

Effective from June 25th, 2009

Bylaws

Table of contents

- 1 Name and Domicile
Purpose and Mode
of Operation
- 2 Membership and Funding
- 4 SNV Bodies
- 7 Publications
- 8 Final Provisions



BYLAWS

of SNV, the Swiss Association for Standardization

Name and Domicile

	Art. 1
<i>Name</i>	1 The name «Schweizerische Normen-Vereinigung» (SNV, the «Swiss Association for Standardization») designates an association established on the basis of art. 60 ff of the Swiss Civil Code (ZGB).
<i>Domicile</i>	2 The place of the association's head office is considered its domicile.

Purpose and Mode of Operation

	Art. 2
<i>Purpose</i>	1 The SNV is a national umbrella organization that provides a platform for the drafting and harmonizing of standards and rules.
	2 The SNV promotes the drafting and harmonizing of standards and rules as well as their use and implementation in such as areas as standardization, inspection and certification. In this manner, the SNV makes a significant contribution to the lifting of non-tariff barriers to trade and the promotion of understanding across borders.
	3 The SNV supports all efforts undertaken by business and authorities to serve the purpose of the association.
	4 The SNV promotes the publication and dissemination of standards, rules and relevant documents in printed and electronic forms, and keeps an up-to-date archive of them.
	5 Within the scope of its powers, the SNV represents Swiss interests in European and international bodies on behalf of its members. The SNV publishes information on its activities and causes.
	6 The SNV initiates the creation and protection of labels and trademarks to the extent to which this is required to serve its purpose.
	7 Within the scope of its purpose, the SNV may be commissioned by third parties to provide special services.

Art. 3

1

Mode of Operation

The SNV operates on the basis of a decentralized organization composed of specialized divisions so as to perform its activities in the manner best suited to ensure optimum use of expertise and flexible adaptation to changing needs and priorities.

2

As a general rule, the work of the specialized divisions is performed by autonomous national organizations for the creation of standards.

3

SNV membership is a prerequisite for involvement in the SNV's bodies and the European and international bodies represented by them.

4

Standing Orders

In addition to the articles in the present bylaws, the board is to issue standing orders governing the structure and mode of operation of the SNV and its managing and administrative bodies. Such standing orders are to be brought to the attention of the assembly of members.

Membership and Funding

Art. 4

1

Membership

As a general rule, SNV membership is open to all public and private institutions and individuals interested in the processes of drafting, harmonizing and using standards and rules.

2

The SNV has two categories of members, collective and individual.

The category of collective membership includes, amongst others:

- companies (manufacturing, retail, services, commerce),
- institutions of any kind (associations, federations, foundations etc.),
- public authorities and agencies of any kind.

The category of individual membership includes:

- private members: persons interested in promoting the association's purpose;
- honorary members: persons who have achieved special merits by promoting the association's purpose. Honorary members are exempt from fee payment.

Art. 5

1

Admission

Admission to SNV membership is based on an application to be assessed by the SNV head office. Any refusal of an application is appealable with the board and subsequently with the assembly of members whose decision shall be final. By signing their declarations of admission, applicants recognize the SNV's bylaws and any regulations and resolutions based on them.

<i>Termination</i>	<p>2</p> <p>Membership may be terminated only at the end of each calendar year by notification in writing served no later than three months before.</p>
<i>Expulsion</i>	<p>3</p> <p>The board may expel any members who have breached the SNV's bylaws or contravened the SNV's interest in any other way or failed to fulfill their obligations even upon receipt of a reminder. Any such expulsion is appealable with the assembly of members within a period of one month following the receipt of notification.</p>
	<p>4</p> <p>Any rights related to membership become extinct upon termination or expulsion.</p>
<i>Liability</i>	<p>5</p> <p>Termination of membership or expulsion does not release the member in question from any unmet obligations towards the SNV.</p>
	<p>Art. 6</p>
<i>Funding</i>	<p>1</p> <p>The SNV is funded by:</p> <ul style="list-style-type: none"> b) annual membership fees, c) revenue from operations, d) fees earned from assignments, e) voluntary contributions.
<i>Membership Fees</i>	<p>2</p> <p>The board is to issue rules governing the calculation of annual membership fees, including multipliers. The Swiss-franc equivalent of a multiplier is to be fixed annually by the assembly of members.</p>
	<p>3</p> <p>The association's business year coincides with the calendar year.</p>
<i>Liability</i>	<p>4</p> <p>Liability for the SNV's obligations is limited to the SNV's assets. Personal liability of members is confined to payment of the annual membership fee. Members are not liable to make any further contributions.</p>
	<p>5</p> <p>In case of dissolution of the association, it is for the assembly of members to decide on appropriation of the association's assets.</p>

