



Articles of Association

Revision valid from June 1, 2024

***This document is a translation of the original German text.
In all matters of interpretation, the original German shall prevail.***

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I Name, domicile and purpose

Article 1 Name

- 1.1 There is established, under the name of 'kapers Cabin Crew Union' (hereinafter referred to as 'kapers'), an association as specified under Article 60ff. of the Swiss Code of Civil Law.
- 1.2 kapers may form dependent sections which are fully subordinated to the kapers organization.

Article 2 Domicile

kapers is legally domiciled in 8302 Kloten.

Article 3 Purpose

- 3.1 The purpose of kapers is to serve as a union representing, promoting and safeguarding the common interests of all its members, and to support the same.
- 3.2 kapers strives to promote Swiss air transport in general and to collaborate with similar unions, professional associations and labour organizations in and outside Switzerland.

II Membership

Article 4 Members

- 4.1 Ordinary membership of kapers is open to anyone who is employed as a cabin crew member.
- 4.2 Any person who does not perform (or no longer performs) this function may be a passive kapers member, subject to the approval of the kapers board.

- 4.3 kapers board members who have served thereon for four years or more and kapers committee members who have served thereon for eight years or more may be designated as free members by the kapers board. For such designation purposes, kapers board members who previously served as kapers committee members will have their years as kapers committee members credited at 50% in kapers board membership terms. Free kapers members are exempted from paying kapers membership fees apart from the implementation contribution fees specified in Article 14.1 below.

Article 5 Members' obligations

- 5.1 Every member undertakes to respect kapers's Articles of Association and resolutions and to promote the aims and objectives contained therein.
- 5.2 Every member is required to submit to the kapers secretariat, for the attention of the kapers board, any reports, information or complaints which derive from or are associated with their work as cabin crew members and which could be of interest to kapers.
- 5.3 Every member undertakes to pay the membership fees specified in these Articles of Association.

Article 6 Admission, resignation, expulsion and voting/election rights

- 6.1 All applicants for kapers membership must submit a written membership application to the kapers board, which will decide on whether the applicant should be admitted.
- 6.2 Any kapers member may resign their membership at one month's written notice at the end of any quarter (i.e. the end of March, June, September or December).

- 6.3 Any kapers member who ceases to serve as a cabin crew member as specified in 4.1 above will have their kapers membership terminated, subject to the provisions of 4.2 above.
- 6.4 Any kapers member who acts dishonourably towards kapers, who fails to respect the kapers Articles of Association and/or who damages the interests or the reputation of kapers in any other way may be expelled from kapers by resolution of the kapers board.
- 6.5 All ordinary kapers members as defined in 4.1 above enjoy voting and election rights. Participation in votes and elections is limited, however, to those ordinary members who have submitted an application for kapers membership at least 14 days before the commencement of the corresponding consultation period.
- 6.6 Election to the kapers board is open to any ordinary kapers member as defined in 4.1 above. Should a kapers board member no longer meet such ordinary membership criteria, they will automatically leave the kapers board with immediate effect.

Exception: If a kapers board member is served notice by the employer, they need not leave the kapers board with immediate effect. In such an event, the kapers board will determine when the board member should be succeeded, which must be within one year of the end of their employer's notice period.

- 6.7 Passive kapers members do not have voting or election rights.

III Organization

Article 7 Bodies of the association

kapers is governed in its actions and activities by:

- the votes of its members
- its general assembly
- its board and
- its internal auditors

Article 8 Members' votes

8.1 Votes must be conducted among kapers members for:

- amendments to the Articles of Association;
- the conclusion of, amendments to or notice to terminate collective labour agreements or any regulations which form an integral part of a currently valid collective labour agreement (with the corresponding voting rights restricted to those kapers members who are subject to the collective labour agreement or regulations concerned);
- kapers's joining or leaving of any other association, Swiss or non-Swiss union or professional or labour organization;
- kapers's dissolution.

8.2 For resolutions on the conclusion of, amendments to or notice to terminate collective labour agreements or associated regulations and for any resolution to dissolve the association, a two-thirds majority of the votes cast is required. All other matters are decided by a simple majority of the votes cast.

8.3 Any vote on any matter falling under the provisions of 8.2 above must be preceded by a consultation period of at least 14 days.

8.4 Any vote conducted must extend over a period of at least 14 days. The precise beginning and end of any such voting period will be communicated by the kapers board.

All votes will basically be electronically conducted. In accordance with 8.6 below, however, the kapers board may resolve to conduct physical votes.

In the case of electronic votes, every kapers member entitled to vote may cast one e-vote with full anonymity. All e-votes must be cast by the end of the voting period.

8.5 Two of the internal auditors will serve as vote tellers. These persons will also ensure that the vote concerned is duly conducted and completed as scheduled.

