



# Swiss Cuban Cham

Cámara de Comercio e Industria Suiza-Cubana  
Swiss-Cuban Chamber of Commerce and Industry  
Schweizerisch-Kubanische Handels- und Industriekammer  
Chambre de Commerce et de l'Industrie Suisse-Cubaine  
Camera di Commercio e Industria Svizzera-Cubana

## **BYLAWS** (Translation of the STATUTEN in German, in force as of Sept. 22<sup>nd</sup>, 2003)

### **Chapter I – Title, Domicile, Language and Purpose**

1. Under the title „SwissCubanCham“, Cámara de Comercio e Industria Suiza-Cubana, Swiss-Cuban Chamber of Commerce and Industry, Schweizerisch-Kubanische Handels- und Industrie Kammer, Chambre de Commerce et de l'Industrie Suisse-Cubaine, Camera di Commercio e Industria Svizzera-Cubana (hereinafter “SwissCubanCham”), has been established and duly registered in the Swiss Commercial Register in Lucerne, an association with legal capacity.
2. SwissCubanCham is an autonomous , non-profit oriented association in accordance with Article 60 et seq. of the Swiss Civil Code. Its legal domicile and jurisdiction is Lucerne , Switzerland. Unless stated otherwise in the present bylaws, SwissCubanCham and its bylaws are subject to Swiss law and jurisdiction. For all legal purposes, German and subsequently the German version of these bylaws will be the officially binding language/document in disputes.
3. The purpose and main objectives of SwissCubanCham are:
  - the promotion of the economical relations between the Swiss Confederation and in Cuba as well as between organizations and executives with interests and business relations in both of these countries.
  - the support of the interests of the members of SwissCubanCham related to services, trade, industry, finance and tourism between both of these countries.
  - the representation of the interests of the members of SwissCubanCham vis-à-vis the authorities in the Swiss Confederation and in Cuba.

- the collection and distribution of information on judicial and/or regulatory matters and developments, including general business opportunities, which concern the trade and industry in the Swiss Confederation and Cuba and which could be of general interest for the members of SwissCubanCham.
- to do all things to facilitate and encourage the trade between the Swiss Confederation and Cuba. Therefore, SwissCubanCham maintains a close cooperation and coordination with the Cámara de Comercio de la Republica de Cuba, La Habana (official Cuban Chamber of Commerce, Havana).

The association SwissCubanCham:

- is politically and denominationally neutral.
- represents the basis of reciprocity as well as the principles of free market economy in the Swiss-Cuban foreign trade.
- can issue press releases and/or other publications.
- may be member of other associations and/or cooperate closely with other public institutions.

## Chapter II – Membership

1. Individuals and legal entities including private and/or public organizations participating and/or interested in the furtherance of bilateral economical ties between the above mentioned countries are eligible for membership.
2. There are four different types of membership:

- 2.1. Sponsoring Member (a voting membership)

For independent executives, business firms and organizations with the desire to give maximum financial support, in addition to their active support to the work, needs and benefits of SwissCubanCham.

- 2.2. Active Member (a voting membership)

For business firms, organizations and/or individuals. Along with the Sponsoring Members, Active Members are vested with the control of SwissCubanCham and with them vote at the Meetings of Members on factual submissions presented to them by the Board and on the election of Directors, Auditors and Honorary Members.

2.3. Passive Members (a non-voting membership)

For individuals in their private capacity who are interested in the objectives of the SwissCubanCham, who want to participate especially in its social activities, but whose business activities do not warrant a closer identification with the SwissCubanCham.

2.4. Honorary Members (a non-voting membership)

For individuals out of personal and outstanding merit for the development of the bilateral ties between the two countries or by virtue of their position in the community. This type of membership can be conferred by a simple majority during a Meeting of Members upon recommendation by the Board of Directors. Honorary Members are not subject to membership dues.

3. An application for membership can always be made. The written application request for membership has to be sent to the Secretariat. The Board of Directors or a person designated by the Board of Directors grants and approves such application requests. Honorary Members are not required to make applications.
4. Any application request may be refused without giving any reason therefore, but where application has been refused, any voting member may make a motion at the next Meeting of Members and a resolution approved by simple majority of the members present or represented, shall admit the applicant as a member.
5. The Board of Directors may, by simple majority, cancel memberships of SwissCubanCham for violations of duties outlined in Chapter III of these bylaws.

