

# COPRE

FOUNDING ACT (MODIFIED STATUTES\*)

\* Statutes modified by the Assembly of Delegates in 1987, 1997, 2001, 2002, 2004, 2005, 2007, 2008, 2012, 2020 and by the Board of Trustees in 2024

## ARTICLE 1: NAME, DURATION, HEAD OFFICE AND SURVEILLANCE

1. There is a foundation (hereinafter: « the Foundation »), under the name of COPRÉ, in accordance with Articles 80 ff of the Swiss Civil Code, Article 331 ff of the Swiss Code of Obligations and Article 48 para. 2 of the Federal Law on Occupational Old Age, Survivors' and Disability Benefit Plan (LPP).
2. The Foundation is headquartered in the canton of Geneva, and is of unlimited duration.

## ARTICLE 2: PURPOSE

The purpose of the Foundation is to provide all occupational pension plan benefits in the framework of the LPP and its implementing ordinances, in favour of the staff (hereinafter called « insured ») of the employers and the self-employed with staff affiliated to the Foundation (hereinafter called « affiliates »). The Foundation may extend the occupational pension arrangements beyond the minimum legal benefits.

## ARTICLE 3: MEANS

1. In order to fulfil the purpose defined in art. 2, the Board of Trustees shall establish the necessary regulations, in particular those concerning retirement benefits, organisation, investments, partial liquidation, liabilities of an actuarial nature, and a code of deontology. It governs the relations between the Foundation on the one hand, and the affiliates, the insured and the beneficiaries on the other.
2. The Board of Trustees may modify the pension regulations while preserving as far as possible the established rights of the persons concerned.
3. After approval, these regulations, as well as their subsequent modifications, shall be submitted to the Surveillance Authority.
4. To achieve its purpose, the Foundation may conclude insurance contracts or participate in existing contracts, in which it must itself appear as policy holder and as beneficiary.

## ARTICLE 4: ASSETS AND RESOURCES

1. At its incorporation, the Foundation was endowed with an initial capital of CHF 2,000.-
2. The Foundation's assets are composed of the contributions of the affiliates and the insured, income from funds invested, vested and buy-back benefits, voluntary contributions from the affiliates, donations and legacies, insurance benefits and all leftovers which, for whatever reason, are not paid out to the insured or their beneficiaries.
3. The Foundation's assets cover exclusively the pension benefits and related costs. They may not be used to pay any benefit for which the employers are legally responsible or which the latter usually grant as compensation for services rendered (for example compensation for price inflation, family allowances, gratifications, etc.).
4. The Foundation's assets are managed in accordance with the provisions of the LPP, its ordinances and implementing provisions.
5. The contributions of the affiliates can be taken from the reserves that have been accumulated previously to this effect and accounted for separately.

## ARTICLE 5: AFFILIATES

1. Those affiliated to the Foundation shall be employers and self-employed with staff, whose company has its registered office in Switzerland.
2. The Foundation shall also be open to any foundation already enrolled in the Trade Register.

**ARTICLE 6: AFFILIATION AND TERMINATION**

1. Affiliation to the Foundation shall take place on the basis of a written agreement concluded between the affiliate and the Foundation.
2. By becoming affiliated to the Foundation, each affiliate is understood to have accepted its statutes and regulations.
3. Affiliation can be terminated by the affiliate in accordance with the affiliation agreement.
4. Leaving the Foundation after termination is only valid if all the affiliate's obligations towards the Foundation are fulfilled.
5. All financial claims by the affiliate towards the Foundation are transferred to the new pension institution in favour of the staff of the exiting affiliate. In no case can the funds be paid out to the affiliate in cash.
6. The Foundation may terminate the affiliation in case of non-respect of the legal or contractual provisions of affiliation and for valid reasons. When an affiliated company fails to respect the legal or contractual provisions, the Foundation summons the latter to comply within a defined deadline. If the company does not comply within the fixed deadline, the Foundation may terminate the affiliation agreement early.

**ARTICLE 7: ORGANS**

The organs of the Foundation are:

1.
  - a. the Board of Trustees;
  - b. the Assembly of Delegates;
  - c. the Auditing Body;
  - d. the Accredited Expert in occupational pension plans.
2. To facilitate reading this document, the masculine form is used to designate both genders.

