

Bylaws of PWN Zug & Zurich

(Adopted on 4 June 2025)

Incorporating amendments up to

24 May 24 2012

13 December 2012

11 December 2013

9 September 2020

20 September 2021

21 September 2023

1 Legal form and name

- 1.1 In accordance with the provisions of Chapter 2 Art. 60 to 79 of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch; ZGB), an independent, non-political, non-profit and non-commercial association has been founded under the name of:

Professional Women's Network Zug & Zurich

(hereinafter referred to as "PWN Zug & Zurich" or "the Association")

- 1.2 The domicile of the Association is in Baar, Canton of Zug, Switzerland.
- 1.3 PWN Zug & Zurich collaborates with a federation of associations through PWN GLOBAL ABNL, which was established by its founding members as an association "*à but non lucratif*", in accordance with the French law of 1 July 1901 on associations, the French Decree of 16 August 1901, and other applicable legislation

2 Purpose and Objectives

- 2.1 The purpose of PWN Zug & Zurich is to accelerate the current pace of change towards gender balanced leadership. The primary focus is to connect business communities locally in the Zug & Zurich region and globally via the PWN Global network
- 2.2 To achieve its purpose, PWN Zug & Zurich seeks to:
- connect professionals, and particularly women, at different stages of their career
 - support the development of sustainable careers by sharing best practices with its members
 - support its members with a mentoring program
 - provide in person and/or online networking and learning opportunities
 - promote gender balance in decision making and leadership roles as well as all other parts of organizations
 - increase the visibility of women through participation in conferences, lectures, programs and social media channels
 - engage and collaborate with organizations that support the above activities.

3 Membership

3.1 The members of the Association may be:

- Individuals who wish to have access to resources accessible via PWN Zug & Zurich ("Premium Member").
- Organizations that share the purpose of PWN Zug & Zurich and support the Association financially ("Corporate Partners"). Corporate membership is subject to individual agreement ("Partnership Agreement").
- Individuals nominated by the Board of PWN Zug & Zurich based on individual merits ("Honorary Member").

3.2 Membership applications are made via the website of PWN Zug & Zurich or in another written form. Prepayment of annual membership fee is a pre-requisite for admission as Premium Member of the Association.

3.3 PWN Zug & Zurich may refuse membership to an applicant without giving reason.

3.4 All members of PWN Zug & Zurich will support and promote the purpose of the Association by actively involved in its activities.

4 Rights and duties of membership

4.1 Premium Member

4.1.1 All Premium Members shall pay annual fees as determined by the board of PWN Zug & Zurich.

4.1.2 Premium Members may attend events of the Association at reduced rate (Member's Rate)

4.1.3 Each Premium Member has one vote at the general meetings of PWN Zug & Zurich, either in person, virtually or by a written and legally valid proxy

4.1.4 Premium Members may give written notice of termination of their membership of PWN Zug & Zurich at any time to the Board. The effective date of termination is the end of the current membership year.

4.2 Corporate Partner

4.2.1 Corporate Partners may nominate personnel of their organization as Premium Member of the Association ("Nominated Premium Member") in accordance with the Partnership Agreement. Membership fees are not applicable to individual Nominated Premium Member.

4.2.2 Nominated Premium Members have the same rights as Premium Member unless otherwise stated in the individual Partnership Agreement.

4.3 Honorary Member

4.3.1 Honorary Members do not pay membership fees and do not have voting rights.

4.3.2 The membership of Honorary Members may be withdrawn by the board of PWN Zug & Zurich without giving reasons.

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- 4.4 Membership automatically terminates:
- if the member fails to pay the annual fees
 - upon the death of a member
- 4.5 The board of PWN Zug & Zurich may terminate the membership of any Premium Member or Corporate Partner without giving reasons. The member concerned may appeal against such termination at the general meeting or by requesting an extraordinary general meeting in accordance with paragraph 7.6.
- 4.6 Notwithstanding the reason for termination of membership, a Premium Member is liable to pay the full year's membership fee for the current year. There is no refund of any paid membership fee.

