

ARTICLES OF ASSOCIATION

of the

SWISS INDIA PROFESSIONAL NETWORK

Connect. Collaborate. Cultivate.

I. NAME, DOMICILE AND OBJECTIVES

Article 1 — Name and Domicile

1. The **Swiss India Professional Network** (also referred to as "**SIPN**" or the "**Network**") is a not-for-profit association of professionals with bicultural experience in Switzerland and India, as well as institutions, according to Articles 60 et seq. of the Swiss Civil Code, and does not engage in any business activities.
2. SIPN is domiciled in Switzerland, with its headquarters in Geneva.
3. SIPN may establish branch offices or working groups in India and elsewhere as determined by the Executive Committee.

Article 2 — Objectives

1. SIPN aims to create an enabling ecosystem that connects, collaborates, and catalyzes opportunity across borders, thereby promoting innovation, inclusivity, and bilateral business growth between Switzerland and India. The objectives of the Network shall be to:
 - i. **Connect** across industries, generations, and geographies to build trusted relationships and shared purpose among Swiss and Indian professionals and institutions;
 - ii. **Collaborate** on ventures that blend strategic insight with cultural intelligence, fostering sustainable and mutually beneficial business partnerships;
 - iii. **Create** opportunities for growth through curated mentorship programs, business events, knowledge sharing, and cross-border partnerships;
 - iv. **Cultivate** emerging leaders by providing access to networks, resources, and knowledge that shape tomorrow's business landscape in Switzerland and India;
 - v. **Celebrate** the richness of Swiss–Indian heritage through storytelling, innovation, and inclusive leadership initiatives;
 - vi. Provide a network to Swiss and Indian SMEs, startups, and entrepreneurs in scaling their businesses bilaterally and entering new markets;
 - vii. Provide practical assistance to members through business intelligence, mentorship, mediation, and referral services;
 - viii. Advocate for favorable business and regulatory environments that facilitate bilateral commerce and professional exchange;

- ix. Generally promote the common interests of members and foster bilateral relations between Switzerland and India.
 2. SIPN shall define and review the scope of its activities periodically towards the achievement of its objectives, including but not limited to, workshops and webinars, mentorship programs, networking events, knowledge hub, investor meets, policy advocacy, delegation visits, talent mobility programs etc.
 3. SIPN shall maintain strict neutrality in political and religious matters.
-

II. MEMBERSHIP

Article 3 – Membership Eligibility

Members of SIPN shall be individuals, companies, institutions, and organizations that:

- i. Possess demonstrated bicultural experience, interest, or involvement in Swiss–Indian collaboration, whether through work, education, or business ventures;
- ii. Are actively engaged or willing to engage in professional fields relevant to Swiss–Indian business, innovation, culture, or entrepreneurship.
- iii. Endorse the values of the Network: innovation, inclusivity, integrity, and cultural synergy;
- iv. Commit to contributing to the Network through knowledge sharing, mentorship, event participation, or project collaboration.

Article 4 – Membership Categories

1. SIPN shall have the following membership categories:
 - i. **Individual Members:** Professionals with a minimum of 3 years of professional experience or demonstrable entrepreneurial activity relevant to Swiss–Indian business. High-potential early-career professionals may be admitted with strong recommendations.
 - ii. **Institutional Members:** Swiss and Indian SMEs, large companies, non-profit organizations, educational institutions, and trade associations aligned with SIPN's mission and committed to supporting the Network's activities.
 - iii. **Honorary Members:** Individuals or institutions recognized by the Executive Committee for exceptional contribution to Swiss–Indian bilateral relations and SIPN's objectives.
2. The Executive Committee may establish additional membership categories as needed.

Article 5 – Honorary Membership

1. The Executive Committee may award honorary membership to individuals or institutions who have demonstrated exceptional merit in advancing Swiss–Indian business relations, innovation, or cultural exchange.
2. Honorary members are exempt from paying membership subscriptions.

Article 6 — Application for Membership

1. Membership is granted upon application and subsequent review and approval by the Executive Committee and payment of annual subscription fees.
2. Applicants must submit a professional profile and demonstrate alignment with SIPN's values and eligibility criteria.
3. The Executive Committee may request additional information from applicants.
4. There is no automatic right of acceptance; applications may be declined without substantiation.
5. Membership is personal (or organizational in the case of institutions) and non-transferable. Institutional members may change their representative upon written notice.

