

# **CFA Society Switzerland**

(Member of CFA Institute)

As amended 23rd Sept 2014

## **Bylaws**

### **ARTICLE 1 - FORMATION**

- 1.1 Name.** Formed in Switzerland as a non-profit society according to the *Swiss Civil Law*, the name of the Society shall be the CFA Society Switzerland (herein referred to as the 'Society'). In general, the Society shall abide by the Swiss Civil Law Book Articles 60 to 79.
- 1.2 Location.** The principal office of the Society shall be at such place as the Board may determine from time to time.
- 1.3 Fiscal Year.** The fiscal year of the Society shall, unless otherwise determined by the Board, end on June 30.
- 1.4 Membership in CFA Institute.** This Society is a Member of CFA Institute. To the extent that there is any conflict between the Bylaws of the Society and the Bylaws of CFA Institute, those of CFA Institute shall take precedence and shall govern.

### **ARTICLE 2 - OBJECTIVES**

- 2.1 The objectives of the Society shall be:**
  - (a) to enhance knowledge of the investment process decisions and to encourage a high level of professionalism and ethical behaviour within the Swiss investment community.  
The Society shall strive to promote and increase the acceptance of the CFA Institute Standards of Professional Conduct and the Code of Ethics and the Performance Presentation Standards;
  - (b) to encourage contact and communication among investment professionals in Switzerland and to further promote the interests of the Swiss investment community within the global environment;
  - (c) to promote the CFA<sup>®</sup> Charter in Switzerland and increase its acceptance within the investment profession.

### **ARTICLE 3 - DEFINITIONS**

For the purposes of the Bylaws, the following are defined terms that may be used herein, as appropriate, in the singular or plural form:

- 3.1 “Acceptable Professional Work Experience”** includes, as it relates to applicants seeking to become Regular Members or Affiliate Members, activities that consist to a majority extent of:

- (a) evaluating or applying financial, economic, and/or statistical data as part of the Investment Decision-Making Process involving securities or similar investments, which includes, but is not limited, to publicly traded and privately placed stocks, bonds and mortgages and their derivatives; commodity-based derivatives and mutual funds; and other investment assets, such as real estate and commodities, if these other investment assets are held as part of diversified, securities-oriented investment portfolios; or
  - (b) supervising, directly or indirectly, those who practice such activities; or
  - (c) teaching such activities.
- 3.2** “**Affiliate Member**” is an individual who has met the membership requirements set forth in Section 4.3 of the Society Bylaws and whose membership has not been revoked or suspended.
- 3.3** “**Board**” is the Board of Directors of the Society.
- 3.4** “**Bylaws**” refers to the Bylaws of the Society as they may be amended from time to time.
- 3.5** “**Candidate Member**” is an individual who has met the membership requirements set forth in Section 4.4 of the Society Bylaws and whose membership has not been revoked or suspended.
- 3.6** “**CFA Institute**” is a Virginia non-stock corporation.
- 3.7** “**CFA Program**” is the Chartered Financial Analyst (CFA<sup>®</sup>) study and examination program developed and administered by CFA Institute.
- 3.8** “**Chartered Financial Analyst<sup>®</sup>**” and “**CFA<sup>®</sup>**” are marks of CFA Institute that members authorized by CFA Institute may use as a professional designation.
- 3.9** “**Code and Standards**” is the *Code of Ethics and Standards of Professional Conduct*, as amended periodically by CFA Institute.
- 3.10** “**Honorary Member**” is an individual who was nominated by the Board as set forth in Section 4.5 of the Society Bylaws and whose membership has not been revoked or suspended.
- 3.11** “**In Good Standing**” refers to a member who has paid all applicable CFA Institute dues in full, has submitted a Professional Conduct Statement to CFA Institute, and is not currently the subject of a Formal Proceeding or Disciplinary Sanction, as provided in the CFA Institute Bylaws.
- 3.12** “**Investment Decision-Making Process**” is the professional practice of financial analysis, investment management, security analysis, or other similar professions.
- 3.13** “**Member’s Agreement**” is a document prepared by either the Society or CFA Institute setting forth obligations and responsibilities that must be signed annually by every Member.
- 3.14** “**Professional Conduct Statement**” is a form prepared by CFA Institute inquiring into a member’s conduct that must be signed and submitted on an annual basis by each member except those members excused under the CFA Institute Bylaws on or before a date designated by CFA Institute.

