



Swiss Association  
for Quality and Management  
Systems (SQS)

---

# Statutes

of the

*Schweizerische Vereinigung für Qualitäts- und Management-Systeme (SQS)*

*Association Suisse pour Systèmes de Qualité et de Management (SQS)*

*Associazione Svizzera per Sistemi di Qualità e di Management (SQS)*

*Swiss Association for Quality and Management Systems (SQS)*

(hereinafter referred to as the «**Association**» or «**SQS**») with its headquarters in Zollikofen

For reasons of readability, the masculine form was chosen for all function titles; all information refers to members of all genders.



# Statutes of 7 June 2023

I. NAME, PLACE OF BUSINESS, PURPOSE	
Article 1 – Name and Place of business	03
Article 2 – Purpose	03
II. MEMBERSHIP	
Article 3 – Membership	04
III. ORGANISATION OF THE ASSOCIATION	
Article 4 – The organs of SQS	04
A. THE MEMEBR’S GENERAL MEETING	
Article 5 – Powers	05
Article 6 – Convocation and agenda setting	05
Article 7 – Chair and minutes	05
Article 8 – Voting rights and representation	05
Article 9 – Decision making	06
B. THE BOARD	
Article 10 – Duties	06
Article 11 – Number and tenure	06
Article 12 – Organisation	07
Article 13 – Decision-making and minutes	07
Article 14 – Meetings	07
Article 15 – Right of information and inspection	07
C. THE ADVISORY COUNCILS	
Article 16 – Advisory councils	08
D. THE EXECUTIVE MANAGEMENT	
Article 17 – Executive management	08
E. THE SUPERVISORY COMMITTEE	
Article 18 – Supervisory committee	08
F. THE STATUTORY AUDITING BODY	
Article 19 – Statutory auditing body	09
IV. DUTY OF LOYALITY	
Article 20 – Loyalty and duty of care	09
V. BUSINESS YEAR, ACCOUNTING, FUNDS, LIABILITY, LIQUIDATION	
Article 21 – Business year	10
Article 22 – Accounting and profit appropriation	10
Article 23 – Liability	10
Article 24 – Funds	10
Article 25 – Dissolution and liquidation	10
VI. COMMUNICATIONS	
Article 26 – Communications of the association to its members	11
VII. DIRECTORY OF MEMBERS	
Article 27 – Directory of members	11

## I. NAME, PLACE OF BUSINESS, PURPOSE

### Article 1 – Name and Place of business

<sup>1</sup> Under the name

**Schweizerische Vereinigung für Qualitäts- und Management-Systeme (SQS)**

Association Suisse pour Systèmes de Qualité et de Management (SQS)

Associazione Svizzera per Sistemi di Qualità e di Management (SQS)

Swiss Association for Quality and Management Systems (SQS)

exists an association according to art. 60 ff. of the Swiss Civil Code (hereinafter «CC»).

<sup>2</sup> The registered office of the association is in Zollikofen, Canton Bern.

<sup>3</sup> The duration of the association is unlimited.

<sup>4</sup> The association is registered in the commercial register.

### Article 2 – Purpose

<sup>1</sup> SQS promotes Switzerland as a business location and the performance of the Swiss economy by assessing and certifying management systems, products, processes and services, and by training and empowering economic operators. It represents their interests vis-à-vis politics and authorities.

<sup>2</sup> SQS offers independent auditing-, assessment-, inspection-, verification- and certification services in the regulated and non-regulated sectors. It ensures the widest possible recognition of its certificates and assessments through accreditations and approvals as a conformity assessment body, as well as international partnerships.

<sup>3</sup> SQS promotes the economy by providing services in the field of sustainable corporate management.

<sup>4</sup> In order to achieve its objectives, SQS may:

a. Establish branches and subsidiaries at home and abroad and participate in other companies or associations at home and abroad;

b. Acquire, hold, manage, exploit and dispose of real estate and intellectual property rights at home and abroad;

c. Carry out all other activities which appear suitable to promote the purpose of the association.

