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Protection of the workplace Switzerland – Transparent wage systems and fair compensation – Strengthening employee representatives – Advancement of employees – Culture of trust – A high-performing pension fund
www.employees-huntsman.ch

Bylaws of Employees Huntsman Switzerland

April 2016

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NAME, PURPOSE AND MEANS

Clause 1

Name and headquarter

Employees Huntsman is an association of all employees of Huntsman Switzerland with headquarters in Basel and a platform in Monthey in accordance with clause 60 ff. of the Swiss civil code.

The association has a legal personality. It has no political party or religious affiliations.

Employees Huntsman can affiliate with other associations.

Clause 2

Purpose

The association aims to achieve:

1. The representation of the political, economical and social interests of its members and of employees in general vis-à-vis the management of Huntsman and external parties.
2. The exercise of the participation rights of the employees of Huntsman.
3. The support of the members by acting as a contact person and offering assistance, independent from the staff member's function.
4. Personal contact between members through activities and training programmes, for example on political and cultural topics.
5. The recruitment and training of members of the managing committee and of suitable candidates for the bodies within Huntsman.
6. The support of further training of the employees.
7. Negotiations of contracts concerning services and benefits for the members.

Clause 3

Means

In order to achieve its aims, the association implements the following means:

1. Discussions, negotiations and agreements with the management of Huntsman as well as proposals to the management;
2. Contact and cooperation with other employee organisations;
3. Membership with umbrella organizations;
Employees Huntsman is a member of Employees Switzerland. The association can join other organizations that pursue similar objectives.
4. Conclusion of service contracts.

In the following, only one form of sex is referred to for a better readability. The association can function in other related areas and undertake any activities which support its purpose.

Clause 4

Financial means

The financial means consist of membership fees, interest yields and other resources.

The membership fees are determined annually by the members' assembly. They must not exceed CHF100.

The accounts and invoices of Employees Huntsman are closed annually on 31st December.

Clause 5

Liability

The association is liable for its obligations only with its own funds.

A personal liability of its members is excluded.

MEMBERSHIP

Clause 6

Membership

Every member of Huntsman Switzerland can become a member of the association. The managing committee takes the final decision on the admittance. All members of Employees Huntsman are also members of Employees Switzerland with all rights and duties.

Active members

Active members are all employees with an open-ended employment contract as well as apprentices.

Pensioned members

Active members can become pensioned members if they so wish once they enter retirement.

Passive members

Members that have left the company Huntsman can continue their membership on request as passive members. Also temporary employees at Huntsman are allowed to join the association as passive members.

Transfer to a foreign country

Members who are transferred to a company in a foreign country do not lose their membership status if the relocation is of a temporary nature.

Clause 7

Rights

Only active and pensioned members have the right to vote. All members have the right to run for a position within the committee.

They are eligible for all functions.

They have the right to make a submission to the members' assembly.

Clause 8

Obligations

With their membership, the members acknowledge the bylaws of the association and agree to pay the membership fees within the given deadlines. The bylaws of Employees Huntsman preside over the bylaws of Employees Switzerland.

Clause 9

Resignation

The official resignation of a member is effective on the 31st December of the current year. The member must submit his resignation to the committee 3 months before the end of the year at the very latest.

Clause 10

Expulsion

A member can be excluded from the association if the membership fee has not been paid during the last two years of the membership. The expulsion comes into effect at the end of the respective calendar year.

A member who contravenes the interests of Employees Huntsman can be excluded by the committee. The member can appeal against this decision at the next members' assembly and within a month after receiving notification. Final decisions concerning the expulsion are made by the member assembly.

Clause 11

End of membership

The membership as active member expires automatically with the termination of the employment contract at the end of the respective calendar year. There is the possibility to continue the membership with the association - with all rights and obligations - as passive or retired member. The end of the membership with Employees Huntsman implies also the end of the membership with Employees Switzerland.

BODIES

Clause 12

Bodies

The bodies of the association are :

1. the members' assembly
2. the managing committee
3. the auditing agency

A) The members' assembly

Clause 13

Members' assembly

The general assembly takes place at least once a year in the first term of the year. It is held in Basle or Monthey or at both sites.

An extraordinary members' assembly can be summoned on decision of the general members' assembly, the committee or on the basis of a written and justified demand from at least 1/5 of the members.

The committee determines the date of the extraordinary members' assembly. It is permitted to reduce the specified time limits.

Clause 14

Notification

The committee will inform the members about the date of the next members' assembly at least 30 days beforehand.

