

## **Articles of Association of the Roche Employees' Association (AVR)**

## **Bylaws of the Roche Employees' Association Basel**

**Articles of Association  
of the Roche Employees' Association Basel**

*valid as of 17 March 2022*

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## §1 Name, Registered Office and Purpose

### 1.1. Name

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The “Angestelltenverband Roche” (Roche Employees’ Association; hereinafter referred to as the “AVR”) is an association in accordance with sections 60 ff of the Swiss Civil Code, with its registered office in Basel.

The AVR is a non-party political, non-denominational association. All functions may be carried out by male and female members alike.<sup>1</sup>

The purpose of the AVR is to represent all employees of the Roche companies listed in the Agreement on Principles concluded between the AVR and the management of F. Hoffmann-La Roche Ltd (Agreement on Principles) who have individual contracts as defined by the Swiss Federal Act on Employee Participation at Company Level (Co-determination Law).

### 1.2. Purpose

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The AVR promotes and protects the interests of the employees and retirees of F. Hoffmann-La Roche Ltd, Basel, and Roche affiliates in Switzerland in accordance with the Agreement on Principles. In particular, the AVR's purpose is to act as a contact partner for its members and for all employees covered by the Agreement on Principles, and to represent their interests in dealings with the management of F. Hoffmann-La Roche Ltd. It is thus a legitimate representative of the employees in accordance with the Co-determination Law and the BVG.

In cases of conflict between management and employees, the AVR can also help work out a solution, especially with a view to preventing cases of hardship. The AVR aims to work towards building a strong relationship of mutual trust between the employees and the company management. With this aim in mind, it has concluded an Agreement on Principles with the employer.

The AVR may collaborate or combine with other employee organisations.

The AVR promotes and protects the cohesion of its membership.

The AVR also endeavours to promote the financial and cultural interests of its members and all employees who have an individual contract of employment (ICE).

In carrying out this aim, the AVR may develop commercial activities without operating as a commercial enterprise.

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<sup>1</sup> The gender-specific pronouns and titles used in these Articles of Association refer to both sexes.

## §2 Membership

### **2.1. Basic Principle**

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All employees of F. Hoffmann-La Roche Ltd, Basel, and its affiliated companies in Switzerland may become members of the AVR.

### **2.2. Active Members**

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In accordance with the Agreement on Principles, all employees of F. Hoffmann-La Roche Ltd, Basel, and its affiliated companies may become active members of the AVR.

### **2.3. Retiree Members**

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In accordance with the Agreement on Principles, retirees of F. Hoffmann-La Roche Ltd, Basel, and Roche affiliates may become retiree members provided they were active members at the time they retired. Retiree members are entitled to attend the General Meeting. In all other respects, their membership rights are limited to those specified in the Articles of Association.

### **2.4. Commencement of Membership**

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Membership applications should be submitted in writing to the Secretariat of the AVR. The Executive Committee (EC) may reject an application with good cause. In this case, the person concerned may lodge an appeal with the Advisory Board within 20 working days of receiving notification that the application has been rejected.

People who have made a particularly large contribution to the AVR may, on the Committee's suggestion, be appointed honorary members by the General Meeting even if they are or were not employed at F. Hoffmann-La Roche Ltd, Basel, or an affiliated company in Switzerland.

### **2.5. Termination of Membership**

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If a contract of employment is terminated as a result of an active member's retirement, this active member automatically becomes a retiree member. In all other cases, membership expires automatically upon termination of the contract of employment. Any member may terminate their membership if they so wish.

Members may be expelled by the Committee with a two-thirds majority of the votes if serious reasons to do so exist.

## **2.6. Rights and Obligations**

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Members are entitled to all the rights granted to them by law and the Articles of Association, in particular the right to participate in all AVR activities. Members shall endeavour to protect the AVR's image externally and to ensure the positive development of the AVR.

## **§3 Organisation**

The Association's executive bodies are:

- the General Meeting
- the Committee (Executive Committee [EC], site representatives and retiree representative)
- the AVR Forum Switzerland
- the Auditing Committee (auditor)
- the Advisory Board
- the chapters of the AVR

### **3.1. The General Meeting**

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#### **3.1.1. Duties and Responsibilities**

The business of the General Meeting is as follows:

- To approve the president's annual report
- To approve the annual financial statements and the auditor's report
- To approve the annual reports of the site representatives and the Advisory Board
- Elections:
  - To elect the president, the vice president and the treasurer
  - To elect the associate members
  - To elect the auditors
  - To elect the members of the Advisory Board
- To fix member subscriptions
- To deal with motions submitted in good time
- To amend the Articles of Association and the Bylaws
- To ratify (by a two-thirds majority of the votes of the active members present as well as the submitted electronic votes):
  - the Agreement on Principles with the employer
  - collaboration agreements with other employee organisations
- To resolve to dissolve the association

and all other items of business assigned to it by law and the Articles of Association.