8.6 All further details of the voting procedure will be determined by the kapers board. In doing so, the kapers board must ensure that all such votes are conducted correctly and with all due secrecy.

Article 9 The general assembly

9.1 The general assembly is the supreme kapers body. A general assembly must be held at least once a year. A general assembly may also be conducted in the form of a vote, if so resolved by the kapers board.

9.2 The general assembly is responsible for:

- approving the annual report and financial statements and discharging the kapers board from its responsibility for the conduct of business in the previous financial year;
- electing the members of the kapers board unless the appointment of new board members has been expressly delegated to the board (i.e. in the case of any departures from the board in the course of a term of office);

- electing the kapers president;
 - appointing the internal auditors (and any external auditors required);
 - determining the annual kapers membership fee;
 - determining the overall financial compensation for the kapers board (the distribution of such compensation among board members is at the board's discretion).
- 9.3 The scheduling and the conducting of the general assembly are the responsibility of the kapers board. The convention of a general assembly must be announced at least 60 days in advance.
- 9.4 The general assembly is chaired by the kapers president. In the event of their absence or based on a corresponding motion from at least ten ordinary members, a chair for the day will be elected.
- 9.5 All general assembly votes and elections are openly conducted, unless resolved otherwise by a simple majority.
- 9.6 The members of the kapers board are also entitled to participate in general assembly votes and elections, except on any matters concerning themselves.
- 9.7 Any kapers member who is unable to participate in a general assembly may submit their written vote(s) in advance to the secretary general. Such written votes will only be valid provided they are received at the kapers offices by 18:00 on the eve of the assembly.
- 9.8 All general assembly votes and elections are decided by a simple majority of the votes cast. In the event of a tie, the assembly chair will have a casting vote.

9.9 The convention of an extraordinary general assembly must comply with all the relevant legal provisions (as specified in Article 64 of the Swiss Code of Civil Law), but only requires a corresponding written petition supported by at least 10% of ordinary kapers members.

Article 10 Membership assemblies

10.1 A membership assembly may be convened:

- by resolution of the kapers board or
- if demanded by a written petition from at least 10% of ordinary kapers members.

10.2 If the subject of the corresponding petition to convene the membership assembly relates to a collective labour agreement or to other regulations between kapers and an airline, the support of only 10% of the ordinary kapers members subject to the collective labour agreement or the regulations concerned is required for the assembly to be convened.

10.3 The scheduling and the venue of the membership assembly are the responsibility of the kapers board. But a membership assembly convened as demanded by at least 10% of all ordinary kapers members must be held within three months of the corresponding petition, and the assembly agenda must be communicated at least 30 days in advance of the assembly.

10.4 A membership assembly is not empowered to pass resolutions. A membership assembly serves as a forum for discussion and for consultative voting on business arising from kapers board resolutions and/or corresponding written motions or proposals. Such consultative voting may also result in action mandates for the kapers board.

- 10.5 For all membership assembly conduct and voting matters, the provisions applicable to kapers general assemblies apply by analogy.

Article 11 The board

- 11.1 The kapers board is responsible for conducting the business of the association, for implementing the resolutions of its general assembly and for performing the further duties and tasks assigned to it under these Articles of Association. The board is responsible for taking decisions on all matters which are not expressly assigned to another kapers body under these Articles of Association. The board may recruit personnel and/or form committees and further sub-bodies from among kapers members to ensure that its duties are performed. The members of any such committee or further sub-body will be selected by the full board, and each such committee will be headed by a board member.
- 11.2 The board consists of a minimum of seven and a maximum of eight members, subject to the provisions of 11.3 and 11.4 below. The board is headed by three of its members – either a president and two deputy presidents or two co-presidents and a deputy president. The board further consists of a secretary general and four to five further members (subject also to the provisions of 11.5 below). Both the board and its president(s) are elected for a four-year term of office. The deputy president(s) is/are appointed by the board.
- 11.3 Any board member who voluntarily leaves the board during their term of office must notify the board of such intention at least three months in advance, either by written communication or during a board meeting (in which case such intention must also be formally minuted). In such an event, the board will itself appoint a replacement member. Once this replacement member has been nominated, any objections to

their appointment must be lodged within the next 30 days. Should 10% or more of all ordinary kapers members lodge such an objection within this 30-day period, an election will be held instead to determine the replacement board member.

A board member may also be dismissed from the board for cogent reasons such as neglect of their board duties or an inability to represent the association's interests. Proof must also be provided of the cogent reasons concerned. In such an event, an election must be held to appoint a replacement board member for the remaining term of office. Any such dismissal must have been preceded by a board meeting scheduled at least 14 days in advance and duly and properly preannounced for which the board member concerned had been notified in advance of the reasons for the dismissal envisaged and had been offered the opportunity to express their own view on such planned action either verbally or in writing. Any such decision to dismiss a board member must also be approved by a majority of all board members, with the board member concerned excluded from such voting by analogy with 9.6 above.

