swiss abroad, by e-mail, etc. The subject matters of negotiation shall be communicated at the time of convocation. In case of any revision of the Articles of Incorporation, the substantive content of the proposed amendments shall likewise be communicated. Any subject matters not communicated in this manner may not become subject to resolutions, with the exception of resolutions on any request to convene another general meeting.

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Section 11 Powers	<p>The General Assembly shall be the supreme body of the Cooperative; it shall be entitled to exercise the following non-transferable powers:</p> <ul style="list-style-type: none"> a) to adopt and amend the Articles of Incorporation, b) to elect <ul style="list-style-type: none"> - the members of the Board of Directors and - the statutory audit unit, c) to adopt the annual report and the annual financial statement, d) to approve the actions of the Board of Directors, e) to determine the annual membership fee, f) to dissolve the Cooperative and to appropriate any liquidation surplus, g) to pass resolutions on the subject matters allocated to the General Assembly by law or by the Articles of Incorporation.
Section 12 Voting Right	<p>Paragraph 1</p> <p>Each member of the Cooperative shall be entitled to participate in the general meeting. Each member of the Cooperative shall have one vote.</p>
	<p>Paragraph 2</p> <p>Any member of the Cooperative shall be allowed to authorise another member of the Cooperative in writing to represent him or her. However, any member of the Cooperative must not represent more than two other members of the Cooperative.</p>
Section 13 Votes and Elections	<p>Paragraph 1</p> <p>The General Assembly shall pass its resolutions and shall conduct its votes by an absolute majority of the votes cast. In case of any second vote or election, the relative majority shall make the decision. In the event of a tie, the chairperson shall have the casting vote. In case of elections, it shall not be possible to propose any new candidates for election in the second round of voting and in any further rounds of voting.</p>
	<p>Paragraph 2</p> <p>Any amendment to the Articles of Incorporation and any dissolution of the Cooperative shall require a majority of two thirds of the votes cast.</p>
	<p>Paragraph 3</p> <p>The votes and elections shall take place by open ballot, unless any member of the Cooperative requires the secret ballot.</p>
Section 14 Conducting of Negotiations	<p>Paragraph 1</p> <p>The chair in the General Assembly shall be held by the Chairperson of the Board of Directors or by any other member of the Board of Directors. The General Assembly may also elect a special chairperson for the meeting; any such chairperson shall be determined within the framework of the election of the Chairperson of the Board of Directors or when taking the decision on any recourse against any resolution passed by the Committee on the exclusion of any member of the Cooperative.</p>

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	<p>Paragraph 2</p> <p>The chairperson shall designate the vote counters and the keeper of the minutes.</p>
	<p>Paragraph 3</p> <p>The negotiations shall be laid down in minutes; these minutes shall be undersigned by the chairperson and by the keeper of the minutes.</p>
B. Board of Directors and Committee	
<p>Section 15</p> <p>Composition</p>	<p>Paragraph 1</p> <p>The Board of Directors shall be composed of the Chairperson of the Board of Directors and of at least four other members of the Cooperative.</p>
	<p>Paragraph 2</p> <p>The Board of Directors shall constitute itself.</p>
	<p>Paragraph 3</p> <p>The Cooperative shall be represented to the outside world by the Chairperson of the Board of Directors, by one or two vice-president(s) and by any other authorised signatories designated by the Board of Directors, with collective signatory powers by two in any case.</p>
	<p>Paragraph 4</p> <p>Only Swiss citizens may be members of the Board of Directors. The Chairperson of the Board of Directors and at least half of the remaining members of the Board of Directors shall have their place of residence in Switzerland.</p>
<p>Section 16</p> <p>Term of Office</p>	<p>Paragraph 1</p> <p>The term of office of the Chairperson of the Board of Directors and of the remaining members of the Board of Directors shall be four years.</p>
	<p>Paragraph 2</p> <p>They may be re-elected. The election shall take adequate account of the different groups of countries, language groups and genders over time.</p>
	<p>Paragraph 3</p> <p>Any elections of substitutes shall apply for the remaining time of the term of office.</p>
<p>Section 17</p> <p>Meetings</p>	<p>Paragraph 1</p> <p>The Board of Directors shall meet at least once a year at the invitation of the Chairperson of the Board of Directors or of any vice-president; meetings shall also be convened if at least half of the members of the Board of Directors so requires.</p>

