

Swiss CFA Society (SCFAS)

(Member of the CFA Institute)

As amended March 2009

Bylaws

ARTICLE I

Formation and Purpose

1.0 Name.

- 1.1 Formed in Switzerland as a non-profit society according to the *Swiss Civil Law*, the name of the Society shall be the Swiss CFA Society (herein referred to as the 'Society'). In general, the Society shall abide by the Swiss Civil Law Book Articles 60 to 79.

2.0 Principal Office.

- 2.1 The principal office of the Society shall be at the place set forth at a location determined by the Society's Board of Directors (herein, the 'Board').

3.0 Fiscal Year.

- 3.1 The fiscal year of the Society shall, unless otherwise determined by the Board, end on December 31.

4.0 Relationship with the CFA Institute, and other Member Societies.

- 4.1 The Society is a member ('member society') of the CFA Institute.
- 4.2 As a member society, the Society:
- (a) adheres to the CFA Institute articles and bylaws;
 - (b) works to enhance and build upon the principles and standards established by the CFA Institute.
 - (c) participates in various functions with other member societies; and
 - (d) comprises qualifying individuals, each of whom is a member of the Society and the CFA Institute, as detailed herein.

ARTICLE II

Objectives

1.0 The objectives of the Society shall be:

- 1.1 to enhance knowledge of the investment process decisions and to encourage a high level of professionalism and ethical behaviour within the Swiss investment community.
The Society shall strive to promote and increase the acceptance of the CFA Institute Standards of Professional Conduct and the Code of Ethics and the Performance Presentation Standards;
- 1.2 to encourage contact and communication among investment professionals in Switzerland and to further promote the interests of the Swiss investment community within the global environment;
- 1.3 to promote the CFA[®] Charter in Switzerland and increase its acceptance within the investment profession.

ARTICLE III

Membership

1.0 Classes of Membership.

- 1.1 The Society has three classes of Members: Regular, Affiliate and Honorary.

2.0 Requirements for Becoming a Regular Member.

- 2.1 Each applicant seeking to become a Regular Member of the Society shall
 - (a) be a Regular Member of CFA Institute or CIPM Association and;
 - (b) complete the sponsorship requirements as outlined in Section 12 below.

3.0 Requirements for Becoming an Affiliate Member.

- 3.1 Each applicant seeking to become an Affiliate Member of the Society shall
 - (a) qualify as, and upon becoming an Affiliate Member of the Society be accepted as, an Affiliate Member of CFA Institute,
 - (b) complete the sponsorship requirements as outlined in Section 12 below,
 - (c) have obtained one or more years of Acceptable Professional Work Experience,

“Acceptable Professional Work Experience” includes, as it relates to applicants seeking to become Regular Members or Affiliate Members, activities that consist to a majority extent of:

- (a) evaluating or applying financial, economic, and/or statistical data as part of the Investment Decision-Making Process involving securities or similar investments, which includes, but is not limited, to publicly traded and privately placed stocks, bonds and mortgages and their derivatives; commodity-based derivatives and mutual funds; and other investment assets, such as real estate and commodities, if these other investment assets are held as part of diversified, securities-oriented investment portfolios; or
- (b) supervising, directly or indirectly, those who practice such activities; or
- (c) teaching such activities.

4.0 Requirements for Becoming an Honorary Member.

4.1 Honorary Members are nominated at the sole discretion of the board because their presence within the Society could serve the Society's missions. They shall however

- (a) sign and submit a Member's Agreement, a Professional Conduct Statement, and any additional documentation as requested by the Society.

5.0 Review of Applications for Membership.

5.1 The Board shall have the right to review all applications for membership in the Society. In the event of disagreement concerning administration of Regular membership requirements, the Society shall have the right to appeal to the CFA Institute Board of Governors. The Board of Governors, or a designated committee thereof, shall have the authority to make final determinations on the application of Regular membership provisions.

6.0 Membership in the CFA Institute.

6.1 Each Regular Member of the Society is also a regular member of the CFA Institute. Each Affiliate Member of the Society is also an affiliate member of the CFA Institute. Honorary members are not member of the CFA institute.

7.0 Maintaining Membership Status.

7.1 To continue to be a Member, each such individual shall

- (a) adhere to all applicable rules and regulations, including the Society Bylaws, the CFA Institute Articles & Bylaws, the Code of Ethics & Standards of Professional Conduct, and other applicable rules relating to professional conduct;
- (b) annually file a Professional Conduct Statement, unless exempt pursuant to the CFA Institute Bylaws. Honorary members are exempt; and
- (c) pay membership dues.