<sup>5</sup> SQS strives for financial independence and invests any operating income in accordance with its purpose. The association is not profit-oriented.

## II. MEMBERSHIP

### Article 3 – Membership

- <sup>1</sup> The following may join SQS as members:
  - a. Business, industrial and professional associations;
  - b. Other non-profit private and public organisations, institutions and corporations that share the objectives of SQS;
  - c. Private individuals, with a track record in the fields of quality and management systems as well as sustainable corporate management;  
with place of business or residence in Switzerland, the Principality of Liechtenstein or another country in which SQS is active.
- <sup>2</sup> The Board decides conclusively on the admission of a member. A rejection requires no justification.
- <sup>3</sup> Members may resign at the end of a calendar year, subject to a three-month notice. The termination must be declared in writing (e-mail is sufficient).
- <sup>4</sup> If a member no longer identifies himself with the objectives of SQS, the Board may expel the member. The excluded member is entitled to appeal to the next Member's General Meeting.
- <sup>5</sup> The members contribute to the attainment of the objectives of the association to the extent of their possibilities.
- <sup>6</sup> The members inform the Chairman if they become aware of any occurrence which could call into question the independence or impartiality of SQS or which could indicate conflicts of interest or discrimination of individual client enquiries.

## III. ORGANISATION OF THE ASSOCIATION

### Article 4 – The organs of SQS

The organs of the association are:

- a. The Member's General Meeting;
- b. The Board;
- c. The Advisory Council(s);
- d. The Executive Management;
- e. The Supervisory Committee; and
- f. The Statutory Auditing Body.

## A. THE MEMEBR'S GENERAL MEETING

### Article 5 – Powers

The Member's General Meeting is the supreme organ of the association. Its competence includes:

- <sup>1</sup> The changes of the statutes;
- <sup>2</sup> The election and dismissal of the President and the other members of the Board;
- <sup>3</sup> The election and dismissal of the Statutory Auditing Body;
- <sup>4</sup> The election and dismissal of the members of the Supervisory Committee;
- <sup>5</sup> Approval of the annual accounts;
- <sup>6</sup> The discharge of the Board, the Executive Management and of the other persons entrusted with the management of the company;
- <sup>7</sup> Appeal decisions on exclusion resolutions of the Board (Art. 10 para. 2 item 6);
- <sup>8</sup> Dissolution of the association; and
- <sup>9</sup> Resolutions on matters reserved for it by law or by the Statutes or submitted by the Board.

### Article 6 – Convocation and agenda setting

- <sup>1</sup> The ordinary Members' General Meeting is held annually. Extraordinary meetings shall be convened by the President in accordance with the Statutes and as required.
- <sup>2</sup> The Members' General Meeting is convened on behalf of the President at least 20 days before the date of the meeting, stating the items to be discussed and the agenda. The convocation is made in writing or by electronic mail to the last address given by the member.
- <sup>3</sup> The convening of a Members' General Meeting may also be demanded by 10% of the members. The convocation is requested in writing, stating the subject of the meeting and the motions.
- <sup>4</sup> Any member may, at the latest 10 days before the Members' General Meeting, submit motions concerning the items on the agenda by notifying the President in writing.
- <sup>5</sup> No resolutions may be passed on motions relating to items on the agenda which have not been duly announced, except for motions to convene an Extraordinary Members' General Meeting.
- <sup>6</sup> The Members' General Meeting may be held virtually and/or the Board may allow virtual participation in a physically held Members' General Meeting. The Board ensures that communication with members participating electronically is possible and that the election and voting results can be preserved correctly.

### Article 7 – Chair and minutes

- <sup>1</sup> The President chairs the Members' General Meeting and appoints the Secretary, who does not have to be a member. If the President is unable to attend, another member designated by the Board takes the chair.
- <sup>2</sup> The secretary shall record the resolutions and election results in the minutes. The minutes shall also indicate the number of members represented, the requests for information and the replies thereto, as well as any statements that were put on record. The minutes shall be signed by the President and the Secretary. Members are entitled to view the minutes.

