

Statutes of the Association

Centre for International Research on Economic Tendency Surveys (CIRET)

This is an English translation of the Statutes of the Centre for International Research on Economic Tendency Surveys (CIRET). The Association is governed by Swiss law. Its official and legally binding statutes are written in German.

1. Name and legal seat of the association

- 1.1 An association is hereby created under the name Centre for International Research on Economic Tendency Surveys (CIRET) within the meaning of Article 60 et seq. of the Swiss Civil Code ("CC").
- 1.2 The seat of the association is in the canton of Lucerne.
- 1.3 The duration of the association is unlimited.

2. Purpose of the association

- 2.1 CIRET is a forum for economists, researchers, and institutions that conduct and analyse business and/or consumer surveys. CIRET is a non-profit organisation with scientific objectives. The organisation is politically and denominationally neutral and pursues the following objectives in the public interest:
 - contribute to the international development, implementation and utilisation of business and consumer surveys among businesses and consumers;
 - develop, promote and improve communication, exchange, contact and cooperation between national and international providers and users of such surveys.
- 2.2 To achieve these objectives, CIRET organises conferences and workshops in cooperation with various local organisers, maintains a website and participates in the publication of a scientific journal. The association carries out its activities on a non-profit basis. It does not pursue commercial aims. Its resources are irrevocably dedicated to these charitable purposes and it expressly renounces the distribution of any net profit to its members and bodies.

3. Members

- 3.1 The founders are the initial members of the association. Members of the association may be natural and legal persons as well as business partnerships who recognise and promote the purpose of the association. There are two categories of members:
 - the category of corporate members, which is open to public and private institutions (legal persons, business partnerships), on the condition that these have been established legally, according to the laws and customs of their country of origin;
 - the category of individual members, which is open to natural persons.
- 3.2 The Council decides on the admission of members following a written application for admission, addressed to the designated email address of the CIRET Secretariat. If the Council approves the application for membership, the candidate acquires a corporate or individual membership. The decision of the Council is final. No reasons need to be given for a negative decision.
- 3.3 Local organisers of CIRET activities must be members of the association.

4. Membership fees

- 4.1 The membership fee for corporate members and individual members is set annually by the Council.
- 4.2 Members must pay the full membership fee for the calendar year in which they are admitted or in which their membership expires.

5. Termination of membership.

5.1 Grounds for termination

Membership shall terminate upon:

- resignation;
- exclusion;
- death in the case of natural persons or loss of legal capacity in the case of legal persons.

5.2 Resignation

Resignation can be declared in writing or by email to the Council, via the designated email address of the CIRET Secretariat, with a notice period of four months to the end of a calendar year.

5.3 Exclusion

The Council may at any time exclude a member from the association without giving reasons. The respective member may nevertheless address an appeal against the decision to the General Assembly. The Council reserves the right to automatically end a membership with immediate effect if fees are in arrears for a period of twelve months despite reminders or if the association has not received any further material support for one year.

5.4 Death in the case of natural persons or loss of legal capacity in the case of legal persons.

In any case, the membership fee for the current year remains due by the existing member. A resigning or expelled member has no right to the association's assets. Membership is neither inheritable nor legally transferable.

6. Organs of the association

6.1 Organs

The organs of the association are

- 6.1.1 General Assembly
- 6.1.2 Council
- 6.1.3 External Auditors, in so far as this is required by Swiss law.

6.2 General Assembly

6.2.1 The highest body of the association is the General Assembly within the meaning of Article 64 et seq CC.

It is composed of all the members. The General Assembly delegates to the Council the power to administer and represent the association, to appoint and exclude members of the association and to set the membership fee on an annual basis. It has the following inalienable powers:

- Approval of the minutes of the last General Assembly meeting;
- Approval of annual reports, financial statements and accounts;
- Nomination, surveillance and revocation of external auditors;
- Nomination, surveillance and revocation of Council members;
- Dealing with motions from the Council and members;
- Adoption and amendment of the present statutes;
- Decision on the dissolution or merger of the association;
- Passing resolutions on matters reserved to it by law or the present statutes of the association.