8.0 Retired Members.

- 8.1 To qualify to become a 'retired' Member of the Society, each such individual shall
- (a) at the time of application for retired status, be a Regular Member of the Society;
 - (b) have been a regular member of the CFA Institute for five years;
 - (c) no longer be substantially engaged in the Investment Decision-Making Process for Compensation; and
 - (d) agree to the following:
 - (1) to notify the CFA Institute if retirement status changes;
 - (2) to be listed as 'retired' in the CFA Institute Membership Directory; and
 - (3) to waive the right to be guaranteed a transfer of membership to another society.

9.0 Membership List and Member Records.

- 9.1 The Secretary shall keep a list of and make available to CFA Institute the names and addresses of all Members of the Society and such other records and information relating thereto as the Board shall determine. The Board shall preserve its record and the records of its committees, with respect to each applicant and Member, for such period as the Board may determine.

10.0 Resignation.

- 10.1 Any Member of the Society may at any time cease to be a Member by submitting a resignation in writing to the Society President or Secretary. Such resignation shall be effective upon receipt, or date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.
- 10.2 The Society shall promptly notify the CFA Institute of any Member resignations, or if the Member notifies the CFA Institute directly, the CFA Institute will notify the Society.

11.0 Dues.

- 11.1 The annual membership dues for Members of the Society shall be USD 75 or an equivalent amount in Swiss Francs (CHF) as decided by the Board. Honorary members are exempt.
- 11.2 The annual membership dues may be changed as suggested by the Board with approval of two-thirds of the voting members of the Society's Annual Meeting.
- 11.3 Each Member owes annual dues based on classification of membership (i.e. Regular or Affiliate). In addition to the dues set by the Society, the CFA Institute shall have the right to set and collect dues for each Member's membership in the CFA Institute and, if applicable, as a Charterholder.

11.4 Any Member who has failed to pay the annual dues shall be automatically suspended from membership, without the necessity of any action by the Society or the CFA Institute, until payment is made, at which time such Member shall thereupon be reinstated, subject to these Bylaws.

11.5 Pursuant to an agreement between the Society and the CFA Institute, the CFA Institute will bill and collect the membership dues for the Society.

12.0 Sponsorship Requirements.

12.1 Every person applying for Regular or Affiliate Membership in the Society must be sponsored by one CFA Charterholder and the applicant's supervisor, one of which must be a member of the Society. If the supervisor requirement cannot be met because the applicant is the principal of the firm, a student, retired, self-employed, or if providing a supervisor sponsor places the applicant in a difficult professional position, then an additional sponsorship by a Regular Member of CFA Institute is required.

ARTICLE IV

Meetings of Members

1.0 Meetings.

11 All meetings of Members shall be held at a suitable time and place as determined by the Board.

2.0 General Assembly.

2.1 There shall be a General Assembly of the Members that shall be held during the first three months of the Society's fiscal year as determined by the Board.

2.2 The Assembly is the highest order of the Society. It decides such matters as the approval of the annual statement and of the proposed budget; exonerates the Board; elects or removes members of the Board. The Assembly shall delegate the 'power of attorney' to the Board for all unexpected issues.

3.0 Special Meetings.

3.1 Special meetings of the Members may be called (a) by the Members, should at least one-fifth of the Members demand one; (b) by the President; or (c) by the Secretary, upon written application by a majority of the Board, or in case of death, absence, incapacity or refusal of the Secretary, by another officer.

3.2 The call and the written application shall state the purpose for which the proposed meeting is to be held.

4.0 Notice of Meeting.

4.1 A written notice of any meetings of Members containing the place, date, hour, and the purposes for which it is to be held, shall be given to each Member by the Secretary at least thirty (30) days before the meeting.

5.0 Voting and Proxies

5.1 Each Regular Member shall have one vote to be exercised in person or by proxy.
Affiliate Members and Honorary Members do not have voting rights in the Society.

5.2 Proxies must be in writing or via secure electronic means and filed with the Secretary before being counted. The person named in a proxy may vote at any adjournment of the meeting for which the proxy was given, but proxy shall terminate after final adjournment of the meeting. No proxy dated more than six (6) months before the meeting named in it shall be valid.

6.0 Presiding and Recording Officers.

6.1 The President shall preside at meetings of Members. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

ARTICLE V

Board of Directors

1.0 Authority and Responsibility.

1.1 The Board has the authority to represent the Society subject to this set of Bylaws and all applicable laws. The Board has the authority to determine additional functions of the Officers and may decide upon issues that do not fall under the responsibility of an individual officer or of the General Assembly.

2.0 Composition.

2.1 The Board of Directors shall consist of at least three (3) elected Directors and the following Officers: the President, Vice President, Treasurer, Secretary, and if available and willing to serve, the immediate past Society President ('Past President').

3.0 Qualification.

3.1 Regular Members and up to a maximum of two Affiliate Members of the Society may serve on the Board.

4.0 Election and Terms.

4.1 The Board of Directors shall be elected by the Members of the Society entitled to vote at the General Assembly. The President, Vice President, Treasurer and Secretary shall each serve as a Director for a term concurrent with his or her respective term as an Officer of the Society. The other Directors, unless re-elected, shall retire from office on the day following each Annual Meeting of the Society.