**ARTICLE 8: SUPREME ORGAN**

1. The Board of Trustees is the supreme organ of the Foundation. It is vested with all powers except those reserved for the Assembly of Delegates. It is composed of maximum eight and minimum four members, representing equally the affiliates and the insured. In the event of a vacancy during the term of office, the vacant seat is filled as soon as possible, but at the latest at the next ordinary Assembly of Delegates.
2. All persons wishing to take an active part in the Foundation are eligible. The election procedure and methods of organisation and functioning are defined in the Organisation Regulations.

**ARTICLE 9: COMPETENCES OF THE BOARD OF TRUSTEES**

The Board of Trustees is responsible for the overall management of the pension institution. Its non-transferable and inalienable responsibilities are those specified in art. 51a LPP.

**ARTICLE 10: ASSEMBLY OF DELEGATES**

1. The Assembly of Delegates is composed equally of:
  - a. representatives of the affiliated companies;
  - b. representatives of the insured.
2. The number of delegates per affiliated company and the organisational arrangements are set out in the Organisation Regulations.

**ARTICLE 11: RESPONSIBILITIES OF THE ASSEMBLY OF DELEGATES**

1. The Assembly of Delegates shall:
  - a. appoint on a parity basis the members of the Board of Trustees, following a proposal by the latter;
  - b. take note of the balance sheet, operating account, appendix and auditor's report;
  - c. give discharge to the Board of Trustees;
  - d. approve modifications of the statutes;
  - e. take notice of modifications of the pension regulations;

- f. discuss all items on the agenda as well as any individual proposals that have been communicated in writing to the Board ten days before the Assembly;
  - g. decide on any change of registered office, purchase of other collective foundations or the dissolution of the Foundation.
2. Modification of the statutes, mergers, transformations, and the dissolution of the Foundation require a qualified majority of 2/3 of the members present.

#### **ARTICLE 12: AUDITING BODY**

The Board of Trustees appoints the Auditing Body, whose responsibilities are governed by the LPP and its implementing ordinances. Each financial period runs from 1 January to 31 December.

#### **ARTICLE 13: ACCREDITED EXPERT IN OCCUPATIONAL PENSION PLANS**

The Board of Trustees appoints the Accredited Expert, whose responsibilities are governed by the LPP and its implementing ordinances.

#### **ARTICLE 14: MANAGEMENT**

1. The Board of Trustees appoints the Management.
2. The responsibilities of the Management are specified in the Organisation Regulations.

#### **ARTICLE 15: RESPONSIBILITY**

The Foundation shall only be responsible for its commitments to the extent of its own assets.

#### **ARTICLE 16: CESSATION OF THE ACTIVITY OF AN AFFILIATE**

If an affiliate ceases its activity, the entire assets of the affiliate's individual fund shall revert by law to the insured. These amounts shall remain allocated to the retirement savings of the interested parties, either by transfer to a new pension institution or in the form of blocked vested benefit accounts.

#### **ARTICLE 17: MODIFICATION**

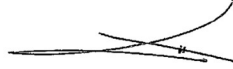
1. The Foundation shall submit proposals for modifying the present document to the Surveillance Authority for decision; the provisions of Articles 85, 86 and 86b of the Swiss Civil Code shall remain reserved.
2. In all cases, modifications to the present statutes shall be made in accordance with the legal provisions and in agreement with the Surveillance Authority.

#### **ARTICLE 18: TAKE-OVER AND DISSOLUTION**

1. In the event of dissolution of the activities of the Foundation, its assets shall first serve to guarantee the legal and regulatory claims of the insured, the conditions of Art. 53c LPP being reserved. Any balance shall be used in accordance with the purpose of the Foundation.  
  
Liquidation shall take place in principle under the authority of the last Board of Trustees, which remains in office until the liquidation is completed.
2. The Foundation shall be dissolved if its purpose is no longer attainable or can only be fulfilled with great difficulty.
3. No part of the Foundation's assets can be returned to the insured or to an acquiring company or used for purposes other than occupational pensions.
4. In all cases, any merger, transfer or dissolution of the Foundation shall take place in accordance with the legal provisions and in agreement with the Surveillance Authority.

The present statutes, thus modified, were adopted by the Board of Trustees on May 23, 2024.

On behalf of the Board of Trustees



Claude Roch  
Chairman



Kathlen Overeem  
Vice-Chairman

Geneva, 23 May 2024