

Articles of Association & Regulation

Articles of Association

of swissstaffing

I. Name, headquarters and purpose

Art. 1

The name swisstaffing refers to a trade association as defined by Art. 60 of the Swiss Civil Code.

The association's headquarters is in the same location as its secretariat.

Art. 2

In its capacity as an employment services trade association, swisstaffing represents the economic, political and legal interests of its members in respect to employer and employee associations, social partners, businesses, the state, regulators and public opinion.

swisstaffing pursues its objectives not only in Switzerland, but also in close cooperation with temporary work employment services associations throughout Europe and internationally.

Through its guiding principles and clearly articulated best-practice standards appropriate for its divisions, swisstaffing is dedicated to engaging with its marketplace counterparts with transparency, certainty, quality and professionalism.

As a proactive employment industry association, swisstaffing is committed to the ongoing advancement of human resources management and supports its members in the development of their professional and social skills.

Art. 3

In particular, swisstaffing pursues its objectives by:

- Representing its members' best interests vis-à-vis the public, authorities, government bodies, the economy, their associations and their social partners
- Assuming an active role in shaping the industry's regulatory framework by defending the industry's interests vis-à-vis politicians and authorities and by steering the course of referendums and initiatives

- Developing and representing industry positions as well as defending their merits before authorities and government and regulatory bodies
- Fostering a mutually beneficial collaboration between employers and employees through the establishment of bipartisan relationships such as collective bargaining agreements and other similar social contracts
- Assisting with the implementation of collective bargaining agreements and other similar social contracts in the context of maintaining labor harmony
- Being committed to oppose unjustified workers' claims and to support association members through appropriate measures during labor disputes
- Establishing and implementing a code of professional ethics and quality governing relations between member companies as well as between them and employees, customers and authorities
- Supporting the professional and social skills of association members
- Promoting transparency and certainty in all aspects of the provision of employment services
- Keeping association members informed about all relevant economic, political and scientific developments
- Ensuring ongoing communication with marketplace counterparts on relevant legal issues affecting the market and the industry
- Establishing an arbitration process to resolve internal disputes
- Representing the interests of the association, its membership or specific members with respect to proceedings before administrative authorities, law enforcement agencies and courts, in accordance with the right of collective appeal
- Coordinating its activities with those of other trade associations, in particular with the Swiss Federation of Small and Medium Enterprises, the Swiss Employers' Association and with relevant international industry associations
- Fostering dialogue and cooperation with counterparts in the national, European and international marketplaces and with other industry relevant associations.

II. Membership

Art. 4

Any legally autonomous business that offers employment services and commits in writing to the statutory arbitration clause at the time of entry is eligible for membership.

Companies and organizations with a demonstrated interest in the activities of the association, which do not fulfil the conditions for an ordinary membership, are admissible as associated members. The “Guidelines on associated members” describe their rights and obligations.

The Board decides on membership following a written request. It can deny membership without indicating its reasons.

By virtue of admission to swissstaffing, all members recognize its Articles of Association and rules and commit themselves to respect in good faith the decisions and the instructions of swissstaffing’s governing bodies.

Art. 5

Membership resignation is only possible at the end of a calendar year and must be tendered by registered letter to the address of the Secretariat at least three months in advance.

Art. 6

A member can be expelled from swissstaffing for one of the following reasons:

- If a member refuses to abide by either swissstaffing’s Articles of Association or decisions by its governing bodies
- If a member’s behavior seriously compromises the interests of swissstaffing
- If, despite having been invited to join, a member does not fulfill membership responsibilities, in particular payment of membership fees
- If the member has outstanding debts with Swiss social welfare institutions (in particular CBA, LPP, FAK, SUVA and OASI contributions) and fails to settle them despite debt collection proceedings
- If a member no longer meets the conditions for swissstaffing membership.

Expulsion is decided by the Board. The member in question can submit a written statement before a decision is made.

Expelled members have no rights to either association assets or financial reimbursement.

