

**Statutes
of the Association
« Handelskammer Schweiz / Europa - Kurdistan »**

A. Name, Domicile and Purpose

Art. 1 Name and Domicile

The name « Handelskammer Schweiz / Europa - Kurdistan » (English translation: Chamber of Commerce Switzerland / Europe – Kurdistan) - hereinafter referred to as «Chamber» - represents an incorporated, politically and religiously neutral Association with a non-economic and non-profit purpose in compliance with Article 60 et seq. of the Swiss Civil Code.

The Association is domiciled at Zurich.

Art. 2 Purpose

The purpose of the Chamber is to promote the economic relationships between Switzerland / Europe and the autonomous region of Kurdistan in Iraq in accordance with the principle of reciprocity, in particular by means of

- a) cooperation in promoting and facilitating trade, industry and financial benefit for parties.
- b) improving and extending economic, industrial and technical cooperation between Switzerland / Europe and the autonomous region of Kurdistan in Iraq in collaboration with private entities and public institutions that aspire to the same or similar objectives.
- c) promoting the exchange of technologies and know-how and supporting efforts to establish joint ventures in all business areas.
- d) provision of suitable contacts to business and politics in Switzerland / Europe and / or the autonomous region of Kurdistan in Iraq
- e) organising reciprocal visits.

B. Membership

Art. 3 Forms of Membership

A distinction is made between active and honorary memberships:

a) Active membership

Corporate bodies by private and under public law as well as natural persons who are actively promoting the implementation of the Association's goals can be active members of the Association.

b) Honorary Membership

Honorary member status will be conferred to those who have provided the Chamber with special services. Former members of the presidium can be appointed Honorary Presidents.

The Board decides whether to confer honorary status to a party. Honorary members shall be exempt from the payment of membership dues.

Art. 4 Acquisition and Loss of Membership

Accession to the Association is effected by deposit of a written application to the Board (e-mail is allowed), the admission decision by the Board and the payment of the membership fee. The Board may deny members acting in its sole discretion.

Membership terminates by the death of a natural person or insolvency of the legal person, by resignation or by expulsion.

Voluntary withdrawals from the Association can take effect only as of the end of a corporate year and are subject to three months notice (notification per e-mail is allowed).

If a member should fail to observe his/her duties under Art. 5 or if his/her membership fees are outstanding, he/she may be expelled from the Association by resolution of the Board. The Board makes the final decision. There is no possibility to appeal against the expulsion to the General Assembly.

The end of the membership founds no rights against the assets of the Association.

Art. 5 Duties of the Members

The members shall assist the Association in the pursuit of its aims and objectives. They undertake to observe the statutes of the Association and to comply with the resolutions passed by its governing bodies.

References to the Chamber membership for promotional purposes, in particular on stationary, business cards, websites or in advertisements, shall be permitted only with the prior written consent of the Board.

Art. 6 Membership Fees and Donations

The Association is financed through membership fees and donations.

a) Membership Fees

The annual membership dues shall be fixed by the general assembly. The general meeting may fix different membership dues for different categories of members.

All membership fees are payable in full even if the entry or withdrawing takes place during the accounting year.

b) Donations

The Association can receive donations of any kind such as donations, legacies and so on from members and non-members.

Natural persons and corporate bodies who support the Association financially, are listed as donors and benefactors. They can become a member in accordance with Art. 4 section 1 if their donation exceeds the membership fee.

c) Repayment claim

There is no right to reclaim payment of duly paid membership fees and donations.

Art. 7 Liability

The Association's financial obligations can be satisfied only from its assets. The members shall not be personally liable for the obligations of the Association and shall not be accountable for funding obligations of the Association.

C. Corporate Bodies

Art. 8 Corporate bodies of the Association

The corporate bodies of the Association are:

- a) the General Assembly
- b) the Board

- c) the Office
- d) the Auditors

a) General Assembly

Art. 9 Principle

The General Assembly is the supreme corporate body of the Association. The active and the honorary members are entitled to vote. At each General Assembly, the vote counters and the actuary, who administers the protocol, are to be chosen from this first.

