

Articles of Association of the Swiss-Indian Chamber of Commerce (SICC)

Name, Domicile and Objectives

Article 1

Name, Domicile

The Swiss-Indian Chamber of Commerce (SICC) hereinafter referred to as “the Chamber”, is a non-profit association of the Swiss and Indian private sector according to Articles 60 et seq. of the Swiss Civil Code domiciled in Zurich, Switzerland.

The Chamber shall have one or more subsidiaries in India.

Article 2

Objectives

The objectives of the Chamber shall be to promote trade, investment and business in general between India and Switzerland, in particular by

- a) serving as a platform for establishing and facilitating contacts between Indian and Swiss companies, entrepreneurs and individuals engaged in business in Switzerland and India;
- b) maintaining and strengthening contacts with government authorities, economic institutions and trade associations of both countries to represent the interests of its members engaged in doing business in India and Switzerland;
- c) disseminating and supporting the exchange of information regarding all business related matters and by promoting business opportunities, joint-ventures and the exchange of technology;
- d) supporting the collaboration between Switzerland and India in order to strengthen and improve the environment for conducting bilateral business;
- e) representing the legitimate interests of its members on a governmental and intergovernmental level through the participation in local, regional, national, bi-national and international fora dealing with conventions, treaties and laws having a bearing on the bilateral business and economic environment;
- f) supporting, co-ordinating and conducting research and studies on national and bi-national developments which may have an effect on its members;
- g) providing practical assistance to its members in the form of information, initiation, mediation and arbitration services;
- h) and generally by promoting the common interests of its members.

The Chamber shall maintain neutrality in political and religious matters.

The Chamber shall be a non-profit organization and not engage in any business activities.

Membership

Qualification for Membership	<p>Article 3</p> <p>The members of the Chamber shall be companies and individuals, non-governmental and other private organisations or institutions engaged in bilateral business between India and Switzerland or taking a legitimate interest therein.</p>
Membership Categories	<p>Article 4</p> <p>The Chamber shall have ordinary members and honorary members. The General Meeting may decide on additional categories of membership.</p>
Honorary Membership	<p>Article 5</p> <p>The General Meeting may award honorary membership to individuals who have earned particular merit in respect of the bilateral economic relationship and business development.</p> <p>Honorary members shall be exempt from paying membership subscriptions.</p>
Beginning of Membership	<p>Article 6</p> <p>Membership shall be granted upon written application to and subsequent acceptance by the Board of Directors.</p> <p>There shall be no right of acceptance, and an application for membership may be refused without substantiation.</p>
Resignation	<p>Article 7</p> <p>A member may resign from the Chamber by submitting notice in writing to the Chairperson.</p> <p>The resignation notice must be received by the Chairperson at least three months before the end of the financial year in order to relieve the resigning member of its obligation to pay the annual subscription for the following financial year.</p>
Termination by Board Decision	<p>Article 8</p> <p>Membership shall terminate upon a decision of the Board of Directors if a member</p> <ul style="list-style-type: none">• ceases to fulfil the membership criteria as provided for in Article 3;• is dissolved or enters into winding-up, bankruptcy or similar proceedings;• fails to promptly pay its annual subscription;• is in material breach of any of its membership obligations and does not immediately remedy the same upon notice;• engages in a competing activity;• seriously disturbs or threatens to disturb the proper functioning of the Chamber;• brings the Chamber into disrepute.

Termination by Resolution of General Meeting	<p>Article 9</p> <p>A member may further be expelled at any time by a resolution of a General Meeting requiring a three-quarter majority of the members present or represented. Such resolution need not be substantiated.</p>
Consequences of Termination	<p>Article 10</p> <p>The termination of membership by resignation, decision of the Board Directors or resolution by the General Meeting shall not relieve the member of the obligation to pay its annual subscription for the running calendar year or any other charges due and unpaid.</p>
Duties	<p>Article 11</p> <p>The members shall support the objectives of the Chambers. They shall refrain from taking any action prejudicial to the reputation and standing of the Chamber.</p> <p>Furthermore members shall promptly pay the annual subscription.</p> <p>Without the prior express written consent of the Board of Directors, members shall not use the name, logo, mark and brand of the Chamber (collectively "the Brands"), or make any direct or indirect reference thereto for promotional, publicity or similar purposes, such as, for example, on stationary, business cards, in advertisements, as links on websites, or in electronic media. The same shall apply for names, logos, marks or brands which are similar to the Chamber's Brands.</p>
Membership Subscriptions	<p>Article 12</p> <p>The amount of the annual subscriptions shall be fixed in the General Meeting and notified to all members.</p> <p>If justified, the General Meeting may fix different annual subscriptions for different members or categories of members.</p> <p>The annual subscription shall not exceed the maximum of CHF 900.-.</p> <p>Non-profit organisations or institutions may be exempted from paying membership subscriptions, pursuant to specific, case-by-case decisions of the Board of Directors..</p>

