

Statutes of the CONCORDIA Association

of 15 June 2013

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Personal Liability	8	1 Name, Legal Form, Head Office	
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5 Designations

- 5.1 The designation chosen in these statutes for individual officials applies to both sexes.
- 5.2 The CONCORDIA Group consists of the companies over which the CONCORDIA Association exercises either direct or indirect control.

II. Membership

6 Commencement of Membership

Any natural person living in the area of activity who takes out a mandatory health care insurance or a supplementary care insurance to mandatory health care insurance (with the exception of Vacation and Travel Insurance) with a company of the CONCORDIA Group becomes a member of the CONCORDIA Association, unless that person specifically declines admission.

7 Right to Vote and to Participate in Elections

In accordance with Art. 23.1, members of the CONCORDIA Association have the right to vote as well as the right to elect and to be elected in their electoral constituency as soon as they reach the age of 18.

8 Personal Liability

Members are not personally liable for the obligations of the CONCORDIA Association.

9 Entitlement to Assets

Members have no entitlement to assets held by the CONCORDIA Association.

10 Expiry of Membership

Membership ends automatically with the termination of all insurances named in Art. 6, or with the resignation of the member.

11 Loss of Claims

After membership has expired, no legal claims whatsoever exist against the CONCORDIA Association.

12 Funds and Member Contributions

- 12.1 Expenses incurred by the CONCORDIA Association are covered by the returns from participating interests in companies it holds and by various types of contributions and donations from private and public persons and institutions.
- 12.2 The CONCORDIA Association charges no membership fees.

III. Organisation

A. General Information

13 Governing Bodies of the CONCORDIA Association

The governing bodies of the CONCORDIA Association are:

- a) the Assembly of Delegates
- b) the Cantonal Delegations
- c) the Administrative Board
- d) the Body of Auditors

B. Assembly of Delegates

14 Structure

- 14.1 The Assembly of Delegates consists of 50 delegates that are elected by the Cantonal Delegations. Each delegate has one vote.
- 14.2 Each canton, each half-canton (hereinafter referred to as "canton") and the Principality of Liechtenstein are entitled to have at least one delegate.
- 14.3 The number of members in the canton or the Principality of Liechtenstein on 1 January prevails when allocating the number of delegates.
- 14.4 The delegates may not be employed by the CONCORDIA Association or by a company of the CONCORDIA Group.

15 Convening of Assemblies

- 15.1 The ordinary Assembly of Delegates takes place annually and, as a general rule, always during the first half of each year.
- 15.2 An extraordinary Assembly of Delegates is convened on the decision of the ordinary Assembly of Delegates or the Administrative Board, at the proposal of the Body of Auditors, or at the justified written request of at least one fifth of the Cantonal Delegations, which together represents at least one fifth of the members.
- 15.3 The Cantonal Delegations shall be notified of the date and location of the ordinary Assembly of Delegates 180 days before it is to be held.
- 15.4 The ordinary Assembly of Delegates shall be convened by the Administrative Board at least 30 days before it is to be held and the extraordinary Assembly of Delegates at least 20 days before. The invitation shall contain the date, time and location of the assembly as well as the agenda.
- 15.5 The company report, the financial statement and the Body of Auditors' report and proposal are delivered to the delegates and the chairpersons of the Cantonal Delegations annually, at the latest with the invitation to the ordinary Assembly of Delegates.

16 Proposals

- 16.1 Proposals to the Assembly of Delegates may be made by the Administrative Board, the Body of Auditors, the individual Cantonal Delegations and the delegates. They must remain within the framework of the competencies of the Assembly of Delegates.
- 16.2 Proposals and election nominations made by the Cantonal Delegations and the delegates shall be submitted in writing to the Administrative Board at least 60 days before the date of the assembly. The Cantonal Delegations and the delegates are notified of these along with the invitation and position of the Administrative Board.

