

## Statutes of the association

The SWISSRAIL Export Association was founded on 8 December 1977 and renamed the SWISSRAIL Industry Association on 5 September 2003. From the general meeting of 27 August 2020, the spelling Swissrail Industry Association applies.

### Preamble

Swiss service and industrial companies from the rail and guided transport sector have joined forces to form the "Swissrail Industry Association" with the intention of improving the coordination of their activities, utilising their strength more effectively and optimally deploying their financial resources. The Swissrail Articles of Association regulate the aims, structure, organisation, obligations and activities of the Association. They are supplemented by additional regulations.

### Article 1: Association

- 1.1 The Swissrail Industry Association was established in accordance with Art. 60 et seqq. of the Swiss Civil Code. It is a registered company.
- 1.2 The Association does not pursue profit goals.
- 1.3 The duration of the Association shall be perpetual.
- 1.4 The seat of the Association is the registered office.

### Article 2: Aim and Purposes

- 2.1 Swissrail aims to champion the interests of its members both domestically and internationally and to promote the sector's image and market potential in Switzerland and beyond. Swissrail is the contact point for organisations, institutions and authorities within the Swiss railway and railway engineering industries.
- 2.2 Each member is primarily responsible for the pursuit of their interests.

2.3 In order to fulfil the purpose of the Association, Swissrail offers the following services for the benefit of its members:

- a) Fostering cooperation among members;
- b) Conveying market and other useful information relevant to guided transport systems;
- c) Providing funds for advertising and marketing;
- d) deleted
- e) Support and coordination of members involved in market development within Switzerland and abroad;
- f) Support in exploiting national and international funding opportunities;
- g) Representing members' interests to public authorities, diplomatic missions, transport companies, and commercial and educational organisations in Switzerland and abroad;
- h) Carrying out lobbying and networking;
- i) deleted

#### 2.4 Data Collection

A neutral trustee commissioned by the Swissrail registered office can collect economic data (turnover, number of employees and export ratio) on the Swiss rail industry annually.

The data is communicated to the registered office by the commissioned trustee in anonymised and consolidated form only.

Each Swissrail member is obligated to always answer the survey truthfully and in good time.

### **Article 3: Members**

3.1 Swissrail has three different membership types: full, associate and passive.

3.2 Full members are service, trading and production companies active in guided transport systems and delivering added value in Switzerland.

3.3 Associate members are Swiss authorities, public-law institutions, organisations, private companies and individuals who support the activities of Swissrail.

3.4 Passive members are service, trading and production companies that are domiciled or have representation in Switzerland and have an interest or share in the domestic or foreign business of full members.

3.5 In accordance with the separate regulation "Acceptance of Members", the decision of the executive board on the acceptance of members is final.

3.6 Membership expires through resignation, the death of natural associate members and owners of individual companies, the loss of the ability to act, or exclusion.

3.7 Resignations must be submitted in writing to the registered office by the end of the calendar year, giving three months' notice.

3.8 The executive board may expel members from the Association on material grounds by an absolute majority of votes cast. Material grounds include any action against the interests of the Association or its members, non-payment of membership or other fees and non-compliance with Association's statutes and regulations.

3.9 The member concerned will be notified of their exclusion in writing. They have the option of informing the Association's head office within 30 days of receiving the notification of their intention to appeal the exclusion decision at the next general meeting. An appeal does not have a suspensive effect. This means that the excluded member remains liable for the membership fee for the entire fiscal year as well as for any other financial obligations towards the Association.

## **Article 4: Bodies**

4.1 The bodies of Swissrail are

- the general meeting
- the executive board
- the product groups
- the focus topic groups
- the registered office
- the auditors or auditing firm.

