

Soliswiss Statutes – Cooperative Society for Swiss Nationals Abroad

Section	Articles of Incorporation 2021
I. Corporate Name, Registered Office and Purpose	
Section 1 Corporate Name and Registered Office	“Soliswiss – Cooperative of Swiss abroad” (hereafter 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 seq. Swiss Code of Obligations. The registered office is in Bern.
Section 2 Purpose	¹ The intended purpose of the Cooperative shall be the mutual self-help of Swiss abroad, for those who emigrate, travel extensively (“globe-trotting”) or who wish to re-immigrate to Switzerland. The aim of the self-help is to secure livelihoods, for social security purposes and as support within the framework of crisis management.
	² To promote its aims, the Cooperative informs and advises its members – and Swiss citizens in Switzerland and abroad in general – regarding emigration, globe-trotting or re-immigration. The Cooperative makes its know-how and experience available to its members in an advisory and supportive capacity. Furthermore, it can procure or offer products and services prepared by itself or third parties as well as provide financial assistance.
	³ The Cooperative may participate in other companies and offer its services to third-parties in the context of and to support its intended purpose.
II. Membership	
Section 3 Prerequisites	Members of the Cooperative (hereafter “members”) may be: <ul style="list-style-type: none"> a) all Swiss citizens, irrespective of whether their place of residence is in Switzerland or abroad b) Swiss clubs, Swiss schools, legal entities and institutions with a strong connection to Switzerland
Section 4 Types of Membership	¹ The Cooperative allows different categories of membership: <ul style="list-style-type: none"> a) Individual membership b) Couple’s membership c) Club & company membership
	² Further categories of membership may be introduced on the suggestion of the Board of Directors of the General Assembly
Section 5 Acquisition	¹ Those wishing to become a member shall submit a written membership application, thereby acknowledging any obligations in accordance with the Articles of Incorporation.
	² Pursuant to Section 3(b), Soliswiss members may apply for membership for their employees and/or members, provided these are Swiss citizens.
	³ The Administrative Office decides on admittance. Its decision shall be communicated to the applicant. There is no right of admittance. The Administrative Office may reject any application to join, stating legitimate reasons.

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	⁴ The decision of the Administrative Office can be put to the Board of Directors. The Board's decision is deemed to be final.
	⁵ The admittance may take place at any time.
Section 6 Resignation / Expiration of the Membership	The membership shall expire in the following cases: <ul style="list-style-type: none"> a) any of the prerequisites laid down in Section 3 ceases to apply 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 of a natural person or dissolution of a legal entity.
Section 7 Exclusion	¹ Any member may be excluded with good cause. 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).
	² The exclusion of any member is subject to a resolution to be passed by the Board of Directors. The exclusion shall be communicated to the member in an appropriate manner. The excluded member 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 Chairperson of the Cooperative. 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.
Section 8 Legal Succession	The membership is personal and non-transferable.
III. Organisation	
Section 9 Bodies of the Cooperative	The bodies of the Cooperative shall be as follows: <ul style="list-style-type: none"> a) the General Assembly b) the Board of Directors c) the auditors.
A. General Assembly	
Section 10 Convocation	¹ The ordinary general assembly 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.
	² Any extraordinary general assembly may be convoked by the Board of Directors at any time and may also be requested by the annual general assembly. The obligatory statutory provisions regarding the entitlement of the members to convoke an annual general assembly (in particular Section 881 Swiss Code of Obligations) remain reserved.
Section 11 Form of Convocation	¹ The general assembly shall be convoked at least 30 days prior to the date of the meeting.
	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 Board of Directors may decide to make further additional publications in the daily press, in newspapers for Swiss abroad, by email, etc.