### 3.1.2. Convocation of the Ordinary General Meeting

The ordinary General Meeting usually takes place during the first quarter of the year. It is announced by the Committee at least three weeks in advance in a written invitation by email or by post citing the items on the agenda. Provided they fall within its remit, further motions must be submitted to the Committee in writing by email or by post at least 10 days prior to the General Meeting. If there are important reasons for doing so, the General Assembly can also be held later in the same year.

Resolutions may not be passed on items of business that have not been announced in due form and in good time. However, these items shall be noted by the Committee and submitted to the next General Meeting for resolution.

### 3.1.3. Extraordinary General Meetings

Extraordinary General Meetings are convened if the Committee decides to do so or if at least one-twentieth of all active members submit a written request (by email or by post) for a meeting to the Committee, citing the items to be placed on the agenda. The Committee must convene the meeting within 60 days.

The administrative resources of the AVR secretariat may be used, via the Advisory Board, for the purpose of collecting signatures.

### 3.1.4. Elections and Ballots

All active members with individual employment contracts are entitled to vote.

Retiree members are only entitled to vote in ballots concerning amendments to their membership rights and in elections of retiree representatives to the Committee.

The chapter representatives are each entitled to cast one vote at the General Meeting.

The resolution is passed either at the General Assembly on site or alternatively as part of a written resolution by letter, e-mail or electronic voting platform. A combination of these variants is also permitted.

The EC shall take appropriate technical measures for the chosen form of resolution to ensure that duplicate voting is prevented.

Elections and ballots require an absolute majority of the votes, unless the Articles of Association specifically state otherwise. Abstentions and invalid votes are not counted. According to a majority resolution passed by the General Meeting, elections and ballots shall be conducted in writing and in secret. In the event of a tied vote, the election or ballot is repeated. In the event of another tied vote, the president has the casting vote.

An item of business may be submitted to the active members for a membership ballot on the basis of a resolution passed by the Committee or the General Meeting or at the request of one-twentieth of the active members.



## **3.2. The Committee**

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All AVR members with individual contracts and who are not under notice of termination of employment may be elected. Members employed under the collective labour agreement may not be elected as Committee members. The Committee consists of the Executive Committee (president, vice president, treasurer and associate members), the site representatives, associate members of the Committee and the retiree representative.

- a) The members of the EC as well as associate members of the Committee are elected by the General Meeting, in each instance for a two-year period.
- b) The site, apprentice and retiree representatives are also members of the Committee and are elected by a separate ballot procedure. The Committee specifies the details of the ballot procedure.
- c) The retiree representative is elected by the inactive members and is also a member of the Committee.

The Committee carries out the duties assigned to it by the Articles of Association and is responsible as a whole to the members.

All important decisions that do not require the approval of the General Meeting must be agreed by the Committee.

The detailed duties and responsibilities of the Committee are set out in the Bylaws.

## **3.3. The Executive Committee (EC)**

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The members of the Executive Committee are:

- the president
- the vice president
- the treasurer
- other members (associate members) appointed by the Committee and elected at the General Assembly

### **3.3.1. Duties and responsibilities**

The EC takes care of day-to-day business, manages the AVR and represents it externally.

The detailed duties and responsibilities of the individual EC officers, their authority to represent the AVR and their signatory rights are set out in the Bylaws.

## **3.4. Site/Apprentice/Retiree Representatives**

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Any site employee with an individual contract may be elected as site representative.

Any apprentice with an apprenticeship employment contract at the respective site may be elected as apprentice representative.

The term of office of the site/apprentice/retiree representatives is two years; re-election is permitted. The term of office begins and ends in each case on the day the votes are counted.

The site and apprentice representatives are elected by the active members at the respective site. Votes are cast in writing or through an electronic voting platform; those candidates who receive the most votes are elected.

Non-members who are elected as site or apprentice representatives become members for the duration of their term of office upon election.

Site representatives become voting Committee members upon election.

The retiree representative is elected by the retiree members in the same way as the site representatives.