Article 7 — Membership Subscriptions

1. Annual membership subscriptions shall be fixed by the Executive Committee and communicated to all members:
2. Executive Committee may fix different annual subscriptions for different members or membership categories.
3. The Executive Committee may modify subscription rates upon consultation with the members.
4. Honorary members are exempt from membership subscription payments.
5. Non-profit organizations and educational institutions may be exempted from or granted reduced membership subscriptions by decision of the Executive Committee.
6. In no case shall members reclaim contributions, donations, or assets provided to SIPN.

Article 8 — Termination of Membership

Membership shall terminate through:

- i. Death or dissolution (for individuals or entities);
- ii. Resignation in writing to the President;
- iii. Failure to pay membership subscriptions within 60 days of the due date;
- iv. Decision of the Executive Committee;
- v. Resolution of the General Assembly by three-quarters majority.

Article 9 — Grounds for Termination by Executive Committee

The Executive Committee may terminate membership for:

- i. Breach of membership eligibility criteria as per Article 3;
- ii. Dissolution, liquidation, bankruptcy, or equivalent legal proceedings;

- iii. Failure to pay membership subscriptions or other financial obligations;
- iv. Material breach of membership obligations not cured within 30 days of written notice;
- v. Engagement in activities directly competing with or detrimental to SIPN's mission;
- vi. Conduct that damages SIPN's reputation or threatens its proper functioning;
- vii. Violation of the confidentiality and conduct obligations set out in the Network's Code of Conduct or policies.

The Executive Committee may take the following steps to handle misconduct without immediately terminating membership.

Examples:

- i. Warning in writing
- ii. Temporary suspension from events
- iii. Revocation of voting rights
- iv. Membership termination

Article 10 — Consequences of Termination

Termination of membership does not relieve the member of the obligation to:

- i. Pay subscriptions and fees due for the current membership year;
- ii. Settle any outstanding financial obligations to SIPN;
- iii. Return any SIPN materials or confidential information.

Article 11 — Rights and Duties of Members

- 1. Members have the right to:
 - i. Participate in SIPN events, mentorship programs, and activities;
 - ii. Access SIPN's knowledge hub and resources;
 - iii. Vote at General Assemblies (each member: one vote);
 - iv. Propose agenda items for General Assemblies (45 days' notice);
 - v. Stand for election to the Executive Committee.
- 2. Members have the duty to:
 - i. Pay membership subscriptions on time;
 - ii. Comply with these Articles and SIPN policies;
 - iii. Support SIPN's mission and values;

- iv. Contribute to SIPN activities through participation, mentorship, or knowledge sharing;
 - v. Not use SIPN's name, logo, or brand without prior written approval;
 - vi. Maintain confidentiality regarding sensitive member information and SIPN discussions;
 - vii. Refrain from conduct that damages SIPN's reputation or causes harm to other members.
-

III. ORGANIZATION

Article 12 — Corporate Bodies

The corporate bodies of SIPN are:

- i. The General Assembly (supreme governing body);
- ii. The Executive Committee;
- iii. The Advisory Board (by invitation by the Executive Committee).;
- iv. Working Groups (as established by the Executive Committee).

Article 13 — General Assembly

The General Assembly is the supreme governing body of SIPN. It shall:

- i. Elect the President, Treasurer, Secretary, and other Executive Committee members for two-year terms;
- ii. Approve the Annual Report and Financial Statement;
- iii. Set or approve the annual membership subscription rates;
- iv. Approve the annual budget and audit report;
- v. Discharge the Executive Committee;
- vi. Amend or adopt new Articles of Association;
- vii. Decide on the dissolution of SIPN;
- viii. Pass resolutions on matters expressly delegated to it by these Articles.

Article 14 — Annual General Meeting

1. The Annual General Meeting shall be held within six months after the close of the previous financial year. The date shall be determined by the Executive Committee.
2. The financial year of SIPN ends on December 31 of each year.

3. General Assemblies may be held in person or by video conference or in hybrid formats as determined by the Executive Committee. Digital participation counts fully toward quorum and voting.

Article 15 — Notice of General Assembly

1. Notice of a General Assembly shall be sent to all members at least 21 days before the meeting by post, email, or other written means.
2. The notice must include:
 - i. Date, time, and venue of the meeting;
 - ii. Agenda items;
 - iii. Motions to be voted on;
 - iv. Annual Report, Financial Statement, and audit report (for Annual Meetings).
3. Motions for the Annual General Meeting must be submitted to the Executive Committee at least 45 days before the meeting.

Article 16 — Extraordinary General Assembly

1. The President or at least half of the Executive Committee members may convene an Extraordinary General Assembly at any time as needed.
2. An Extraordinary General Assembly must be convened within 60 days of a written request by at least one-fifth of the members.

