

Articles of Association

This document is a translation; only the German text is legally binding.

1. Name of the Association

Familycare Basel (formerly profawo Basel, prior to that Childcare Service Basel) is an Association within the meaning of Art. 60 of the Swiss Civil Code.

2. Registered office

The Association has its registered office in Basel.

3. Purpose of the Association

Purpose of the Familycare Basel Association is to promote the balance of family and work. To this end, the Association supports employers and their staff, institutions under public or private law, private individuals and other contractual partners in the search for optimal care solutions for their relatives. It provides targeted care and counseling services. It can provide care or counseling services and promote or enter into new cooperation projects with employers or other contractual partners.

The Association may enter into partnerships with other institutions in the field of care or counseling, merge with them, support them or set up new ones, and start, take over and operate care facilities of its own. It can acquire and sell real estate.

4. Financial means of the Association

- 4.1. The Association is financed by membership fees as well as by contributions from contractual partners.
- 4.2. On the other hand, the Association is financed by sponsoring and patronage contributions and by income from special services and activities.
- 4.3. The assets of the Association are solely liable for the obligations of the Association.

5. Corporate bodies of the Association

The corporate bodies of the Association are:

- 5.1. the General Meeting
- 5.2. the Executive Board
- 5.3. the Management
- 5.4. the External Auditor

5.1 The General Meeting

- 5.1.1 The General Meeting is the supreme body of the Association.
- 5.1.2 The Ordinary General Meeting shall be held once a year. It shall be convened by the Executive Board in writing (by post or e-mail) at least twenty days in advance. The agenda must be announced in writing with the invitation. Proposals to the General Meeting, which are submitted in writing to the Executive Board at the latest by the end of January before the respective General Meeting, are to be included in the agenda. If requests are submitted later, they are to be discussed at the General Meeting, but a resolution may only be passed at a later General Meeting. Pure inquiries, which do not require a resolution, can be made at any time.
- 5.1.3 Extraordinary General Meetings may be convened at any time, in particular
- by resolution of the General Meeting;
 - by resolution of the Executive Board;
 - upon request of at least one fifth of the members, whereby such a request must be made in writing to the Executive Board, specifying the purpose and the agenda.
- 5.1.4 The General Meeting shall decide by a simple majority of the votes present, unless the law or the Articles of Association require a qualified majority for a resolution. In the event of a tie, the Chairman has the deciding vote.
- 5.1.5 At least half of the members of the Association must be present to vote on the dissolution of the Association or the alliance with another legal entity. If this quorum is not reached, a second General Meeting can be convened, which may take place at the earliest 30 days after the first Meeting. At this second General Meeting, the attendance quorum must no longer be met. In any case, the approval of at least $\frac{3}{4}$ of the votes present is required.
- 5.1.6 The General Meeting shall be chaired by the Chairman or the Vice-Chairman of the Executive Board. The Chairman appoints the Secretary, who need not be a member of the Management. The Chairman also appoints the vote counter(s).
- 5.1.7 Elections and votes shall be held openly unless one or more members demand secret ballot.
- 5.1.8 In the case of resolutions on the discharge of the executive bodies, members who have participated in the management in any way shall not have the right to vote.

Likewise, a member is not entitled to vote if the passing of a resolution concerns legal transactions or legal disputes of the Association with him or her or a spouse, life partner or relative in a straight line.

- 5.1.9 The General Meeting shall have the following powers:
- A. Election of the Chairman of the Executive Board, the other members of the Executive Board, the External Auditor as well as of all other bodies, unless the appointment of such bodies is expressly delegated to the Executive Board;

- B. Approval of the annual report and the annual accounts as well as the Auditors' report; discharge of the executive bodies;
- C. Handling of complaints against the executive bodies;
- D. Approval of the budget and adoption of resolutions on the appropriation of the annual net profit;
- E. Approval of the regulations on membership fees and their fixing;
- F. Amendments of or additions to the Articles of Association;
- G. Dissolution of the Association or its alliance with other persons;
- H. Resolution on all other businesses reserved to the General Meeting by law or the Articles of Association or transferred to it by the Executive Board.