The number of site/retiree representatives and the details of the election procedure are described in point 3.5.

#### 3.4.1. Duties of the Site Representatives

The duties and responsibilities of the site and apprentice representatives are set out in the Bylaws.

### 3.5. Election of site representatives, apprentice representative and the retiree representative

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The election of the site representatives, the apprentice representative and the retiree representative takes place every two years, preferably in the autumn. The number of site/apprentice/retiree representatives is determined by the Committee. The appointment of an electoral commission is not required. It is not necessary for an external person (e.g. a notary) to participate as an observer. Any number of members may participate in counting the voting slips or evaluation of the electronically submitted votes. The count should be attended and monitored by at least one member of the EC. The candidates who receive the most votes are elected (no absolute majority required). In the event that a recount is requested, the attendance of a notary is recommended. The voting slips must be retained for at least one month after the results have been announced, so that a recount is possible (article 75 of the Swiss Civil Code). Electronically submitted votes must also be retained for such duration. The announcement of the election results and the letters to the elected site representatives are signed by the president, vice president and treasurer.

Criteria for validity of voting slips:

Voting slips are counted/are valid, if

- a cross is placed next to the name of at least one of the candidates and no criteria that would make the vote void have been met (votes may not be cumulated, each candidate receives only one vote)

Electronic voting, if applied, will be set up in such a way to ensure that invalidity criteria are not possible at all.

Voting slips are not counted/are invalid, if

- a cross is placed on the voting slip next to the name of more than the permitted number of electable candidates or no candidate at all
- an insulting remark has been written on the voting slip

Voting slips are not counted/are invalid, if

- the voting slip is not returned in the official election envelope (must have been sent by external mail)
- the voting slip is received more than two days after the closing date

### **3.6. The Auditing Committee (Auditor)**

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The General Meeting elects two auditors, who must not be members of the Committee or the Advisory Board. The term of office of the auditors is two years; re-election is permitted.

#### **3.6.1. Duties and Responsibilities**

The Auditing Committee is responsible for auditing the financial statements for the calendar year.

### **3.7. The Advisory Board**

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The Advisory Board is a body with collective responsibility consisting of 3 to 5 members who do not hold an office on the Committee, EC or Auditing Committee. It is elected by the General Meeting for a two-year period, alternately with the Committee.

#### **3.7.1. Duties and Responsibilities**

The Advisory Board monitors whether the business and interests of the AVR are being pursued by the Committee as set out in the Articles of Association and as instructed by the General Meeting.

Its detailed duties and responsibilities are set out in the Bylaws.

### **3.8. Chapters of the AVR**

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The duties and responsibilities of the chapters are set out in the chapters' respective Articles of Association and Bylaws.

The EC of the AVR represents the interests of the chapters in negotiations with the management of F. Hoffmann-La Roche Ltd, Basel, in accordance with the Agreement on Principles. The AVR's position in these negotiations is agreed beforehand by the AVR Forum Switzerland.

As active members of the AVR, the chapters each have one vote at the General Meeting.

### **3.9. AVR Forum Switzerland**

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The Forum's members are the EC of the AVR and two representatives of each of the chapter committees (usually the president and the vice president). The EC of the AVR is responsible for chairing the Forum. The Forum functions as an advisory body and does not pass resolutions or hold ballots.

### 3.9.1. Duties and Responsibilities

The Forum deals with national items of business. In doing so, the members represent the interests of the individual local associations and chapters.

## §4 Bylaws

The Bylaws contain the detailed duties and responsibilities of the Committee, the EC, the site representatives, the retiree representative, the AVR Forum Switzerland and the Advisory Board and form a supplementary section of these Articles of Association.

Motions to amend the Bylaws are submitted to the Committee and, after being discussed and formulated, to the General Meeting for approval.

## §5 Financing and Accounting

The AVR finances itself through member subscriptions, donations, investment income and income from commercial activities. Member subscriptions are fixed by the General Meeting. Honorary members and retirees are exempt from having to pay subscriptions.

The accounting year is the calendar year. The financial statements are audited by two auditors.

Only the association's assets shall serve as collateral for the association's liabilities.

## §6 Amendments to the Articles of Association

Motions to amend the Articles of Association are sent to members in writing (by email or post) together with the invitation to the General Meeting after being discussed by the Committee.

Amendments to the Articles of Association require a two-thirds majority of the votes at the General Meeting or a membership ballot.

