

Statutes
of the
**Cooperative Birth Centre Simmental-Saanenland:
Maternité Alpine**

from May 26, 2018

Approved at the Annual General Meeting

I. Name, Seat, Purpose and Membership

1. Name and seat

Article 1

- 1 Under the name of the Cooperative Birth Centre Simmental-Saanenland: Maternité Alpine there is a cooperative according to Art. 828 et seq. OR
- 2 The seat of the cooperative is Zweisimmen.
- 3 The duration of the cooperative is unlimited.

2. Purpose

Article 2

- 1 The cooperative aims to help the population in joint self-help
 - to offer and provide basic obstetric care on site;
 - to offer and carry out care around pregnancy, childbirth and post-partum period;
 - to operate a birth centre,
 - to maintain cooperation with established doctors, freelance midwives, Spitex services, emergency services, mothers' and fathers' counselling centres and other professionals and institutions.
- 2 The cooperative acquires or rents suitable premises for this purpose and makes them available to a group of people who run the birth centre.
- 3 The cooperative is a non-profit organisation. It does not pursue commercial purposes and does not seek profit. Any net income will be used for the purposes of the cooperative.
- 4 The cooperative is politically and confessionally independent.

3. Membership

Article 3

1 Membership may be requested by any natural or legal person.

2 In order to be admitted as a member, a written, legally signed accession declaration and an administrative decision are required. The administration makes a final decision and does not need to justify the refusal.

Article 4

Membership of the cooperative expires

(a) in the case of natural persons, by withdrawal, exclusion or death;

b) in the case of legal persons, by withdrawal, exclusion or dissolution.

Article 5

Withdrawal from the cooperative may take place with respect for a notice period of 6 months at the end of a calendar year.

Article 6

1 A member who infringes the interests of the cooperative may be excluded by the administration at any time (according to Art. 846, 2, OR).

2 The excluded person shall be entitled to the right of appeal to the next General Meeting for 30 days after notification. Until their decision, he/she is suspended in the exercise of his/her membership rights.

3 The referral of the judge in accordance with Art. 846, 3, OR is reserved. Nor does it have a suspensive effect.

Article 7

1 Membership and the share paid under subscription of the cooperative capital shall be confirmed to the members of the cooperative in the form of share certificates. The shares are in the name of the members and serve as evidence.

2 Certificates may also be issued for several shares instead of individual ones.

Article 8

Membership is non-transferable and non-inheritable.

II. Financial regulations

Article 9

1 The cooperative capital corresponds to the sum of the subscribed shares.

2 Each individual member must take over at least one share certificate of Fr. 200.- and pay a one-time entrance fee of Fr. 50.-, payable within one month after the membership has been obtained.

3 Legal persons must take over at least one share certificate of Fr. 1'000.-, as well as a one-time entrance fee of Fr. 50.-, payable by agreement.

4 The amounts subscribed must be paid after the decision of the administration. The administration is entitled to defer the obligation to provide services. Unpaid amounts are not interest-bearing.

5 The administration may increase the co-operative capital at any time by issuing new share certificates.

6 The number of shares which a member of the cooperative may hold is unlimited.

2. Liability

Article 10

The cooperative's liabilities are the only liability of the cooperative assets. Any personal liability or obligation to pay a supplementary margin by the individual cooperative errand is excluded.

3. Fund

Article 11

The General Meeting shall decide on the amount of the respective deposits in the statutory reserve funds in accordance with Article 860(1) or and on the opening of further funds under Articles 862 and 863 OR.

4. Interest on share certificates

Article 12

The shares paid under subscription of the cooperative are non-interest-bearing.

5. Compensation of the institutions

Article 13

- 1 The members of the organs and commissions of the cooperative work on a voluntary basis.
- 2 The members of the organs and commissions of the cooperative may claim compensation for expenses for their activities. A financial regulation regulates the rest.
- 3 The members of the administration may be compensated for their participation, provided that their time exceeds the limits of the usual voluntary work. A financial regulation regulates the rest.
- 4 Any profit sharing by the members of organs and the alignment of royalties with the members of the cooperative are excluded.
- 5 The administration shall issue the financial regulations on its own.