- 3.15 **“Regular Member”** is an individual who has met the membership requirements set forth in Section 4.2 of the Society Bylaws and whose membership has not been revoked or suspended.

## ARTICLE 4 - MEMBERSHIP

- 4.1 **Classes of Members.** The Society has four classes of members: Regular, Affiliate, Candidate and Honorary.
- 4.2 **Regular Member.** To become a Regular Member of the Society, an individual must be a Regular Member of CFA Institute and fulfil such other requirements as the Society may impose consistent with the requirements established by CFA Institute.
- 4.3 **Affiliate Member.** To become an Affiliate Member of the Society, an individual shall qualify as, and upon becoming an Affiliate Member of the Society be accepted as, an Affiliate Member of CFA Institute, and have obtained one or more years of experience in the financial industry.
- 4.4 **Candidate Member.** Each applicant seeking to become a Candidate Member of the Society shall be a currently enrolled Candidate in the CFA Program.
- 4.5 **Honorary Member.** Honorary Members are nominated at the sole discretion of the board because their presence within the Society could serve the Society’s missions. They shall however sign and submit a Member's Agreement, a Professional Conduct Statement, and any additional documentation as requested by the Society.
- 4.6 **Member Responsibilities.**
- (a) Each Regular Member, Affiliate Member and Candidate Member of the Society shall:
- (i) adhere to all applicable rules and regulations of the Society and of CFA Institute, including but not limited to their Articles of Incorporation, their Bylaws, the Code and Standards, and other rules relating to professional conduct and membership, all of which may be amended from time to time;
  - (ii) be subject to the disciplinary jurisdiction and sanctions of the Society and CFA Institute;
  - (iii) submit information relating to professional conduct and activities as the Society or CFA Institute may request;
  - (iv) produce documents, testify, and otherwise cooperate in disciplinary proceedings of CFA Institute and adhere to such other applicable requirements as set forth from time to time by CFA Institute and the Society; and
  - (v) maintain membership In Good Standing with CFA Institute.
- 4.7 **Applications for Membership.** Any individual applying to become a Regular Member or an Affiliate Member of the Society shall file with CFA Institute and the Society an application for membership, along with additional information or documents as required by CFA Institute and the Society. The Board shall have the right to review all applications for membership in the Society. In the event

of disagreement concerning administration or interpretation of the CFA Institute requirements of Regular Members and Affiliate Members, the Society shall have the right to appeal to the CFA Institute Board of Governors. The CFA Institute Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of membership provisions. Any individual applying for another class of membership shall follow such procedures as the Board shall establish from time to time.

**4.8 Voting Rights.** Regular Members and Retired Regular Members in Good Standing have voting rights in the Society and each Regular Member and Retired Regular Members In Good Standing shall be entitled to one (1) vote on each matter submitted to the Regular Members and Retired Regular Members. Affiliate Members and other members do not have voting rights in the Society.

**4.9 Dues.** Membership dues are set by the General Assembly pursuant to Article 5.

(a) Any member who fails to pay annual Society membership dues in full shall be automatically suspended from membership in the Society. When payment is made in full, such member shall be automatically reinstated, subject to the Bylaws.

(b) Pursuant to an agreement between the Society and the CFA Institute, the CFA Institute will bill and collect the membership dues for the Society's Regular Members and Affiliate Members.

**4.10 Resignation.** Any member may at any time cease to be a member of the Society by submitting a notice of resignation to the Society President or Secretary. Such resignation shall be effective on receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states. The Society shall notify CFA Institute of the resignation of any Regular Member or Affiliate Member from the Society.