- 6.2.2 The ordinary General Assembly shall take place at least once within a calendar year. The Council shall convene the meetings of the General Assembly with a 14-day notice in writing or by email. The agenda of the meetings must be sent with the invitations.
- 6.2.3 Motions from members for the attention of the General Assembly must be submitted to the Council or the Chairperson in writing or by email at least 28 days in advance. The Chairperson adds the motions received on time to the agenda.
- 6.2.4 An extraordinary General Assembly is convened at the decision of the Chairperson or the Council, at the written or email request of members who together represent at least 20% of the votes, in accordance with Article 64 para 3 CC, with at least a 7-day notice in writing or by email.
- 6.2.5 The General Assembly is chaired by the Chairperson, and in his/her absence, by the Deputy Chair. The Chairperson shall appoint a minute taker and at least one voting member to determine the results of votes and elections.
- 6.2.6 Minutes shall be taken of the resolutions of the General Assembly and signed by the Chairperson and the minute taker. The members are entitled to access the minutes.
- 6.2.7 Meetings can be held either i) onsite, whether in Switzerland or abroad, ii) by electronic means or iii) in a hybrid manner, provided that all the requirements for onsite General Assembly meetings are duly fulfilled, and that no more than 10% of members present or represented attend electronically. For those meetings held by electronic means the designation of an independent voting representative is dispensed with. Voting takes place by a show of hands or through an electronic voting process. Exceptions are the election of the Chairperson, the Deputy Chair and the other members of the Council. They must be elected by secret ballot.
- 6.2.8 The individual members each have one vote, the corporate members each have five votes. Members may vote in person or by proxy. However, no member can represent more than two other members.
- 6.2.9 The appointment of an independent voting representative is not necessary for meetings taking place onsite in Switzerland. For those meetings taking place abroad, an independent voting representative shall be designated in the notice convening those meetings, unless all members of the association agree to waive such a condition.
- 6.2.10 The General Assembly passes its resolutions and conducts its elections with a simple majority of the members present or represented, unless a mandatory provision of the law or the present statutes stipulate otherwise. In the event of a tie, the Chairperson has the casting vote.
- 6.2.11 In accordance with Article 68 CC, a member may not vote for decisions relating to a matter or a legal proceeding regarding the association where he or she, his or her spouse or a lineal relative are a party to the matter.

6.3 Council

- 6.3.1 The Council is the executive organ of the association and consists of a minimum of 5 and a maximum of 20 members. The initial Council members are appointed by the founders. The local organiser of a conference or workshop is a member of the Council for the year of the event. The other members are elected by the General Assembly for a term of four years. Re-election is permitted. Dismissal is possible at any time without notice but for just cause.
- 6.3.2 Council members shall act on a pro-bono basis.
- 6.3.3 The Council elects the Chairperson, the Deputy Chair, and if applicable, a treasurer and executive officers, in case deemed necessary. The accumulation of positions is permitted.
- 6.3.4 The term of office of the Chairperson lasts four years and can be extended.