## §7 Dissolution of the Association

The association may be dissolved on the basis of a resolution passed by a two-thirds majority at a General Meeting.

If this quorum is not reached, one-twentieth of the members may, after 30 days, request a membership ballot on the matter of the association's dissolution. A resolution to dissolve the association requires a two-thirds majority of the votes.

The General Meeting to be convened following such a resolution decides how any available assets should be used.

## **§8 Final Provisions**

These Articles of Association were accepted at the ordinary General Meeting held on 17 March 2022. They replace those of 20 March 2014 and enter into force on the date on which they were approved.

## **§9 Constituent Parts of the Articles of Association**

- These Articles of Association
- The Bylaws, including the organisational structure

Basel, (date)

On behalf of the AVR

President  
Adnan Tanglay

Vice President  
Gernot Scharf

**Bylaws of the  
Roche Employees' Association Basel**

*valid as of 17 March 2022*

## §1 Purpose

These Bylaws set out the rights and obligations of the governance bodies of the Roche Employees' Association Basel (hereinafter referred to as the “AVR Basel”) and supplement the Articles of Association by describing the duties of these bodies. The Bylaws specify the duties and responsibilities of the Executive Committee, in particular those of its officers, and of the Advisory Board, the AVR Forum Switzerland and the secretariat.

## §2 Organisational Structure of the AVR Basel

The organisation chart shows the organisational structure of the AVR Basel as of 20 March 2014.

The governance bodies are the General Meeting, the Advisory Board, the Auditing Committee and the Executive Committee.

The Committee comprises the Executive Committee (EC), the associate members of the committee, the site representatives, the apprentice representatives and the retiree representative.

An up-to-date list of the names of Executive Committee and Advisory Board members is made available on the AVR Homepage<sup>2</sup>.

## §3 Duties and Responsibilities of the Committee

### 3.1. The Committee

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The Committee decides all financial matters and determines the extent to which the EC may draw on accounts.

Binding agreements (contracts, undertakings, etc.) must be signed by two Committee members (or by the secretariat of the AVR Basel), at least one of whom must be a member of the EC.

The Committee oversees the implementation of its resolutions.

The Committee decides personnel-related matters on the suggestion of a Committee member, provided such matters do not fall within the remit of the General Meeting.

The Committee is obliged to deal with any questions, proposals and suggestions submitted to it in writing by members at the next ordinary Committee meeting and to notify the submitter or submitters of the outcome within 60 days or, if it takes longer to deal with the matter, to report on its progress. This does not apply to confidential, personal matters.

The Committee is also obliged to give consideration to the special interests of minorities.

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<sup>2</sup> The gender-specific pronouns and titles used in these Bylaws refer to both sexes.

The Committee may delegate some of its duties to individual Committee members, who report on these duties at the Committee meetings.

Every Committee member shall conscientiously discharge his duties of office and attend the meetings convened, arriving punctually and actively prepared. Members are expected to give timely notice if they will be unable to attend a meeting.

By signing the confidentiality agreement on taking up office – or, in the case of guests, before the meeting in question begins – all those attending meetings undertake a duty of confidentiality.

Minutes shall be kept of all resolutions and activities and made available to all Committee members within 10 working days.

### **3.2. The Executive Committee (EC)**

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The EC is responsible for dealing with day-to-day business.

The EC implements the resolutions passed by the General Meeting and the Committee.

The EC represents the AVR Basel at meetings of the AVR Forum Switzerland and is responsible for chairing these meetings.

The EC arranges to obtain the input of the appropriate department and/or site managers when necessary.

The EC leads the AVR Basel's contractual negotiations with third parties, particularly those with employers and other associations.

The EC meets weekly. If required, a further meeting may be convened by the president or at the request of at least two members of the EC.

Minutes shall be kept of all activities and EC meetings and made available to all Committee members within one week.

### **3.3. Elections/Ballots**

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The Committee is quorate if at least one half of all voting Committee members participate. Ballots may also take place electronically.

To become effective, resolutions must be passed by a simple majority of the voting Committee members present. In the event of a tied vote, the president has the casting vote.

Site/apprentice/retiree representatives become voting Committee members upon election.

If a site/apprentice/retiree representative stands down from the Committee early, he is automatically succeeded by the next representative with the highest number of votes. If this site representative is unable to assume the position, the candidates are asked in order, based on the total number of votes they received. If no candidate is available, the position remains vacant until the next election.

