

Schweizerische
Management
Gesellschaft
Leadership Excellence

Articles of Association



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MOMENTUM THROUGH ENCOUNTER, EXCHANGE AND DISCOURSE

The Swiss Management Association, which arose from the Centre for Enterprise Sciences (BWI) of ETH Zurich in 1961, is a contact and continuing education platform for people who hold senior management positions or sit on boards of directors.

- Thanks to its network and platform function, the Swiss Management Association serves as an initiator for senior managers and board members who are dealing with strategic issues and who are under intense pressure to take decisions. The key functions are the provision of inspiration, promotion of dialogue and cultivation of relationships.
- The members of the Swiss Management Association engage in cross-sector discussions and define the standards for leadership excellence in corporate development, and absorb inspiration, food for thought and ideas from inside and outside through the activities of the Swiss Management Association.
- At the Swiss Management Association, the focus falls on ideas that are of practical relevance rather than on discussions of management theories. The strategic focus of the Swiss Management Association can be summarised in three excellence positions: independent – level-appropriate – inspirational.

The Swiss Management Association lays a well-earned claim to exclusivity and applies a restrictive admission procedure.

The Swiss Management Association distinguishes itself from professional, sector and business associations, entrepreneur clubs focusing on social and ethical issues and university-based organisations through its focus on the topic of leadership excellence. It is exclusively dedicated to non-material objectives and has no political or religious affiliations of any nature.

ARTICLES OF ASSOCIATION

Adopted at the 54th General Meeting of Members on 3 April 2014 in Zurich

I. Name, domicile, purpose

Art. 1 An association called
"Schweizerische Management Gesellschaft SMG"
"Swiss Management Association"
"Association Suisse de Management"
"Assoziazione Svizzera di Management"
with its registered office in Zurich has been established for an indefinite period in accordance with Art. 60 et seq. of the Swiss Civil Code (*Zivilgesetzbuch*, ZGB) (hereinafter referred to as the Association).

Art. 2 The purpose of the Association is to promote tried-and-tested and new findings in corporate management in order to facilitate progress in all fields of business, science, administration and society.

The Association is a non-profit organisation and has no political or religious objectives of any nature.

II. Membership

Art. 3 Legal entities and natural persons can become members of the Association, as follows:

- Legal entities as Company members with up to three delegates
- Legal entities as Company Plus members with up to five members, whereby the number of delegates with voting rights is restricted to a maximum of three
- Natural persons as Individual members

Art. 4 The Executive Board decides on exceptions to Art. 3 as well as on the admission and exclusion of members.

Art. 5 Members who wish to resign from the Association have to inform the Management Office by registered letter three months before the end of a year. If this notice period is not observed, the membership fee will be payable for the following year.

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Art. 5a In addition to a one-off admission fee, all Association members have to pay an annual membership fee, the amount of which is determined by the General Meeting of Members.

III. Governing and executive bodies

Art. 6 The governing and executive bodies of the Association are:

- The General Meeting of Members
- The Executive Board
- The General Manager
- The Auditor

IV. Organisation

Art. 7 General Meeting of Members
The General Meeting of Members is the supreme governing body of the Association. Members have to exercise their voting rights in person.
The General Meeting of Members takes place every year during the first six months of the year. An extraordinary General Meeting can be called at any time if requested by the Executive Board or by one-fifth of the members.
The invitation, which must contain the agenda, must be sent to the members in writing at least 14 days before the General Meeting.

Art. 8 Powers of the General Meeting

- Electing the members of the Executive Board and the Auditor
- Approving the annual report, annual financial statements and Auditor's report
- Determining the membership fees
- Passing resolutions on all motions submitted by the Executive Board or the members
- Amending the Articles of Association
- Dissolving the Association

Art. 9 Resolutions:
Resolutions require a simple majority of the member votes cast. If votes are tied, the President has the casting vote.
A two-thirds majority of the member votes is needed for amendments to the Articles of Association.
Elections and votes are usually decided by a show of hands. The members can also decide on a secret ballot or election.

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Art. 10 Executive Board:

The Executive Board consists of at least five Association members.

The members of the Executive Board are elected by the General Meeting of Members for a term of office of four years. They can be re-elected for a second term of office of four years. The maximum age for election is 65.

The Executive Board is self-constituting and elects its President from among its members.

The members of the Executive Board serve in an honorary capacity. Expenses may be reimbursed.

Art. 11. Powers and duties of the Executive Board:

- Managing the Association in compliance with the Articles of Association and the resolutions of the General Meeting of Members and representing the Association vis-à-vis third parties
- Passing resolutions on all matters that have not been delegated to another governing body under the law or the Articles of Association
- Appointing the General Manager
- Appointing working committees or individual persons to handle specific tasks

Art. 12 The Executive Board passes its resolutions with a simple majority of the votes cast, whereby at least half of the members of the Executive Board must be present at the meeting.

If votes are tied, the President has the casting vote. The Executive Board may also adopt resolutions in writing.

Art. 13 General Manager

The General Manager takes care of the day-to-day business of the Association, ensures that the resolutions are implemented and maintains the required contacts.

Art. 14 Auditor

The financial statements are audited by two members of the Association who are elected by the General Meeting of Members for a term of office of four years.

They can be re-elected for a second term of office of four years.

The maximum age for election is 65. They have to submit an audit report.

They serve in an honorary capacity. Expenses may be reimbursed.

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V. Funding

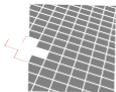
- Art. 15 The financial resources of the Association comprise:
- Membership fees
 - Cost contributions from events, publications and other activities
 - Voluntary contributions and donations

VI. Administration

- Art. 16 Liability for financial obligations incurred by the Association is limited exclusively to the association funds. Members who have resigned or been excluded do not have any claims to the association funds.
- Art. 17 The President, the General Manager and one other member of the Association are authorised to sign on behalf of the Association by joint signature, with a minimum of two signatures.
- Art. 18 The financial year equals the calendar year.
- Art. 19 The place of jurisdiction is at the registered office of the Association.

VII. Dissolution

- Art. 20 A resolution to dissolve the Association can only be passed by a General Meeting of Members called specifically for this purpose. Such a resolution requires a two-thirds majority of the member votes cast.
- If the Association is dissolved, the association funds must be donated to a charitable institution with a similar purpose.



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