

# Statutes Association GS1 Switzerland



# Statutes

## Association GS1 Switzerland

### I Name, registered office and purpose

#### Art. 1 Name and registered office

1. Under the stipulations of Sections 60 ff. of the Swiss civil code (ZGB), an association exists under the names Verein GS1 Schweiz, Association GS1 Suisse, Associazione GS1 Svizzera and Association GS1 Switzerland.
2. The association's registered office is in Berne.

#### Art. 2 Purpose

1. Association GS1 Switzerland supports its members across sectors in the improvement of supply chain system processes and in establishing value networks. The association especially promotes initiatives for efficient cooperation between manufacturers, trade and service providers, supports the implementation of international standards, offers training and development and provides suitable communication platforms. Association GS1 Switzerland has a uniform presence on the market, in public and towards government institutions on national and international level and forms the sector-neutral centre of competence for improvements in logistics, supply chain and demand between trade, industry, service providers and the public sector in Switzerland.
2. Association GS1 Switzerland manages the administration and promotion of the identification system in Switzerland and the Principality of Liechtenstein under international standards and the GS1 statutes.
3. Association GS1 Switzerland may acquire property in Switzerland and abroad, establish branches and hold shares in other companies.

### II Membership and subscription fees

#### Art. 3 Membership

1. Natural and legal persons may apply for membership of the association. The board makes decisions on members' acceptance.
2. Association members may leave the association by giving written notice of three months to the end of a calendar year.
3. The general assembly may exclude an association member if there is a good reason for doing so. Excluded members are liable for the annual subscription fee to the end of the business year in which they are excluded.

#### Art. 4 Subscription fees

1. Every association member must pay the annual membership subscription fee.
2. The exact amount of the subscription fee is established in a ruling by the general assembly at the board's request. The ruling forms an integral part of these statutes as an appendix.
3. If members fail to pay their subscription fee after receiving a reminder, the board may exclude them from the association without the relevant members having the right of recourse to the general assembly.

## III Organisation

### Art. 5 Bodies

The bodies of Association GS1 Switzerland are:

- a) the general assembly
- b) the board
- c) auditors

### Art. 6 General assembly

#### Convening the assembly

1. The ordinary general assembly takes place every year and is convened by the board.
2. An extraordinary general assembly may be convened by the board or on the basis of a written application by 10% of the members, stating the matters to be discussed.
3. The board convenes general assemblies by written notice, including the agenda, sent at least 30 days in advance. Members' written requests must reach the board at least 14 days in advance of the general assembly.

#### Voting rights

4. Each member has one vote. Resolutions and votes of the general assembly are made by open votes of the majority of all members present. Legal persons are represented by their proxy and have one vote.

#### Authorisations

5. The general assembly is the highest association body. It has the following non-assignable authorities:
  - a) Acceptance of the annual report
  - b) Approval of the annual accounts and acceptance of the inspection report
  - c) Selection and de-selection of the board members and the president
  - d) Selection and de-selection of the auditors
  - e) Approval of the membership subscription fee schedule
  - f) Advice and decision-making on proposals by the board
  - g) Approval of statutes and statute revisions
  - h) Approval of the minutes of the general assembly
  - i) Decision-making on the dissolution of the association (with  $\frac{2}{3}$  of all votes present)
  - j) Decision-making on proposals by members

#### Chairing the assembly and taking minutes

6. The president chairs the general assembly and if he is unable to attend, the vice president chairs the general assembly.
7. Minutes are taken of the proceedings, which must be published at least 10 days before the next general assembly in each case or made available to members by other means. The chairman appoints the minute taker.

## **Art. 7 Board**

### **Composition and term of office**

1. The board consists of a maximum of 31 members.
2. The board is constituted under the president. Its term of office is three years. Re-election is permissible.
3. The board members are generally elected by role and by company. The board members are therefore obliged to declare their resignation from the board with effect from the next general assembly as soon as they change jobs or their roles within the member company and no longer meet the requirements for board membership or their contract of employment is cancelled. Re-election shall only be possible if the relevant board member has accepted a suitable job, role or place of work in the same or another member company by the next general assembly.
4. On the board's proposal, of the maximum number of board member as per section 1 above, a maximum of one third may be nominated for election as board members at the general assembly without working for a member company if they have specialist or other knowledge and skills that are of interest to Association GS1 Switzerland (experts, scientists, high-ranking officials, etc.).

### **Authorisations**

5. The board is the highest management body. Its remit encompasses the overall management, supervision and monitoring of the management. The board has all the authorisations which have not expressly been granted to another body of the association.
6. The board occupies an office for the execution of its tasks. This is obtained by the management under instruction of the board and the organisational regulations.
7. The board issues business policy guidelines and regularly obtains information on business developments. The board may set up committees and delegate specific board duties to such committees. The committees report to the board. The board delegates the running of day-to-day business to the management team, unless otherwise specified by law, the statutes or organisational regulations. However, the board reserves the following duties to itself, in particular:
  - a) Specifying the association's policy and guiding principles as well as the aims, strategies and direction derived from these
  - b) Decision-making on the organisation and basic tasks as well as issuing the relevant organisational regulations and guidelines regarding approval powers
  - c) Resolution on setting up committees as well as ad hoc and project groups
  - d) Convening ordinary and extraordinary general assemblies
  - e) Dealing with disputes of particular importance incl. the opening of proceedings
  - f) Decision-making on cooperation agreements, memberships and investments
  - g) Acceptance of new members and excluding members due to non-payment of the subscription fee
  - h) Decision-making on the strategic HR principles
  - i) Resolution on the general regulations on signatory powers
  - j) Selection and de-selection of the vice president
  - k) Appointment and dismissal of the management team leader on the president's request
  - l) Decision-making on the dismissal of members of the management team without notice
  - m) Approval and monitoring of the annual budget
  - n) Decision-making on investment and divestment in accordance with the guidelines on approval powers