The term of office of outgoing site/apprentice/retiree representatives ends on the day of the election.



With the approval of two-thirds of all Committee members, the Committee may relieve a Committee member of some or all of his duties. Only the General Meeting may vote to remove a Committee member from office.

All election and ballot results shall be documented and made available to all Committee members within 10 working days.

### **3.4. Meetings**

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The Committee meets regularly, at least four times a year.

A minimum of 4 Committee members may submit a request to the president for additional Committee meetings, citing the reason for doing so.

Guests without voting rights may be invited to Committee meetings.

Minutes are kept of all meetings, usually by the secretary or by another Committee member. The minutes shall be made available to all Committee members within two weeks.

The dates of the regular Committee meetings are fixed at the end of the calendar year for the coming year.

Invitations to Committee meetings and documents relevant to meetings must be made available to all attendees at least 2 working days in advance.

At the beginning of a meeting, it shall be established whether the Committee is quorate based on the members present. If it is not quorate, it may only deal with items not requiring a resolution. The chair (usually the president) is authorised to break off the meeting and to convene special Committee meetings.

The chair must ensure that each Committee member present is given an opportunity to speak. Due to time constraints, the chair may limit the time allowed for individual comments.

The meetings are usually conducted in German.

## **§4 Duties and Responsibilities of Committee Members**

### **4.1. President**

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Heads the Committee and the management

Prepares and chairs meetings

Chairs the General Meeting

Announces the Committee's main objectives for the following year

Represents the Association internally and externally

Liaises with other associations and bodies

Responsible for public relations

Promotes the further development of the AVR Basel

- by setting objectives

- with the help of the task forces in place
- Furtheres the expertise and professional development of the Committee members  
Acts as a contact for legal consultants and advisers

#### **4.2. Vice President**

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Member of the EC  
Deputises for the president

#### **4.3. Treasurer**

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Member of the EC  
Budget and medium-term financial plans  
Finance administration and its coordination with other functions  
Accounting  
Contact for the Auditing Committee

#### **4.4. Associate Members of the EC**

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Member of the EC  
Cooperation and collaboration with the EC  
Serve as members or heads of sub-committees/task forces, including determining and implementing activities

#### **4.5. Associate Members of the Committee, Site Representatives, Apprentice Representatives and Retiree Representatives**

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Serve as Committee members  
Serve as members or heads of sub-committees/task forces, including determining and implementing activities  
Take on special tasks as instructed by the EC, and/or Committee work  
Administration of sub-committee/task force budgets and finances in cooperation with the treasurer  
Accounting/reporting to the Committee  
Carry out organisational duties  
Provide advice and support to employees with individual contracts and retirees

## **§5 Duties and Responsibilities of the Advisory Board**

The Advisory Board monitors whether the business and interests of the AVR Basel are being pursued by the Committee as set out in the Articles of Association and as instructed by the General Meeting.

The Advisory Board functions primarily as an ombudsman. It does so by providing impartial advice and mediation, while guaranteeing absolute confidentiality.

As ombudsman, the Advisory Board is entitled to take appropriate measures such as convening an extraordinary Committee meeting.

The Advisory Board may be approached by Committee members and by other members.

The Advisory Board ensures that any requests it receives from single members or groups of members are dealt with within 20 days.

The Advisory Board may request to inspect any relevant documents to this end.

The Advisory Board may make use of all AVR resources in order to discharge its duties. In particular, it has access to the secretariat and to the services granted to the Association by the company.

The Committee has sole decision-making powers on requests for financial assistance, e.g. for the purposes of obtaining expert or legal advice.

## **§6 Duties and Responsibilities of the Secretariat**

Management and administration of Association business

Processes membership applications

Prepares the meetings of the Committee and EC

Correspondence

Attends meetings and keeps the minutes of:

- General Meetings
- Committee meetings
- EC meetings

All important documents of the AVR, especially minutes of Committee meetings, as well as of the EC and various sub-committees, task forces and other Committees, if required, are managed by the secretariat.

## **§7 Duties and Responsibilities of the AVR Forum Switzerland**

The Forum meets as necessary.

The Forum discusses matters of national relevance.

The Forum forwards recommendations to the appropriate AVR representatives.

Minutes are kept of all meetings, usually by the secretary or by another Forum member.

The EC of the AVR is responsible for chairing the Forum.

## **§8 Final Provisions**

The Bylaws of the AVR Basel form a supplementary section of the AVR Basel's Articles of Association. They were approved by the General Meeting held on 17 March 2022, replace those of 20 March 2014 and enter into force immediately.

