

# Articles of Association of the Baloise Collective Foundation for Non-Compulsory Occupational Welfare Provision

July 2015 edition

## 1. Name and registered office

- 1.1 Baloise Life Ltd, Basel, (hereafter referred to as “the Founder”) is establishing a Foundation within the meaning of Art. 80 et seq. of the Swiss Civil Code (ZGB) and Article 331 of the Swiss Code of Obligations (OR).
- 1.2 The Foundation bears the following name:  
Bâloise-Sammelstiftung für die ausserobligatorische berufliche Vorsorge  
(Bâloise-Fondation collective pour la prévoyance professionnelle extraobligatoire)  
(Bâloise-Fondazione collettiva per la previdenza professionale extraobbligatoria)  
(Baloise Collective Foundation for Non-Compulsory Occupational Welfare Provision)
- 1.3 The name of the Foundation may also be translated into other languages.
- 1.4 The registered office of the Foundation is in Basel. Subject to the agreement of the supervisory authority, the Board of Foundation may move the registered office of the Foundation to another location in Switzerland.

## 2. Purpose

- 2.1 The purpose of the Foundation is to provide occupational pension cover for employees of its affiliated companies and institutions and, to the extent permitted by law, for self-employed persons, as well as for their dependants and survivors, to counter the financial consequences of old age, death and disability.
- 2.2 The Foundation provides occupational pension cover outside the cover provided the Federal Law on Occupational Retirement, Survivors’ and Disability Pension Plans (BVG).
- 2.3 To achieve its purpose, the Foundation may conclude insurance contracts or enter into existing contracts, although the Foundation itself must be policyholder and beneficiary.

## 3. Regulations

- 3.1 The Foundation issues the regulations required by law, in particular, those concerning the organisation, benefits, administration and financing, auditing and partial liquidation.
- 3.2 The regulations can be changed or revoked at any time while maintaining the acquired rights of beneficiaries.

## 4. Assets

- 4.1 The Founder paid the sum of CHF 2000 to the Foundation as initial capital.
- 4.2 The Foundation assets will be increased through contributions and deposits from employers and employees under the regulations, voluntary contributions from the Founder and third parties, as well as surpluses from insurance contracts and income from the Foundation’s investments.
- 4.3 Unless used specifically for pension provision purposes, no payments may be made out of Foundation assets to meet the employer’s legal obligations or to cover remuneration normally provided by the employer (such as inflation, family and children’s allowances, bonuses, etc.) for employed service.
- 4.4 Foundation assets must be managed in observance of the federal legislation on investment and withdrawal of funds in accordance with recognised principles.
- 4.5 Employer contributions may be paid from the Foundation assets, provided the employers have first accumulated the contribution reserves of the pension fund and these have been reported separately.
- 4.6 The contribution reserves and the Foundation’s recorded unallocated assets from an individual pension fund may only be used for beneficiaries of this pension fund.

## 5. Independence of individual pension funds

- 5.1 The pension funds of individual employers affiliated to the Foundation are independent of one another.
- 5.2 Separate accounts will be maintained for each pension fund.
- 5.3 The entitlements of beneficiaries of individual pension funds are limited to those components of the assets that are separately credited from the Foundation to the pension funds.

## 6. Organisation

The governing bodies of the Foundation are:

- a) the Board of Foundation
- b) the board of trustees of funds of affiliated employers
- c) the external auditor.

## **7. Board of Foundation**

- 7.1 The Board of Foundation is the supreme body of the Foundation. It must have at least six members.
- 7.2 The employees are represented on the Board of Foundation in proportion to their contributions. Half of the seats on the Board of Foundation allocated to the employer are occupied by the employer and half by the Founder. Appointment of the Board of Foundation is regulated by the Election Regulations.
- 7.3 The term of office of the Board of Foundation is four years. Re-election is permitted.
- 7.4 The Board of Foundation represents the Foundation externally and designates other persons who can represent the Foundation in a legally binding way. It regulates the manner in which they are authorised to sign. Members of the Board of Foundation sign collectively in pairs.
- 7.5 The Board of Foundation heads the Foundation in accordance with the laws and ordinances, the provisions of the articles of association, the regulations of the Foundation, and the instructions of the supervisory authority.

## **8. Board of trustees of the fund**

- 8.1 Each pension fund is managed by a board of trustees which comprises representatives of the employer and the employees in proportion to their respective contributions.
- 8.2 The rules governing the management of the fund are defined in the regulations.

## **9. Audit**

- 9.1 The Board of Foundation instructs a certified external auditor to undertake the annual audit of the management, the accounting processes and the assets. The external auditor provides a written report to the Board of Foundation.
- 9.2 The Board of Foundation instructs a certified occupational pensions expert to undertake a regular audit.

## **10. Statement of account**

The statement of account is prepared annually on 31 December.

## **11. Succession, termination and liquidation**

- 11.1 If the Founder is transferred to a legal successor or if it merges with another company, the Foundation shall be transferred to it without a decision to the contrary by the Board of Foundation. The rights and obligations of the founding company in respect of the Foundation shall transfer to the successor.
- 11.2 If the Foundation or its legal successor is dissolved, the Foundation will be continued without a decision to the contrary by the Board of Foundation.
- 11.3 If a contract of affiliation is terminated, the claims of the beneficiaries of the pension fund will be met under the rules of the pension fund.
- 11.4 If the Foundation is terminated, the Foundation assets must be used in the first instance to secure the statutory claims and claims under the regulations of the employees. Any remaining assets must be used for the purpose for which the Foundation was set up. The liquidation of the Foundation is dealt with by the final Board of Foundation, which remains in office until it is terminated. The Board of Foundation may instruct the supervisory authority to appoint a liquidator.
- 11.5 This is subject to the rules that apply to a partial and total liquidation of the Foundation or of the pension fund.
- 11.6 Foundation assets may not be used to reimburse the Founder, affiliated employers or their legal successors, or for any purpose other than the provision of occupational pension benefits.
- 11.7 All decisions to terminate or liquidate the Foundation based on this clause remain subject to the approval of the supervisory authority.

## **12. Reservation of right of amendment**

The Board of Foundation may, with the agreement of two thirds of all its members and while observing the Foundation's purpose, apply to the supervisory authority for amendments to be made to these Articles of Association.

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