

## ARTICLES OF ASSOCIATION

Created: 16 May 1941

Amended: 26 November 1953, 24 November 1954, 24 October 1963, 30 October 1975,  
25 October 2016

### NAME, REGISTERED OFFICE AND LEGAL FORM

**Art. 1** Under the name “GfM Schweizerische Gesellschaft für Marketing” (short form “GfM swissmarketing™”), an association with its registered office in Zurich is established pursuant to Article 60 et seqq. of the Swiss Civil Code (CC; *Schweizerisches Zivilgesetzbuch, ZGB*).

### OBJECTS

**Art. 2** The objects of GfM Schweizerische Gesellschaft für Marketing are to promote the idea of market-oriented corporate management among its members and the public, to provide training and further education for marketing managers, and to support the development of new research methods and techniques in marketing.

The society’s activities include marketing for services, trade and commerce as well as the consumer and capital goods industry and non-profit organisations.

**Art. 3** These objects are to be achieved through the following:

- a) Events (conferences, club lectures, education and training sessions, seminars)
- b) Marketing-science studies and publications
- c) Marketing website on the Internet
- d) Financial contributions to the Stiftung für Marketing in der Unternehmensführung (Foundation for Marketing in Business Management) for organisation of the GfM Marketing Award
- e) Participation in the endeavours of other organisations in line with the society’s objects

### INSTITUTE

**Art. 4** In keeping with its objects, GfM Schweizerische Gesellschaft für Marketing may operate its own institute or have it operated under contract.

This institute is established under the name “Forschungsinstitut der GfM Schweizerischen Gesellschaft für Marketing” (short form “GfM Forschungsinstitut™”).

### FUNDS OF THE SOCIETY

**Art. 5** To fulfil its objects, the society is to obtain the necessary funds from the following sources:

- a) Admission fees, which are to be paid once by each new member upon admission
- b) Members’ annual fees
- c) Voluntary contributions
- d) Sponsoring
- e) Annual contributions of the institute

f) Income from its own activities and those carried out in partnership

The annual membership fees must be approved by the General Meeting, while all other contributions are set by the Board of Directors.

#### **FINANCIAL YEAR**

**Art. 6** The financial year corresponds to the calendar year.

#### **MEMBERSHIP**

**Art. 7** Membership may be acquired by:

Public institutions

Legal entities

Natural persons

The Board of Directors decides on the admission of new members. The same applies for the exclusion of members who act in a way detrimental to the society's objects or reputation. The Board of Directors is not obliged to justify its decisions in either case.

The Board of Directors may appoint honorary members or corresponding members who are exempt from annual membership fees.

Resignation from the society is possible at the end of each financial year after giving three months' notice.

The services and benefits of the society are available to members on preferential terms.

#### **GOVERNING BODIES OF THE SOCIETY**

**Art. 8** The governing bodies of the society are the following:

General Meeting

Board of Directors

Auditor

**Art. 9** The society holds an ordinary General Meeting every year. Its powers are the following:

a) Amendment of the Articles of Association

b) Appointment of the President and the members of the Board of Directors

c) Appointment of the Auditor

d) Approval of the annual report and financial statements

e) Determination of the annual membership fee

f) Resolutions on dissolution of the society

#### **BOARD OF DIRECTORS AND MANAGEMENT**

**Art. 10** The society's Board of Directors is composed of the President and at least eight other members who are appointed to a three-year term by the General Meeting. Their term of office may be renewed.

The Board of Directors elects its own officers. It conducts the business of the society, except for matters that fall under the responsibility of the General Meeting according to

the applicable legislation and the Articles of Association. It makes decisions relating to organisation of the office, appoints the Managing Director, and defines the persons with signatory powers and the type of signing authority they hold.

The President presides over the General Meeting and represents the society in dealings with third parties. He or she is responsible for management of the society and may delegate powers to an executive committee, departments, Board members or third parties.

The Managing Director is responsible for membership matters, accounting and administration. He or she is the keeper of the minutes for the Board of Directors and carries out its resolutions in accordance with the President's instructions and in line with the society's objects.

#### **AUDITOR**

**Art. 11** The society's Auditor is appointed by the General Meeting for each subsequent financial year.

The report on the audit of the annual financial statements is to be submitted to the Board of Directors no later than three months after the end of the financial year.

#### **CONCLUDING PROVISIONS**

**Art. 12** Amendments to the Articles of Association must be decided by the General Meeting with a majority of two thirds of the members present.

The society may only be dissolved by a resolution of three quarters of all members.

Zurich, 25 October 2016

President: Dr Dominique von Matt

Member of the Board of Directors: Dr Peter Schmid