Article 17 — Voting at General Assemblies

1. Each member shall have one vote. Legal entities shall exercise their vote through an authorised representative.
2. Members may vote in person or by proxy, provided the proxy is another member authorized in writing.
3. A properly convened General Assembly is quorate regardless of the number of members present. Only resolutions on items which members have been notified of in the agenda may be adopted.
4. Except as otherwise provided in these Articles:
 - i. Resolutions require a simple majority of members present or represented;
 - ii. Elections require an absolute majority; In the case of a second ballot, the simple majority shall prevail.
 - iii. Amendment of Articles requires a three-quarters majority;
 - iv. In case of a tie, the President has the casting vote.
5. Votes shall normally be open. Secret ballots may be held upon motion and approval by the Executive Committee.

6. The General Assembly may adopt resolutions by circular vote (email or secure digital platform). Resolutions are valid if supported by a majority of all eligible voters unless otherwise stated. Circular resolutions must be recorded in the minutes of the next meeting.

Article 18 – Executive Committee

1. The Executive Committee ("EC") shall consist of seven members elected by the General Assembly for two-year terms:
 - i. President;
 - ii. Treasurer;
 - iii. Secretary;
 - iv. Four additional members.
2. Members of the EC shall be elected individually. Only members of SIPN may serve on the EC.
3. EC members may be re-elected for consecutive terms.
4. Initial EC shall consist of the founding members, which shall remain in office for the first two-year term.
5. If an EC member resigns or is unable to serve, the EC may appoint a replacement member to serve until the next General Assembly.
6. EC members serve without remuneration but may be reimbursed for reasonable expenses incurred in performing their duties.
7. SIPN shall be legally represented by at least 2 EC members acting jointly and one of them being the President, Secretary or the Treasurer.
8. The EC may appoint a Disciplinary Committee for handling complex conduct or conflict cases. The Committee's recommendations shall be submitted to the EC for decision.
9. EC members may be removed before the end of their term for material breach of duty, misconduct, conflict of interest, or failure to attend EC meetings without justification. Removal requires a two-thirds majority of the EC or by resolution of the General Assembly.
10. EC members acting in good faith and within their mandate shall be indemnified by SIPN against liabilities arising from their official duties, except in cases of gross negligence or wilful misconduct.

Article 19 – Powers and Duties of the Executive Committee

The Executive Committee shall have the power to:

- i. Direct the day-to-day operations and management of SIPN;
- ii. Accept or refuse membership applications;

- iii. Establish and manage the Advisory Board and Working Groups;
- iv. Set membership subscription rates (subject to General Assembly approval);
- v. Prepare the Annual Report and Financial Statement;
- vi. Establish policies, regulations, and procedural guidelines;
- vii. Approve and manage SIPN's annual budget;
- viii. Appoint and terminate staff or engage third-party service providers;
- ix. Establish branch offices or working group sites in India or other locations;
- x. Terminate membership for cause as per Article 9;
- xi. Manage SIPN's finances, banking relationships, and investment of funds;
- xii. Approve the use of SIPN's name, logo, and brand by external parties;
- xiii. Execute other powers and duties as delegated by the General Assembly.

Article 20 — Executive Committee Meetings

1. EC meetings shall be called by the President or by at least four EC members, with notice of at least ten days' notice to all members.
2. Notice must include the agenda and proposed resolutions.
3. EC meetings may be held in person or by videoconference or in hybrid formats. Digital participation counts fully toward quorum and voting.
4. A quorum exists when at least four EC members, including the President or Treasurer, are present.
5. EC decisions require a majority of members present.
6. The President has the casting vote in case of a tie.
7. Minutes shall be kept of all EC meetings.
8. The EC may adopt resolutions by circular vote (email or secure digital platform). Resolutions are valid if supported by a majority of all eligible voters unless otherwise stated. Circular resolutions must be recorded in the minutes of the next meeting.

Article 21 — Advisory Board

1. The Executive Committee may establish an Advisory Board ("AB") consisting of senior professionals from Swiss and Indian eco-systems, representatives from Swiss and Indian governmental bodies, trade promotion organizations, and sectoral experts.
2. AB members are appointed by invitation of the EC and serve without remuneration. The Advisory Board acts solely in an advisory capacity and has no decision-making or signatory authority. Its opinions are non-binding unless adopted by the EC.
3. The AB shall:

- i. Provide strategic guidance to the EC on key initiatives and partnerships;
- ii. Facilitate connections with government, academic, and industry stakeholders;
- iii. Advise on sector-specific opportunities and working group priorities;
- iv. Review proposed major activities or policies.