Organization

Organization	<p>Article 13</p> <p>The corporate bodies of the Chamber are the General Meeting and the Board of Directors.</p> <p>Auditors shall be elected by the General Meeting in accordance with Article 26.</p>
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General Meeting

General Meeting	<p>Article 14</p> <p>The General Meeting is the supreme governing body of the Chamber.</p>
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Article 15

Powers of the
General Meeting

The General Meeting shall have the power to

- elect the Chairperson and two Vice-Chairpersons, the other Directors and the Auditors. The Chairperson and the Vice-Chairpersons shall be elected individually, and the other Directors shall be elected *in globo*;
- approve the Annual Report of the Board of Directors and the Annual Financial Statements including the Auditors' Report and the Budget;
- discharge the Board of Directors;
- fix the membership subscriptions;
- pass resolutions under Articles 4, 5 and 9;
- adopt and amend the Articles of Association.

Article 16

Annual General
Meeting, Motions

The Annual General Meeting shall be held within six months after the close of the previous financial year; the date shall be determined by the Board of Directors. Meetings by telephone or video conference are permitted.

A motion to be put before the Annual General Meeting shall be filed with the Board of Directors no later than 45 days before the Annual General Meeting, and shall be carried by the written approval of not less than one fifth of all members residing in India, or one fifth of all members residing in Switzerland, or one tenth of all members of the Chamber.

Article 17

Extraordinary
General Meeting

The Chairperson or the Board of Directors may convene an Extraordinary General Meeting at any location in India or Switzerland, and at any time when required. An Extraordinary General Meeting must be convened upon written request of not less than one fifth of all members.

Article 18

Notice of Meeting,
Agenda

Written notice by mail, telefax or e-mail of a General Meeting shall be given to all members at least twenty-one days prior to such meeting.

With the unanimous consent of all members, a General Meeting can be convened without observing the ordinary notice period.

The General Meetings shall be held in such place in Switzerland or India as decided by the Board of Directors.

The notice for a General Meeting shall include an agenda of items to be deliberated, the motions relating to such agenda items, and, in the case of the Annual General Meeting, the Annual Report, the Annual Financial Statement and – in case an Auditor has been elected – the Auditors' Report.

Article 19

Chair, Minutes

The Chairperson, failing him one of the Vice-Chairpersons or, in his or her absence, any other Director shall take the chair at the General Meeting.

Minutes shall be kept of all General Meetings.

Article 20

Vote, Elections

Each member shall have one vote. Legal entities shall exercise their vote through an authorised representative.

Members may give written proxy to a representative to attend and vote at a General Meeting. The representative must be a member of the Chamber.

Except as provided for in the Articles of Association, resolutions shall be passed by affirmative vote of a majority of the members present or represented. An approval in writing of all members to a motion shall be equivalent to a resolution passed by the General Meeting.

Elections shall require the absolute majority of the members present or represented. In the case of a second ballot, the simple majority shall prevail.

In case of a tie, the chair shall have the casting vote.

Votes and elections shall be open. Upon motion by a member and approval by the Board of Directors, a vote or election by ballot shall be held.

Board of Directors

Article 21

Board of Directors

The Board of Directors (hereinafter "the Board") shall consist of not less than 8 and not more than 30 members including the Chairperson and the two Vice-Chairpersons.

Directors shall be elected for a term of three years and may be re-elected by the General Meeting. A new Director replacing a Director resigning during his or her term shall enter into the term of the resigning Director and shall be nominated by the Board of Directors and be confirmed in office by the next General Meeting. Board Directors shall resign by the end of the calendar year during which they have turned sixty-seven years of age.

The Board shall establish its structure. It shall appoint from among the Chairperson and the Vice-Chairpersons a President for India and a President for Switzerland.

The Chairperson, the Vice-Chairpersons or other Board Directors or office bearers shall represent the Chamber. The Board shall decide on the signatory powers.

Whenever the Chairperson is unable to act, one of the Vice-Chairpersons shall assume his or her responsibilities.

Upon resolution of the full Board of Directors, a Director may be suspended in his functions if any of the criteria set out in art. 8 apply. The General Meeting shall at all times have the power to dismiss Directors by a three quarters majority of the members present or represented. Such resolution need not be substantiated.

Article 22

Board Meetings

Board Meetings shall be called by the Chairperson and shall be held in places and locations as decided by the Chairperson. Meetings by telephone or video conference are permitted.