### **Chapter III – Rights and Duties of Membership**

1. Members, with the exception of Honorary Members, shall pay annual dues fixed each year by the Meeting of Members and based upon the recommendation of the Board of Directors. Where the Meeting of Members fails to set dues for anyone year, the same dues shall be payable as for the preceding year.
2. Each Sponsoring Member and Active Member shall have one vote at the Meeting of Members. Legal entities or organization members can designate an Individual to be legally represented at the Meeting of Members. Such an individual person must be nominated by the respective members and communicated in writing to the Secretariat.

3. The members support SwissCubanCham's endeavor to meet its objectives, respect the present bylaws and the decisions taken by the bodies of SwissCubanCham.
4. The resignation of a member can take place by the end of a business year and must be sent by registered mail or by other legally binding means to the Secretariat of SwissCubanCham in Switzerland. In the event the resignation is not presented by such date, the member is liable for dues for the following year.
5. Any member who has not paid his dues within 12 months after Notice shall be automatically terminated as a member. SwissCubanCham reserves the right to collect the unpaid dues.
6. No member shall take any action prejudicial to the reputation and standing of SwissCubanCham. The title SwissCubanCham (in all its registered languages as per Chap. I, 1), may not be used for personal publicity. Members convicted by Criminal Courts or with undischarged bankruptcies and indictments are excluded from SwissCubanCham.

#### **Chapter IV – Meeting of members**

1. The supreme body of SwissCubanCham is the Meeting of Members.
2. The annual Meeting of Members must be held not later than six months after close of the business year, as per invitation of the President or the Vice-president.
3. The obligations of the Meeting of Members are:
  - 3.1. Approval of the annual report on the activities and state of affairs of SwissCubanCham by the President or his designated deputy.
  - 3.2. Acceptation of the report of the auditors and of the Treasurer of SwissCubanCham on the audited accounts and financial statements for the period under review, to approve the contemplated activity programme and its subsequent budget planning for the coming, respectively the current year, fix the annual membership dues upon recommendation by the Board of Directors.
  - 3.3. Discharge of the Board of Directors.
  - 3.4. Election of the President and the other members of the Board of Directors.

- 3.5. Appointment of the auditors.
  - 3.6. Election of Honoray Members.
  - 3.7. Vote on changes in the bylaws, if any.
4. Requests to be treated at the annual Meeting of Members must be motivated and sent in writing to the Secretariat.
  5. The quorum for the transaction of business at Meetings of Members shall consist of a simple majority of voting members present or represented at such meetings.
  6. Voting members may give proxies to other members to attend and vote at Meetings of Members. A voting member cannot hold more than three proxies. A written version of the nomination of proxies must be deposited at the Secretariat before the Meeting of Members.
  7. The Meeting of Members decides on simple majority of the voting members present or represented by proxies. On occasions of equal number of votes, the President casts the decisive vote.
  8. A special or extra-ordinary Meeting of Members may be held at any time upon invitation of the President or by majority vote of the Board of Directors. Such meeting must also be called whenever requested in writing and stating the specific purpose(s) by at least 20 Percent of the voting members.
  9. Notice of a Meeting of Members shall be given to the members in writing to their address last known by the Secretariat, at least thirty days prior the date of such meeting. The notice for a Meeting of Members shall list the complete Agenda to be taken up at the meeting. Additional items for discussion may be added by majority vote of the Meeting of Members. Guests may be invited to the Meeting of Members.
  10. Meetings of Members are chaired by the President, or in his absence, by another Director of the Board. Minutes of the Meetings of Members shall be recorded.