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	<p>Paragraph 2</p> <p>The Board of Directors shall have a quorum if at least half of the members incl. the Chairperson of the Board of Directors is present. The Board of Directors shall pass its resolutions and shall conduct its elections by an absolute majority of the votes of the members present. In case of any second vote or election, the relative majority shall make the decision. In the event of a tie, the chairperson shall have the casting vote.</p>
	<p>Paragraph 3</p> <p>The resolutions shall be laid down in minutes, which shall be undersigned by the chairperson and by the keeper of the minutes.</p>
	<p>Paragraph 4</p> <p>Any resolutions carried out by circular letter shall require a unanimous decision.</p>
<p>Section 18</p> <p>Powers</p>	<p>Paragraph 1</p> <p>The Board of Directors shall promote the objectives of the Cooperative, using all means required to do so in legal terms or in accordance with the Articles of Incorporation. The Board of Directors shall have any powers and obligations not expressly reserved to any other body by law and the Articles of Incorporation. In particular, the Board of Directors shall have the following powers and duties:</p> <ul style="list-style-type: none"> a) to prepare the transactions of the General Assembly and to put the resolutions into practice, b) to form a committee, which shall be composed of at least three members of the Board of Directors including the Chairperson of the Board of Directors, c) to designate the Cooperative management, d) to adopt the necessary regulations, in particular for the Committee and for the company management (organisational regulations), e) to supervise and schedule the financial conditions.
	<p>Paragraph 2</p> <p>The Board of Directors may grant authorisation to act or power of attorney of two to the members of the cooperative management. The Board of Directors may also delegate to individual members of the Board of Directors and third parties individual tasks in accordance with a given regulation.</p>
	<p>Paragraph 3</p> <p>The Board of Directors may call in third parties in an advisory capacity.</p>

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Section 19 Committee	<p>Paragraph 1</p> <p>The Committee shall manage the current business transactions of the Board of Directors. In particular, the Committee shall have the following powers and duties:</p> <ul style="list-style-type: none"> a) to admit and exclude members of the Cooperative, b) to deal with any requests for compensation, c) to take decisions on the investment of the Cooperative's assets, d) to manage all business transactions submitted to the Committee by the Board of Directors, the Chairperson of the Board of Directors or the cooperative management, e) to supervise the cooperative management, provided that the latter has been delegated to a cooperative management.
C. Statutory Audit and Control Units	
Section 20 Statutory Auditor	<p>As a general rule, the General Assembly shall elect an auditor for the ordinary audit.</p> <p>The term of office shall be one year.</p>
Section 21 Internal control	<p>The General Assembly, the Chairperson of the Board of Directors, the Board of Directors or its committee may ask for an extraordinary audit of the entire cooperative management by an internal control unit.</p>
IV. Financial Matters	
A. Provisions of the Members of the Cooperative	
Section 22 Procurement of Funds	<p>Paragraph 1</p> <p>The Cooperative shall procure any funds required for the achievement of its purpose from:</p> <ul style="list-style-type: none"> a) annual membership fees, b) one-off membership fee for a life-long membership, c) donations and voluntary contributions / grants from members of the Cooperative or third parties, d) earnings from the Cooperative's assets.
	<p>Paragraph 2</p> <p>The annual membership fee of the members of the Cooperative shall at least amount to CHF 60. In the event that any member accedes to the Cooperative during the calendar year, the membership fee shall be charged on a pro rata basis for any quarter completed after the accession.</p>

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	<p>Paragraph 3</p> <p>The member of the Cooperative shall be given the opportunity to acquire a life-long membership. The one-off membership fee for a life-long membership shall at least amount to CHF 750. In case of any life-long membership, the annual membership fee shall not apply.</p>
B. Assets of the Cooperative	
<p>Section 23</p> <p>Asset Situation</p>	<p>Paragraph 1</p> <p>The assets of the Cooperative shall be invested in a professional and sustainable manner. The objective of the asset strategy shall be to not expose the assets to any unnecessary risks and to achieve growth in assets in the long term.</p>
	<p>Paragraph 2</p> <p>Part of the Cooperative's assets may be invested abroad, in particular in countries with a large number of members of the Cooperative.</p>
<p>Section 24</p> <p>Appropriation of the Cooperative's Assets</p>	<p>Paragraph 1</p> <p>The Cooperative shall increase its corporate assets by statutory and voluntary services of the members of the Cooperative and with the help of membership fees / grants from third parties, with such corporate assets being invested on a sustainable basis in order to:</p> <ul style="list-style-type: none"> a) organise lump-sum compensations to the members of the Cooperative as a contribution to rebuild their existence abroad or in Switzerland, b) cover any costs required for the provision of services to cope with any crisis situations, c) supply an assistance fund, which shall serve the purpose of providing extraordinary support to the benefit of any members of the Cooperative who are in need, and d) cover the costs of administration.
<p>Section 25</p> <p>Lump-Sum Compensation</p>	<p>Paragraph 1</p> <p>The Cooperative may support its members with a lump-sum compensation within the framework of its financial possibilities in case of any loss of economic livelihood.</p>
	<p>Paragraph 2</p> <p>The lump-sum compensation in case of any loss of economic livelihood may amount to up to CHF 150,000. The effective amount of the compensation may be adapted to the individual circumstances. The question as to whether or not any lump-sum compensation will be paid and how high it will be shall be left to the discretion of the Committee.</p>
	<p>Paragraph 3</p> <p>Instead of a lump-sum compensation, the Committee may also grant a loan to the member of the Cooperative making the application. The Committee shall decide on the terms and conditions of such loan.</p>