SNV Bodies

Art. 7

The SNV's bodies are:

- a) the assembly of members,
- b) the board,
- c) the head office,
- d) the auditors.

a) The Assembly of Members

Art. 8

Duties and Powers

As the SNV's supreme body, the assembly of members is invested with the following powers:

- a) to approve the annual report and the annual accounts as well as to ratify the board's release from responsibility;
- b) to fix membership fees;
- c) to elect the president and the members of the board;
- d) to elect the auditors;
- e) to deal with the agenda of items prepared by the board;
- f) to rule on appeals made by unsuccessful applicants for membership or expelled members;
- g) to rule on amendments to the bylaws and any proposal to dissolve the association;
- h) to elect honorary members.

Art. 9

1

Convening

The assembly of members is convened:

- once a year for its ordinary meeting,
- for extraordinary meetings upon decision by the board or request by one fifth of all members.

2

As a general rule, the date of the following ordinary assembly of members is announced one year in advance at each ordinary assembly of members. Invitations including the agenda are sent out in writing no later than one month prior to the date of the assembly.

3

The assembly of members is chaired by the president of the association or by a caretaker president for the day of the assembly of members if the president of the association is unavailable.

4

Rules of Procedure

Any motions to be considered by the ordinary assembly of members are to be submitted in writing to the SNV head office no later than three months prior to the date of the assembly.

Art. 10

1

Voting Rights

The numbers of votes held by collective members correspond to their base-fee multipliers (art. 6, para. 2).

2

Individual members have one vote each.

3

Proxies are admissible.

Art. 11

1

Resolutions

Unless provided otherwise by the bylaws, the assembly of members takes resolutions and carries out elections on the basis of a simple majority of votes cast.

2

Unless provided otherwise by the bylaws, it is admissible to take resolutions in writing outside the assembly of members. However, the votes cast in such a case must be by no less than half the members.

b) The Board

Art. 12

1

Duties and Powers

The board is the SNV's executive body that takes decisions with regard to any association business, unless provided otherwise by the bylaws. In particular, the board is invested with the following powers:

- a) to convene the assembly of members and to review and inspect the items to be considered by the assembly;
- b) to execute the resolutions taken by the assembly of members;
- c) to pass the budget and medium-term financial planning;
- d) to submit the annual report;
- e) to fix the rules governing the calculation of membership fees and to propose the amounts of the fees;
- f) to propose candidates for election as members of the board;
- g) to define the association's organization;
- h) to issue standing orders;
- i) to elect the managing director of the head office and to assign signatory powers;
- j) to expel members;
- k) to propose candidates for honorary membership.

2

Composition

The board is composed of the chairman, the vice-chairman, the treasurer and ordinary board members. The term of office is three years. Re-election is admissible.

3

Any person who is active in a managing position is eligible to be elected as a member of the board. Each specialized division of the SNV is to be represented on the board. Representatives of business, science, administration and other relevant organizations are welcome to be elected as board members.

For special purposes, it is admissible to elect advisory board members without voting rights.

Organization

4

Unless provided otherwise by the bylaws, it is for the board decides itself on assignment of board functions and issues rules autonomously within the scope of its powers.

The board may delegate part of its powers to a board committee, the SNV head office or any committees and working parties it has set up. The board manages representation of the SNV to the outside world.