## **Article 5: General Meeting**

5.1 The general meeting is the supreme body of Swissrail. It has the following powers:

- a) Election of the president, the vice-president and the co-leaders of the product groups and focus topic groups as well as any other board members for a term of office of two years. They can be re-elected. The managers of the product groups and focus topic groups as well as other board members are elected at the same time unless at least one fifth of the members in attendance request separate elections;
- b) Election of the auditors or auditing firm for a period of two years. They can be re-elected;
- c) Approval of the minutes of the last general meeting;
- d) Acceptance of the annual report, the annual accounts and the audit report combined with the discharge of the executive bodies;
- e) Approval of the annual budget and determining full and passive membership fees for the following year;
- f) Amending the Articles of Association;
- g) Approval of the financial regulations;
- h) Ruling on appeals against the exclusion of members;
- i) Making decisions on other business transferred by the executive board
- k) Dealing with proposals from members;
- l) Dissolving Swissrail.

5.2 The regular general meeting is convened by the president and fixed at least three months in advance.

5.3 The president must call an extraordinary general meeting if requested to do so by the executive board or one fifth of full members.

5.4 The time and place of the meeting, along with the agenda, must be communicated to members at least three weeks in advance.

- 5.5 Proposals from members that require a resolution must be submitted to the president in writing no later than four weeks before the meeting.
- 5.6 Each full member has one vote at the meeting. A member may give written authorisation for another member to vote in their place.
- 5.7 The resolutions of the general meeting are passed by an absolute majority of the votes cast, subject to Articles 12 and 13.
- 5.8 Resolutions and elections shall be by open ballot unless at least one quarter of the voting members present request a secret ballot.
- 5.9 Minutes are to be kept of the general meeting.

## **Article 6: Executive Board**

- 6.1 The executive board consists of
  - the president and the vice-president;
  - the heads of the product groups and focus topic groups as well as any other board members.
- 6.1a Each product group and focus topic group shall have one vote on the board, which shall be cast by a person nominated by one of the group's co-leaders.
- 6.2 The number of board members is limited to a maximum of 22.
- 6.3 With the exception of the president, the vice-president and the co-leaders of the product and focus topic groups, the executive board constitutes itself.
- 6.4 The election of a member of the executive board shall take place simultaneously ad personam and as a representative of a member of the Association. Membership of the executive board is terminated if a board member leaves the company of the member they represent.

If the executive board member in question is the head of a product or focus topic group, the group shall appoint a successor, whose term of office shall last until the next regular elections.
- 6.5 The president chairs the general meetings and board meetings, supervises the registered office and represents Swissrail to the outside world on important matters. In the absence of the president, the vice-president assumes responsibility for these duties.
- 6.6 The executive board has the following duties and powers:
  - a) Implementation of the resolutions of the general meeting;
  - b) Establishing business policy;
  - c) Annual planning for the general meeting;
  - d) Deciding upon admission and exclusion of members;
  - e) Setting admission fees for full members;
  - f) Setting membership fees for each associate member;
  - g) Adopting and amending the regulations required for the operation of Swissrail; in the case of financial regulations, subject to approval by the general meeting in accordance with Art. 5.1 f);
  - h) Appointment of the managing director of Swissrail (see Art. 8);

- i) Supervision of accounting;
- j) Appointment of commissions and working groups when needed;
- k) Taking decisions on important matters of business that exceed the competence of the managing director;
- l) Nominating the Association's authorised signatories;
- m) Decision-making on all business not assigned to any other body by law, these Articles of Association or any regulations.

6.7 The meetings of the executive board are planned annually in advance and are convened, specifying the agenda, at least 14 days in advance. The president must call an extraordinary meeting of the executive board if asked to do so by at least five members of the executive board.

6.8 The executive board shall be quorate when at least half of its members with voting powers are present. Resolutions are passed by a majority of votes cast. On a tied vote, the president has a second, deciding vote. Resolutions may be adopted by correspondence, including email, with the same quorum, provided that no member requires a verbal discussion.

6.9 If necessary, delegates from member companies not represented on the executive board may be asked to attend executive board meetings. However, they do not have any voting rights.