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	³ The topics of the proceedings are to 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. Resolutions cannot be taken regarding matters not communicated in this manner, with the exception of resolutions on any request to convene another general assembly.
Section 12 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 define and amend the Articles of Incorporation b) to elect <ul style="list-style-type: none"> - the Chairperson and members of the Board of Directors and - the auditors 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 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 13 Voting Rights	<p>¹ Each member is entitled to participate in the general assembly and has one vote.</p> <p>² Any member is allowed to authorise another member in writing to represent them. However, any member of the Cooperative must not represent more than two other members.</p>
Section 14 Votes and Elections	<p>¹ Apart from reserved statutory provisions and provided these Article of Incorporation do not intend otherwise, the General Assembly shall pass its resolutions and conduct its votes by an absolute majority of the votes cast (abstentions are not counted). 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 or any further rounds of voting.</p> <p>² Any amendment to the Articles of Incorporation and any dissolution of the Cooperative shall require a majority of two thirds of the votes cast (abstentions are not counted).</p> <p>³ The votes and elections shall take place by open ballot, unless a member demands a secret ballot.</p>
Art. 15 Conduct of Proceedings	<p>¹ The chair of 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 chair for the meeting; a meeting chair must be determined for the election of the Chairperson or when deciding on any appeal against a resolution passed by the Committee on the exclusion of a member.</p> <p>² The meeting chair shall designate the vote counters and the keeper of the minutes.</p> <p>³ The proceedings shall be recorded in minutes; these minutes shall be undersigned by the meeting chair and by the keeper of the minutes.</p>
B. Board of Directors	
Section 16 Composition	<p>¹ The Board of Directors shall be composed of the Chairperson and at least four other members.</p> <p>² The General Assembly elects the Chairperson and other members of the Board of Directors. Otherwise, the Board of Directors shall constitute itself.</p>

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	<p>³ The Cooperative shall be represented externally by the Chairperson, 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>⁴ 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 must reside in Switzerland.</p>
Section 17 Term of Office	<p>¹ The term of office of the Chairperson and other members of the Board of Directors shall be one year and/or comprises the period of time between two ordinary general assemblies.</p> <p>² 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>³ Any elections of substitutes shall apply for the remaining term of office.</p>
Section 18 Meetings	<p>¹ The Board of Directors shall meet at least once a year at the invitation of the Chairperson or of any vice-president; meetings shall also be convened if requested by at least half of the members of the Board of Directors.</p> <p>² The Board of Directors shall have a quorum if at least half of the members incl. the Chairperson are present. The Board of Directors shall pass its resolutions and conduct its elections by an absolute majority of the votes of the members present (abstentions are not counted). 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>³ The resolutions shall be recorded in minutes, which shall be undersigned by the meeting chair and the keeper of the minutes.</p> <p>⁴ Any resolutions carried out by circular letter shall require a unanimous decision.</p>
Section 19 Powers	<p>¹ The Board of Directors shall promote the objectives of the Cooperative, using all means available to it in law or in accordance with the Articles of Incorporation. It has any powers and obligations not expressly reserved for any other body by law and the Articles of Incorporation. It has the following powers and duties in particular:</p> <ul style="list-style-type: none"> a) to prepare the business of the General Assembly and to put the resolutions into practice b) to nominate and monitor the Management Board and regulate its duties and competences. The Board of Directors may issue an organisational regulation for this purpose c) to issue the necessary regulations d) to monitor and plan the financial relationships, decisions regarding investment of the Cooperative's assets e) to authorise lump-sum compensation applications and loans to members f) to take decisions regarding the accumulation of reserves and the use of the resources of the assistance fund g) to hear appeals regarding the admittance of members h) to manage the directory of members i) to notify the judge in the event of over-indebtedness or illiquidity, in the event statutory provisions to this effect exist. <p>² The Board of Directors may grant signatory authority in pairs to the members of the Management Board.</p> <p>³ The Board of Directors may also delegate individual tasks to defined members of the Board of Directors and third parties.</p>