Art. 10 Ordinary General Assembly

The ordinary General Assembly shall in general be held within the first six months of the year. The invitation to the meeting is made in writing by the Board, stating the items on the agenda. The invitation may be transmitted by e-mail.

The Board shall provide notice of meeting not later than 21 days prior to the day of the General Assembly. Proposals for the agenda are to be submitted to the Presidency at least 30 days prior to the day of the General Assembly.

Art. 11 Extraordinary General Assembly

An extraordinary General Assembly may be called by the Board or by a requisition of not less than one fifth of the members. The requisition of the members shall contain the items to be treated at the extraordinary General Assembly and has to be sent to the Board. The Board shall arrange the assembly within a two month prior notice period.

Aside from Art. 11 above, the same rules for the invitation formalities apply as described in the ordinary procedures of General Assembly.

Art. 12 Responsibilities and Competencies

The General Assembly shall have the following responsibilities and powers:

- a) to amend the statutes of the Association
- b) to approve the budget, the annual report and the annual account as well as to decide on the allocation of the annual financial results
- c) to discharge the Board and the Office
- d) to set and alter membership dues as required
- e) to pass resolutions on proposals submitted to it by the Board, the Presidency or the Auditor

- f) to elect and dismiss the Board, the Presidency and the Auditor
- g) to pass resolutions on matters which are by law or by the statutes of the Association reserved to the General Assembly or validly submitted to it by the Board including but not limited to proposals submitted by the members
- h) to pass resolutions on the dissolution of the Association

Art. 13 Resolutions, Voting Rights and Majority

a) Resolutions

Any General Assembly duly convened shall be validly constituted for the purpose of passing resolutions. Resolutions may be passed only in respect of matters appearing on the agenda.

b) Voting Rights

Each member shall have one vote. Corporate bodies and organisations shall exercise their voting rights through an authorised representative. A corporate body or organisation is permitted to have several members.

A member may appoint in writing another member as his proxy. No member may hold more than one proxy.

c) Majority

Elections and resolutions shall be passed by a simple majority of members entitled to vote who are present in person or by proxy, and except where the statutes of the Association call for a qualified majority. Abstentions are not considered votes cast.

The members of the Presidency and the members of the Board participate in voting. In the event of a tie, the chairperson of the General Assembly decides.

Voting shall be conducted in general by open ballot or, if the General Assembly so resolves, based on a request by a member or by the Board, by a different type of resolution.

Art. 14 Chair of the General Assembly

The General Assembly will be chaired in principle by the President or another member of the Presidency, or in justified exceptional cases by another member of the Board.

b) Board

Art. 15 Principle

The members of the Board act in a voluntary capacity. Incurred expenses shall be reserved. A modest remuneration can be disbursed to members of the Board when responsibilities are assumed that exceed the ordinary Board activities.

Art. 16 Composition

The Board shall consist of not more than 9 members, including the members of the Presidency. It consists of certain particular representatives of the members of the Association. The composition shall reflect the structure and interests of the members. At least 50% of the Board members shall be Swiss or European citizens with domicile in Switzerland.

Art. 17 Election, Term of Office, Dismissal und Resignation

The Board shall be elected by the General Assembly every three years. The term of office ceases with the closure of the General Assembly in the year at which the three-year term of office is completed. A re-election is possible.

The President and the other members of the Presidency shall be elected individually for a three-year term of office. The election takes place simultaneously with the election of the Board. A re-election is possible.

By resolution of the General Assembly, a member of the Board, the President or a member of the Presidency or the Auditors may be dismissed at any time prior the expiry of a term of office. The request for such a dismissal is to be registered on the agenda prior to the General Assembly.

A member of the Board may withdraw during the term of office from the Board provided that a reasonable and valid reason can be provided and further the withdrawal must not adversely affect the Association during a critical period concerning Association matters. If a member of the Board should resign during the term of office, the Board may co-opt a replacement subject to the ratification of his appointment at the next following General Assembly.