### Article 8 – Voting rights and representation

- <sup>1</sup> Each member has one vote.
- <sup>2</sup> Each member may attend the Members' General Meeting in person or be represented by another member. The representative must identify himself by means of a written authorisation.

### **Article 9 – Decision making**

- <sup>1</sup> The Members' General Meeting passes its resolutions and conducts its elections by a simple majority of the votes represented, unless the law or the Statutes provide otherwise. The chairman of the Members' General Meeting has the casting vote.
- <sup>2</sup> A change in the purpose of the association requires a resolution of the Members' General Meeting which must be approved by at least three quarters of the votes represented.
- <sup>3</sup> The liquidation of the association requires the consent of three quarters of all members. Any change in the distribution of the liquidation proceeds requires the consent of all members.
- <sup>4</sup> Resolutions of the Members' General Meeting may be passed in writing unless 10% of the Members request that a Members' General Meeting be held 10 days after receipt of the documents. The association sends the voting documents to the members at least 20 days before the closing date.

## **B. THE BOARD**

### **Article 10 – Duties**

- <sup>1</sup> The Board may pass resolutions on all matters that are not assigned to the Members' General Meeting by law or by the Statutes.
- <sup>2</sup> The Board has the following duties:
  1. Determination of the organisation and approval of the strategy and risk management as well as the business regulations and the other regulations required for the business operations;
  2. Supervision of the Executive Management, in particular by receiving a regular report on the course of business and dealing with the Statutory Auditor's report;
  3. Adoption of the principles of accounting, financial and risk control as well as financial planning and keeping the account books;
  4. Approval of the annual report, preparation of the Members' General Meeting and implementation of its resolutions;
  5. Ensure succession planning for the Board, the Executive Management and the other organs of the Association;
  6. Decision on the admission and exclusion of members;
  7. Appointment and exclusion of honorary members;
  8. Appointment and dismissal of the Managing Director;
  9. Appointment and dismissal of the members of the Advisory Council(s);
  10. Regulation of signatory and representative powers;
  11. Together with the Managing Director, the external representation of the association.
- <sup>3</sup> The Board delegates the operational management of the association's business to the Executive Management and issues the necessary regulations for this purpose.

### **Article 11 – Number and tenure**

- <sup>1</sup> The Board consists of at least 3 persons who do not have to be members of the association. The President is a member of the Board by virtue of his office.
- <sup>2</sup> The President and the other members of the Board are elected individually by the Members' General Meeting for a term of office of 2 years, beginning on the day of the election and ending at the Ordinary Members' General Meeting in the second year after the election. An election or re-election is possible up to the age of 67, subject to a different decision by the Members' General Meeting.

**Article 12 – Organisation**

- <sup>1</sup> The Board constitutes itself and may appoint one or more vice-presidents from among its members.
- <sup>2</sup> If the office of President is vacant, the Board appoints a new President from among its members for the remaining term of office.
- <sup>3</sup> The Board appoints its Secretary, who need not be a member of the Board.

**Article 13 – Decision-making and minutes**

- <sup>1</sup> The Board passes its resolutions by a majority of the votes cast. In the event of a tie, the chairman has the deciding vote.
- <sup>2</sup> Resolutions may also be passed in writing or electronically, unless a member requests a verbal consultation.
- <sup>3</sup> Minutes are to be kept of the negotiations and resolutions and signed by the President and the Secretary.

**Article 14 – Meetings**

- <sup>1</sup> The President convenes the Board meetings. Any member of the Executive Board may request the President to convene a meeting without delay, stating the reasons for his request.
- <sup>2</sup> The convening of the meeting must indicate the agenda items and the motions of the President and the members of the Board.
- <sup>3</sup> The Board is legally competent if the majority of its members are present.
- <sup>4</sup> A member may participate in Board meetings by attendance in person, by telephone or by other means of electronic communication, provided that all members participating in such meeting, whether by attendance in person, by telephone or by other means of communication, are able to communicate with each other. A member who participates in meetings in this manner is deemed to be present, and his presence counts towards the minimum attendance requirement.
- <sup>5</sup> The Board may invite members of the Executive Management as well as other persons to its meetings.