17 Competencies

The Assembly of Delegates is responsible for:

- a) approving the company report and the annual financial statement as well as taking note of the audit report;
- b) electing and recalling the president, the Administrative Board members and the Body of Auditors;
- c) making decisions regarding proposals submitted in accordance with Art. 16;
- d) revising statutes;
- e) dissolving the CONCORDIA Association in accordance with Art. 34 and Art. 35.

18 Direction of Proceedings

The president directs proceedings; in his absence, the vice president does so.

19 Presence of a Quorum

The Assembly of Delegates constitutes a quorum when it has been convened in accordance with the statutes.

20 Making Decisions

- 20.1 With an absolute majority of votes cast, decisions are made as follows:
- a) by an open vote in the case of factual issues, unless the majority of votes cast requires a secret ballot;
 - b) by a secret written vote in the case of elections. If there is only one candidature for a position, the majority of the votes cast may require an open vote.
- 20.2 The Assembly of Delegates may discuss but not make decisions regarding proposals concerning matters that do not appear on the agenda.
- 20.3 The decisions made by the Assembly of Delegates shall be published in accordance with Art. 4.

C. Cantonal Delegations

21 General Information

- 21.1 There is one Cantonal Delegation in each canton and a National Delegation in the Principality of Liechtenstein: they are generally referred to as Cantonal Delegations in these statutes.

- 21.2 The Administrative Board may, in agreement with the Cantonal Delegations concerned, decide that several cantons shall have a common Cantonal Delegation.

22 Structure

- 22.1 The Cantonal Delegation consists of one chairperson and two to four other members. It constitutes itself.
- 22.2 If a Cantonal Delegation is responsible for several cantons, the individual cantons should be adequately represented.

23 Election

- 23.1 Each canton constitutes an electoral constituency, as does the Principality of Liechtenstein. Art 21.2 remains reserved.
- 23.2 Members of the Cantonal Delegations are elected by persons who have the right to vote in the electoral constituency in accordance with Art. 7.
- 23.3 Modalities and dates of the election process are published in the members' magazine along with the election nominations of the Cantonal Delegations and/or Administrative Board.
- 23.4 The members of the electoral constituency who have the right to vote are entitled to submit further election nominations to the election office within the designated deadline. These must be signed by at least 50 persons in the electoral constituency who have the right to vote.
- 23.5 In an electoral constituency, if the number of candidates proposed for election does not exceed the number of Cantonal Delegation members to be elected, the Administrative Board declares that the persons proposed have been elected tacitly.
- 23.6 In an electoral constituency, if the number of candidates proposed for election exceeds the number of Cantonal Delegation members to be elected, the election takes place by correspondence. The majority of the votes cast decides, regardless of the voter participation.
- 23.7 The Administrative Board regulates particularities concerning the election within the election regulations.

24 Term of Office

- 24.1 The term of office of Cantonal Delegation members is four years. It is possible to be re-elected.
- 24.2 If a Cantonal Delegation member leaves office before his term is over, the Administrative Board appoints a replacement for the rest of the term of office at the recommendation of the Cantonal Delegation.

25 Competencies

- The Cantonal Delegations are responsible for:
- a) electing delegates to the Assembly of Delegates in accordance with Art 14;

- b) proposing candidates to the Cantonal Delegations and the Administrative Board;
- c) making proposals to the Assembly of Delegates in accordance with Art 16;
- d) discussing the business of the Assembly of Delegates in advance;
- e) proposing items to the agenda of the Central Conference;
- f) assuming representative functions of the CONCORDIA Association at the cantonal and municipal levels.

26 Central Conference

- 26.1 The chairpersons of the Cantonal Delegations form the Central Conference, which allows the exchange of information between the Administrative Board and the Cantonal Delegations.
- 26.2 The Central Conference is convened by the Administrative Board.

D. Administrative Board

27 Structure

- 27.1 The Administrative Board consists of seven to nine members. It is comprised of the president, the vice president and five to seven board members.
- 27.2 The members of the Administrative Board of the CONCORDIA Association may not concurrently be employed by the CONCORDIA Association or by a company of the CONCORDIA Group.
- 27.3 Apart from the president, who is elected by the Assembly of Delegates, the Administrative Board constitutes itself.
- 27.4 The members of the Administrative Board sign collectively in pairs.
- 27.5 Chairpersons of the Cantonal Delegations who are elected to the Administrative Board must resign from their previous office.