**Chairing the meeting and taking minutes**

8. The board assembles at the invitation of the president as often as business requires this, however, at least three times a year. Convening of board meetings must be in writing, usually two weeks in advance, and the invitation must contain information on the matters to be discussed. Additional association members and external experts may be invited to board meetings as required.
9. Minutes must be taken on the matters discussed and resolutions. The minutes must be signed by the chairman and minute taker and sent to all board members within 14 days. Minutes are approved at the next following board meeting in each case.
10. The board takes decisions through a simple majority. In the event of a tie, the chairman has the casting vote. Decisions on matters not on the agenda may only be taken if the vote is unanimous. Decisions on a submitted application may be taken through correspondence channels, unless a board member requests a verbal discussion. A resolution is adopted once a majority of all board members has voted in favour of it. These resolutions must also be noted in the minutes of the next following board meeting.

**Art. 8 President, vice president**

1. The members of the board nominate a candidate for president from their midst for proposal to the general assembly. The president chairs the general assembly and the board. He monitors business developments in close cooperation with the management team.
2. In important business transactions, the president represents the association vis-à-vis external parties. Details are specified in the organisational regulations and the guidelines on approval powers.
3. The members of the board elect from their midst a vice president. Should the president be unable to attend or have left the board, the vice president shall be the acting president until the next ordinary general assembly.

**Art. 9 Auditors**

1. The general assembly elects auditors.
2. Natural and legal persons may be elected as auditors. In accordance with Section 69b (3) of the Swiss civil code (ZGB) in conjunction with 728 and/or 729 of the Swiss code of obligations (OR), the auditors must be independent and meet the requirements of the Swiss audit supervision act (RAG) of 16 December 2005.
3. The auditors must be resident, have their registered office or a registered branch office in Switzerland.
4. The auditors are elected for one financial year. Their term of office ends with the adoption of the last annual accounts. Re-election is possible. Dismissal is possible at any time.

**Art. 10 Advisory committee**

1. An advisory committee without a role as a body may be appointed by the board to deal with specific issues.

## **IV Particular features relating to the identification system (EAN/GS1)**

### **Art. 11 EAN/GS1**

In connection with the identification system, the following stipulations apply:

1. Association GS1 Switzerland coordinates the national and international number allocation and represents the interests of GS1 Switzerland to GS1 (Global).
2. Every member is entitled to the allocation of system user numbers (EAN/GS1) for system-compatible use in accordance with its needs.
3. Upon leaving Association GS1 Switzerland, the member loses the right to continue to use the system user number (EAN/GS1) allocated to it in any way. These numbers become the property of Association GS1 Switzerland without any fee due.

## **V Final clauses**

### **Art. 12 Association funds and liability**

1. The association's funds comprise the annual subscription fees from members, net income reported in the profit and loss account, income from association funds, earnings from services provided and other donations.
2. Only the association funds bear liability for the association. Association liabilities are not supported by any personal liability on the part of members.

### **Art. 13 Dissolution**

1. The dissolution of the association may be resolved by the general assembly with a  $\frac{2}{3}$  majority of the votes present. If this quorum is not achieved, a second general assembly with the same agenda must be convened within six weeks. This assembly is competent to pass resolutions, regardless of the number of members present. However, it is also bound by the quorum of  $\frac{2}{3}$  of the votes present when adopting resolutions.
2. Upon dissolution, the general assembly decides on the application of any available association funds.
3. Should Association GS1 Switzerland be dissolved through a merger with another association with similar aims, the general assembly shall vote on the details regarding the modalities proposed by the board.

### **Art. 14 Arbitration**

1. Any conflict between individual bodies of the association or between bodies and members on the application of statutes and regulations is handled by an arbitration body comprising three members who are not involved in the relevant conflict.

### **Art. 15 Adoption of the statutes**

1. These statutes were approved in the current version by the general assembly held on 28 May 2013 and came into force with immediate effect.

The president:  
Robert Vogel

A board member:  
René Jenny

Annex to the statutes

# Ruling on subscription fees

Prices as resolved by the GS1 Switzerland general meeting of 29 March 2006

Revenue category	Annual, international company turnover in CHF	Basic fee for services in CHF (annual)	Supplement for use of the GS1 system in CHF (annual)
1	Up to 1 m	250.-	0.-
2	1 m to 2 m	300.-	100.-
3	2 m to 4 m	300.-	300.-
4	4 m to 6 m	350.-	550.-
5	6 m to 10 m	350.-	850.-
6	10 m to 20 m	400.-	1100.-
7	20 m to 40 m	400.-	1400.-
8	40 m to 60 m	450.-	1800.-
9	60 m to 100 m	450.-	2400.-
10	100 m to 200 m	550.-	3300.-
11	200 m to 400 m	650.-	5200.-
12	400 m to 600 m	750.-	8250.-
13	600 m to 1 bn	1000.-	14250.-
14	1 bn to 5 bn	1250.-	19250.-
15	Over 5 bn	2250.-	23250.-

**GS1 Switzerland**  
Monbijoustrasse 68  
CH-3007 Bern  
T +41 58 800 70 00  
[www.gs1.ch](http://www.gs1.ch)