Notice of a Board Meeting shall be given to all Directors by appropriate means at least ten days prior to the date of such meeting. Such notice shall include the agenda of all items to be

deliberated.

A Director participating in a Board Meeting by telephone- or video-conference shall be considered to be present at the meeting for the purposes of voting and participating generally.

With the unanimous consent of all Directors, a Board Meeting can be convened without observing the ordinary notice period.

The Chairperson may invite third parties to participate in Board Meetings. The third parties shall have no voting rights.

Minutes shall be kept of all Board Meetings.

Article 23

Powers of the
Board of Directors

The Board of Directors shall in particular have the following powers and duties:

- to determine the Directors or officials authorized to represent the Chamber;
- to manage and supervise the administrative affairs of the Chamber;
- to appoint one or more treasurers for a period of one year;
- to appoint managers and other staff of the Chamber;
- to undertake the financial planning of the Chamber;
- to issue the regulations of the Chamber;
- to prepare the Annual Report, the Annual Financial Statements and the Budget for the Annual General Meeting;
- to prepare, and to execute decisions of, the General Meeting;
- to establish committees and other bodies which need not include Board Directors or members of the Chamber;
- to take all measures including the establishment of offices to ensure the functioning of the Chamber.

Article 24

Vote

Each Director shall have one vote.

Board decisions shall be passed by affirmative vote of a majority of the Directors present. In case of a tie, the chair shall have the casting vote.

The Board may also pass resolutions in writing, provided each Director has received the resolution in writing by telefax or e-mail, and a majority of the directors have executed and returned the resolution to the Chairperson.

Article 25

Remuneration

The Board Directors shall not receive remuneration for the exercise of their functions. The Board of Directors may adopt regulations on the reimbursement for expenses incurred by Board Directors in discharge of their functions.

Auditors

Article 26

Auditors

Two members shall be elected by the General Meeting as Auditors for a term of one year to examine the accounts and the bookkeeping of the Chamber and to present a written report to

the General Meeting. Auditors may be re-elected.

Managers and Staff

Article 27

Managers and Staff The Board of Directors may authorize the establishment of offices in India and Switzerland; it may appoint managers and permit the hiring of staff in both countries or mandate one or more third party organisations to carry out the day-to-day operations of the Chamber. Managers shall participate in meetings of the Board of Directors.

The management and administration of the Chamber will function under the supervision and authority of the Chairperson.

Treasurer

Article 28

Treasurer One or more Treasurers shall

- supervise the financial housekeeping of the Chamber;
- carry out the decisions of the Board of Directors regarding financial matters;
- prepare for the Board of Directors the annual accounts and the budget in co-operation with the management and the staff.

General Provisions

Article 29

Language The official language of the Chamber shall be English.

Article 30

Liability Liabilities of the Chamber shall be covered by its assets only. The members shall not be personally liable for the Chamber's debts.

Article 31

Finances The sources of income of the Chamber shall be the annual subscriptions, fees for services, earnings from capital investments and other assets of the Chamber, voluntary donations and subsidies or other forms of support in cash or in kind.

Article 32

Financial Year The financial year of the Chamber shall end on December 31 of each year, for the first time on December 31, 1985.

Article 33

Amendments Modifications or amendments to the Articles of Association shall be submitted to the Board of Directors for approval, and, upon such approval, shall be adopted by the next General Meet-

ing.

Proposed modifications and amendments shall be explicitly included in the notice convening this General Meeting and shall require the votes of three-quarters of all members domiciled in India, present or represented, as well as the votes of three-quarters of all members domiciled in Switzerland, present or represented.

Article 34

Dissolution

A resolution to dissolve the Chamber shall require the presence or representation in a General Meeting of at least fifty percent of all members domiciled in India as well as of fifty percent of all members domiciled in Switzerland, and the votes of three-quarters of all members domiciled in India as well as in Switzerland.

The dissolution of the Chamber shall be carried out by the Board of Directors.

Any remaining net assets shall be given to a non-profit organisation actively engaged in the Indo-Swiss bilateral relationship. The Board of Directors shall decide on the use of any net assets of the Chamber.

Article 35

Dispute Resolution

Any dispute arising out of or in connection with the present Articles of Association shall be finally settled by one arbitrator in accordance with the Swiss Rules of International Arbitration of the Swiss Chambers of Commerce, in force on the date when the Notice of Arbitration is submitted. The proceedings shall be conducted in the English language.

The exclusive venue shall be Zurich.

Zurich, June 24, 2008

Franz Probst
Chairman

Michael Enderle
Vice-Chairman

Francesco Gherzi
Vice-Chairman