



Swiss Entrepreneurs & Startup Association

Articles of Association

1. NAME AND DOMICILE

SWESA – Swiss Entrepreneurs & Startup Association, hereinafter referred to as “SWESA” or “Association”, is a business association. It is neutral in terms of party politics and religious denominations and has been constituted as a “Verein” (registered society) in accordance with articles 60 ff. of the Swiss Civil Code. Its domicile is in Berne.

2. PURPOSE AND GOAL

SWESA is guided by a liberal economic policy stance and aims to sustainably improve the conditions for innovative small and medium-sized enterprises (SME) and startups in Switzerland. SWESA represents all firms and institutions that wish to maintain and to further optimise the hitherto good economic conditions. The Association’s activities focus mainly on the challenges faced by innovative SME and technology-driven startups.

The Association’s goals are to be achieved by the following means and activities:

- Representing members (startups and innovation SME) in the political arena
- Creating and improving conditions to secure the attractiveness of Switzerland as a place to do business for innovative SME and startups on a long-term basis
- Fostering cooperation and networking among members and with organisations, companies, institutions, and representatives from the worlds of politics, academia and research, with particular focus on promoting innovation and investments
- Fostering the exchange of know-how and expertise among member companies
- Supporting the parliamentary group “Startups und Unternehmertum” (startups and enterprise)

The Association does not pursue any commercial goals and does not aim to achieve a profit. The bodies of the Association work in an honorary capacity.

3. MEANS

SWESA has the following means to achieve its purposes:

- Membership fees
- Donations and contributions of all kinds

The membership fees are defined annually by the General Assembly of Members. Honorary members and Committee members in office are exempt from any membership fee.

The financial year corresponds to the calendar year.

4. MEMBERSHIP

Eligible as **regular members** of SWESA with voting rights are:

1. Swiss and Liechtenstein companies and organisations
2. Operationally active foundations, societies and associations

By joining SWESA, members acknowledge their agreement with the Association's goals.

Eligible as **sponsoring members** of SWESA without voting rights are:

1. Individuals who identify with the goals of SWESA
2. Institutions who share the goals of SWESA
3. Other natural persons or legal entities in accordance with decisions by the Association's Committee

The Committee decides on the acceptance of new members.

At the request of the Committee, the General Assembly may bestow honorary membership to persons who have rendered outstanding services to SWESA.

Each regular member and each honorary member has one vote.

Membership fees are specified in SWESA's "Membership fee regulations". The fee amounts are defined by the Committee.

5. END OF MEMBERSHIP

Membership terminates

- through cancellation of membership, exclusion or death in the case of natural persons;
- through cancellation of membership, exclusion or dissolution in the case of legal entities.

6. CANCELLATION OF MEMBERSHIP AND EXCLUSION

Any member may cancel its SWESA membership as of the end of a calendar year with a six-month notice period and under observation of all obligations. Notice of cancellation does not absolve the member from its obligations during the remainder of its membership.

A member may be excluded from SWESA with immediate effect at any time. The exclusion is effected by the Committee. The member concerned has the right of appeal to the General Assembly within 30 days of dispatch of the decision of exclusion. An exclusion may be effected in particular if obligations towards the Association (e.g. payment of membership fees) are neglected or if the member acts in opposition to the goals of SWESA.

7. BODIES OF THE ASSOCIATION

The Bodies of the Association are:

1. The General Assembly of Members
2. The Committee

8. GENERAL ASSEMBLY OF MEMBERS

The highest body of the Association is the General Assembly of Members. A regular General Assembly is held annually in the first quarter of the year.

Members are sent a written invitation to the General Assembly including a list of the items on the agenda at least 10 days in advance. Invitation by email is permissible.

Proposals with regard to the General Assembly are to be sent in writing to the Committee at the latest two weeks prior to the event.

The Committee or 1/5 of the members may demand an extraordinary general assembly at any time subject to the statement of the associated reasons. The subsequent extraordinary assembly must be held four weeks after receipt of the demand at the latest. Assemblies may be conducted by means of video or telephone conference.

The General Assembly of Members has the following tasks and competencies:

1. Approval of the minutes of the last Assembly
2. Approval of the Committee's annual report
3. Approval of the annual financial accounts
4. Discharge of the Committee
5. Election of the President, the remaining Committee members and the auditors
6. Taking note of the annual budget
7. Taking note of the programme of activities
8. Deciding on proposals by the Committee or by members
9. Changing the Articles of Association
10. Deciding on the exclusion of members
11. Deciding on the dissolution of the Association and the use of any liquidation proceeds

Any assembly of members convened in accordance with the associated regulations constitutes a quorum irrespective of the number of members present.

Decisions by members are made by simple majority. In the case of a tie, the chairperson casts the decisive vote.

Any changes to the Articles of Association require a 2/3 majority of those with the right of vote.

Minutes must be kept of the decisions made.

9. COMMITTEE

The Committee consists of at least four persons.

The term of office is three years. Committee members may be re-elected.

- The Committee conducts the ongoing business and represents the Association towards the outside world.
- It issues regulations.
- It may appoint work groups (specialist groups).
- It may employ or mandate certain persons with appropriate remuneration for the achievement of the Association's goals.
- It may delegate tasks to an agency of its choice.

Further tasks and competencies of the Committee:

- The Committee is endowed with all the competencies that are not assigned to another body by law or by the Articles of Association.
- With the exception of the Presidency, the Committee constitutes itself.
- The Committee meets as often as business requires. Each Committee member may, subject to the statement of the associated reasons, call a Committee meeting.
- If no Committee member requests an oral discussion, decisions may be made by means of circular mail (incl. email).
- Committee members serve on an honorary basis. They are entitled to have all actually incurred expenses refunded.

10. AUDITORS

As the Association aims to have fewer than 10 full-time positions on an annual average, the founding assembly unanimously decided to do without the position of auditor in accordance with Article 69b para. 3 of the Swiss Civil Code in combination with article 727a para. 2 of the Swiss Code of Obligations.

11. SIGNATURE AUTHORITY

The Association is legally obligated by a joint signature of the President and a further Committee member.

12. LIABILITY

The Association's assets only may be drawn on in the case of any liability of the Association. Personal liability of any member is excluded.

13. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by means of a resolution by a 2/3 majority of the members present at a regular or extraordinary General Assembly of Members.

If fewer than three quarters of all members participated at the said assembly, a second assembly must be held within one month. At this second assembly, the Association may be dissolved by a simple majority if fewer than three quarters of all members are present.

Upon dissolution of the Association, its assets shall go to a tax-exempt organisation that pursues the same or a similar purpose. The Association's assets may not be distributed among its members.

14. ENTRY INTO FORCE

These Articles of Association were approved at the founding assembly of 2 March 2020 and entered into force on the same date.

Date, place: _____

President: _____

Keeper of the minutes: _____