

In consideration of the statutes  
of the Swiss Association  
of the Real Estate Industry SVIT  
of 24 October 2003



In force since 16 March 2005  
Last revised on 16 October 2014

# Statutes of the Swiss Chamber of Real Estate Agents



# I. Name, location and purpose

## Art. 1 Name and location

<sup>1</sup> Under the name Swiss Chamber of Real Estate Agents ("SCREA"), a member organisation of the Swiss Real Estate Association SVIT ("SVIT Switzerland"), there is an association pursuant to Art. 60 et seq. of the Swiss Real Estate Act. Civil Code ("SCC"). The location of the SCREA is at the domicile of the secretariat.

<sup>2</sup> The SCREA is a politically independent and denominationally neutral institution.

<sup>3</sup> The labelling rights associated with the designation SCREA and SVIT are the property of SVIT Switzerland and are protected by it under trademark law throughout Switzerland.

## Art. 2 Purpose

<sup>1</sup> The Swiss Chamber of Real Estate Agents is a non-profit organisation.

<sup>2</sup> The SCREA is committed to the professionalisation of the brokerage business in the Swiss real estate industry and promotes social recognition and the reputation of the profession of real estate broker as well as the entire real estate industry sector.

<sup>3</sup> It represents the interests of Swiss real estate agents in dealings with the public, legislative bodies and the authorities.

<sup>4</sup> It supports the commercial policy interests of its members and of market participants in the real estate industry. In particular, it advocates a liberal property and market organisation.

<sup>5</sup> Together with SVIT Switzerland, it supports and promotes the training and further education programmes for real estate agents offered by the Swiss Real Estate School AG and makes these available to its members.

<sup>6</sup> It promotes arbitration in the Swiss real estate industry and encourages its members to make provision for appropriate arbitration agreements in order to review their professional standards of quality.

# II. Memberships

## Art. 3 Members of the SCREA

The SCREA has the following categories of members:

- a) Corporate members;
- b) Honorary and free members (natural persons);
- c) Supporting members.

## Art. 4 Admission of members/conditions

<sup>1</sup> Corporate members are natural or legal persons, who carry on a trade and run a business under one company.

<sup>2</sup> Corporate members should be represented in member organisations by a member of the management or senior management.

<sup>3</sup> Upon admission, company members must provide proof of professional liability insurance in addition to a current extract from the commercial register. This insurance must provide sufficient insurance cover for losses that may occur during the period of professional activity, even if they only become known after the end of the professional activity, in accordance with the guidelines of SVIT Switzerland.

<sup>4</sup> The representatives appointed by the company members are real estate experts with a federal diploma or federal professional certificate in a recognised real estate profession or a comparable internationally recognised qualification. Furthermore, they are persons who have at least six years of professional experience in the real estate industry. When being admitted, they must provide evidence that no offences detrimental to their reputation or profession have been entered in the Central Criminal Register and must provide appropriate certificates and references to prove their impeccable reputation, good standing and ability to act.

<sup>5</sup> Upon admission, members must prove that they have generated at least CHF 250.000.– in fee income from real estate trading in Switzerland per financial year and that they have successfully completed at least 12 real estate brokerage transactions. Exceptions may be granted by a commission appointed by the Board.

<sup>6</sup> Upon admission, members must sign an undertaking that they have expressly agreed to the statutes of SVIT Switzerland and its rules of arbitration and professional ethics.

<sup>7</sup> Anyone wishing to join the SCREA as a member must submit an application for admission to the attention of the Board. As part of the admission procedure, the applicant's market presence (marketing documents, Internet presence and advertisements, etc.) will be analysed and a personal interview will take place on the premises of the candidate. The applicants will be made known to all members after thorough examination by the board of directors. Any objections to admission must be submitted in writing to the office within 14 days. The board of directors makes the final decision on admission by a simple majority vote.

<sup>8</sup> The admission criteria must remain fulfilled during the membership. The board is entitled to check this periodically.

<sup>9</sup> The members must prove that they have a homepage when they are accepted.

## Art. 5 Honorary or free members

The SCREA may appoint natural persons as honorary or free members. The decision is made by the General Assembly.

## Art. 6 Supporting members

Supporting members are natural or legal persons who wish to express their interest in the affairs of the Association with an annual contribution of CHF 3.000.– or more. They have no voting and election rights and participate in the General Assembly in an advisory capacity only.

## Art. 7 Termination of membership/exclusion

<sup>1</sup> A member may resign from the SCREA with effect from the end of a financial year by giving three months' notice in writing to the Board of Management.