At the same time, the minutes, the balances and the summary of the revised figures must be given to the secretary of the association, where they can then be inspected by the members.

Clause 15

Proposals

Proposals to the members' assembly can be submitted by all members and by all bodies of the association.

Proposals must be submitted to the committee in written form at least 10 days prior to the members' assembly.

Clause 16

Chairmanship

The committee nominates a member of the committee that takes the role of chairman, who then names the keeper of the minutes and the necessary vote counters.

Clause 17

Decisions

The members' assembly makes its decisions and carries out votes through show of hands unless otherwise decided by the assembly.

The assembly decides with the majority of the votes cast. In the event of a tied vote, the chairman has the casting vote.

If a members' assembly cannot take place at either Basle or Monthey, all members that have registered for that assembly and that are entitled to vote have the possibility to do so in written form. Absentees, abstentions and votes in written that are not submitted within the deadlines are not included when calculating the majority.

Clause 18

Powers of the members' assembly

The members' assembly has the following non-transferable powers:

1. The stipulation and modification of the statutes,
2. The election and dismissal of the members of the committee and the board of auditors,
3. The approval of the annual report and the annual financial statement,
4. The discharge of the committee and the auditors,
5. The approval of the budget,
6. The determination of the membership fees,
7. The expulsion of individual members,
8. The resolution of matters which are put forward by the committee or which are matters of the members' assembly by virtue of the law or the statutes.

B) The committee

Clause 19

Committee

The committee consists of a minimum of 3 committee members.
The committee constitutes itself.

Clause 20

Incumbency

The incumbency of the members of the committee is one year. Re-election is possible.

Clause 21

Summoning

The committee convenes as often as business requires.
With justification, every member of the committee can request that a meeting be called for immediately.

Clause 22

Decision-making

In order to take a decision, the presence of at least half of the elected committee members is required.

Clause 23

Decisions

The committee can make a decision with all matters which are not matters of the members' assembly by virtue of the law or the statutes.
The committee makes decisions with the majority of the votes cast.
Minutes concerning the negotiations and decisions of the committee will be recorded.
Decisions by means of circular letter are permitted unless a member requests that the matter be discussed verbally.

Clause 24

Tasks

The committee has the following tasks, in particular:

1. The supervision of the activities of the association and its representation vis-à-vis the management of Huntsman and external parties.
2. The election and dismissal of the persons entrusted with management and representation.
3. The organisation of financial matters and budgeting.
This task belongs to the financial committee. The financial committee consists of the treasurer and 2 members of the committee.
4. The preparation of the members' assembly and the implementation of its decisions.

Clause 25

Management of affairs

In accordance with organisation regulations, the managing committee can transfer the management of its affairs completely or partly to committees, individual members or to third parties.

C) Auditors

Clause 26

Auditors

The members' assembly elects three members as board of auditors for a period of one year. An auditor cannot be a member of the committee at the same time. The audit report has to be signed by two auditors minimum. By request of the committee, the members' assembly can also elect as board of auditors an independent, external auditor or auditing company. The mandate is restricted to 1 year. Re-election is possible.

Clause 27

Duties

The board of auditors examines whether the accounting and the annual financial statement comply with the legal regulations and the statutes. They report to the members' assembly about the results of their examination and recommend approval with or without restrictions or rejection of the annual financial statement.

The board of auditors is authorised to express opinions on the usefulness of the organisation as well as their opinions on the management.

MODIFICATION THE BYLAWS / DISSOLUTION OF THE ASSOCIATION

Clause 28

Revision of bylaws

A revision or a modification of the bylaws of the association can be carried out with the simple majority of the members present at the members' assembly.

Clause 29

Dissolution

The dissolution of the association requires the assent of at least 2/3 of the members that present at the members' assembly which has been summoned solely for the purpose of dissolving the association.

Clause 30

Liquidation

The liquidation is carried out by the committee, if the members' assembly does not elect particular liquidators.

The competences of the members' assembly continue to exist during liquidation.

Clause 31

Capital

The members' assembly decides on the use of possible capital gains by request of the committee

When liquidizing the association, the assets will be transferred to a tax-exempt organisation, which pursues the same or similar objectives. The distribution of the assets of the association amongst its members is excluded.

ENACTMENT

Clause 32

Version

The bylaws were established by the founding committee.

Clause 33

Approval of bylaws

These bylaws were revised and accepted at the general assembly dd. April 28, 2016. They replace the bylaws of April 10, 2014 until revocation and have immediate effect.

April 28, 2016