**Article 15 – Right of information and inspection**

- <sup>1</sup> Any member of the Board may request information on all matters concerning the association and its subsidiaries.
- <sup>2</sup> In the meetings, all members of the Board as well as those persons entrusted with the management are obliged to provide information.
- <sup>3</sup> Outside the meetings, any member of the Board may request information from the persons entrusted with the management of the business about the course of business and, with the authorisation of the President, also about individual business transactions.
- <sup>4</sup> To the extent necessary for the performance of his duties, any member of the Board may apply to the President to be shown books and records. If the President rejects a request for information, hearing or inspection, the Board decides.
- <sup>5</sup> Regulations or resolutions of the Board extending the right for information and inspection of the Board are reserved.

## C. THE ADVISORY COUNCILS

### Article 16 – Advisory councils

- <sup>1</sup> In order to promote contacts with business, administration, politics or science and to work on specific topics, the Board may appoint one or more Advisory Council(s).
- <sup>2</sup> The Advisory Councils can be composed of members and/or of external experts, as required.
- <sup>3</sup> The Board sets out the activities of the appointed Advisory Council members in regulations and determines their remuneration. The mandate of an Advisory Council ends upon reaching the age of 69.

## D. THE EXECUTIVE MANAGEMENT

### Article 17 – Executive management

- <sup>1</sup> The Executive Management shall consist of a chairman and at least 3 other persons who do not have to be members of the association.
- <sup>2</sup> The Executive Management, led by its chairman, is responsible for the operational management of the association and its subsidiaries.
- <sup>3</sup> The Executive Management takes all appropriate measures to implement the purpose of the association, manages the operational business, implements the strategy decided by the Board and ensures that the resolutions of the Board are implemented.
- <sup>4</sup> The Executive Management is responsible for the maintenance and safekeeping of the directory of members.
- <sup>5</sup> The Executive Management represents the association vis-à-vis third parties and ensures the communication with the members in factual questions and association matters.
- <sup>6</sup> The further duties and powers of the Executive Management are set out in the Business Regulations.

## E. THE SUPERVISORY COMMITTEE

### Article 18 – Supervisory committee

- <sup>1</sup> The Supervisory Committee consists of 3 persons who need not be members of SQS. The members of the supervisory committee must be independent and may not at the same time be members of the executive board, the management or an Advisory Council.
- <sup>2</sup> The members of the Supervisory Committee are elected individually by the Members' General Meeting for a term of office of 2 years, beginning on the day of the election and ending at the Ordinary Members' General Meeting in the second year after the election. An election or re-election is possible up to the age of 67, subject to a different decision of the Members' General Meeting.
- <sup>3</sup> The Supervisory Committee constitutes itself.
- <sup>4</sup> The Supervisory Committee decides on disputes between clients and SQS in connection with regulated services of SQS and investigates on behalf of the Board violations of the independence or impartiality of SQS as well as conflicts of interest and discrimination of client enquiries.
- <sup>5</sup> Insofar as it is necessary for the fulfilment of its duties, the Supervisory Committee may demand information and inspection of books and files from all persons entrusted with the management and from all organs of the association.
- <sup>6</sup> The Supervisory Committee reports annually to the Members' General Meeting on its activities.
- <sup>7</sup> The procedure before the Supervisory Committee is governed by regulations which are approved by the Supervisory Committee and the Board.