<sup>2</sup> The Board of Directors may expel a member by a simple majority vote if the member:

- a) no longer meets the requirements for membership;
- b) intentionally or grossly negligently disregards regulations of the SCREA or SVIT Switzerland or does not comply with legally valid decisions of the Professional Ethics Committee or the Arbitration Court;
- c) fails to fulfil his financial obligations towards the SCREA or the SVIT Switzerland, or if he fails to fulfil his financial obligations towards the SCREA or the SVIT Switzerland, or if he impairs the reputation of the SCREA or the SVIT Switzerland and the cooperation within the structures of the succession;
- d) violates other professional or ethical rules;
- e) and for other important reasons.

In the event of a tie, the President of the SCREA shall have the casting vote.

<sup>3</sup> A member excluded by the Board of Directors is entitled to appeal to the General Assembly within 30 days of the opening of this resolution; the appeal must be justified. The General Assembly shall take the final decision on the exclusion of a member within the framework of this procedure. It does not have to justify its decision.

<sup>4</sup> If a member of the SCREA has been expelled from another member organisation of SVIT Switzerland, the Board of the SCREA is obliged to expel the member concerned from its ranks within three months of this expulsion at the latest. During the period of the exclusion procedure, the member concerned may no longer exercise any functions or duties.

<sup>5</sup> Despite termination of membership, the financial obligations for the current financial year are due. The resigned member is not entitled to a share of the membership fee or association assets already contributed.

## III. Rights and duties of members

### Art. 8 Membership fees

<sup>1</sup> All members are liable to pay contributions and must pay the financial contributions decided by the General Assembly. Honorary and free members are excluded from this regulation.

<sup>2</sup> For supporting members, the membership fee is determined by the executive committee.

<sup>3</sup> The regular membership fees are due at the beginning of each year. of the financial year is due in advance.

### Art. 9 Exclusion of liability

<sup>1</sup> Only the association's assets shall be liable for the liabilities of the SCREA. The liability of the members shall be limited to the financial contributions determined by the General Assembly.

<sup>2</sup> Any further personal liability of the members for SCREA liabilities is excluded.

### Art. 10 Further obligations

<sup>1</sup> The members undertake:

- a) to carry out their professional activities honestly and conscientiously in accordance with ethical principles;
- b) to uphold the reputation of the SCREA and SVIT Switzerland through correct and serious business practices promote;
- c) adhere to the statutes of the SCREA and SVIT Switzerland, including the binding annexes and decisions;
- d) to maintain a collegial relationship among the members and to refrain from unfair competition;
- e) to comply with the Swiss Code of Ethics and the guidelines for further education;
- f) for statistical purposes, to disclose key figures on their real estate transactions within the Chamber or annually to the SCREA Board of Directors. If electronic aids for recording statistical material are available, the Board shall issue appropriate implementing provisions.

<sup>2</sup> The members are held:

- a) support the objectives of the Swiss real estate industry;
- b) regularly attend the General Assemblies as well as the Assembly of Delegates of SVIT Switzerland as delegates or as guests.

## IV. Organization of the SCREA

### Art. 11 Bodies of the SCREA

1. the General Assembly
2. the Management Board
3. the auditors

#### 1. The General Assembly

### Art. 12 Convening, agenda

<sup>1</sup> The ordinary General Assembly shall be held each year within six months of the end of the financial year. It is convened by the Board of Directors 30 days in advance. Together with the invitation and the agenda, the members receive the annual accounts and a budget proposal for the following financial year.

<sup>2</sup> Applications by members must be submitted in writing to the Board by 31 July at the latest.

<sup>3</sup> Extraordinary General Meetings are convened if the Board of Directors or the auditors consider it necessary or at least  $\frac{1}{5}$  of the members requests the convening in writing, stating and justifying the agenda items. An Extraordinary General Meeting must take place within two months of receipt of the request at the latest.

### Art. 13 Chair and minutes

<sup>1</sup> The General Assembly shall be chaired by the President or, in the event of his or her absence, by the Vice-President.

<sup>2</sup> Minutes shall be kept of the resolutions of the General Assembly, which shall be signed by the Chairman and the Secretary. The minutes are sent to the members of the SCREA within 30 days of the General Meeting. They shall be deemed approved unless written objections are sent to the Secretariat of the SCREA within 60 days of the AGM.

### Art. 14 General Assembly, competence

The following tasks fall within the exclusive competence of the General Assembly:

- a) Approval of the annual report, the annual accounts, acceptance of the auditors' report and decision on the appropriation of the financial results;
- b) Approval of the budget;
- c) Determination of the annual and special contributions;
- d) Determination and amendment of the statutes;
- e) Election of the President, the Vice President and the Heads of Department;
- f) Discharge of the Board of Directors;
- g) Election of the auditors;
- h) Election of the representatives at the Assembly of Delegates of the SVIT Switzerland;
- i) appointment of honorary and free members;
- j) Resolution on decisions on appeals concerning the exclusion of members;
- k) Resolutions on the motions of the Executive Board, the auditors and the members;
- l) Resolution on the dissolution of the SCREA;
- m) passing resolutions on all other matters reserved for the General Meeting by law or the Articles of Association.