## Chapter V – Board of Directors

1. The implementation of SwissCubanCham's policies and the administration of business affairs connected with them shall be vested in the Board of Directors, consisting of not less than three nor more than nine members.
2. The Board of Directors is elected by the annual Meeting of Members from among the voting members or their nominees. The Board of Directors is being elected for a period of three years. Re-election and cancellation are permitted. Vacancies caused by a Director's resignation during the business year may be filled for the unexpired term by majority vote of the Board of Directors. Such elections are subject to approval by the next Meeting of Members.
3. The Board of Directors shall have all those powers to represent SwissCubanCham, to disburse the funds of SwissCubanCham, to determine its signatory powers and to conduct all businesses and do all things necessary for the ongoing management of the operations unless otherwise stated by the law or the present bylaws.
4. The Board of Directors constitutes itself. From its members are being vested, among others, the position of the President (managing the affairs in cooperation with the Vice-President and the Secretariats in the Swiss Confederation and/or in Cuba), the Vice-President (supports the President and exercises his rights and obligations in the event of his absence) and Treasurer (responsible for the financial statements and the management of the funds). The Board of Directors may delegate powers and/or nominate Secretariats. The manager(s) of the Secretariat(s) may be member(s) of the Board of Directors, but not the President. The tasks and powers of the Secretariats must exist in writing.
5. Meetings of the Board of Directors shall be called by the President or by a majority of the Directors. Notice of meetings shall be given in writing at least ten days prior to the meeting. The formality of notice of meetings may be disposed of in case all the Directors are present.
6. A Director may vote in writing in the event he cannot participate personally at a meeting of the Board of Directors or at a Meeting of Members. His written vote must be present prior to the respective meeting.
7. The quorum for the transactions of business at the meetings of the Board of Directors is given when such meetings are orderly called. The Board of Directors decides on simple majority of the Directors present. On occasions of equal number of votes, the President (or his deputy in the event of his absence) casts the decisive vote.

## Chapter VI – Secretariat

1. The Board of Directors may establish a permanent Secretariat in the Swiss Confederation and/or in Cuba and arrange for employment of a Manager and employees to carry out the day-to-day operations of SwissCubanCham. The Secretariat(s) will function under the supervision and authority of the Board of Directors.
2. The Secretariat(s) translate(s) into action the policies defined by the Board of Directors, the execution of the day-to-day operations, maintain(s) a close relation with members, authorities and associations including the counseling of interested parties.

## Chapter VII – Finance, Business year, Liability

1. The revenues of SwissCubanCham are generated mainly from:
  - Dues of the members. Memberships beginning during a business year pay the dues *pro rata*.
  - Fees for the services of the Secretariat(s).
  - Commissions from third parties for arranged services and/or business activities.
  - Revenues from events.
  - Sponsored receipts and gifts.
2. No budget deficits should, in principle, occur.
3. The treasurer maintains the financial statements, including a balance sheet and a profit-and-loss account as well as a budget planning for the coming business year. The business year shall be identical with the calendar year.
4. SwissCubanCham is non-profit oriented. However, the association may bill services rendered to members as long as these revenues cope with the purpose of the association. SwissCubanCham may offer her services as well to non-members against invoicing of her own costs and expenses.
5. The assets of SwissCubanCham are solely liable for its own debts and obligations. Any personal responsibility of individual members for SwissCubanCham's liabilities is specifically excluded.

## **Chapter VIII - Audit**

1. The auditors shall be elected or re-elected each year at the annual Meeting of Members. The auditors (or its employees) can neither be a member of the Board of Directors nor be in employment with SwissCubanCham.
2. The auditors shall examine the financial statements, the cash and the accounts. They are further authorized to examine the management of the affairs of SwissCubanCham. They shall report their findings in writing to the Board of Directors prior to the annual Meeting of Members. The auditors' report will be presented to the annual Meeting of Members.

## **Chapter IX – Amendments of the bylaws and Liquidation**

1. Any proposal for change or amendment to these bylaws shall be submitted in writing to the Board of Directors. The Board of Directors will examine those requests and submit them together with their own recommendation to the next annual Meeting of Members for consideration and approval by the voting members.
2. Proposals for change or amendments of these bylaws must be presented to the Board of Directors prior to the end of a business year, allowing the forwarding of such requests to all members together with the notice of the next annual Meeting of Members. If the President's notice of the next annual Meeting of Members is being sent to the members without any proposal for change or amendment of the bylaws, the next annual Meeting of Members cannot vote on changes or amendments of the bylaws unless a 80 Percent majority of the present and represented members agrees with such changes or amendments of the bylaws.
3. The life tenure of SwissCubanCham is not restricted in any one way. However, a specific and extra-ordinary Meeting of Members can decide on the liquidation of SwissCubanCham with an 80 Percent majority of the present and represented members. The activities of SwissCubanCham shall be unwinded and liquidated in case the yearly budget cannot be financed and/or in case the Board of Directors cannot be vested as per the bylaws. In case of an actual liquidation of SwissCubanCham, the Meeting of Members decides on the designation of the surplus funds coherently with the purpose of the association.

The present bylaws were approved and put into force during the Foundation Assembly on September 22nd, 2003 in Havana.

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