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Section 26 Assistance Fund	Paragraph 1 The assistance fund shall be financed from earmarked grants. The Board of Directors may also decide on reasonable subsidies as a charge to the annual financial statement and in support of the assistance fund.
	Paragraph 2 The means shall serve as assistance services in borderline cases and cases of hardship.
Section 27 Liability	The Cooperative shall be liable for its liabilities only with its corporate assets. Any personal liability of the members of the Cooperative shall be excluded. Any obligation to make an additional capital contribution shall not exist.
V. Miscellaneous	
Section 28 Place of Fulfilment and Currency	Paragraph 1 The provisions of the members of the Cooperative and the services of the Cooperative shall be owed at the Cooperative's registered office in Swiss currency.
	Paragraph 2 The Committee may authorise that the provisions of the members of the Cooperative be provided in whole or in part in any foreign currency and at any foreign place of payment.
Section 29 Financial Year and Adoption of the Annual Financial Statement	Paragraph 1 The Board of Directors shall determine the financial year.
	Paragraph 2 The Board of Directors shall prepare the annual financial statement in accordance with the legal regulations on commercial bookkeeping and accounting (Sections 957 et seqq. Swiss Code of Obligations) and shall submit it to the registered office of the Cooperative for inspection 30 days prior to the date of the ordinary general meeting. The members of the Cooperative shall be provided with a copy of the annual financial statement at their request either by mail or by e-mail.
Section 30 State of Emergency	In the event that the general meeting cannot be convened or conducted in any case of a state of emergency, the Board of Directors or its committee shall prepare any measures required in the interests of the Cooperative. In this context, the Board of Directors shall convene a general meeting as soon as possible.
Section 31 Dissolution and Liquidation	Paragraph 1 In the event that the General Assembly passes any resolution on the dissolution of the Cooperative, the Board of Directors shall provide for the liquidation, unless this task is entrusted to any other individuals.

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	<p>Paragraph 2</p> <p>Any assets still existing at the time the Cooperative is dissolved shall be passed to a legal entity, which has its registered office in Switzerland and is exempt from tax due to its non-profit activities or its performance of any public functions.</p>
	<p>Paragraph 3</p> <p>Any merger may take place only with another legal entity, which has its registered office in Switzerland and is exempt from tax due to its non-profit activities or its performance of any public functions.</p>
<p>Section 32 Publication Media</p>	<p>Any publications and notifications of the Cooperative shall be made in writing.</p> <p>The official publication medium of the Cooperative shall be the website at www.soliswiss.ch on the Internet. To the extent that any publication is impossible due to any technical or other reasons, any publications shall be made in the Swiss Official Gazette of Commerce (SOGC) and additionally, where required, in accordance with any resolution passed by the Committee.</p> <p>Any publications prescribed by way of law shall be made in the Swiss Official Gazette of Commerce.</p>
<p>Section 33 Place of Jurisdiction and Applicable Law</p>	<p>In the event of any disputes between the Cooperative and any of its members, the place of jurisdiction shall be Bern. Swiss law shall apply, to the exclusion of its international conflict of law rules.</p>
<p>VI. Final Provisions</p>	
<p>Section 34 Entry Into Force</p>	<p>The revision of the Articles of Incorporation was adopted by the General Assembly of Soliswiss – Cooperative of Swiss abroad on 13 August 2015 and shall enter into force on 1 January 2016. The existing version of the Articles of Incorporation shall be repealed as of 1 January 2016.</p> <p>The German text of the Articles of Incorporation shall be relevant.</p>