

Articles of the Industry Association

Founded on 8 December 1977, the SWISSRAIL Export Association was 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 strengths 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 (hereinafter called Swissrail) was established in accordance with Art. 60 et seqq. of the Swiss Civil Code. The Association is registered in the commercial register.
- 1.2. The Association is a non-profit entity.
- 1.3. The duration of the Association shall be perpetual.
- 1.4. The seat of the Association is the Head Office.

Article 2: Aim and purposes

- 2.1. Swissrail aims to uphold and represent the interests of its members both domestically and internationally and to promote the sector's market presence and potential in Switzerland and beyond. Swissrail acts as a contact point for organisations, institutions, government bodies and other partners involved in Switzerland's railway and mobility sectors. It helps these groups connect, share ideas and shape opinions – both within the membership and with external audiences.
- 2.2. Each member is 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) providing market and other useful information relevant to members;
 - c) providing support and coordination for members involved in market development within Switzerland and abroad, particularly by organising and managing exhibitions;
 - d) helping members to access national and international projects;
 - e) representing members' interests to public authorities, diplomatic missions, transport companies and commercial and educational organisations in Switzerland and abroad;
 - f) carrying out lobbying and networking.

Article 3: Members

- 3.1. All Swissrail members are full members.
- 3.2. Full members are service, trading and manufacturing businesses operating within the rail and mobility sector as companies, partnerships and sole proprietorships that contribute added value to Switzerland and maintain a headquarters or subsidiary here.
- 3.3. In accordance with the separate regulation Acceptance of Members, the decision of the Board on the acceptance of members to the Swissrail Association is final.
- 3.4. Membership shall expire upon the resignation or dissolution of the legal entity or partnership, the death of the owner of a sole proprietorship, or expulsion.
- 3.5. Resignations must be submitted in writing to the Head Office by the end of the calendar year, giving three months' notice.
- 3.6. The Board may, for good cause, exclude members from the Association by an absolute majority of votes cast. Good cause includes any action taken against the interests of the Association or its members, non-payment of membership or other fees and non-compliance with the Association's statutes and regulations.

- 3.7. The member concerned will be notified of their exclusion in writing. They have the option, within 30 days of receiving this notification, of informing the Association's Head Office 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

The bodies of Swissrail are

- the General Meeting
- the Management Board, comprising:
 - the (co-)managers of the specialist area groups
 - the (co)managers of the focus topic groups
- the Head Office
- the auditors or auditing firm.

Article 5: General Meeting

- 5.1. 5.1 The General Meeting is the highest decision-making body of Swissrail. It has the following powers:

- a) Oversight of the other bodies of the Association;
- b) Election
 - of the President and Vice-President of the Management Board,
 - co-management of the specialist area and focus topic groups (board members), and
 - of other board members, if any.

The term of office is two years. Individuals elected may be re-elected. The President and Vice-President are elected individually. The co-managers of the specialist area and focus topic groups as well as other board members are elected at the same time unless at least one quarter of the members in attendance request individual elections;

- c) The auditors or auditing firm are elected for a period of two years. They may be re-elected;
- d) Approval of the minutes of the last general meeting;

- e) Approval of the annual report and the annual accounts, acknowledgement of the audit report, and discharge of the managing bodies;
 - f) Approval of the budget and setting of membership fees (in accordance with the Financial Regulations);
 - g) Adoption and amendment of the Articles of Association;
 - h) Approval of the Financial Regulations;
 - i) Ruling on appeals against the exclusion of members;
 - j) Decision-making on other matters submitted by the Board;
 - k) Decision-making on requests by members;
 - l) Dissolution of the Association and use of the liquidation proceeds.
- 5.2. The Annual General Meeting, the date of which must be set at least three months in advance, is convened by the President or, in his/her absence, by the Vice-President or another member of the Board.
- 5.3. The President must call an extraordinary general meeting if asked to do so by the Board or one quarter 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. General meetings may be held electronically without a physical location ("virtual general meeting") or at a physical location but without the presence of all participants ("hybrid general meeting"), whereby members may exercise their rights electronically. When electronic means are used, the Board is responsible for establishing the identity of the participants, guaranteeing the immediate transmission of votes, ensuring that all participants can submit motions and join the discussion, and securing the voting results against falsification.
- 5.6. Proposals from members that require a resolution must be submitted to the President in writing no later than four weeks before the meeting.
- 5.7. Each full member has one vote at the meeting. A member may give written authorisation for another member to vote in their place.
- 5.8. The resolutions of the General Meeting are passed by an absolute majority of the votes cast, subject to Articles 12 and 13. Decisions may be made by circular resolution (by letter, email or electronic voting platform).
- 5.9. Resolutions and elections shall be by open ballot unless at least one quarter of the voting members present request a secret ballot.
- 5.10. Minutes of the General Meeting shall be kept.

- 5.11. Resolutions that violate the law or the Articles of Association may be challenged by any member within one month of discovery.

Article 6: Management Board

- 6.1. The Board comprises a minimum of 5 and a maximum of 22 members and is composed of
- the President and the Vice-President
 - the co-manager of each specialist area and focus topic group
 - any other board members.
- 6.2. The co-manager of each specialist area or focus topic group shall have a vote on the Board, which shall be cast by one of the co-managers.
- 6.3. With the exception of the President and Vice-President, the Management Board constitutes itself. It determines the assignment of board members to the specialist area and focus topic groups.
- 6.4. Board members shall be elected in a dual capacity: as an individual and as the authorised representative of their respective Association member. Persons who are not members or do not work for an active member of the Association cannot be elected to the Board. Membership of the Board is terminated if a board member leaves the company of the member they represent, if the member leaves the Association or if the board member resigns before the expiration of their term of office. The Board shall then elect a replacement member on the recommendation of the Head Office to serve on an interim basis until the next Annual General Meeting, when new elections will be held.
- 6.5. The President chairs general meetings and board meetings and represents Swissrail to the outside world on important matters. If they are unable to attend, the Vice-President or another board member shall assume these duties.
- 6.6. The Board shall represent the Association in external relations. It 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 the admission and exclusion of members;
 - e) Setting admission fees for full members;
 - f) Proposing membership fees to the General Meeting;

- g) Adopting and amending the regulations required for the operation of Swissrail; in the case of the Financial Regulations, subject to approval by the General Meeting in accordance with Art. 5.1 h;
 - h) Delegation of management responsibilities and appointment of the Managing Director of Swissrail (see Art. 8);
 - i) Maintaining accounting records or, if management responsibilities are delegated, supervision of financial accounting;
 - j) Appointment of commissions and working groups as required;
 - k) If management responsibilities are delegated, decision-making on important issues which, according to the Financial Delegation Regulations, exceed the authority of the Managing Director.
 - l) Nominating the Association's authorised signatories;
 - m) Decision-making on all business not assigned by law to any other body, these Articles of Association or any regulations.
- 6.7. The Board is authorised to delegate all or part of its transferable tasks to a head office. If it does so, it is responsible for the supervision of the head office. This supervision may be delegated to the President.
- 6.8. Board meetings are scheduled annually and convened with at least 14 days' notice via email or written notice. The President must call an extraordinary board meeting if asked to do so by at least five board members.
- 6.9. The Board shall be quorate when at least half of its voting members are present. Resolutions are passed by a majority of votes cast. In the event of a tie, the President or, in their absence, the Vice-President shall have the casting vote. Resolutions may be adopted by correspondence, including email or an electronic voting platform, with the same quorum, provided that no member requests a verbal discussion.
- 6.10. If necessary, delegates from member companies not represented on the Board may be asked to attend board meetings. However, they do not have any voting rights.
- 6.11. The Managing Director takes part in board meetings but has no voting rights. They are responsible for taking the minutes of the meeting.

Article 7: Specialist area and focus topic groups

- 7.1. Swissrail members belong to one or more specialist areas.
- 7.2. Each specialist area and focus topic group is led by a team comprising two board members (each referred to as a head).

- 7.3. The heads of the specialist area and focus topic groups coordinate the members of their group and represent their interests at Swissrail.

Article 8: Head Office

- 8.1. Swissrail's Head Office is managed by the Managing Director. The Head Office performs the tasks assigned to it by the Board, which are essentially as follows:
- the performance of the main duties listed in Article 2.3;
 - executing ongoing business operations;
 - preparing general meetings and board meetings and taking minutes at these;
 - financial accounting;
 - assisting with planning and medium-term goal setting.
- 8.2. Details are specified in the Financial Delegation Regulations.
- 8.3. The Managing Director is appointed by and responsible to the Board.

Article 9: Finances

- 9.1. The revenues of Swissrail consist of:
- admission fees from new members;
 - annual contributions from members in accordance with the Financial Regulations;
 - any surpluses generated from Swissrail projects that fall within the scope of the association's purpose;
 - remuneration for services carried out for members in accordance with the association's stated purpose;
 - other revenues and contributions.
- 9.2. Membership fees are charged at the beginning of each year.
- 9.3. Swissrail's expenditure is determined by the budget.
- 9.4. The work of the Association's bodies is carried out voluntarily; only the employees of the Head Office are salaried.
- 9.5. The accounting year is the calendar year.
- 9.6. The liability of Swissrail is limited to the assets of the Association. Members have no personal liability. Special liability provisions for individual cases remain reserved.

- 9.7. Members who resign or are excluded have no claim on the assets of the Association.
- 9.8. Details are dealt with in the Financial Regulations.

Article 10: Financial audit

- 10.1. The annual accounts are audited by two auditors from the Association or by an external auditing firm. The written report (audit report) is submitted to the General Meeting.
- 10.2. The two auditors who are members of the Association cannot be members of the Management Board. They are each elected by General Meeting for a term of two years.

Article 11: Revision of the Articles of Association

Amendments to the Articles of Association require a two-thirds majority of votes cast.

Article 12: Dissolution

- 12.1. 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.
- 12.2. 12.1 If dissolution cannot take place in accordance with Article 12.1, 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.
- 12.3. The Board is responsible for carrying out the dissolution.
- 12.4. In the event of a dissolution, the General Meeting decides how the assets of the Association should be used.

Article 13: Data privacy

All member data (addresses and other personal data) will only be collected if necessary to carry out the purpose of the Association. Also, they will only be passed on to association members or third parties with the member's consent. The Association maintains a list or file of members in which it records the most important information about each member.

Members have a right to information from the Association regarding their own personal data.

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 versions.

Approved by the Annual General Meeting in Zug on 4 September 2025.

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 board committee, various minor revisions).	12/01/2023
Date of amendment to Articles of Association (total revision)	04/09/2025

Zug, 4 September 2025

Christian Schnyder, President

Armin Raiber, Vice-President