### Art. 15 Resolutions of the General Meeting

<sup>1</sup> At the General Assembly, members have the following voting and election rights:

- Corporate members: 1 vote per 10 employees, but a maximum of 3 votes
- Honorary and free members: 1 vote
- Supporting members: advisory vote only

<sup>2</sup> For the quorum of the General Assembly, at least  $\frac{1}{3}$  of the votes must be present or represented.

<sup>3</sup> The General Meeting passes its resolutions and carries out its elections by an absolute majority of the votes cast, unless otherwise provided by law or the Articles of Association. The Chairman has the casting vote in the event of a tie.

<sup>4</sup> Elections and votes are open, unless at least  $\frac{1}{4}$  of the votes present or represented demand a secret ballot.

<sup>5</sup> Supporting members are entitled to follow the deliberations and votes of the General Assembly as listeners.

## 2. The management board

### Art. 16 Composition

<sup>1</sup> The Board of Directors consists of:

- a) the President
- b) the Vice-President
- c) the heads of department

<sup>2</sup> The Board of Directors is composed of at least five members. The board members are elected for a period of two years and are re-eligible. The maximum term of office is twelve years.

### Art. 17 Convening, organization, keeping of minutes

<sup>1</sup> The Board of Directors shall meet at the invitation of the President or, in the event of the Vice-President being prevented from attending, as often as business requires or if two-fifths of the members of the Board of Directors so request, stating the reason in writing.

<sup>2</sup> The President, or in his absence the Vice-President, shall chair the meetings of the Executive Board.

<sup>3</sup> Minutes shall be taken of the Board's discussions, which shall be signed by the Chairman and the Secretary.

### Art. 18 Powers, competences

The Executive Board is the leading organ of the SCREA and decides on all matters not reserved for another organ. In particular, it has the following tasks and competences:

- a) Management of the SCREA, determination of the Association's policy, implementation of the provisions of the Statutes and the resolutions of the General Assembly;
- b) after consultation with the President, representing the SCREA externally;
- c) determining the persons entrusted with the representation of the SCREA and endowed with the power to sign;
- d) determination of the regulations governing expenses for all activities at the SCREA;
- e) deciding on the admission of new members;
- f) Decisions on one-off expenses outside the budget up to CHF 5.000.–.

### Art. 19 Decisions of the Board

<sup>1</sup> Each member of the Executive Board has one vote.

<sup>2</sup> The Board of Directors passes its resolutions and carries out its elections by a majority of the votes cast. The Chairman has the casting vote in the event of a tie.

<sup>3</sup> Resolutions may also be passed by written consent (in particular by fax and e-mail) to a motion that has been submitted, unless two members request oral consultation.

## 3. The Auditors

### Art. 20 Selection, functions

<sup>1</sup> The auditors are provided by a recognised auditor.

<sup>2</sup> The auditors are elected by the ordinary General Assembly for a period of one year. They may be re-elected.

<sup>3</sup> The auditors check whether the bookkeeping and the annual accounts comply with the law and the Articles of Association. They shall submit a written report to the General Meeting on the findings of their audit and submit their proposals for acceptance of the annual accounts (with or without reservation) or for their referral to the SVIT Executive Board and the SCREA Board.

# V. Financial year and closure of accounts

### Art. 21 Financial year and closure of accounts

The financial year begins on 1 July and ends on 30 June.

The invoice must be closed on this date. Members' annual fees are paid in advance and are due 30 days after the ordinary General Assembly.

# VI. Final provisions

### Art. 22 Annexes to the Articles of Association

Form an integral part of these statutes:

- a) the respective valid statutes of SVIT Switzerland;
- b) the respective valid implementation regulations for the statutes of SVIT Switzerland;
- c) the respective valid rules of conduct of SVIT Switzerland;
- d) the respective valid regulations of the Court of Professional Conduct of SVIT Switzerland;
- e) the respective valid implementation regulations for these statutes;
- f) the applicable guidelines for use of the SVIT logo.

### Art. 23 Dissolution and liquidation

<sup>1</sup> The dissolution and liquidation of the SMK may only be resolved by a General Meeting at which at least  $\frac{2}{3}$  of the votes are present or represented. If this quorum is not reached, a second General Assembly shall be convened, which shall constitute a quorum regardless of the number of votes present or represented. This General Assembly decides with  $\frac{2}{3}$  majority of the votes present.

<sup>2</sup> The General Assembly decides how any available funds must be used. The Board of Directors executes the resolution to dissolve and liquidate the company.

### Art. 24 Decision, entry into force

<sup>1</sup> The above Articles of Association will be approved at the Ordinary General Assembly of 16 October 2014 and the Executive Board meeting of SVIT Switzerland on 13 November 2014.

<sup>2</sup> The present statutes come into force immediately after their approval by the Executive Board of SVIT Switzerland.

