

Statutes

1. Name of the association

Profawo is an association within the meaning of Art. 60 of the Swiss Civil Code (ZGB).

2. Head office

The head office of the Association is in Bern.

3. Purpose of the association

The profawo association has set itself the goal of making it easier to combine family life and work. To achieve this, the association supports employers and their employees in finding optimal care solutions for their family members. It works closely with providers of care institutions and coordinates the existing offers. It provides targeted care services. The services of the association can be used by all persons, irrespective of whether the employer is a member or has an employment contract with a member company.

The association can create new care services and promote new cooperation projects between employers and independent providers. It may enter into partnerships with other institutions in the field of care, join forces with them, support such institutions or establish new ones, as well as set up, take over and operate care facilities itself. It may acquire and sell real estate. The profawo association works for the public good and is not profit-oriented.

4. Funds of the association

- 4.1. The Association shall be financed by membership fees and by contributions from contractual partners in accordance with section 6.2.
- 4.2. The association is also financed by sponsor and patron contributions as well as by income from campaigns and other activities.
- 4.3. Any surplus after covering all expenses shall be invested in the further development of the Association.
- 4.4. Only the assets of the association shall be liable for the obligations of the association. An obligation to make additional contributions and a personal liability of the members are excluded.

5. Bodies of the association

The bodies of the association are:

- 5.1 the General Assembly
- 5.2 the executive Board
- 5.3 the auditors
- 5.4 the office

5.1. The General Assembly

- 5.1.1 The General Assembly is the supreme body of the Association. It shall be summoned by the Executive Committee in writing, no later than twenty days in advance.
- 5.1.2 The ordinary General Assembly shall be held once a year. The agenda shall be announced in writing with the invitation. Motions to the General Assembly which are submitted in writing to the Executive Board by the end of January prior to the respective General Assembly shall be placed on the agenda of the General Assembly. If motions are received later or if they are mere enquiries, they shall be discussed at the general meeting, but a resolution may only be passed at a later general meeting.
- 5.1.3 Exceptional General Meetings may be convened at any time, namely:
 - by resolution of the General Assembly
 - by resolution of the Executive Board
 - if at least one fifth of the members so request, such request having to be made in writing to the Executive Board, stating the purpose and the agenda items.
- 5.1.4 The Executive Board may hold a virtual General Assembly by video or telephone conference instead of a General Assembly with physical presence. Within the framework of the virtual General Assembly, the Executive Board shall ensure that each member can express himself, hear the votes of other members and exercise his rights, namely the right to vote.
- 5.1.5 The General Assembly shall pass resolutions by a simple majority of the votes present, unless the law or the Statutes require a qualified majority for a resolution. A resolution of the General Assembly may also be passed by circular letter, unless one tenth of all members request a verbal discussion within twenty days of delivery of the motion. In the event of a tie, the President shall have the casting vote.
- 5.1.6 For votes on dissolution of the Association and merger with another legal entity, at least half of the members of the Association representing at least half of the members' votes must be present. If this quorum is not reached, a second general meeting may be convened, which shall take place at the earliest 60 days after the first meeting. At this second meeting the quorum shall no longer be required. In any case, the approval of at least 3/4 of the votes present shall be required for the above business.
- 5.1.7 The General Assembly shall be chaired by the President or Vice-President of the Association, who shall also be the President of the Executive Board.
- 5.1.8 Elections and votes shall be held openly unless one or more members, who together have at least 5 votes, request a secret vote.
- 5.1.9 In resolutions on the discharge of the executive bodies, members who have participated in any way in the management of the Association shall not have the right to vote.

Likewise, a member shall not be entitled to vote if the resolution concerns legal transactions, legal disputes of the Association with him or her or a spouse or relative in the direct line

5.1.10 The General Assembly shall have the following authority:

- A. Election of the President, the other members of the Executive Board and the auditors, as well as of other committees, unless their appointment is expressly delegated to the Executive Board.
- B. Acceptance of the annual report and the annual accounts as well as the report of the auditors; declaration of discharge to the executive bodies.
- C. Settlement of complaints against the executive bodies.
- D. Decision on the establishment or abolition of a branch office.
- E. To determine the membership fees and to issue the regulations on membership fees.
- F. Taking out loans (greater than CHF 500,000).
- G. Takeover or foundation of or participation in new associations and in other legal entities or institutions involving a change of purpose.
- H. Amendment or supplementation of the Statutes.
- I. Dissolution of the Association or its merger with other persons.
- J. To pass resolutions on all other business reserved to the General Assembly by law or by the Articles of Association or referred to it by the Executive Board.
- K. To consider motions from members submitted in writing to the President at least ten days before the meeting.

5.2. The executive board

5.2.1 The Executive Board consists of 3 to 7 persons who do not have to be members of the Association. It constitutes itself with the exception of the President, who is elected by the General Assembly. The term of office is one year. After the expiry of the term of office, all members of the Executive Board shall be eligible for re-election. Members newly elected during a term of office shall take up the term of office in whose place they are elected. The term of office begins and ends at the ordinary general assembly.