6. Compensation of withdrawing members

Article 14

- 1 Withdrawing members or their heirs shall not be entitled to the shareholding, with the exception of the right to repayment of the cooperative shares paid by them. The repayment is made at balance sheet value of the year of withdrawal with the exclusion of reserves and fund deposits.
- 2 The amount to be paid is due two years after the member's retirement.
- 3 The administration is entitled to defer the repayment for a maximum of one more year (Art. 864 sec. 2 OR).
- 4 The administration may, if the financial situation of the cooperative permits, grant an earlier repayment.
- 5 The cooperative is entitled to billing for counterclaims of any kind.
- 6 If a member terminates only part of his shareholding, the provisions applicable to the severance payment of outgoing members shall be applicable by analogy. The minimum participation in accordance with Article 9 (2) and (3) must in any case be maintained.
- 7 Any pledging and other burden of cooperative shares is excluded.

7. Accountancy

Article 15

- 1 The bookkeeping and accounting are carried out in accordance with the provisions of Art. 957 ff. OR.
- 2 The assets may be entered in the balance sheet at most with the acquisition or production costs.
- 3 Any benefits received by the Confederation, canton or communes must be shown openly.
- 4 An appropriate depreciation must be made.
- 5 The fiscal year is the calendar year. The first financial year closes on December 31, 2015.
- 6 Accounting is carried out in the Annual Report. This contains the annual accounts, which consist of the balance sheet, the income statement and the notes with management report and any other reports required by law (Art. 959 ff.).
- 7 The annual report shall be drawn up within six months of the end of the financial year and submitted to the competent bodies for approval.
- 8 The annual report, together with the report of the supervisory body, shall be issued for inspection by the members no later than 14 days before the ordinary general meeting at the cooperative's commercial domicile.

III. Organisation

Article 16

The organs of the cooperative are:

1. the General Meeting,
2. the administration,
3. the auditor (subject to Article 25, paragraph 3).

1. Annual General Meeting

a) Powers

Article 17

- 1 The powers of the General Meeting include:
 - (a) the establishment and amendment of the statutes;
 - (b) the election and dismissal of the administration, the president and the auditor;
 - (c) the approval of the management report to the extent that such a report is required;
 - (d) the audition of the annual accounts;
 - (e) the decision on the use of the net profit;
 - (f) the discharge of the administration;
 - (g) the discharge of appeals against exclusion orders;
 - (h) the purchase and sale of land and property;
 - (i) the consent to the taking-up of construction and renovation loans and business loans amounting to more than Fr. 100,000;-
 - (j) the decision to dissolve or merge the cooperative;
 - (k) the approval of regulations, unless the administration can expressly adopt this on its own;
 - (l) the decision on further transactions submitted by the administration to the General Meeting;
 - (m) the decision on transactions handled at the request of members, insofar as they are subject to the decision-making by the General Assembly;
 - (n) the resolution of all other items reserved by law or statutes of the General Assembly;

Article 18

- 1 The Annual General Meeting shall be held annually within the first half of the calendar year. The date of the Annual General Meeting must be made known at least three months in advance.
- 2 Extraordinary general meetings shall be convened at the request of the administration or at the request of the tenth part of the members, provided that the cooperative consists of 30 members or more, otherwise at the request of at least 3 members.
- 3 The convening shall be effected in writing by the administration at least 14 days before the holding, with notification of the subject matter of the negotiations.

b) Voting rights

Article 19

- 1 Each member shall have one vote in the General Meeting.
- 2 When exercising the right to vote, a member may be represented by another member, but no authorised representative may represent more than one member. The power of attorney must be carried out in writing and must be reported to the administration before the beginning of the General Meeting.
- 3 In the case of decisions on the discharge of the administration and on the discharge of appeals against exclusion orders, the members of the administration shall not have the right to vote.

c) Quorum

Article 20

- 1 The General Meeting shall have a quorum if it has been convened in accordance with the statutes and only in relation to the transactions that have been handled.
- 2 In addition, the General Meeting has a quorum if all the members are present and if they discuss business and take decisions without contradiction (in accordance with Article 884 OR).
- 3 The General Meeting shall take its decisions and take its elections by an absolute majority of the votes cast.
- 4 In the event of a tie, the chairperson shall decide if the one-off repetition of the vote does not bring about clarification.
- 5 The dissolution or merger of the cooperative requires the approval of at least three-quarters of the votes cast.
- 6 The amendment of the statutes requires the approval of at least three-quarters of the votes cast.
- 7 For the rest, Article 889 OR is reserved.

d) Elections and votes

Article 21

Elections and votes shall be open unless at least one third of the voters present require secret conduct or the administration decides on secret ballots.