If the board president leaves the board in the course of their term of office, the board will elect a new president.

- 11.4 In the event of any expansion, the board may be enlarged by up to three persons per airline. Such enlargement may be resolved by minuted board resolution. Any such enlargement may only last until the next board elections.
- 11.5 As a general principle, the positions on the kapers board should reflect the proportions of kapers members at each airline represented.
- 11.6 The board may elect the secretary general to its ranks. It may only do so, however, at least one year after the secretary

general has assumed their duties; such membership must be re-confirmed by the board for every subsequent term of office; and such membership will automatically cease upon the termination of their secretary general duties. Independently of any such board membership, the terms and conditions of employment of the secretary general are specified in a contract of employment between them and kapers.

- 11.7 Three months at the latest before the expiration of its current term of office, the board will present kapers members with its proposed candidates for election to the board for the next four-year term. Such candidates will be drawn from current board members, the members of kapers committees and ordinary kapers members. Further candidates for such election may also be proposed, by submitting a corresponding nomination signed by at least 5% of all ordinary members to the kapers board within 30 days of the board's own candidate nomination.
- 11.8 The board represents kapers to all outside parties. In legal terms, board members hold co-signatory authority, with two such signatures required. The signatory authority of the secretary general is specified in a separate description of duties in accordance with 11.10 below.
- 11.9 The board meets as often as business requires. Board meetings may also be conducted using technical tools such as video, provided all participants are equipped with the technical facilities required. The board is quorate (i.e. empowered to make decisions) provided its president or deputy president and at least four further members are present. All board decisions are taken by a majority of the members present. In the event of a tie, the motion or proposal will be referred back for review and resubmission. In the event of a further tie, the casting vote will be given by the president or the co-presidents (with the latter having a single vote), or in

their absence by the deputy president with the longer term of office.

- 11.10 The duties, responsibilities and authorities of the members of the kapers board, the members of kapers committees, the secretary general and further persons of trust are specified in their own separate descriptions of duties.

Article 12 Internal auditors and the auditing of accounts

- 12.1 The internal auditors are elected by the general assembly for a four-year term of office. The internal auditors consist of four members. Should a member of the internal auditors team step down in the course of their term of office, the decision on whether they should be replaced for the remainder thereof rests with the kapers board. The internal auditors team must be returned to full four-member strength at the latest, however, by the next general assembly election.
- 12.2 The kapers board has the association's annual accounts and financial statements audited (in the form of a limited audit) by a recognized fiduciary company. The choice of such a fiduciary rests with the board, unless at least 10% of ordinary kapers members request in writing that such choice be made by the general assembly. The fiduciary selected will perform this mandate for a maximum of four years, after which the mandate must be re-awarded.
- 12.3 The internal auditors submit their written report on the association's annual accounts and financial statements to the kapers board for the attention of the general assembly at the end of each financial year. In compiling this report, the internal auditors also pay due and full regard to the auditors' report compiled by the fiduciary company appointed in accordance with 12.2 above.

12.4 The internal auditors further act as tellers and supervisors in any voting or election activities. In cases in which such votes and elections are conducted electronically, the internal auditors are also provided with the lists of all voting kapers members.

IV Finances

Article 13 Financial year

The financial year runs from 01 January to 31 December, when the annual accounts must be closed.

Article 14 Membership fees and contributions

- 14.1 kapers levies membership fees, implementation contribution fees and solidarity contributions to cover the costs of its association activities and ensure that it can continue to meet future such duties and commitments. 60% of the membership fee consists of the implementation contribution fee, which is also levied on free members as defined in 4.3 above and on non-kapers members subject to a collective labour agreement to which kapers is a co-signatory.
- 14.2 For ordinary kapers members who are subject to a collective labour agreement to which kapers is a co-signatory, the annual kapers membership fee amounts to 0.7% of their gross annual salary. Members with no fixed gross annual salary (such as freelance cabin crew members) pay an annual kapers membership fee of CHF 150. Ordinary members who are not subject to a collective labour agreement to which kapers is a co-signatory but who serve as cabin crew members in Switzerland also pay an annual kapers membership fee of CHF 150. The membership fees for cabin crew members employed outside Switzerland may be

adjusted to take account of purchasing power in the country of employment concerned.

The annual membership fee for passive members amounts to CHF 30.

- 14.3 Should a kapers member decide to leave the association, their membership fee remains payable until the end of their membership.

Article 15 Liability

kapers is liable solely to the extent of the association's assets.

V Dissolution

Article 16 Dissolution

Any decision to dissolve the association must be put to a membership vote, subject to the applicable legal provisions. Any decision in such an event on the appropriation of the association's remaining assets will be taken by its members.

VI Final provisions

Article 17 Entry into effect

These Articles of Association enter into effect on 01 June 2024, and supersede those of 31 March 2022.