Art. 7

Membership is cancelled automatically if a member undergoes bankruptcy proceedings or is expelled from a commercial register.

III. Membership Fees

Art. 8

The General Assembly determines membership fees annually for each member for the following fiscal year. The membership fee consists of a basic fee and a service fee determined by the wage bill.

Details are set according to a rule covering contributions and voting rights. Members are not personally liable for the obligations of the association.

The Board fixes the associated member fees.

For members admitted during the fiscal year, their first annual membership fee is calculated on a pro rata basis from the beginning of the month of membership through the end of the current fiscal year.

Members are required to make available all information necessary for the calculation of membership fees. The Board may take steps to verify the information. The fee is determined based on each member’s OASI-liable wage bill subject to the CBA on Staff Leasing paid out during the previous year.

For members consisting of multiple companies (e.g. holding companies), the wage bill is divided up by legal entity, and the wage-bill-dependent membership fee and wage-bill-dependent voting rights are also calculated for each individual legal entity. However, the basic fee and basic vote are only issued once per corporate group.

The wage bill must be communicated to swissstaffing’s compensation fund in writing.

The Board may take steps to verify the information.

IV. Organization

Art. 9

The governing bodies of swissstaffing are:

- 1 General Assembly
- 2 Board
- 3 Management Committee
- 4 Quality and Ethics Commission
- 5 Arbitrator
- 6 Auditor

The General Assembly may establish other governing bodies.

1. General Assembly

Art. 10

The General Assembly is the highest of swissstaffing's governing bodies. It consists of representatives from the member companies.

The General Assembly is responsible for:

- Formulating public policy positions for the association and the industry
- Appointment and dismissal of the:
 - President and members of the Board
 - President and members of the Quality and Ethics Commission
 - Arbitrator
 - Auditor
- Approving annual financial statements and audit reports
- Approving the annual report
- Activities of the Board and the Management Committee
- Approving the activities program to be carried out until the next General Assembly
- Setting annual membership fees for the next fiscal year
- Budget approval
- Review of issues raised by members
- All questions or issues that arise which the Articles of Association do not assign to one of the other governing bodies.

The General Assembly may, following a proposal by the Board, grant honorary membership or honorary President status to certain individuals who have particularly distinguished themselves by their long service in the best interests of swissstaffing. Honorary members are informed of certain events and invited as guests. When appropriate, they are exempt from membership fee obligations.

Art. 11

In principle, the General Assembly convenes itself during the first half of each fiscal year.

Extraordinary sessions of the General Assembly can be called by the Board or the Management Committee or on the request of one-fifth of the membership.

For the General Assembly to be considered properly convened, an invitation and agenda are to be issued at least 14 days before the meeting date.

The General Assembly can only address an issue that is not on the agenda if its retroactive inclusion as an agenda item is supported by a qualified majority of two-thirds of votes in attendance.

Proposals from individual members to be considered by the General Assembly must arrive at the Secretariat at least 30 days before an ordinary General Assembly meeting. The Secretariat must inform all members of these proposals at the time the invitation and agenda are sent. If possible, such proposals are to be subjected to preliminary deliberation by the Board or the Management Committee. In the case of such proposals arriving too late, the Board or Management Committee can only submit them for consideration during the following year's ordinary General Assembly.

Art. 12

The President, or the Vice-President or other Board member assuming the presidency in the President's absence, presides over the General Assembly and appoints scrutineers chosen from those in attendance.

Minutes of the General Assembly's decisions must be maintained, signed by the President and the Secretary and submitted for approval by the next General Assembly.

Art. 13

Each member's number of votes is fixed by membership fee rules and voting rights.

A member is able to vote on behalf of a maximum of one additional member by means of a written proxy.

Voting and elections are carried out by a show of hands unless the Board or one-quarter of votes in attendance requests a secret ballot.

A vote is agreed by an absolute majority of members in attendance at a General Assembly. In the case of elections, these are decided in the first round by an absolute majority of votes in attendance, or, if an absolute majority is not reached, by a simple majority of votes in attendance during a second round.