Motions to amend the Bylaws of the AVR Basel are sent to members in writing together with the invitation to the general meeting after being discussed by the Committee.

## **§9 Annexes**

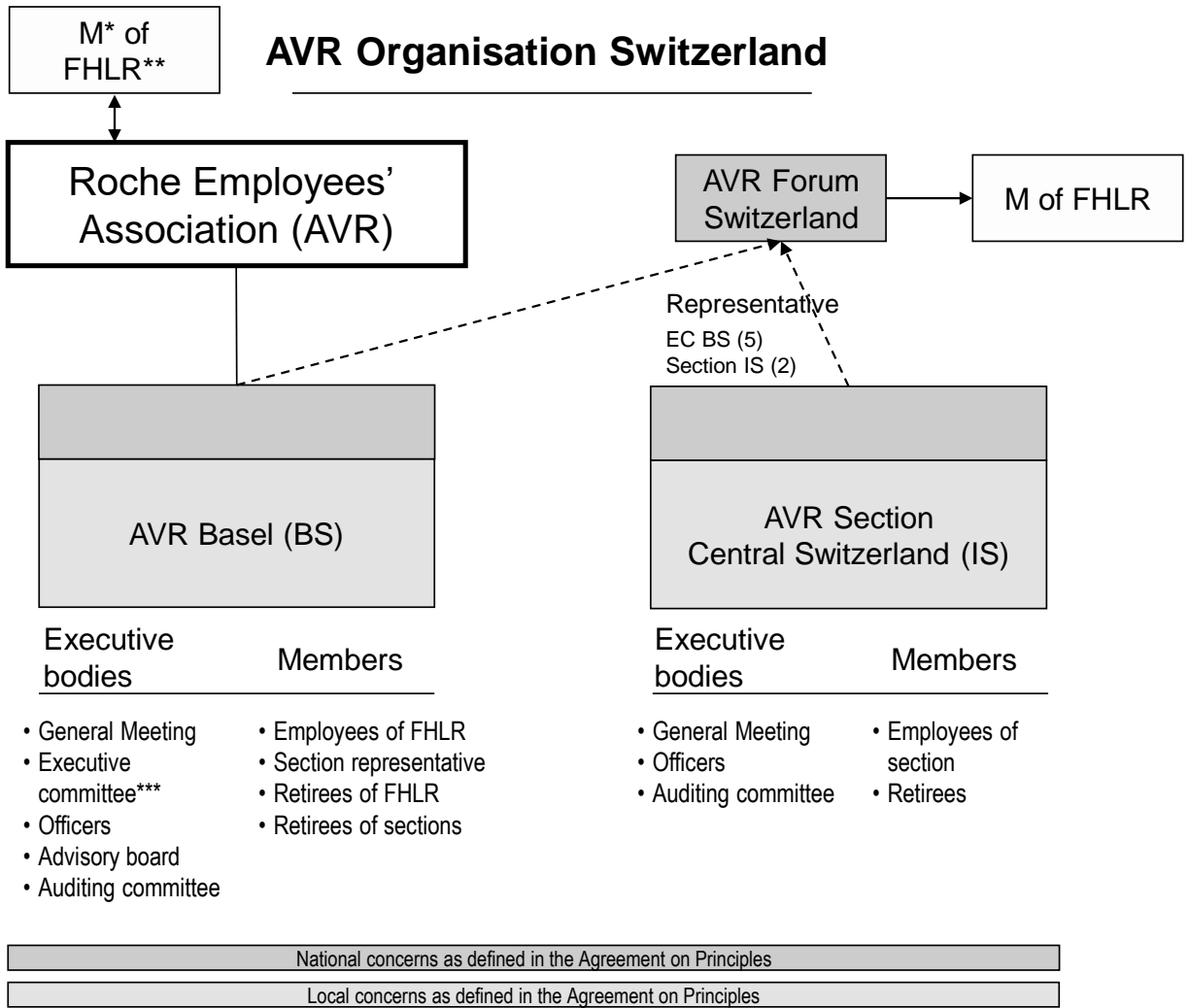
Organisational structure of the Roche Employees' Association

Basel,

On behalf of the AVR

President  
Adnan Tanglay

Vice President  
Gernot Scharf



\* Management

\*\* F. Hoffmann-La Roche Ltd

\*\*\* Authorised representatives for negotiations with FHLR