6.10 cancelled

6.11 cancelled

6.12 The managing director takes part in executive board meetings but has no voting rights. They are responsible for taking the minutes of the meeting.

## **Article 7: Product Groups and Focus Topic Groups**

7.1 Full members of Swissrail belong to one or more product groups and may choose to participate in focus topic groups.

7.2 Each product and focus topic group is led by a team comprising two board members (referred to as heads).

7.3 The heads of the product and focus topic groups coordinate the activities of the members of their group and represent their interests at Swissrail. They also act in accordance with the regulations on product and focus topic groups.

## **Article 8: Registered Office**

8.1 Swissrail's registered office is managed by the managing director. Their main duties are:

- Implementing measures described in Article 2, Clause 3;
- Executing current business operations;
- Preparing general meetings and board meetings and taking minutes at these;
- Financial accounting;

- Contributing to planning and medium-term goal setting.
- 8.2 The managing director's job description contains comprehensive information about their duties.
- 8.3 The managing director is appointed by and responsible to the executive board and reports to the president.

## **Article 9: Finances**

- 9.1 The revenues of Swissrail consist of:
- Admission fees from new members;
  - Annual fees from members;
  - Fees from Swissrail projects;
  - Remuneration for services carried out for members;
  - Other revenues and contributions. The details are regulated by Swissrail's financial regulations.
- 9.2 Membership fees are charged at the beginning of each year.
- 9.3 Swissrail's expenditure is in accordance with the budget.
- 9.4 The work of the Association's bodies is carried out voluntarily; only the employees of the registered office are salaried.
- 9.5 The accounting year is the calendar year.
- 9.6 The liability of the Association is limited to the assets of Swissrail. Members have no personal liability.
- 9.7 Members who resign or are excluded have no claims on the assets of the Association.

## **Article 10: Financial Audit**

- 10.1 The annual accounts are audited by two auditors from the Association or by an external auditing firm.
- 10.2 The two auditors who are members of the Association must not belong to the executive board.

## **Article 11: Advisory Board-deleted**

## **Article 12: Revision of the Articles of Association**

- 12.1 A revision of the Articles of Association can be decided by a two-thirds majority of the votes cast at a general meeting attended by at least half of the members with voting rights.
- 12.2 If fewer than half of the voting members are present at the general meeting, the revision of the Articles of Association may be decided by correspondence within 60 days by a two-thirds majority vote of participating members.

## Article 13: Dissolution

13.1 The dissolution of Swissrail can be decided by a two-thirds majority of the votes cast at a general meeting attended by at least half of the members with voting rights.

13.2 If dissolution cannot take place in accordance with Article 13 Paragraph 1, a second general meeting must be held within 60 days at which the matter can be decided by a simple majority of the voting members present.

13.3 The executive board is responsible for carrying out the dissolution.

13.4 In the event of dissolution, the general meeting decides how the assets of the Association should be used.

## Article 14: Final Provisions

These Articles of Association approved by the general meeting enter into force on the day of their adoption by the general meeting. They replace all previous editions.

Approved by the extraordinary general meeting on 12 January 2023 in Bern.

Date of amendment to the Articles of Association (Art. 6, Para. 6 and 8):	21.09.2001
Date of amendment to the Articles of Association (Preamble, Art. 1, para. 1, Art. 2, Para.1 and 3h/3i):	05.09.2003
Date of amendment to the Articles of Association (Art. 2, Pt. 2.4 newly incorporated)	02.09.2010
Date of amendment to the Articles of Association (Art. 11, Advisory Board, deleted without replacement)	01.09.2011
Date of amendments to the Articles of Association (overall revision)	06.09.2012
Date of amendments to the Articles of Association (amendment Art. 6.10, various corrections)	27.08.2020
Date of amendments to the Articles of Association (product groups replaced by specialist areas and focus topic working groups, deletion of the executive committee, various minor revisions).	12.01.2023

Bern, 12 January 2023

Peter Jenelten, President

Armin Raiber, Vice-President