Votes on amendments to the Articles of Association, or on approvals of important agreements with third parties, such as collective bargaining agreements, as well as on dissolution of the association, liquidation of its assets or its merger with another organization can only take place if they are included on the agenda accompanying the invitation. For such decisions, approval by at least two-thirds of votes in attendance is necessary.

In the case of a tie, the President's vote prevails. In the case of an election, the decision is made by drawing lots.

For decisions concerning the discharge of members of governing bodies, those who have participated in any way in the management of the association's affairs do not have the right to vote. Likewise, no member has the right to vote on litigation or other legal matters between swissstaffing and the member, the member's spouse or life-partner or close relatives.

Art. 13^{bis}

In exceptional cases, the General Assembly or the Board can decide to proceed with a written vote delivered by postal service.

Notification of the written vote is sent by postal service to all members of swissstaffing.

The Secretariat mails to each swissstaffing member voting documents (the ballot and information related to the purpose of the vote) with instructions on the deadline for submitting the ballot. The documents can also be sent electronically as long as the member has filed for this purpose an email address.

The Board can authorize electronic voting. It establishes a rule governing the transmission method of electronic voting and explains this rule in the voting documents. Voting by postal service is always permissible.

A decision is rendered based on votes returned. Votes and abstentions returned after the deadline must be considered if they were sent by postal service.

Votes by postal service are otherwise governed by the Articles of Association applying to the General Assembly.

2. Board

Art. 14

The Board is composed of the President and at least five and at most fifteen other representatives from the member companies.

Board members are elected on the proposal by members. They are elected for a term of three years and may be re-elected.

The General Assembly ensures that the Board's composition includes equal representation of different parts of the country as well as different types of member companies, notably with respect to their membership section and size.

The Board has the right to invite others to their meetings in an observer role.

Art. 15

The Board decides all matters which are not expressly reserved for the authority of the General Assembly.

In particular, the Board has the authority to employ a political advisory board and to designate the members of this advisory board. The purpose of the political advisory board is to support swissstaffing with respect to political lobbying.

The Board constitutes itself.

If necessary, Board decisions can be taken by postal or electronic votes, with the President providing relevant instructions.

In case of a tie, the President's vote prevails.

3. Management Committee

Art. 16

The President has the authority to employ a Management Committee.

The Management Committee comprises, at a minimum, the President and two representatives of the member companies. Each can be represented by a member of the Board and, if appropriate, request the participation of others. The responsibilities of the Management Committee are as follows:

- Budget management
- Drafting position papers or other important documents
- Implementing association decisions
- Managing urgent matters that cannot be deferred until the next meeting of the Board
- Supervision of the Secretariat
- Designating certain Secretariat staff with signatory authority.

If necessary, Management Committee decisions can be made by postal or electronic vote.

Art. 17

In conducting the activities of swissstaffing, the Management Committee is supported by the Secretariat, which is charged with the following responsibilities:

- Preparation and implementation of decisions taken by swissstaffing's governing bodies
- Responsible and independent management of day-to-day business and administrative issues
- Management of financial accounts and assets
- Maintaining contacts with federal authorities and relevant trade associations, businesses and social partners
- Public relations and other representation of swissstaffing
- Presentation of swissstaffing activity reports
- Contact with members and supporting members
- Keeping members informed on important matters affecting them.

Art. 18

swissstaffing is legally bound by two authorized signatures. By virtue of their office, the President, Vice-President and the head of the Secretariat are authorized to sign. Secretariat employees may legally bind swissstaffing with the counter-signature of one of the first three office holders.

4. Quality and Ethics Commission

Art. 19

The Quality and Ethics Commission comprises a President and at least five others representing member companies. Quality and Ethics Commission members are elected by being put forward by member companies. Their term is three years, following which they can be re-elected. The Quality and Ethics Commission constitutes itself. Its responsibilities are the subject of a separate regulation.