5.2 The Executive Board

- 5.2.1 The Executive Board consists of 3 to a maximum of 9 persons who need not be employees of a member company or members of the Association themselves. It constitutes itself with the exception of the Chairman, who is elected by the General Meeting.
- 5.2.2 The term of office shall be one year. It begins and ends at an ordinary General Meeting. Re-election is possible. There is no limitation on the term of office. If a member of the Executive Board resigns during his or her term of office, or if he or she is unable to hold office for a longer period of time, the Executive Board may elect a replacement which, however, must be approved by the subsequent General Meeting.
- 5.2.3 The Executive Board meets as often as business requires, but at least three times a year.
- 5.2.4 The Executive Board is quorate if at least half of the members are present.
- 5.2.5 Resolutions of the Executive Board shall be passed by simple majority. In the event of a tie, the Chairman shall have the deciding vote.
- 5.2.6 The Executive Board may also pass resolutions by circular unless the law mandatorily provides otherwise. A circular resolution may be passed in writing (by post or, unless otherwise provided by law, by e-mail), unless a member of the Executive Board requests oral deliberation.
- 5.2.7 The Executive Board shall decide on all tasks assigned to it by the General Meeting or by law or the Articles of Association. Its tasks include in particular:
 - A. The adoption of resolutions in all Association matters that are not expressly delegated to the General Meeting or other bodies. In particular, the Executive Board is responsible for the entire management and the general supervision of the interests of the Association;
 - B. Execution of the resolutions of the Association;
 - C. External representation of the Association;
 - D. Financial planning, financial management and control;
 - E. Taking out loans, taking over or setting up or participating in new Associations and other legal persons or institutions, unless the law mandatorily stipulates otherwise;
 - F. Convocation of the General Meeting;
 - G. Employment and supervision of the Manager, the Deputy Manager and the Head of Pedagogy, as well as direction and supervision of the activities of the management;

- H. Decision on the filing of actions, the abandonment of actions and the conclusion of settlements;
- I. Issue of all regulations necessary for the operation of the Association.

5.2.8 The Board shall keep minutes of its meetings and resolutions.

5.3 The Management

5.3.1 The Executive Board may delegate the management and the external representation of the Association to the Management.

5.3.2 The Management consists of the Manager, a Deputy Manager and the Head of Pedagogy.

5.3.3 The Management meets as often as business requires.

5.3.4 The tasks of the Management include in particular:

- A. Active, operative management and leadership of the Association on behalf of the Executive Board;
- B. Support of the Executive Board in the strategic planning of the Association. This includes in particular the planning, foundation or takeover as well as the management of care or counseling services as well as of further cooperation projects with employers or other contractual partners;
- C. Financial responsibility within the framework of the budget approved by the Executive Board;
- D. Search, employment and dismissal, training and management of qualified staff at the corporate office; support of the daycare center managers in the recruitment and management of their staff; dismissal of the daycare centers' staff;
- E. Promotion of a modern management culture; ensuring progressive working conditions and competitive incentive wages for all functions within the available budget;
- F. Ensuring the quality of care for all counseling and care services offered by the Association;
- G. Appropriate external representation of the Association;
- H. Continuous knowledge sharing with the Executive Board.

5.4 The External Auditor

The General Meeting elects an External Auditor for a period of one year. Re-election is possible. The External Auditor must meet the requirements of the Swiss Code of Obligations.

The annual accounts are 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. Members of the Association

- 6.1 Members of the Association are employers, institutions under public or private law and private individuals. The admission as a member is granted by the Executive Board. Each new member shall receive the Articles of Association.
- 6.2 Legal and natural persons who do not belong to the Association as members may make use of the services of the Association for themselves, their employees, residents, members or beneficiaries by means of service agreements as contractual partners with a separate tariff model. The provision of services to non-members shall only be provided in exceptional cases and must be approved by the Executive Board.
- 6.3 Each member has 1 vote at the General Meeting. A member may not be represented by a proxy at the General Meeting.
- 6.4 Withdrawal from the Association shall be given with written declaration to the Management. Withdrawal is possible by June 30 or December 31 of each calendar year. The period of notice is 6 months.
- 6.5 The Executive Board may decide, without stating reasons, on the exclusion of members.
- 6.6 Members of the Association may claim the services of the Association for themselves and their employees as soon as they have paid the annual membership fee.

7. Annual Accounts

- 7.1 The Association year corresponds to the calendar year.
- 7.2 The Executive Board shall prepare an annual report with income statement and balance sheet for each financial year.
- 7.3 The annual membership fees of the members and the invoices from service agreements are paid in advance and are due on January 31 of each year, for new members at the time of joining the Association.

8. Dissolution

The General Meeting may decide to dissolve the Association in accordance with the quorums set out in art. 5.1.5.

In the event of dissolution, the General Meeting shall decide on the use of the Association's assets. The assets shall be used, in accordance with the purpose of the Association, in the field of balancing family and work, in particular for the care of children or relatives complementary to family life. A distribution of the Association's assets among the members is excluded.

9. Place of jurisdiction

The place of jurisdiction for all disputes in connection with the Association is the registered office of the Association.

10. Final provisions

These Articles of Association were adopted at the General Meeting on April 9, 2019 in Basel. They will enter into force on July 1, 2019.

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