5.0 Meetings and Notice.

5.1 Meetings of the Board of Directors may be held at a time and place determined by the Board or the President without call or notice, provided that any Director who is absent when such decision is made shall be given written notice by the Secretary of the time and place of such meeting.

6.0 Presiding and Recording Directors.

6.1 The President shall preside at meeting of the Board. The Secretary shall act as secretary of the meetings, and in the Secretary's absence, a temporary secretary shall be chosen by the President.

7.0 Quorum and Voting.

7.1 Each Director in office shall have one vote.

7.2 A majority of Directors in office shall constitute a quorum at any meeting of the Board.

7.3 Though less than a quorum be present, any meeting may without further notice be adjourned to a different time or place.

7.4 At any adjourned meeting at which a quorum is present, any business may be transacted that could have been transacted at the original meeting.

7.5 If a quorum is present at a meeting, a majority of the Directors present may decide any question, unless otherwise provided herein, by Charter, or by law.

7.6 It is possible for a resolution to pass by way of circulation without a meeting if all Directors are contacted.

ARTICLE VI

Officers

1.0 Designation.

1.1 The Officers of the Society shall consist of a President, Vice President, Treasurer, Secretary, and any such other Officers as the Board may from time to time appoint.

2.0 Qualification.

- 2.1 Regular Members and up to a maximum of two Affiliate Members of the Society may serve as Officers. The President and the Vice President shall be CFA Charterholders.

3.0 Election and Appointment.

- 3.1 The President, Vice President, Treasurer and Secretary shall
- (a) be elected by the Regular Members at the Annual Meeting of Members;
 - (b) hold office for one year commencing at the beginning of the fiscal year and until their respective successors are elected or appointed. The President and the Vice President may be re-elected once for a consecutive term in their respective offices.
- 3.2 Officer positions other than those listed in 3.1 immediately above may be appointed by the Board at any time and shall hold office for such terms as the Board may determine.

4.0 President.

- 4.1 The President shall be the chief executive officer of the Society and, subject to the direction of the Board, shall
- (a) exercise general supervision and control the affairs of the Society;
 - (b) preside as 'Chair' at all meetings of the Members and the Board; and
- have such further powers and duties as the Board shall determine.

5.0 Vice President.

- 5.1 The Vice President shall
- (a) have such powers and perform such duties as may be determined by the Board;
 - (b) exercise all powers and duties of the President during the President's absence or in the event of the President's inability to act; and
 - (c) become President of the Society in the event of the President's death or resignation and shall serve for the remainder of the President's term, or until a successor is elected.

6.0 Treasurer.

- 6.1 The Treasurer shall
- (a) maintain general charge of the financial affairs of the Society, subject to the direction of the Board;
 - (b) keep full and accurate records thereof, which shall always be open to the inspection of the President or any Director;

- (c) submit an annual financial statement and such other statements as the Board may require; and
- (d) render to the Board, at regular meetings thereof or whenever they may require it, a statement of the accounts of transactions as Treasurer, and the financial condition of the Society.

7.0 Secretary.

7.1 The Secretary shall

- (a) record and maintain records of the proceedings of all meetings of the Members and of the Board in books kept for that purpose;
- (b) notify the Members and the Directors of all meetings in accordance with the Bylaws;
- (c) keep all the records of the Society not kept by the Treasurer; and
- (d) perform such other functions as determined by the Board.

8.0 Delegation of Power.

8.1 In the case of the absence or disability of any Officer of the Society, or for any other reason deemed sufficient by the Board, the Board may, by vote of a majority of the Directors in office, delegate such Officer's power or duties to any other Officer or Director or may declare the office vacant

9.0 Vacancies.

9.1 A vacancy in any office may be filled by the Board for the unexpired term of the officer whose place is vacant and until a successor is elected or appointed.

10.0 Resignation.

10.1 Any Officer may at any time resign his or her office by delivering a resignation in writing to the Society at its principal office or to another Officer. Such resignation shall be effective upon receipt, or the date specified, and acceptance thereof shall not be necessary to make it effective unless it so states.

11.0 Removal.

11.1 Officers elected or appointed by the Board may be removed from their respective offices with or without cause by vote of a majority of the Directors then in office.

ARTICLE VII

Internal Auditors

1.0 Authority and Responsibility.

- 1.1 The internal auditors will meet at least once a year with the Treasurer to check the conformity of the financial statement of the Society. Based on their audit they will propose exoneration to the General Assembly of the Treasurer.

2.0 Composition and Qualification.

- 2.1 There will be two internal auditors, who must be Regular Members of the Society.

