

# **Election Regulations**

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

April 2020 edition

## 2 Election Regulations

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

#### 1. General provisions

1.1 These regulations govern the elections to the Board of Foundation.

1.2 The Board of Foundation instructs Baloise Life Ltd as the Management Office of the Foundation to conduct the elections. An Election Office consisting of three members will be set up for this purpose.

1.3 The Board of Foundation appoints the manager and two further members of the Election Office from among the members of the Management Office based on nominations by the Management Office.

1.4 The Election Office conducts all the actions necessary for the election to the Board of Foundation that have not been expressly assigned to the duties of another person or another body.

#### 2. Eligibility for election and active right to vote

##### 2.1 Eligibility for election

2.1.1 Persons can be elected to the Board of Foundation who, at the time of the election, are among the group of insured persons or on a fund's board of trustees and who meet the requirements of integrity and loyalty in accordance with the Organisation Regulations.

2.1.2 Persons cannot be elected if they are insured persons or trustees of funds whose underlying employment contract or contract of affiliation has been given notice of termination or dissolved at the time of the election.

##### 2.2 Active right to vote

All trustees of funds are entitled to vote. The employer's representatives on the funds' boards of trustees (hereinafter "the Employer's Representation") elect the employer's representatives on the Board of Foundation, the employees' representatives on the funds' board of trustees (hereinafter "the Employees' Representation") elect the employees' representatives on the Board of Foundation.

#### 3. Electoral process

An election takes place before the end of a term of office. A by-election takes place if a member of the Board of Foundation departs from the Board of Foundation during his/her term of office and no successor joins during the term of office of the outgoing member under clause 3.2.7 or seats on the Board of Foundation need to be filled under clause 3.1.7(2).

##### 3.1 Nominations

3.1.1 The pension funds are asked in good time before expiry of a term of office or if there is an impending by-election to submit nominations for elections to the Board of Foundation within one month of the mailing date (postmark) of the election's announcement. The existing members of the Board of Foundation and their successors, provided they do not renounce their candidature within the specified submission period, participate without any further formal application in the election under clause 3.1.4 and are considered the nominations of the pension fund. For this purpose, they must each submit a short profile as well as current extracts from the Register of Criminal Convictions and from the Debt Collection Register, both of which must not date back more than three months.

3.1.2 A maximum of two candidates for election are permitted per pension fund. The Employer's Representation can nominate one person as the employer's representative on the Board of Foundation and the Employees' Representation can nominate one person as the employees' representative on the Board of Foundation. This remains subject in each case to candidatures without formal application under clause 3.1.1.

3.1.3 The Employer's and Employees' Representations must ensure that the candidates have the best possible knowledge and experience:

- in the field of social insurance, particularly in the field of occupational pensions; and/or,
- in the fields of law, economics, accounting/balance sheet analysis or investment/capital markets.

3.1.4 The candidatures may only be submitted via the application form provided by the Foundation for the election. For each candidate, a short profile must be submitted as well as current extracts from the Register of Criminal Convictions and from the Debt Collection Register, both of which must not date back more than three months. The Employees' and Employer's Representations jointly sign the application form with the candidate and, in each case, with a joint signature, provided the necessary number of members for this has been reached. The candidate must confirm that he/she is ready and willing to assume the office if he/she is elected.

3.1.5 The nominations received will be checked by the Election Office against the eligibility conditions for election in accordance with clause 2.1. The following will not be considered: candidates who do not meet the eligibility conditions for election, nominations received after the closing date and forms that are incomplete or not signed in a legally valid manner. If too many candidates are registered by the Employer's or Employees' Representation, the nominations will be accepted in order of the dates of receipt. If the dates are the same, the decision will be taken by drawing lots.

3.1.6 If fewer candidates are standing for election than there are seats, the Board of Foundation will decide on measures to acquire a sufficient number of candidates so that all the seats can be filled.

3.1.7 If the number of employer and/or employee candidates that are nominated does not exceed the number of seats on the Board of Foundation to be filled, the candidates are automatically elected.

If fewer candidates are nominated than there are seats on the Board of Foundation, by-elections are held for the remaining seats under clause 4.4.

3.1.8 If more candidates are nominated for election than there are seats to be filled on the Board of Foundation, electoral lists of employer and employee candidate respectively will be prepared and provided to the board of trustees of the fund together with short profiles of the candidates.

##### 3.2 Conducting the elections

3.2.1 Separate elections will be held for the employer and employee representatives.

3.2.2 The Employer's and Employees' Representations vote on the candidates on the electoral lists.

### **3 Election Regulations**

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

3.2.3 The Employer's and Employees' Representations at each pension fund have as many votes as there are seats on the Board of Foundation for employer's and employee's representatives respectively.

3.2.4 The voting by the Employer's and Employee's Representations is conducted in writing or electronically on the ballot paper provided for this purpose. The deadline for submitting the ballot paper is one month after the date of dispatch (postmark) of the electoral lists and ballot papers or, in the case of an electronic vote, one month after the date of the notification.

3.2.5 The validity of the ballot papers will be checked by the Electoral Office. Only correctly filled out original ballot papers are valid. Particular examples of invalid ballot papers include:

- illegibly filled out ballot papers;
- ballot papers with remarks that are not required for the election;
- ballot papers on which more candidates have been voted for than there are seats available to be filled;
- ballot papers that are not received before the return deadline;
- ballot papers that include names that are not on the electoral lists.

3.2.6 The candidate(s) with the most votes on the employer and employee side respectively is/are always elected. If the votes are tied, a decision shall be taken by drawing lots.

3.2.7 Candidates who have not been elected are successors ranked in the order of their number of votes. If the votes are tied, a decision shall be taken by drawing lots.

3.2.8 A record must be prepared of the election result.

3.3 Communication of the election result, complaints and validation of the election result

3.3.1 The election results are communicated to the trustees of the fund and the insured persons in an appropriate manner.

3.3.2 Complaints relating to the Board of Foundation election must be submitted in writing to the Election Office with a statement of the grounds for the complaint within 20 days (postmark) of publication. Complaints can only be made on the grounds of arbitrariness and procedural errors. The decision of the Board of Foundation in its previous composition is final.

3.3.3 The election result is validated by the Board of Foundation in its previous composition.

#### **4. Early departure from the Board of Foundation (succession)**

4.1 Members depart from the Board of Foundation early if they no longer meet the eligibility conditions for election or they resign.

4.2 If an employer or employee representative departs, he/she is replaced by a successor in accordance with clause 3.2.7, subject to the eligibility conditions.

4.3 The successor continues the term of office of the outgoing member.

4.4 If a member of the Board of Foundation departs from the Board of Foundation during the term of office and there is no successor available, a by-election takes place. Employee representatives are co-opted by the remaining employee representatives on the Board of Foundation, and employer representatives by the remaining employer representatives. The co-opted member of the Board of Foundation continues the term of office of the outgoing member of the Board of Foundation.

#### **5. Reservation of right of amendment**

The Board of Foundation can amend these Regulations at any time in accordance with statutory provisions and the Foundation's Articles of Association. The supervisory authority must be notified of any amendments.

#### **6. Entry into force and transitional provisions**

6.1 These Regulations enter into force on 1 April 2020 and replace the previous Regulations.

6.2 The Regulations govern the election of the Board of Foundation for periods of office that commence after the effective date.

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