2. Administration

a) Election

Article 22

- 1 The administration consists of at least 3 members. These must be members of the cooperative.
- 2 The members of the administration are elected for a term of two years and are re-electable. Elections within a term of office shall apply until the term of office.
- 3 The administration shall constitute itself, subject to Article 17 lit.b.

b) Quorum

Article 23

- 1 The administration shall have a quorum in the presence of the majority of its members.
- 2 The administration shall decide by a majority of votes.
- 3 In the event of a tie, the chairman shall have the casting vote.
- 4 Written circular decisions shall be deemed to be valid administrative decisions, provided that they are signed by all members of the administration.

c) Powers of administration

Article 24

- 1 The administration is entitled to all rights and obligations under Art. 899 - 905 OR, insofar as they are not reserved for the General Meeting or the auditor. In particular, it is:
 1. the definition of the organisation by the adoption of an organisational regulation and any implementing or enforcement regulations;
 2. the appointment of commissions, delegations and committees and the dismissal of their members;
 3. the appointment and dismissal of a working group for the operation of the birth house;
 4. the designation of persons authorised to represent the cooperative, with legally binding contracts being signed only collectively by two;
 5. the oversight of persons entrusted with the operation of the birth centre, in particular with regard to compliance with the laws, statutes, regulations and instructions;
 6. the preparation of the annual report;
 7. the preparation of the General Meeting and the implementation of its resolutions;
 8. the notification to the court in the event of over-indebtedness.
- 2 The administration may establish a technical advisory board and appoint and dismiss the members of that advisory board. It may define the tasks and competences of the advisory board in a regulation.

3. Auditor

Article 25

- 1 The General Meeting elects an auditor.
- 2 The term of office is two years. Re-election is possible.
- 3 The General Meeting may waive the election of an auditor if:
 - (a) the cooperative is not obliged to undertake a proper review;
 - (b) all members agree;
 - (c) the cooperative has no more than 10 full-time positions on an annual average.
- 4 The waiver also applies to subsequent years. However, every member has the right to request the implementation of a limited revision and the election of a corresponding auditor no later than 30 days before the General Meeting. In this case, the General Meeting may not take the decisions in accordance with Articles 16 lit.c, d. and e. until the audit report has been presented.

IV. Permission to sign

Article 26

- 1 Unless the administration decides otherwise, all its members have collective signatures for two.
- 2 The administration is authorised to grant signature permission to representatives or employees of the cooperative.

V. Final Provisions

1. Dissolution and liquidation

Article 27

- 1 A resolution of dissolution may only be taken in a general meeting specially convened for this purpose.

Article 28

Cooperative assets which remain at face value after the repayment of all debts and repayment of all cooperative share certificates shall be transferred to a non-profit tax-exempt body established in Switzerland with the same or similar objective.

Article 29

The liquidation is taken care of by the administration in accordance with Article 913 OR.

2. Notices

Article 30

- 1 Notifications to members shall be made by electronic means or by letter.
- 2 Members are obliged to notify the administration of changes to their electronic and postal address. The cooperative sends its communications with liberating effect to the last address it has been given.
- 2 The publication body to third parties in the cases required by law is the Swiss Official Gazette of Commerce.

Amendments to the Statutes

Article 31

- 1 Amendments to these statutes require a qualified majority in accordance with Article 20 (6)
- 2 In addition, the consent of the competent authority is reserved insofar as the law designates statutes of non-profit organisations as subject to authorisation.

4. Entry into force

Article 32

These Articles of Association were adopted at the Founding Meeting on 30 July 2015.
Amendments made at the Annual General Meeting of 20 May 2017 Art. 12 and Article 28
Amendments made at the Annual General Meeting of 26 May 2018: Articles 13 and Article 28

Zweisimmen, 26 May 2018

The President Ursula Michel

Vice-President Anne Speiser