**4.11 Suspension or Revocation of Membership.** One's membership in the Society may be suspended or revoked at any time for any violation of Section 4.6, as determined and applied by CFA Institute and/or the Society. In the case of Regular Member and Affiliate Members, membership in the Society shall be suspended or revoked if their membership in CFA Institute is suspended or revoked. A member whose membership is revoked or suspended shall not be entitled to any rights or privileges of membership.

**4.12 Membership List and Member Records.** The Society shall keep a list of the names, business addresses, business affiliations, and membership classifications of all Society members and such other records and information relating thereto as the Board shall determine. The Society shall provide to CFA Institute such information as CFA Institute may request and that relates to CFA Institute activities or to membership in CFA Institute.

**4.13 Retired Member Status** Within the Regular Member and Affiliate Member Classes of membership, a retired status will be available.

(a) A Regular Member or Affiliate Member of the Society may assume retired status if he or she:

(i) has been a Regular Member or Affiliate Member of CFA Institute for one year;

- (ii) is not currently engaged in professional activities which qualify as Acceptable Professional Work Experience sufficient to receive the CFA charter or complete Regular Membership requirements;

## **ARTICLE 5 - MEETINGS OF THE MEMBERS**

### **5.1 Meetings.**

- (a) All meetings of members shall be held at a suitable time and place as determined by the Board.
- (b) There shall be an annual meeting of the members that shall be held during the first three months of the Society's fiscal year as determined by the Board.
- (c) The Assembly is the highest order of the Society. It decides such matters as the approval of the annual statement and of the proposed budget; exonerates the Board; elects or removes members of the Board. The Assembly shall delegate the 'power of attorney' to the Board for all unexpected issues.
- (d) Special Meetings of the members shall be called:
  - (i) by the Board or the President; or
  - (ii) by the Secretary, on receipt of a written petition signed by at least one-fifth (1/5) of the Regular Members in Good Standing; or
  - (iii) by the Secretary, upon written application by a majority of the Board, or in case of death, absence, incapacity or refusal of the Secretary, by another officer.
- (e) The call and the written application shall state the purpose for which the proposed meeting is to be held.

**5.2 Notice.** A written notice of any meetings of members containing the place, date, hour, and the purposes for which it is to be held, shall be given to each Member by the Secretary at least thirty (30) days before the meeting.

### **5.3 Voting and Proxies.**

- (a) Each Regular Member shall have one (1) vote to be exercised in person or by proxy. Affiliate Members, Candidate Members and Honorary Members do not have voting rights in the Society.
- (b) Proxies must be in writing or via secure electronic means and filed with the Secretary before being counted. The person named in a proxy may vote at any adjournment of the meeting for which the proxy was given, but proxy shall terminate after final adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it shall be valid.

**5.4 Presiding and Recording Officers.** The President shall preside at meetings of members. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

## **ARTICLE 6 - BOARD OF DIRECTORS**

**6.1 Authority and Responsibility.** The Board has the authority to represent the Society subject to this set of Bylaws and all applicable laws. The Board has the authority to determine additional functions of the Officers and may decide upon

issues that do not fall under the responsibility of an individual officer or of the General Assembly.

**6.2 Composition and Qualification.**

- (a) The Board of Directors shall consist of at least three (3) elected Directors and the following Officers: the President, Vice President, Treasurer, Secretary, and if available and willing to serve, the immediate past Society President ('Past President').
- (b) Regular Members and up to a maximum of two Affiliate Members of the Society may serve on the Board.

**6.3 Election and Terms.** The Board of Directors shall be elected by the members of the Society entitled to vote at the General Assembly. The President, Vice President, Treasurer and Secretary shall each serve as a Director for a term concurrent with his or her respective term as an Officer of the Society. The other Directors, unless re-elected, shall retire from office on the day following each Annual Meeting of the Society.

**6.4 Meetings and Notice.** Meetings of the Board of Directors may be held at a time and place determined by the Board or the President without call or notice, provided that any Director who is absent when such decision is made shall be given written notice by the Secretary of the time and place of such meeting.