Art. 18 Board Meetings

The Board convenes at meetings whereby necessary matters for the management of the Association occur. Each member of the Board has right to convene.

The General Assembly will be chaired in principle by the President or another member of the Presidency, in certain exceptional circumstances may be chaired by another member of the Board.

The board meetings are recorded.

Art. 19 Responsibilities and Competencies

The Board shall have the following responsibilities and competencies:

- a) Oversight of the day-to-day business and representing external matters of the Association.
- b) Leading the Association in accordance with the legal and statutory provisions and taking all necessary measures with a view to smooth functioning of the Association.
- c) Deciding on the admission and the expulsion of members of the Association as the awarding of honorary memberships.
- d) Deciding on the appointment and dismissal of the Managing Director of the Office.
- e) Determining the persons - additionally to the President respectively the members of the Presidency - who then conduct the legally binding signatures for and on behalf of the Association.
- f) May include concluding contracts with professional providers or non-profit organisations relating to services and the production of materials that are necessary to fulfil the Association's purpose.
- g) May include forming committees for special tasks and utilising judgement to transfer to them to the necessary competent entities or persons to fulfil their tasks.
- h) May include delegating the operational management to the Managing Director of the Office.
- i) Inviting to the General Assembly and undertaking to submit a yearly annual report, financial statements and budget proposals.

Art. 20 Resolutions, Voting Rights and Majority

The quorum is established when half of all members are present. Each member of the Board shall be entitled to have the same voting rights.

Resolutions of the Board shall be passed by a simple majority. In the event of a tie, the chairperson shall hold the deciding vote.

Resolutions may also be passed by circular letter or by using modern means of communications (telephone, e-mail etc.), provided that no board member is opposed.

c) Office

Art. 21 Tasks

The Office manages and administers the operation of the Association and further supports the Board in the conduct of its statutory business.

It directs and coordinates all activities in keeping with the Association's purpose.

The Office can accept further tasks delegated to it by the Board.

Art. 22 Accountability

The Managing Director of the Office shall subordinate to the Board and shall report directly to the Board.

d) Auditors

Art. 23 Election

The General Assembly may elect Auditors. The Auditors can be registered in the register of commerce.

The Auditors shall be elected at the same time as the Board for a term of office of three years by the General Assembly. After expiry of their term they may be re-elected.

Art. 24 Tasks

The activity of the statutory auditors is governed by the relevant laws and recognized professional standards. The Auditors shall audit the annual accounts and the auditor's report shall be submitted to the General Assembly.

D. Various

Art. 25 Corporate and Financial Year

The financial year is determined from January 1 to December 31.

Art. 26 Amendments to the Statutes of the Association

The amendments to the statutes of the Association shall be approved under procedure by the General Assembly. An amendment of the statutes of the Association shall be passed by a qualified majority of two thirds of the members entitled to vote who are present and in person or by qualified proxy. Abstentions are not considered votes cast. The resolution is only valid if the proposed modifications have been remitted together with the invitation to the assembly.

Art. 27 Dissolution of the Association

The Association can be dissolved only by resolution of the general meeting. The resolution concerning the dissolution of the Association shall require the support of not less than two thirds of the votes of the present members and proxy members. Abstentions are not considered votes cast.

In that event, the assets of the Association are transferred to a tax exempted organisation with a similar purpose in Switzerland. A distribution of the assets among the members is excluded.

Art. 28 Entry into Force

The General Assembly have adopted the present statutes of the Association on the February 20, 2019 and were thereby entered into full force and effect. All prior statutes as amended by the Association under specific regulation have been repealed.

The German version of the statutes of the Association is the official and relevant document. This English version is an unofficial translation of the official version.

Zurich, 20th February, 2019

On behalf of the Association:

Dr. Marcel Keller
President

Talib Ussi
Vice President