Resolutions

5

The board takes resolutions and carries out elections on the basis of a simple majority of all its members. In case of a tie, the chairman has the casting vote. The board is capable of taking resolutions irrespective of the number of members in attendance provided that the rule requesting a simple majority of all board members is respected, which also applies to resolutions taken in writing.

Convening

6

Upon invitation by its chairman, the board meets as frequently as business requires but no less than twice a year. The meetings are chaired by the chairman. The managing director of the SNV head office takes part in the board meetings and has an advisory vote.

c) The Head Office

Art. 13

1

Duties

To perform its business, the SNV operates a head office led by a managing director. The head office manages the SNV's general business according to instructions by the board.

2

The main office carries out its activities in accordance with the bylaws and the standing orders.

d) The Auditors

Art. 14

1

The SNV commissions an auditing company to perform statutory audits of its accounts.

Election and Responsibility

The assembly of members elects as its statutory auditors an admitted auditing specialist according to the provisions of the Swiss federal act on authorization and supervision of auditors. The statutory auditors must be independent in agreement with art. 728 of the Swiss Code of Obligations (OR). One or several natural persons or legal entities or partnerships may be elected to serve as statutory auditors.

The statutory auditors are elected for a term of office of one year. The auditors' assignment ends upon approval of the most recent annual accounts. Re-election is admissible. However, the assembly of members is entitled to terminate the statutory auditor's assignment with immediate effect at any time.

Duties

2

The statutory auditors verify if

- a) the annual accounts are in agreement with legal provisions, the bylaws and the accounting standards applied;
- b) an internal control system is operational.

The statutory auditors submit to the board a detailed report including comments on the accounts, the internal control system as well as execution and results of their audit work.

In addition, the statutory auditors submit to the assembly of members an abridged written report on the results of their audit. Such report to the assembly of members is to include, among other comments, a recommendation for qualified or unqualified approval or rejection of the annual accounts.

Publications

Art. 15

1

Official Journal

The SNV publishes an official journal. As a general rule, SNV notifications to its members are made in the official journal.

2

Annual Report

The SNV publishes an annual report to inform on the activities of its specialized divisions and its head office.

3

Standards

Any standard issued by the SNV's specialized divisions is marked with an SN number and one and the same logo. Furthermore, standards are published, recognized and declared applicable in accordance with the SNV's fundamental standards.

4

Copyright

ISO and CEN rights of use and distribution may be transferred to third parties, in particular specialized divisions. Copyrights related to national standards are held by the specialized divisions that are responsible for publication of these standards and are listed as their authors.

Final Provisions

Art. 16

1

*Amendments to
the Bylaws*

Any resolution on an amendment to the bylaws requires a two-thirds majority of votes present and represented.

2

In case of a written ballot, the votes cast must be by no less than half the members.

Art. 17

1

*Dissolution of
the Association*

Any resolution to dissolve the association requires a three-quarters majority of the votes present and represented at the assembly of members.

2

In case of proposed dissolution, it is not admissible to carry out a written ballot outside the assembly of members.

3

Any proposal for dissolution is to be inspected by the board and must be announced to the members no later than two months prior to the date of the assembly of members.

Art. 18

1

The present bylaws enter into force on June 25th, 2009.
They supersede the bylaws dated July 1st, 2004.

2

The legal venue is the same as the domicile of the SNV head office.

Approved by the SNV members on June 25th, 2009.

The Chairman of the Board:



Dr Oscar Zosso

The Managing Director:



Dr Hans Peter Homberger

Schweizerische Normen-Vereinigung (SNV)
Association Suisse de Normalisation (SNV)
Swiss Association for Standardization (SNV)

Sulzerallee 70, Postfach, CH-8404 Winterthur
T +41 52 224 54 54, F +41 52 224 54 74
info@snv.ch, www.snv.ch, CHE-103.143.725 MWST



Member
International Organization for Standardization (ISO)
Comité Européen de Normalisation (CEN)