28 Term of Office

- 28.1 The term of office of the Administrative Board is four years. It begins upon election and ends on the day of the ordinary Assembly of Delegates for the last business year.
- 28.2 The maximum term of office is 16 years. If a member of the Administrative Board is elected president, half of their previous years in office are counted.

29 Competencies

- 29.1 The Administrative Board is responsible for running the CONCORDIA Association.
- 29.2 The Administrative Board is specifically responsible for:
 - a) preparing for the Assembly of Delegates and implementing its decisions;

- b) issuing regulations required to run the association and to operate business, and monitoring the compliance of these regulations and superordinate regulations;
- c) regulating the authority to sign for non-members of the Administrative Board;
- d) overseeing the accounting, preparing the annual financial statement, and making decisions regarding the budget and important investments;
- e) making decisions concerning mergers and strategic partnerships;
- f) acquiring and disposing of property;
- g) designating representatives in companies whose shareholder is the CONCORDIA Association;
- h) further business dealings that are expressly assigned to the Administrative Board in these statutes.
- 29.3 The Administrative Board is otherwise authorised to make decisions on all matters that are not assigned to or reserved for the Assembly of Delegates.

E. Body of Auditors

30 Election, Term of Office

The Assembly of Delegates elects an external and independent Body of Auditors, which meets the relevant federal legal requirements, for the duration of two years. It is possible to be re-elected.

31 Functions

- 31.1 The Body of Auditors audits the accounting and business transactions of the CONCORDIA Association. Its functions comply with federal law.
- 31.2 In exercising their monitoring function, the Body of Auditors produces:
 - a) the necessary reports for the attention of the Administrative Board of the CONCORDIA Association, and
 - b) the activity report with proposals for the attention of the Assembly of Delegates.
- 31.3 The Body of Auditors is present at the Assembly of Delegates and furnishes the necessary information.

F. Common Provisions for All Governing Bodies

32 Term of Office for All Governing Bodies

- 32.1 The members of all governing bodies of the CONCORDIA Association leave their posts once they reach the age of 70.
- 32.2 If members of governing bodies of the CONCORDIA Association are concurrently employed by the CONCORDIA Association or by a company of the CONCORDIA Group, the contract of employment is decisive in ending this employment relationship.

IV. Final and Transitional Provisions

33 Interpretation of the Statutes

The statutes are also issued in German, French and Italian. In the event that there are various ways of interpreting the texts, the text and meaning of the German edition are decisive.

34 Dissolution of the CONCORDIA Association

- 34.1 The CONCORDIA Association may only be dissolved when at least four fifths of the delegates are present at the Assembly of Delegates and three quarters of the delegates present pronounce themselves in favour of dissolution.
- 34.2 The minutes of these negotiations shall be signed by the chairperson and the minute taker.

35 Liquidation

If the CONCORDIA Association is dissolved, liquidation shall be carried out by the Administrative Board if this duty is not assigned to other persons in a decision of the Assembly of Delegates.

36 Entry into Force and Transitional Provisions

- 36.1 These statutes were passed by the ordinary Assembly of Delegates, which took place on 15 June 2013 in Lucerne. They enter into force with immediate effect and replace the previous statutes of 23 June 2007.
- 36.2 Any membership that originated prior to the entry into force shall continue to be recognised in full. Natural persons living in the area of activity who, at the time of the entry into force of these statutes, had taken out a mandatory health care insurance or a supplementary care insurance to mandatory health care insurance (with the exception of Vacation and Travel Insurance) with a company of the CONCORDIA Group shall become members of the CONCORDIA Association as of that date, unless they specifically decline admission. The cantonal representations elected for a term of office in accordance with the statutes that were previously in force shall remain in office until the expiration of the office term.

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