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	⁴ The Board of Directors may call in third parties in an advisory capacity.
C. Auditing	
Section 20 Auditor	¹ The General Assembly shall elect an auditor for the ordinary audit in accordance with the legal provisions.
	² The term of office shall be one year.
Section 21 Extraordinary audit	The General Assembly, the Chairperson or the Board of Directors may request an extraordinary audit of the entire Management Board.
IV. Financial Matters	
A. Provisions of the Members of the Cooperative	
Section 22 Procurement of Funds	¹ The Cooperative shall procure any funds required for the achievement of its purpose from: <ul style="list-style-type: none"> a) annual membership fees, b) one-off membership fee for a life membership, c) donations and voluntary contributions / grants from members of the Cooperative or third parties, d) earnings from the Cooperative's assets e) earnings from participations f) earnings from products or services, including commissions, brokerage fees, etc. (per agreement).
	² The annual membership fee is defined by the General Assembly.
	³ Natural persons have the opportunity to acquire a life membership. The amount of the fee is defined by the General Assembly. In case of any life membership, the annual membership fee shall not apply.
B. Assets of the Cooperative	
Section 23 Asset Investments	¹ The assets of the Cooperative shall be invested in a professional manner. The objective is long-term maintenance of the assets.
	² The Board of Directors defines an investment strategy, reviews this regularly and ensures it is monitored. The Board of Directors will issue a regulation if required.
Section 24 Appropriation of the Cooperative's Assets	The Cooperative shall increase its assets by statutory and voluntary services of the members and with the help of membership fees / grants from third parties, as well as earnings from products and services in order to: <ul style="list-style-type: none"> a) organise lump-sum compensations to the members as a contribution to rebuild their livelihood abroad or in Switzerland b) cover any costs required for the provision of services to the members c) supply an assistance fund, which shall in principle serve the purpose of providing extraordinary support to the benefit of members in need d) cover the costs of administration.
Section 25 Lump-Sum Compensation	¹ The Cooperative may support its members with a lump-sum compensation within the framework of its financial possibilities. This is in case of any loss of economic livelihood or significant – and not directly offset – impairment of earnings or the ability to work caused by war, domestic discord or general coercive political measures, and not their own fault.

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	<p>² Only incidents occurring after the grace period of two years since the start of the membership are eligible for compensation. A further condition is that the member has paid their annual membership fees.</p> <p>³ Further conditions and the amount of the lump-sum compensation are defined in a regulation and may be adapted to the individual circumstances. The question as to whether or not any lump-sum compensation will be paid and the amount in each case shall be left to the discretion of the Board of Directors.</p> <p>⁴ The Board of Directors may also grant a loan to the member making the application. The Committee shall decide on the terms and conditions of such loan in each case.</p>
<p>Section 26 Assistance Fund</p>	<p>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.</p> <p>² The means shall serve as assistance services in borderline cases and cases of hardship. The Board of Directors may issue a regulation for this.</p>
<p>Section 27 Liability</p>	<p>The Cooperative shall be liable for its liabilities only with its corporate assets. Any personal liability of the members is excluded. There is no obligation to make an additional capital contribution.</p>
<p>V. Miscellaneous</p>	
<p>Section 28 Place of Fulfillment and Currency</p>	<p>¹ The provisions of the members and the services of the Cooperative shall be owed at the Cooperative's registered office in Swiss currency.</p> <p>² The Committee may authorise that the provisions of the members be provided in whole or in part in any foreign currency and at any foreign place of payment.</p>
<p>Section 29 Financial Year and Adoption of the Annual Financial Statement</p>	<p>¹ The Board of Directors shall determine the financial year.</p> <p>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 seq. 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 assembly. The members shall be provided with a copy of the annual financial statement at their request either by mail or by email.</p>
<p>Section 30 State of Emergency</p>	<p>In the event that the general assembly cannot be convened or conducted in any case of a state of emergency, the Board of Directors shall prepare any measures required in the interests of the Cooperative. In this context, the Board of Directors shall convene a general assembly as soon as possible.</p>
<p>Section 31 Dissolution and Liquidation</p>	<p>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 other persons or entities.</p> <p>² Any assets still existing at the time the Cooperative is dissolved shall be passed to the members or another organisation, according to the resolution of the General Assembly.</p>

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Section 32 Publication Media	<p>¹ Publications and notifications to the members shall be made in writing.</p> <p>The official publication medium of the Cooperative shall be the website at www.soliswiss.ch. 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 Board of Directors.</p> <p>² Any publications prescribed by way of law shall be made in the Swiss Official Gazette of Commerce.</p>
Section 33 Place of Jurisdiction and Applicable Law	<p>In the event of disputes between the Cooperative and any of its members, the exclusive place of jurisdiction shall be Bern. Swiss law shall apply exclusively, to the exclusion of its international conflict of law rules.</p>
VI. Final Provisions	
Section 34 Entry Into Force	<p>The revision of the Articles of Incorporation was adopted by the General Assembly of Soliswiss – Cooperative of Swiss abroad on 19 August 2021 and entered into force on 19 August 2021.</p> <p>The Articles of Incorporation are decisive in the German text.</p>