5. Arbitrator

Art. 20

The Arbitrator is elected by the General Assembly. He or she must be a lawyer and cannot be connected either personally or financially with a member of swissstaffing. The Arbitrator is elected for a term of three years and may be re-elected.

In the case of disputes between swissstaffing members, the Arbitrator may be consulted by each of the parties.

The Arbitrator is also the appeals authority for decisions made by the Quality and Ethics Commission according to the rules of this body. The Arbitrator's decisions in these matters are final.

6. Auditor

Art. 21

The General Assembly shall appoint for a period of three years an auditing firm legally qualified in accordance with the Auditing Oversight Law (RAG/LSR) applying to sole proprietorships, partnerships or other legal entities that provide auditing services. Re-election is possible.

The Auditor reviews the annual financial statements as of December 31 and submits a report of findings to the General Assembly. The report to the General Assembly includes a recommendation either to accept or reject the financial statements, with or without restriction.

V. Internal Flow of Information

Art. 22

The governing bodies and members of swissstaffing are bound to keep each other informed on legislative, judicial, administrative and public affairs developments that can impact the industry.

swissstaffing members are also obliged to inform the association about any outstanding debts with Swiss social welfare institutions.

VI. Final Provisions

Art. 23

The Articles of Association may be revised at any time, either entirely or in part.

Amendments to the Articles of Association must be approved by the General Assembly, by a margin of at least two-thirds of the votes in attendance.

Art. 24

Decisions regarding dissolution or merger require approval of two-thirds of current members.

Decisions on dissolution or merger can only take place during an extraordinary General Assembly convened for this purpose and where at least one-half of all votes are either present or represented by proxy.

If this minimal participation is not achieved, a second General Assembly can be convened, which may validly decide based on a margin of two-thirds, regardless of the number of votes present.

If dissolution and liquidation of the association is agreed, the General Assembly determines whether to entrust the implementation of the liquidation to the Board or to specially-appointed liquidators. The General Assembly also decides on the use of available financial resources and the fulfillment of outstanding commitments.

Art. 25

Announcements, rulings or decisions binding for members are communicated by email or posted on the member section of the website.

Publications are required by law to be recorded in the Swiss Official Gazette of Commerce.

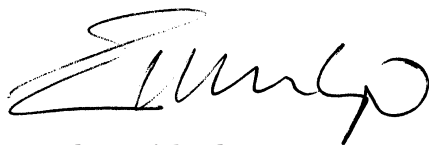
Art. 26

The current articles of association were approved by the General Assembly on June 27, 2024 and became effective on the same day

With these articles of association entering into force, the previous articles of association, which came into force June 23, 2022 including all amendments since that date, are cancelled.

Dübendorf, June 27, 2024

For swissstaffing:

A handwritten signature in black ink, appearing to read 'Eichenberger', written in a cursive style.

Andreas Eichenberger
President of the Board

Minutes drafted by:

A handwritten signature in black ink, appearing to read 'M. Fischer-Rosinger', written in a cursive style.

Myra Fischer-Rosinger
Director

Regulation

concerning setting annual membership fees
and the allocation of voting rights

(Arts. 8 and 13 of the Articles of Association)

1. Membership Qualifications

swisstaffing membership is organized in three sections:

Temporary work (Staff leasing)

All those authorized accordingly under the Federal Employment Services Act (AVG/LSE).

Search and recruitment (Private placement)

All those authorized accordingly under the Federal Employment Services Act (AVG/LSE).

Human resources management (All consulting businesses involved in Human resources management)

Members are able to participate in more than one section at the same time. The official section assignment is in accordance with the list published by the Federal Office of Economic Development and Employment (SECO/OFDE) based on the principle of self-declaration which became effective on January 1 of the year preceding a General or Extraordinary Assembly meeting.

Membership is mandatory for all businesses operating under the same name.