**6.5 Presiding and Recording Directors.** The President shall preside at meeting of the Board. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

**6.6 Quorum and Voting.**

- (a) Each Director in office shall have one vote.
- (b) A majority of Directors in office shall constitute a quorum at any meeting of the Board.
- (c) Though less than a quorum be present, any meeting may without further notice be adjourned to a different time or place.
- (d) At any adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the original meeting.
- (e) If a quorum is present at a meeting, a majority of the Directors present may decide any question, unless otherwise provided herein, by Charter, or by law.
- (f) It is possible for a resolution to pass by way of circulation without a meeting if all Directors are contacted.

## **ARTICLE 7 - OFFICERS**

**7.1 Designation and Qualification.**

- (a) The Officers of the Society shall consist of a President, Vice President, Treasurer, Secretary, and any such other Officers as the Board may from time to time appoint.
- (b) Regular Members and up to a maximum of two Affiliate Members of the Society may serve as Officers. The President and the Vice President shall be CFA Charterholders.

**7.2 Election and Appointment.**

- (a) The President, Vice President, Treasurer and Secretary shall

- (i) be elected by the Regular Members at the Annual Meeting of members;
  - (ii) hold office for one year commencing at the beginning of the fiscal year and until their respective successors are elected or appointed. The President and the Vice President may be re-elected once for a consecutive term in their respective offices.
- (b) Officer positions other than those listed in 7.1 immediately above may be appointed by the Board at any time and shall hold office for such terms as the Board may determine.

**7.3 President.** The President shall be the chairperson of the Society and, subject to the direction of the Board, shall:

- (a) exercise general supervision and control the affairs of the Society;
- (b) preside as 'Chair' at all meetings of the members and the Board; and
- (c) have such further powers and duties as the Board shall determine.

**7.4 Vice President.** The Vice President shall:

- (a) have such powers and perform such duties as may be determined by the Board;
- (b) exercise all powers and duties of the President during the President's absence or in the event of the President's inability to act; and
- (c) become President of the Society in the event of the President's death or resignation and shall serve for the remainder of the President's term, or until a successor is elected.

**7.5 Treasurer.** The Treasurer shall:

- (a) maintain general charge of the financial affairs of the Society, subject to the direction of the Board;
- (b) keep full and accurate records thereof, which shall always be open to the inspection of the President or any Director;
- (c) submit an annual financial statement and such other statements as the Board may require; and
- (d) render to the Board, at regular meetings thereof or whenever they may require it, a statement of the accounts of transactions as Treasurer, and the financial condition of the Society.

**7.6 Secretary.** The Secretary shall:

- (a) record and maintain records of the proceedings of all meetings of the members and of the Board in books kept for that purpose;
- (b) notify the members and the Directors of all meetings in accordance with the Bylaws;
- (c) keep all the records of the Society not kept by the Treasurer; and
- (d) perform such other functions as determined by the Board.

**7.7 Delegation of Power.** In the case of the absence or disability of any Officer of the Society, or for any other reason deemed sufficient by the Board, the Board may, by vote of a majority of the Directors in office, delegate such Officer's power or duties to any other Officer or Director or may declare the office vacant.

**7.8 Vacancies.** A vacancy in any office may be filled by the Board for the unexpired term of the officer whose place is vacant and until a successor is elected or appointed.

**7.9 Resignation.** Any Officer may at any time resign his or her office by delivering a resignation in writing to the Society at its principal office or to another

Officer. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

- 7.10 Removal.** Officers elected or appointed by the Board may be removed from their respective offices with or without cause by vote of a majority of the Directors then in office.

## **ARTICLE 8 - INTERNAL AUDITORS**

- 8.1 Authority and Responsibility.** The internal auditors will meet at least once a year with the Treasurer to check the conformity of the financial statement of the Society. Based on their audit they will propose exoneration to the General Assembly of the Treasurer.
- 8.2 Composition and Qualification.** There will be two internal auditors, who must be Regular Members of the Society.
- 8.3 Election and Term.** The auditors will be elected by the members of the Society entitled to vote at the General Assembly and shall hold office for a period of two (2) years commencing at the beginning of the fiscal year and until their successors are chosen and qualified.