## F. THE STATUTORY AUDITING BODY

### Article 19 – Statutory auditing body

- <sup>1</sup> If the SQS is obliged to carry out an ordinary audit pursuant to Art. 69b of the Swiss Civil Code (CC), the Members' General Meeting elects a state-supervised auditing company or a licensed auditing expert as auditors in accordance with the provisions of the Audit Supervision Act of 16 December 2005. The auditing body must be independent within the meaning of Art. 728 Swiss Code of Obligations (CO). Its duties are governed by the law (Art. 728a et seq. CO).
- <sup>2</sup> If the requirements for an ordinary audit are not met, the Members' General Meeting elects an accredited auditor in accordance with the provisions of the Audit Supervision Act of 16 December 2005 as auditing body to carry out a limited audit of the annual accounts. The auditing body must be independent in the sense of Art. 729 CO. Its duties are governed by the law (Art. 729a et seq. CO).
- <sup>3</sup> The Statutory Auditing Body is elected for one financial year. It begins with the day of its election and ends with the first following Ordinary Members' Meeting. Re-election is possible.

## IV. DUTY OF LOYALTY

### Article 20 – Loyalty and duty of care

- <sup>1</sup> The organs, the managing director as well as third parties involved in the management fulfil their duties with the utmost diligence and safeguard the interests of SQS in good faith.
- <sup>2</sup> They maintain business secrecy and must refrain from doing anything that impairs the interests of SQS. In particular, they may not engage in any business which is of particular advantage to them and through which the purpose of the association would be impaired.
- <sup>3</sup> Competitive activity is only permitted with the consent of the Board.

## V. BUSINESS YEAR, ACCOUNTING, FUNDS, LIABILITY, LIQUIDATION

### **Article 21 – Business year**

- <sup>1</sup> The business year begins on 1 January and ends on 31 December.

### **Article 22 – Accounting and profit appropriation**

- <sup>1</sup> The annual accounts, consisting of income statement, balance sheet and appendix, are to be prepared in accordance with the provisions of the Swiss Code of Obligations, in particular Art. 957 et seq. CO, as well as in accordance with the principles of proper accounting.
- <sup>2</sup> From the annual profit, the allocation to the reserves is to be made first in accordance with the provisions of the law. The balance sheet profit is used by the Board in accordance with the purpose of the association. The members are not entitled to a distribution of the balance sheet profit.

### **Article 23 – Liability**

- <sup>1</sup> Only the association's assets are liable for the association's obligations. The personal liability of the members is excluded.

### **Article 24 – Funds**

- <sup>1</sup> The association finances its activities from the income it generates for auditing, assessment, inspection, verification and certification services, as well as from training activities.

### **Article 25 – Dissolution and liquidation**

- <sup>1</sup> The liquidation of SQS is decided by the Members' General Meeting in accordance with Art. 5 para. 8. If no liquidators are appointed, the liquidation shall be carried out by the Board.
- <sup>2</sup> The liquidation proceeds are to be allocated to a purpose in accordance with the purpose of the association; the members are not entitled to a distribution of the liquidation proceeds.

## VI. COMMUNICATIONS

### Article 26 – Communications of the association to its members

- <sup>1</sup> Communications of the Board or the Executive Management to the members are made by letter or by electronic mail to the last address communicated by the member.

## VII. DIRECTORY OF MEMBERS

### Article 27 – Directory of members

- <sup>1</sup> The association keeps a directory of members, in which the members are entered with their first and last names or company name and address.
- <sup>2</sup> The register must be kept in such a way that it can be accessed in Switzerland at any time.
- <sup>3</sup> The association retains the details of each member and any supporting documents for five years after the member has been removed from the register.

Approved at the inaugural meeting of 3 June 1983 in Bern.

Revised on 24 May 1985, 10 September 1987, 3 September 1992, 1 October 1993, 20 October 1994, 27 October 1998, 3 April 2001, 5 May 2011 and 7 June 2023.

The present statutes were adopted at the Members' General Meeting of 7 June 2023.

Zollikofen, 7 June 2023

The President:



Andrea Grisard



**Swiss Association  
for Quality and Management  
Systems (SQS)**

Bernstrasse 103  
3052 Zollikofen  
Switzerland

T +41 58 710 35 35  
F +41 58 710 35 45

[www.sqs.ch](http://www.sqs.ch)