2. Membership Fees

Section 1 Temporary work

Basic fee of CHF 2,500 per company plus the following service fees:

- For an OASI-liable temporary worker wage bill subject to the CBA on Staff Leasing with a value of up to CHF 3,815 million: 0.0278% of the wage bill
- For an OASI-liable temporary worker wage bill subject to the CBA on Staff Leasing with a value of over CHF 3,815 million to CHF 8,145 million: 0.0264% of the wage bill
- For an OASI-liable temporary worker wage bill subject to the CBA on Staff Leasing with a value of over CHF 8,145 million: 0.0259% of the wage bill

Section 2 Selection and recruitment and/or management consulting in human resources management

Basic fee of CHF 1,000 per company

The fees for the different sections are not added together. Members active in section 1 only pay the fee for section 1, even if they are also active in section 2. The section 2 fees only apply to members exclusively active in this section.

The board fixes the associated member fees.

3. Voting Rights

Voting rights are based on the OASI-liable wage bill subject to the CBA on Staff Leasing paid out during the previous year. The number of votes per member is calculated based on wage bill levels (basic vote plus six bands).

Basic vote

Members with an OASI-liable wage bill subject to the CBA on Staff Leasing with a value of up to CHF 2.5 million receive one basic vote.

Bands

In addition to the basic votes, members receive additional voting rights in tiers for any OASI-liable wage bill subject to the CBA on Staff Leasing above CHF 2.5 million. These voting rights are calculated using the following band model:

- For an OASI-liable wage bill subject to the CBA on Staff Leasing of CHF 2.5 million to CHF 6.9 million, members receive voting rights calculated as 0.00002312% of the wage bill above CHF 2.5 million.
- For an OASI-liable wage bill subject to the CBA on Staff Leasing of CHF 6.9 million to CHF 12.0 million, members receive voting rights calculated as 0.00002212% of the wage bill above CHF 6.9 million.
- For an OASI-liable wage bill subject to the CBA on Staff Leasing of CHF 12.0 million to CHF 22.4 million, members receive voting rights calculated as 0.00002182% of the wage bill above CHF 12.0 million.
- For an OASI-liable wage bill subject to the CBA on Staff Leasing of CHF 22.4 million to CHF 46.5 million, members receive voting rights calculated as 0.00002004% of the wage bill above CHF 22.4 million.
- For an OASI-liable wage bill subject to the CBA on Staff Leasing of CHF 46.5 million to CHF 97.9 million, members receive voting rights calculated as 0.00001859% of the wage bill above CHF 46.5 million.
- For an OASI-liable wage bill subject to the CBA on Staff Leasing of above CHF 97.9 million, members receive voting rights calculated as 0.00001103% of the wage bill above CHF 97.9 million.

The percentage is always applied to the difference between the highest and lowest values for the band. The voting rights for each band are issued as whole votes only and then accumulated. Voting rights are rounded up or down in accordance with the generally recognized rules of mathematics. Voting rights are updated once a year and communicated to members along with their invitation to the General Assembly.

Example: Companies with a wage bill of CHF 50 million

- 1 basic vote (wage bill up to CHF 2.5 million)
- Band 1:1 vote (CHF 6.9 million - CHF 2.5 million
= CHF 4.4 million x 0.00002312% = 1.02)
- Band 2:1 vote (CHF 12.0 million - CHF 6.9 million
= CHF 5.1 million x 0.00002212% = 1.12)
- Band 3:2 votes (CHF 22.4 million - CHF 12.0 million
= CHF 10.4 million x 0.00002182% = 2.26)
- Band 4:5 votes (CHF 46.5 million - CHF 22.4 million
= CHF 24.1 million x 0.00002004% = 4.82)
- Band 5:1 vote (CHF 50.0 million - CHF 46.5 million
= CHF 3.5 million x 0.00001859% = 0.65)

Total: 11 votes

Section 2 companies with no temporary worker wage bill receive a single basic vote.

Associated members have no right to vote.

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www.swisstaffing.ch

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