5 Organization

- 5.1 A committee consisting of at least six members (the “Board”) determines the strategy and activities of PWN Zug & Zurich. Each member of the Board (“Board Member”) shall be a Premium Member. A Board Member is elected by the Board. All Board Members are volunteers and do not receive any fee.
- 5.2 The Board shall either elect from its Board Members, or otherwise as they may determine, two co-presidents of the Association.
- 5.3 The co-presidents appoint a secretary general of the Association. The secretary general is a Board Member.
- 5.4 The co-presidents and the secretary general are elected for a term of two years subject to the approval at an annual general meeting. They may be re-elected for a maximum of three such annual re-election / approval.
- 5.5 Other members of the Board are appointed by the co-presidents as required.
- 5.6 The responsibilities of the Board include:
 - Determining the acceptance / rejection / removal of members
 - Organizing events that support the purpose of the Association
 - Organizing general meetings as required
 - Maintaining of annual accounts
- 5.7 The Board Members agree among themselves the allocation of duties. The Board or any Board Member may also delegate certain tasks to any other parties who will work under their direction
- 5.8 The Board represents PWN Zug & Zurich externally. Joint signature of two Board Members is required on any agreement or contract signed on behalf of the Association. Board Members may not enter into any agreement or contract on behalf of PWN Zug & Zurich that benefits themselves personally
- 5.9 The removal of a Board Member may be proposed by either the Board or a member of the Association at any time within the scope of an ordinary or extraordinary general meeting.
- 5.10 The Board meets in person or virtually at regular intervals as required (the “Board Meetings”). Minutes of the Board Meetings are maintained and only accessible to Board Members.
- 5.11 Resolutions at Board Meetings are passed by simple majority. The co-president chairing the meeting has the casting vote.

6 Accounting year

- 6.1 The accounting year of the Association corresponds with the calendar year.

7 General Meeting

- 7.1 An annual general meeting ("AGM") is convened annually on a date and at a venue to be determined by the Board. The AGM may also be virtual.
- 7.2 The co-presidents chair the annual general meeting and any extraordinary general meeting that may be required
- 7.3 Any specific item that a member with voting rights wishes to be on the agenda of the AGM must be submitted to the Board in writing at least 15 days before the date of the AGM. The 15 days is made with reference to the date of postmark or electronic communication
- 7.4 Notice to the AGM shall be sent to members with voting rights at least 20 days before the date of the meeting together with an agenda. The 20 days is made with reference to the date of postmark or electronic communication.
- 7.5 The AGM shall
- Elect / re-elect / remove members of the Board
 - Appoint / re-elect of Auditor
 - Discuss / approve the annual accounts
 - Discuss / approve changes to these by laws and any other agenda items submitted in accordance with paragraph 7.2 above
- 7.6 Extraordinary General Meetings are convened as required.
- 7.6.1 An extraordinary general meeting will be convened if decided by the Board or requested by at least 20% of the members having the right to attend and vote.
- 7.6.2 Applications to convene an extraordinary general meeting must be made in writing to the Board and include an agenda. The Board must convene such a meeting, in person or virtually, within 40 working days of the application.
- 7.7 Voting rights
- 7.7.1 Every member with the right to vote has one vote. Voting by proxy (with a written and legally valid signed proxy) is possible.
- 7.7.2 When votes relate to matters concerning Board Members, the Board Member(s) concerned do not have the right to vote. In particular, Board Members cannot vote
- for themselves,
 - to release themselves from their liabilities.

7.8 Resolutions

- 7.8.1 Resolutions are passed at general meetings by simple majority, including valid proxy votes
- 7.8.2 The chair of the general meetings has the casting vote, unless the subject concerned relates to the chair.
- 7.8.3 A resolution on the dissolution of PWN Zug & Zurich can be passed with two thirds of valid votes

8 Audit

- 8.1 An auditor is appointed at the AGM of PWN Zug & Zurich (the “Appointed Auditor”)
- 8.2 The annual accounts of the Association shall be subject to an annual examination by the Appointed Auditor who will report to the AGM with a written report
 - 8.2.1 The term of the Appointed Auditor is for one year and may be re-elected at the following AGM.

9 Assets and liabilities of PWN Zug & Zurich

- 9.1 In addition to membership fees, PWN Zug & Zurich may accept donations, gifts, legacies or other bestowments from any individual or organization to support the Association financially.
- 9.2 All membership fees paid to PWN Zug & Zurich become assets to the Association regardless of the period such fees covered. No member of PWN Zug & Zurich has any claim on the assets of the Association.
- 9.3 PWN Zug & Zurich is not responsible for any liabilities of its members

10 Dissolution of the Association

If any assets remain upon the dissolution of PWN Zug & Zurich, they shall not be distributed to the members of the Association but shall be transferred to some other organization(s) with a similar purpose to be determined by the Board at the time of dissolution.

11 Amendments to the By Laws

Any amendments to these by laws shall be submitted to the Board for approval and if approved shall be submitted to the next AGM for consideration and vote.