Article 22 – Working Groups

1. The EC may establish Working Groups ("WGs") to focus on functional areas, sectors, or cross-cutting topics, such as:
 - i. Functional Areas - Market Entry, Legal & Compliance, Tech & Innovation, Investment Readiness, and Financing etc.;
 - ii. Sectors - specific groups (Banking, MedTech, Life Sciences, FinTech, AI, Pharma, FMCG, etc.);
 - iii. Topic-specific groups (TEPA, Arbitration, Intellectual Property, etc.).
2. WG leads are nominated by the EC.
3. Participation in WGs is open to all SIPN members unless otherwise restricted.

Article 22.1 – Intellectual Property & Branding Rights

All materials created by SIPN or under the mandate of SIPN (reports, workshops, publications) are the intellectual property of SIPN unless otherwise agreed. Members shall not use SIPN's branding, logo, or materials for commercial purposes without explicit written permission of the EC.

IV. FINANCES

Article 23 – Sources of Income

SIPN's income shall come from:

- i. Annual membership subscriptions;
- ii. Fees for services provided (training, ticketed events, workshops);
- iii. Grants from member organizations, government bodies, or other charitable donors;
- iv. Earnings from SIPN events and activities;
- v. Investment income from SIPN's assets;
- vi. Donations and sponsorships.

Article 24 – Financial Management

1. The Treasurer shall oversee SIPN's financial management and shall:

- i. Maintain financial records in accordance with Swiss accounting standards;
 - ii. Prepare the Annual Financial Statement and budget;
 - iii. Report quarterly to the EC on financial status;
 - iv. Ensure proper authorization and documentation of all expenditures.
 2. The EC shall approve an annual budget prior to each financial year.
 3. SIPN shall have its accounts audited annually by an independent auditor and present an audit report to the General Assembly.
 4. SIPN shall maintain transparent governance. Minutes of General Assemblies, key EC decisions, and audited financials shall be made accessible to members.
 5. SIPN pursues no commercial profit. Any surplus shall be reinvested into the Network's objectives. No member or EC member may receive financial benefit except reimbursement for approved expenses.
-

V. DISSOLUTION

Article 25 – Dissolution

1. SIPN may be dissolved by resolution of a General Assembly, requiring a three-quarters majority of members present or represented, provided that at least 50% of the membership is present or represented.
 2. The EC shall implement the dissolution resolution.
 3. Upon dissolution, any remaining net assets shall be transferred to a Swiss-registered non-profit organization engaged in advancing bilateral relations between Switzerland and India, or distributed to charitable causes aligned with SIPN's mission, as decided by the General Assembly.
-

VI. GENERAL PROVISIONS

Article 26 – Official Language

The official language of SIPN shall be English. Important documents shall be made available in English and French where feasible.

Article 27 – Liability

1. SIPN's liabilities shall be covered solely by its assets.
2. Members shall not be personally liable for SIPN's debts or obligations.

Article 28 – Confidentiality and Code of Conduct

1. Members acknowledge that confidential information shared within SIPN activities must be kept confidential unless otherwise authorized.

2. SIPN shall maintain a Code of Conduct requiring members to:
 - i. Treat other members with respect and professionalism;
 - ii. Refrain from harassment, discrimination, or unethical conduct;
 - iii. Respect intellectual property rights and confidentiality agreements.
3. SIPN processes personal data of members in accordance with Swiss data protection law and, where applicable, GDPR. Members consent to the use of their data for administrative communications, event participation, and SIPN activities. Data shall not be shared with third parties without authorization unless legally required.”

Article 29 — Amendment of Articles

1. These Articles may be amended or supplemented only by resolution of the General Assembly.
2. Proposed amendments must be explicitly communicated prior to the General Assembly and require a three-quarters majority of members present or represented.

Article 30 — Dispute Resolution

1. Any dispute arising from or related to these Articles shall be finally resolved by one arbitrator in accordance with the Swiss Rules of International Arbitration of the Swiss Chambers of Commerce in force at the time the Notice of Arbitration is submitted.
2. The proceedings shall be conducted in English unless otherwise agreed.
3. The exclusive venue shall be Geneva, Switzerland.

Article 31 — Language Precedence

In the event of discrepancies between the English and French versions of these Articles, the French version shall prevail.

VII. FINAL PROVISIONS

Article 32 — Effective Date

These Articles of Association shall enter into force upon adoption by the founding members at the constitutive General Assembly of SIPN.

Adopted: 09.12.2025

For questions or clarifications regarding these Articles of Association, please contact the Executive Committee of the Swiss India Professional Network.

Email: contact@sipn.ch

Website: <https://sipn.ch>