3.0 Election and Term.

- 3.1 The auditors will be elected by the Members of the Society entitled to vote at the General Assembly and shall hold office for a period of two (2) years commencing at the beginning of the fiscal year and until their successors are chosen and qualified.

ARTICLE VIII

Committees

1.0 Creation, Appointment and Composition.

- 1.1 The Board may create committees that may as determined by the Board
- (a) contain any number of Members; and
 - (b) exercise powers conferred upon the same by the Board, unless otherwise provided herein, by Charter, or by law.
- 1.2 All members of committees shall hold office until the day following the General Assembly in the year next following the appointment or election, unless otherwise determined by the Board.

2.0 Nominating Committee.

- 2.1 The Board shall appoint annually, at least sixty (60) days prior to the Annual Meeting, a Nominating Committee of at least three (3) persons, one of whom shall be the designated chair.
- 2.2 The Nominating Committee shall
- (a) make Director and Officer nominations, subject to the qualifications set forth herein;

- (b) report its nominations in writing to the Secretary not less than three weeks prior to the Annual Meeting; and
 - (c) instruct the Secretary to send a copy of the report of the Nominating Committee, or summary thereof, at least fifteen (15) days before the Annual Meeting to each Regular Member and, if so required, to each Affiliate Member.
- 2.3 Any Member may offer nomination for Directors or Officers from the floor at the Annual Meeting subject to the qualifications set forth herein, provided that such Member has submitted to the Secretary not later than five (5) days before the Annual Meeting a notice signed by not less than five percent (5%) of the Members of the Society that states the names of the proposed nominees.

ARTICLE IX

Professional Conduct

1.0 Adoption.

- 1.1 As a Member Society of the CFA Institute, the Society has adopted the CFA Institute Code of Ethics & Standards of Professional Conduct and requires that its Members comply with the provisions thereof.

2.0 Enforcement.

- 2.1 The Society and its Board
- (a) delegate to the CFA Institute all authority and responsibility for enforcement of the Code of Ethics & Standards of Professional Conduct with respect to all Members of the Society; and
 - (b) shall report to the CFA Institute any violations of the Code of Ethics & Standards of Professional Conduct that come to the Society's attention.
- 2.2 The Membership of an individual in the CFA Institute that has been suspended or revoked shall
- (a) as applicable, be automatically suspended or revoked from membership in the Society; and
 - (b) if applicable, cease to hold any position in the Society.

3.0 Compliance and Support.

- 3.1 By accepting membership in the Society, and as a condition for continued membership thereof, each Member subscribes to, and shall comply with, the Code of Ethics & Standards of Professional Conduct. Failure to comply is cause for disciplinary action.

4.0 Annual Statements.

4.1 Each Member shall (a) annually complete and return a Professional Conduct Statement to the CFA Institute; and (b) furnish such additional information relating to professional conduct as may be requested by the CFA Institute. At the CFA Institute's request, the Society will collect Professional Conduct Statements from its Members and will forward such statements to the CFA Institute.

5.0 Charges.

5.1 Any person may in writing, address the Society or an Officer or Director thereof concerning a charge or charges of breach of the Code of Ethics & Standards of Professional Conduct by a Member. The Board shall promptly forward all such complaints to the CFA Institute Professional Conduct Program.

ARTICLE X

Limitation of Liability

1.0 Limitation of Liability.

1.1 To the full extent that applicable law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers, a director or officer of the Society shall not be liable to the Society or its members for monetary damages. In any case, personal liability of all Members shall be limited to the lower of the membership dues or CHF 100.

ARTICLE XI

Amendments

1.0 Power to Amend.

1.1 The Bylaws of the Society may be amended as provided in Section 2 and 3 below.

2.0 Proposal for Amendment.

2.1 Every voting Member may propose to amend the Bylaws. Member proposed amendments must be submitted to the Secretary no later than the end of the fiscal year. The Board approves proposals for amendments with simple majority, to be brought before the next General Assembly.

3.0 Adoption of Amendment.

- 3.1 A proposed amendment shall be adopted upon vote by two-thirds (2/3) of all Regular Members voting.
- 3.2 Subject to the Charter and applicable law, amendments to the CFA Institute Bylaws approved by the CFA Institute membership that necessitate amendment of the Society Bylaws shall be implemented by the Board without submission to the Members for approval pursuant to the requirement of Article I, Section 4.2 (a) and (b) herein.

ARTICLE XII

Dissolution

1.0 Procedure.

- 1.1 The Society may be dissolved by a three-quarter (3/4) vote of the Regular Members.
- 1.2 In the event of the liquidation or dissolution of the Society:
- (a) no Member shall be entitled to any distribution or division of its property or its proceeds; and
 - (b) all funds and property of the Society shall be transferred to or applied for the benefit of one or more corporations or organizations qualifying under applicable law, as selected by the Board and by any court that may exercise jurisdiction over such liquidation or dissolution.