



SWISS CHAMBER OF COMMERCE

SCHWEIZISKA HANDELSKAMMAREN

BY-LAWS

SWISS CHAMBER OF COMMERCE IN SWEDEN

ARTICLE 1: NAME

The name of this association shall be "Swiss Chamber of Commerce" (hereinafter "the Chamber") and can also be referred to as "Schweiziska Handelskammaren".

ARTICLE 2: SEAT

The seat of the Chamber shall be in Stockholm, Sweden.

ARTICLE 3: PURPOSE

The purpose of the Chamber shall be to create and facilitate good relations 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: 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 Switzerland and Sweden shall be eligible for membership.

5.2: Application for Membership

The Board of Directors decides over applications for membership which shall be made in writing.

5.3: Categories of Membership

Members of the Chamber shall be divided into four categories:

- a) Corporate members (including associations and organizations),
- b) Individual members,

- c) Honorary members,
- d) Patrons.

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.

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 Fee

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

- a) Corporate member with more than 50 employees
- b) Corporate member with 11 to 50 employees
- c) Corporate member with 1 to 10 employees
- d) Non-profit-making organization
- e) Individual member
- f) Patrons

5.7: Resignation of a Member

A member of the Chamber may resign for the end of a year. Written notice of resignation shall be received by the Chamber at least one month before the end of the year.

5.8: Suspension and Expulsion

The Board of Directors may by a vote of at least three quarters of all the members temporarily suspend or permanently expel any member who violates these by-laws or any other rules of the Chamber or for any other reasons.

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 transact the following matters:

- a) to elect Chairman of the General Meeting, a Secretary and two participants in the meeting shall be elected to check the minutes together with the Chairman,
- b) to approve Board's Report for the period since the preceding Annual Meeting,
- c) to approve Board's Financial Report for the last financial year,
- d) to approve Auditors' Report,
- e) to decide on discharge from liability for the Board members,
- f) to approve the suggestion of the Board of Directors regarding the annual membership fee,
- g) to elect of Chairman of the Board and election of the members of the Board,
- h) to elect one Auditor and a deputy,
- i) to appoint a nomination committee of 3 people,

- j) to approve honorary members,
- k) any matters submitted to the Meeting or notified to the Board by a member.

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 tenth 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) Unless otherwise provided in these by-laws, any member may vote on any matter submitted to an Annual Extraordinary General Meeting.
- b) 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
- c) Each member who is present shall have one vote. Voting in elections shall be by ballot if any member so requests. Otherwise voting shall be by a show of hands. In the event of a tied vote, the opinion represented by the Chairman shall prevail, except in elections, which shall be decided by lot.

ARTICLE 7: BOARD OF DIRECTORS

7.1: Composition

The Board of Directors shall be composed of a minimum of 5 elected members but not more than 12. 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 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 adopt internal organization rules,
- g) 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.

7.3: Chairman, Vice-Chairman and Treasurer

The Vice-Chairman of the Board, the Treasurer and the Secretary 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.

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.

7.4: Special Committees

The Board of Directors may create special committees within its members for any special purpose. Their information 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, if possible, half of the Board of Directors shall be elected or re-elected every other year.

7.6: Resignation

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

7.7: 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.

7.8: 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 a specific project or any expenses incurred on behalf of the Chamber.

7.9: 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.

7.10: 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.

7.11: 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: 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 a Director of the Chamber. The remuneration of the Auditor shall be fixed by the Board of Directors.

ARTICLE 9: REPRESENTATION

The Chairman and the Vice-Chairman shall be authorized to sign individually on behalf of the Chamber.

ARTICLE 10: 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 and the allocation of remaining capital.

ARTICLE 11: AMENDMENTS TO THE BY-LAWS

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 Statutory General Meeting of 17 March 2020 and entered into force on that same day.

The number of employees' thresholds for Corporate Members in Art. 5.6 a-c were corrected on June 2, 2017 to be in accordance with the by-laws adopted at the Statutory General Meeting of April 19, 2012.

31 August 2020

Swiss Chamber of Commerce in Sweden



Anne Brennwald
Chairman of the Board



Eva Fiorenzoni
Vice Chairman of the Board