- 6.3.5 In case of death or resignation of a Council member, the Council may co-opt a new member for a period until new members take office. The co-opted members complete the term of office of the person whom they replace.
- 6.3.6 All documents that bind the association shall be signed by the Chairperson or by two members of the Council who do not have to justify towards third parties the authority invested in them for the purpose at hand. The Council shall be represented by its Chairperson or one member designated by the Council in legal proceedings in which the association is involved.
- 6.3.7 The Council determines the general course of the association. It can take decisions on all matters that are not assigned to the General Assembly by law or the present statutes. These are in particular:
- Managing the day-to-day business and organisation of the association;
 - Deciding on the place, date and duration of conferences and workshops;
 - Participating in the selection process for conference contributions;
 - Preparing and organising the General Assembly meetings;
 - Admission and exclusion of the members of the association;
 - Determination of membership fees;
 - Determination of authorised signatories;
 - Accounting. The Council reserves the right to request the consent of the members of the association to dispense with the annual accounts being reviewed by an external auditor in a limited audit, in accordance with Article 727a para 2 of the Swiss Code of Obligations ("CO) and without prejudice to Article 727a para 4 CO.
- 6.3.8 The Council meeting shall be convened at the request of the Chairperson or at the request of one third of its members at least 7 days in advance. The Chairperson may convene the Council with a 3-day advance notice, where justified by urgent circumstances. The Council meeting is validly instituted if at least one third of its members are present or represented. Minutes must be kept of the meetings. Council members may validly participate in a Council meeting in person or any other means decided by the Council. In person meetings can take place in Switzerland or abroad.
- 6.3.9 A member may authorise another member of the Council to represent him or her. No member can represent more than two members.
- 6.3.10 Decisions shall be taken by a simple majority of votes of members present or represented. The Chairperson has the casting vote in the event of a tie.
- 6.3.11 The Council may delegate certain tasks to one or more persons, while retaining ultimate responsibility. The Council may convene other committees within the association as it considers necessary to further its objectives.
- 6.3.12 The executive members prepare and implement the resolutions of the Council and the General Assembly. They are responsible for the most important activities of the association as defined in the rules of procedure. Executive members are the Chairperson, the Deputy Chair, and if applicable, the Treasurer.
- 6.3.13 The Chairperson proposes the possible executive officers and decides on the appointment of the CIRET Secretariat and its location.
- 6.3.14 The executive officers support the Chairperson in his tasks, maintain the CIRET website in cooperation with the Secretariat and support the local organisers of conferences and workshops in their tasks. Executive officers can also be appointed for special tasks.
- 6.3.15 The CIRET Secretariat is responsible for the day-to-day administration of the association, the annual compilation of the list of members, the invoicing of membership fees, and the keeping of the association's accounts. The Secretariat is not a member of the Council.

6.4 Bookkeeping and External Auditors

- 6.4.1 To the extent required by Swiss law, the General Assembly shall appoint the independent external auditor in charge of (i) verifying the annual accounts of the association and to submit a detailed report to the General Assembly and (ii) to ensure that the statutory rules of the association (statutes and internal regulations) are respected.
- 6.4.2 The association, which is not subject to the obligation to appoint an external auditor, may nevertheless decide to have the annual accounts audited and prepare a report to the General Assembly's attention.
- 6.4.3 The Council must prepare for each financial year accounts as required by the applicable laws.
- 6.4.4 The fiscal year begins on January 1st and ends on December 31st of each year.

7. Association assets, liability and obligation to make additional contributions

- 7.1 The assets of the association are made up of membership fees, surpluses from the operating account, any donations, event contributions and bequests.
- 7.2 Only the association's assets are liable for the association's liabilities. Personal liability and the obligation of members to make additional contributions are excluded.

8. Amendments to the purpose, relocation of the legal seat and dissolution

- 8.1 Amendments to the purpose of the association, relocation of the legal seat and the dissolution of the association can be decided by the General Assembly with a majority of two thirds of the votes cast.
- 8.2 In the event of dissolution, the profit and capital shall be transferred to another legal entity domiciled in Switzerland that is tax-exempt due to its charitable status or public purpose. Distribution among the members is excluded.

9. Entry into force of the Statutes of Association

These Statutes were approved at the founders' meeting of 13 September 2024 and enter into force immediately.

The original German version shall prevail.

Signed by the founding members on 13 September 2024 in Vienna (Austria).

Signatures:

Klaus Abberger

Aloisio Campelo

Christian Gayer

Jan-Egbert Sturm

Konrad Walczyk