5.2.2. The Executive Board shall meet as often as business requires.

5.2.3 The Executive Board shall decide on all tasks assigned to it by the General Assembly or by law or by the Articles of Association. The tasks of the Executive Board include in particular:

- A. To pass resolutions in all matters of the Association which are not expressly delegated to the General Assembly or other bodies. In particular, it shall be responsible for the entire management and general supervision of the interests of the Association.
- B. Execution of the Association's decisions.
- C. Financial planning, financial management and financial control.
- D. Convocation of the General Meeting.
- E. To employ and supervise the staff necessary for the operation of the Association and to direct and supervise the activities of the office.
- F. Deciding on the elevation of lawsuits, the distance from such and the conclusion of settlements.

5.2.4 The Executive Board shall constitute a quorum if at least three members are present.

- 5.2.5 Resolutions of the Executive Board shall be adopted by simple majority. In the event of a tie, the President shall have the casting vote.
- 5.2.6 The Executive Board may validly decide by circular letter. In this case, the decision must be unanimous. Each member shall have the right to request that the business be dealt with at the meeting.
- 5.2.7 The Executive Board protocols its meetings and resolutions

5.3. Auditors

The General Assembly shall elect an external auditor for a period of one year. Re-election is possible. The auditors must meet the requirements of the Swiss Code of Obligations.

The annual accounts shall be subject to a limited audit in accordance with Art. 69b of the Swiss Civil Code and the relevant provisions of the Swiss Code of Obligations.

6. Member companies

- 6.1 Employers are members of the association. Each new member shall receive the statutes.
- 6.2 Other organisations (in particular those under public law) as well as private individuals who are not members of the Association may make use of the services for their employees, residents, members or beneficiaries as contractual partners by means of service agreements.
- 6.3 The voting rights of the members in the general assembly are graduated as follows.
 - 6.3.1 Each member has at least 1 vote.
 - 6.3.2 Members who pay a membership fee of more than CHF 2,000 shall have one vote for each CHF 2,000 of membership fee paid, whereby a member may not have more than 20 votes.
 - 6.3.3 Resignation from the Association shall be effected by written declaration (by email or letter) at the end of the Association year. The declaration must be made at the latest six months before the end of the association year. The Executive Board decides on the exclusion of members without giving reasons.
- 6.4 Utilisation of services of the association
 - 6.4.1 Members of the Association may use the services of the Association for themselves and their employees as soon as they have paid the annual membership fee.
 - 6.4.2 The association shall draw up an individual service agreement with the contractual partners pursuant to section 6.2, which shall be based on its own tariff model.

7. Statement of accounts

- 7.1 The association year shall correspond to the calendar year. Members' annual subscriptions shall be paid in advance and shall be due on 31 January each year, or, in the case of new members, at the time of joining the Association.
- 7.2 For contracting partners pursuant to Clause 6.2, the contribution shall become due upon conclusion of the service agreement. In the case of an agreed annual contribution, Clause 7.1 shall apply analogously.

8. Dissolution

The general assembly may resolve to dissolve the Association, subject to the quorum requirements of section 5.2.5.

The general assembly shall decide on the use of the Association's assets in the event of dissolution. The assets shall be used for the purpose of the Association for the benefit of a non-profit institution in the field of reconciliation of family and work, in particular supplementary family care for children or relatives. A distribution of the association's assets among the members is excluded.

Final regulations

These Statutes are adopted at the General Assembly of 15 June 2023 in Zurich. They shall enter into force on 16 June 2023 and replace those of 5 May 2022.

Zurich, 15 June 2023

Appendix:

Regulations on membership fees

1. Profawo's annual membership fees are calculated as follows:

A. Regional memberships

Number of employees	Annual contribution in CHF
- 50	2'000
51 - 150	3'000
151 - 300	5'000
301 - 500	7'500
501 - 1'250	10'000
1'251 - 2'500	15'000
2'501 - 5'000	20'000
5'001 - 7'500	25'000
7'501 - 10'000	30'000
> 10'000	35'000

B. Swis-wide memberships

Number of employees	Annual contribution in CHF
- 50	3'000
51 - 200	5'000
201 - 300	7'000
301 - 500	10'000
501 - 1'000	15'000
1'001 - 1'500	20'000
1'501 - 2'000	25'000
2'001 - 3'000	30'000
3'001 - 5'000	40'000
5'001 - 10'000	50'000
10'001 - 20'000	60'000
20'001 - 30'000	70'000
30'001 - 40'000	80'000
40'001 - 50'000	90'000
> 50'000	95'000

The number of employees of a member at the beginning of the respective association year is decisive. A reduction in the number of employees of a member during an association year does not result in a refund.

If a member increases its number of employees during an association year in such a way that it falls into a higher contribution category, the membership fee for the duration of the current association year shall in principle not be increased, unless the increase in the number of employees of the member concerned has been at least 20% in total since the beginning of the association year. In this case, the increase in the membership fee shall be calculated pro rata for the quarters of the financial year that have started and the quarters remaining until the end of the year in accordance with the above table.

2. The annual membership fee according to section 1 shall be due at the beginning of each year.

If a member joins the Association during a current Association year, only the membership the membership fee for the first quarter and the quarters remaining until the end of the year.
quarters remaining until the end of the year.

The membership fee in accordance with Clause 1 shall be the maximum fee payable by a member to the Association. member shall pay to the Association. This does not apply to separate agreements with members concerning sponsoring, special services, etc

3. These regulations are valid from the association year 2002 and were revised at the general meeting of of 30 March 2007, of 5 April 2013 and of 24 June 2020.