

## BYLAWS

### Swiss Association of Insurance and Risk Managers

*Established on 4 October 1973*

All words for one gender in these Bylaws include both genders.

## I. LEGAL ASPECTS

### Art. 1 – Name

In accordance with Article 60 et seq. of the Swiss Civil Code (the Schweizerische Zivilgesetzbuch), an Association is established under the name of Schweizerische Vereinigung der Insurance und Risk Manager

- Schweizerische Vereinigung der Insurance und Risk Manager
- Association Suisse des Insurance et Risk Managers
- Associazione Svizzera dei Insurance e Risk Managers
- Swiss Association of Insurance and Risk Managers

referred to in the following in brief as “the SIRM”.

### Art. 2 – Place of Business

The place of business of the Association is in the domicile of the operative office.

## II. OBJECTIVES

### Art. 3

SIRM pursues the following objectives:

- <sup>1</sup> to foster specialist knowledge among its members and to promote the exchange of experiences of its members in all aspects of insurance and risk management matters and to support its members with respect to the demands of their profession in a forward-looking, practical and efficient manner;
- <sup>2</sup> to represent the collective interests of its members pro-actively;
- <sup>3</sup> to carry out studies and surveys in these respective areas and to make available the results thereof to its members;
- <sup>4</sup> to maintain, as the representative of the demand-side in the industrial insurance market, cooperative contacts with insurance companies, brokers and public authorities;
- <sup>5</sup> to strive to establish contacts and cooperation with foreign associations of insurance and risk managers;
- <sup>6</sup> to cooperate with other organisations such as specialist groups, educational institutions etc.;
- <sup>7</sup> to create internal and external structures, as required, fostering specialist knowledge and the exchange of experiences in all aspects of insurance and risk management;
- <sup>8</sup> to stand up for a robust insurance market which is committed to a free market economy.

### III. MEMBERSHIP

#### **Art. 4**

<sup>1</sup> Membership is open to all companies and institutions domiciled in Switzerland and in the Principality of Liechtenstein, as long as within their business objectives they do not offer or broker insurance services or other services to the benefit of the insurance- and risk management activities of companies.

<sup>1 bis</sup> Members shall foster the objectives of the association and shall act according to the Bylaws and the decisions of its organs. They shall comply with legal requirements, in particular any competition regulations, within the framework of activities in the name of the Association.

<sup>2</sup> The following are considered companies and institutions according to paragraph 1:

- statutory corporations and private law companies
- governmental and semi-governmental institutions
- international and supra-national institutions
- communities and
- private institutions entrusted with sovereign tasks.

<sup>3</sup> Membership applications are to be submitted, in written form, to the Board, which will make its final decision based on a majority vote. No reasons have to be given for possible rejections.

<sup>4</sup> Following the acceptance of a company as a member, the company will nominate one, or a maximum of two, members of staff responsible for insurance and/or risk management issues acting as principal contacts for SIRM.

<sup>5</sup> Notice of resignation can only be given as per the end of a business year. Members not fulfilling their obligations under these Bylaws or contravening the interests of SIRM can be excluded by the Board without any reasons stated.

<sup>6</sup> At the request of the Board, the general meeting of members may grant honorary membership to a natural person.

### IV. ORGANIZATION

#### **Art. 5 – Bodies of the Association**

<sup>1</sup> The bodies of SIRM are

- the General Assembly
- the Board
- the Auditors.

<sup>2</sup> Members of the Bodies of the Association perform their duties on a honorary basis.

#### **Art. 6 – Members' Assemblies**

<sup>1</sup> Members' Assemblies can be held any number of times.

<sup>2</sup> To optimize and facilitate cooperative contacts, all assemblies can be held as open events, that is, with the participation of representatives of the insurance sector or of other invited members from related sectors.

<sup>3</sup> Elections and votes are determined by a simple majority of members present. Each member has only one vote, irrespective of the number of its attending representatives. The voting right can be delegated, in written form, to be carried out by a different member or the president. The Chairperson shall, in case of a voting tie, exercise the deciding vote.

## **Art. 7 – General Assembly**

<sup>1</sup> The annual General Assembly shall be held by the end of June of each calendar year.

<sup>2</sup> The General Assembly must be called at the latest three weeks before the date of the Assembly; the call must include the agenda of the Assembly.

<sup>3</sup> Motions to the General Assembly shall be made available, in written form, to the President at least ten days before the General Assembly.

<sup>4</sup> The General Assembly has the following particular powers:

- Accepting the minutes of the last General Assembly
- Accepting the annual report of the President
- Accepting the annual financial statement, the auditor's report, and approving the Board's actions
- Elections: the annual General Assembly
  - elects the Board, consisting minimum of 4 people, for a period of 2 years, and elects, there from, its President. The Board shall constitute itself in terms of all other functions. Members of the Board can be re-elected at the end of their respective term;
  - elects two auditors as well as one backup-auditor for a term of two years. Auditors can be re-elected following the end of their term.
- Granting approval of the budget for the new year, setting membership rates and entry fees
- Approving the annual programme
- Passing amendments to the Bylaws: the General Assembly can pass a resolution resulting in partly or completely amended Bylaws with a majority of two-thirds of members present; the basic principles of the SIRM are to be respected when passing amendments. Motions to change the Bylaws shall be made available to members, in written form, at the time when the invitation to the General Assembly is issued.
- Passing resolutions on motions by the Board and SIRM-members
- Dissolution of SIRM, provided that at least 75 percent of all members declare in favour of such a dissolution.

<sup>5</sup> An extraordinary General Assembly shall be held, should the Board so determine, or if a request for an extraordinary Assembly is put forward in written form and signed by at least 20 percent of members. The same competencies and formal requirements apply as for the annual General Assembly.

<sup>6</sup> Circular resolutions (letter, email or electronic platform) are permitted in justified cases.

## **Art. 8 – The Board**

<sup>1</sup> The Board represents SIRM based on an internally decided mode of representation. The Board deals with any business required by the Bylaws and any business as assigned to the Board by the General Assembly.

<sup>2</sup> The Board is responsible for maintaining the operative office. The operative office can be maintained either internally or externally.

<sup>3</sup> The Board has authority to dispose of any extra-ordinary, unbudgeted expenses which occur within the framework of the objectives of the Association by means of an extraordinary credit facility in the amount of CHR 5.000 per business year.

<sup>4</sup> The Board may establish special committees, to which other SIRM-members who are not Board members may be appointed.

<sup>5</sup> The President or the Vice-President, together with another member of the Board, has legally binding collective power of attorney.

<sup>6</sup> Decisions by the Board and by committees shall be made by a simple majority of members present, provided that at least a simple majority of members is present at the meeting. The President or the Chairperson of the committee casts the deciding vote.

## V. FINANCIALS MATTERS AND LIABILITY

### Art. 9

<sup>1</sup> The financial year shall be the calendar year.

<sup>2</sup> SIRM obtains its means by charging; annual membership fees for its members as well as through contributions and donations made within the framework of its objectives.

<sup>3</sup> SIRM is only liable up to the amount of the funds of the Association. Any liability of members of SIRM is limited to the payment of their membership fees.

## VI. FINAL PROVISIONS

### Art. 10

Provided these Bylaws do not decree otherwise, the provisions of Art. 60 et seq. of the Swiss Civil Code (Schweizerische Zivilgesetzbuch) apply.

### Art. 11

These Bylaws supersede the Bylaws dated 7 May 2014 and become effective immediately.

Resolved by the General Assembly Meeting on 16 June 2021 in Zurich.



Sabrina Hartusch

Chairwoman



Matthias Huber

Vice president