## **ARTICLE 9 - COMMITTEES**

- 9.1 Creation, Appointment and Composition.**
- (a) The Board may create committees that may as determined by the Board
- (i) contain any number of members; and
  - (ii) exercise powers conferred upon the same by the Board, unless otherwise provided herein, by Charter, or by law.
- (b) All members of committees shall hold office until the day following the General Assembly in the year next following the appointment or election, unless otherwise determined by the Board.



**9.2 Nominating Committee.**

- (a) The Board shall appoint annually, at least sixty (60) days prior to the Annual Meeting, a Nominating Committee of at least three (3) persons, one of whom shall be the designated chair.
- (b) The Nominating Committee shall:
  - (i) make Director and Officer nominations, subject to the qualifications set forth herein;
  - (ii) report its nominations in writing to the Secretary not less than three weeks prior to the Annual Meeting; and
  - (iii) instruct the Secretary to send a copy of the report of the Nominating Committee, or summary thereof, at least fifteen (15) days before the Annual Meeting to each Regular Member and, if so required, to each Affiliate Member.
- (c) Any Member may offer nomination for Directors or Officers from the floor at the Annual Meeting subject to the qualifications set forth herein, provided that such Member has submitted to the Secretary not later than five (5) days before the Annual Meeting a notice signed by not less than five percent (5%) of the members of the Society that states the names of the proposed nominees.

**ARTICLE 10 - PROFESSIONAL CONDUCT**

**10.1 Adoption.** The Society adopts the CFA Institute Code of Ethics and Standards, which are incorporated by reference. All members must comply with the provisions thereof.

**10.2 Enforcement.** The Society and its Board:

- (a) delegate to CFA Institute all authority and responsibility for enforcement of the Code and Standards with respect to all Regular Members, Affiliate Members and Candidate Members of the Society; and
- (b) shall report to CFA Institute any violations of the Code and Standards of Professional Conduct that come to the Society's attention.

**10.3 Charges.** Any person may in writing, address the Society or an officer or director thereof concerning a charge or charges of breach of the Code and Standards by a Member. The Board shall promptly forward all such complaints regarding all Regular Members, Affiliate Members and Candidate Members of the Society to the CFA Institute Professional Conduct Program. The complainant may request that the complaint remain sealed until it is received by CFA Institute.

**ARTICLE 11 - LIMITATION OF LIABILITY**

**11.1 Limitation of Liability.** To the full extent that applicable law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers, a director or officer of the Society shall not be liable to the Society or its members for monetary damages. In any case, personal liability of all members shall be limited to the lower of the membership dues or CHF 100.

## **ARTICLE 12 - AMENDMENTS OF THE BYLAWS**

- 12.1 Proposal for Amendment.** Every Regular Member may propose to amend the Bylaws. Member proposed amendments must be submitted to the Secretary no later than the end of the fiscal year. The Board approves proposals for amendments with simple majority, to be brought before the next General Assembly.
- 12.2 Adoption of Amendment.**
- (a) A proposed amendment shall be adopted upon vote by two-thirds (2/3) of all Regular Members voting.
  - (b) Subject to the Charter and applicable law, amendments to the CFA Institute Bylaws approved by the CFA Institute membership that necessitate amendment of the Society Bylaws shall be implemented by the Board without submission to the members for approval pursuant to the requirement of Article 1, Section 1.4 herein.

## **ARTICLE 13 - DISSOLUTION**

- 13.1 Procedure.**
- (a) The Society may be dissolved by a three-quarter (3/4) vote of the Regular Members.
  - (b) In the event of the liquidation or dissolution of the Society:
    - (i) no member shall be entitled to any distribution or division of its property or its proceeds; and
    - (ii) all funds and property of the Society shall be transferred to or applied for the benefit of one or more corporations or organizations qualifying under applicable law, as selected by the Board and by any court that may exercise jurisdiction over such liquidation or dissolution.