

BYLAWS

SWISSINTELL Swiss Association for Market Research, Competitive Intelligence and Strategic Planning

I. NAME AND REGISTERED OFFICE

Article 1

Under the name 'SWISSINTELL – Swiss Association for Market Research, Competitive Intelligence and Strategic Planning' (hereinafter 'SWISSINTELL'), an association according to Art. 60 et seq. ZGB (Swiss Civil Code) has been established as a legal entity. The association has been established for an indefinite period.

Article 2

The registered office of the association is in Berne, Switzerland.

II. OBJECTIVE AND PURPOSE

Article 3

SWISSINTELL is a national association, bringing together the regional sections, for which it provides administrative and logistics support. Present and future regional sections will be independent in the management of their activities, as long as they are not in contradiction with the present bylaws.

Article 4

SWISSINTELL represents and supports professionals engaged in Competitive-, Market- or Business Intelligence, Research and Analysis and Strategic Planning in Switzerland.

In detail, the purpose of SWISSINTELL is to:

- a. Facilitate knowledge exchange and networking;
- b. Promote the achievement of high standards of quality and greater efficiency (best practice);
- c. Promote content in education, training and problem solving;
- d. Promote a positive awareness and perception of SWISSINTELL professions represented among key users and opinion leaders;
- e. Collaborate internationally in the field of SWISSINTELL professions represented.

III. MEMBERSHIP

Article 5

Association members are:

- a. natural persons;
- b. legal entities.

Article 6

New members can be admitted at any time.
Membership applications must be sent to the Board of Directors.
The Board of Directors has the final say. The decision does not have to be explained.

Article 7

The membership of natural persons will end in any event upon their death; the membership of legal entities will end upon them losing their legal personality.
Members may leave the association by providing six months' notice to the end of a calendar year. The leaving notice must be sent to the Board of Directors in writing.
A member can be excluded by the Board of Directors without explanation. Members always have the right to a hearing before being excluded. The decision does not have to be explained.

V. ORGANISATION

Article 8

The bodies of the association are:
A. The General Assembly
b. The Board of Directors

General Assembly

Article 9

The General Assembly is the supreme body of the association.
The members are invited to the General Assembly at least two weeks in advance by the Board of Directors; the invitation is sent in writing by email with the agenda attached.
A fifth of all members may request that the Board of Directors convenes a General Assembly, in which case the agenda item must be specified.
Members may be represented at the General Assembly by another member.

The General Assembly has the following powers:

- a. Establishing and dissolving the association;
- b. issuing and changing the bylaws;
- c. electing the president;
- d. supervising and dismissing the bodies;
- e. the right to grant discharge.

Each member has one vote in the General Assembly.
Resolutions are passed by a simple majority of the voting members who have voted. Invalid votes and abstentions are not taken into account. In the case of a tied vote, the President has the casting vote.
Only when it comes to a resolution to dissolve the association is a two-thirds majority of the voting members in attendance required.

The General Assembly can also pass its resolutions in writing by email as a circular resolution. Circular resolutions are passed by a simple majority of the votes received. Invalid votes and abstentions are not taken into account. In the case of a tied vote, the President has the casting vote.

Board of Directors

Article 10

The Board of Directors consists of at least three members who are elected for two years. Re-election is permitted.

With the exception of the President, who is elected by the General Assembly, the other members of the Board of Directors are elected by the Board of Directors. The Board of Directors constitutes itself. It governs the signing authority.

The Board of Directors can appoint a management committee consisting of its members, which is responsible for the day-to-day business. The duties and powers are laid down in organisational regulations issued by the Board of Directors.

The Board of Directors can appoint an advisory committee and assign it duties. The duties and powers are laid down in organisational regulations issued by the Board of Directors.

Each member of the Board of Directors has one vote.

Resolutions are passed by a simple majority of the voting members who have voted. Invalid votes and abstentions are not taken into account. In the case of a tied vote, the President has the casting vote.

The Board of Directors can also pass its resolutions in writing by email in the form of a circular resolution. Circular resolutions are passed by a simple majority of the votes received. Invalid votes and abstentions are not taken into account. In the event of a tied vote, the President has the casting vote.

Regional sections

Article 11

The regional sections are at liberty to draw up their own regulations, including the election of their section directors, providing they are not contradicting the Association's bylaws. Each regional section must be represented by at least one member in the SWISSINTELL Board.

VI. FINANCE, MEMBERSHIP FEE AND LIABILITY

Article 12

SWISSINTELL is financed by:

- a. membership fees;
- b. income from events;
- c. donations;
- c. sponsorship.

Article 13

The annual membership fees are set annually by the Board of Directors.

Article 14

The liabilities of SWISSINTELL are covered exclusively by the association's assets. The liability of the members is limited to the annual fee.

VII. INCEPTION OF THE BYLAWS

Article 15

These bylaws were adopted by the General Assembly on 5 September 2017. They replace the previous bylaws from 24 February 2015 and are effective immediately.

Place: Geneva, Switzerland

Date: September 5, 2017

A handwritten signature in blue ink, appearing to be 'D. Wanner'.

The President:

A handwritten signature in blue ink, consisting of a stylized 'P' and 'R'.

The Vice President: