

# Deed of Foundation

PKE Energy Pension Foundation

## Table of contents

Art. 1	Name and registered office	3
Art. 2	Purpose	3
Art. 3	Pension funds	3
Art. 4	Assets	3
Art. 5	Governing bodies of the Foundation	3
Art. 6	Foundation Board	3
Art. 7	Pension Committees	4
Art. 8	Auditors and the occupational pension expert	4
Art. 9	Liability	4
Art. 10	Legal succession, dissolution and liquidation	4
Art. 11	Concluding provision	4

## **Art. 1 Name and registered office**

- (1) Under the name of "PKE Vorsorgestiftung Energie" "CPE Fondation de Prévoyance Energie" "CPE Fondazione di Previdenza Energia" a foundation, hereinafter the "Foundation", exists pursuant to Art. 80 et seq. of the Swiss Civil Code (ZGB), Art. 331 of the Swiss Code of Obligations (OR) and Art. 48 para. 2 of the Swiss Federal Law on Occupational Retirement, Survivors' and Disability Pension Plans (BVG).
- (2) The Foundation has its registered office in Zurich. The Foundation Board may transfer the registered office to another location in Switzerland, subject to the consent of the supervisory authority.

## **Art. 2 Purpose**

- (1) The purpose of the Foundation is to provide occupational pension insurance within the scope of the BVG and its implementation provisions for the employees of companies affiliated with the Foundation, which principally belong to the energy sector, and for their relatives and survivors, against the economic consequences of old age, disability and death. A company is affiliated with the Foundation on the basis of a written affiliation agreement, which must be brought to the attention of the supervisory authority.

The Foundation may extend its coverage beyond the minimum statutory benefits.

- (2) The Foundation Board shall issue Regulations regarding the benefits, organization, financing, and management of the Foundation, as well as the relationships with affiliated employers, insured parties, pensioners, and beneficiaries. These Regulations may be amended by the Foundation Board at any time, in part or in full, provided that the legal entitlements acquired by insured parties and pensioners are safeguarded.

The Regulations and amendments thereto must be submitted to the supervisory authority.

- (3) In order to achieve its purpose, the Foundation may take out insurance contracts or may enter into existing contracts, in which case it must be the policyholder and the beneficiary.

## **Art. 3 Pension funds**

- (1) The Foundation may maintain individual pension funds. It may also create a collective pension fund for several affiliated companies.
- (2) An individual pension fund encompasses all entitlements and obligations of the insured parties and pensioners included. The pension funds must remain mutually independent and their assets may be used only to carry out their own pension provision activities.

## **Art. 4 Assets**

- (1) The Foundation's assets consist of
  - the collective assets of the Foundation, and
  - the assets of the pension funds.

The collective assets are accumulated via the returns achieved on the Foundation's assets and through the Foundation's revenue, which does not belong to the individual pension funds, as well as any surpluses resulting from insurance contracts.

The assets of the individual pension funds are accumulated by means of employers' and employees' contributions as stipulated by the Regulations, voluntary contributions by the employers and third parties, and by returns on assets.

- (2) No payments may be made from the Foundation's assets, other than for pension purposes, to which the employers are legally obliged or which they usually pay as remuneration for services provided (e.g. cost of living allowances, family and child allowances, gratuities, long-service awards, etc.).
- (3) The Foundation's assets must be managed on the basis of recognized principles, in accordance with the investment regulations stipulated by Federal law.
- (4) The employers' contributions may be paid from the Foundation's funds if contribution reserves were previously accumulated therefrom and said reserves are reported separately.

## **Art. 5 Governing bodies of the Foundation**

The Foundation's governing bodies are:

- a) the Foundation Board
- b) the Pension Committees
- c) the auditors and the occupational pension expert

## **Art. 6 Foundation Board**

- (1) The Foundation Board consists of four or more members, with an equal number of representatives being elected by employees and employers. The details of the election procedure and joint management are specified in separate Regulations.
- (2) The term of office of the Foundation Board is three years.
- (3) The Foundation Board represents the Foundation to the public, designates those persons who represent the Foundation with legally binding effect, and governs their signatory powers, allowing only the issue of collective signatory authority (two signatures required).
- (4) The Foundation Board manages the Foundation in accordance with laws and ordinances, the provisions of the Deed of Foundation and the Regulations, and the directives of the supervisory authority.
- (5) The Foundation Board may also be the Pension Committee of the collective pension fund.

### **Art. 7 Pension Committees**

- (1) Employers that are affiliated with the Foundation and which form an individual pension fund shall establish a Pension Committee that is composed equally of employer and employee representatives, in accordance with Art. 51 BVG.
- (2) The details of the election procedure and the duties of the Pension Committee are specified in its electoral and organizational regulations.
- (3) Within the scope of the Foundation's purpose, the Pension Committee shall strive to ensure that pension provision is properly administered and shall represent the interests of the insured parties and pensioners included in the pension fund vis-à-vis the Foundation Board.

### **Art. 8 Auditors and the occupational pension expert**

- (1) The Foundation Board shall appoint an auditor to carry out the annual audit of the management, accounting and the invested assets.
- (2) The Foundation Board shall appoint a recognized expert on occupational pension funds to review the pension institution at regular intervals.

### **Art. 9 Liability**

- (1) Pension funds shall be liable for commitments arising from occupational pension provision and the actions of their Pension Committees only to the amount of their own assets.

### **Art. 10 Legal succession, dissolution and liquidation**

- (1) If a pension fund is dissolved, its assets shall be used to cover the claims of its insured members and pensioners, as well as the costs of dissolution. Any remaining assets shall be credited to the insured parties and pensioners of the pension fund, in accordance with the Foundation's purpose and by decision of its Pension Committee, with such assets being transferred to the new occupational pension fund or else allocated to the insured parties and pensioners as a liquidation dividend.
- (2) If the Foundation is dissolved, the Foundation's assets shall be used primarily to ensure the entitlements of the insured parties and pensioners in accordance with the law and the Regulations. Any remainder shall be used in accordance with the Foundation's purpose. The liquidation shall be handled by the last Foundation Board, which shall remain in office until the liquidation is completed. The foregoing is subject to instructions to the contrary in the supervisory authority's dissolution order.
- (3) Reversion of the funds of the pension funds and the Foundation to affiliated employers or their legal successors, and any use of such funds other than for the purposes of occupational pension provision, are hereby excluded.

- (4) The dissolution and liquidation of the Foundation shall be subject to a decision by the supervisory authority.

### **Art. 11 Concluding provision**

- (1) This Deed of Foundation was approved by the Foundation Board on 25 September 2014. It replaces the Deed of Foundation of 23 March 2012.

Zurich, 25 September 2014

### **PKE Energy Pension Foundation**

Chairman  
Martin Schwab

Vice-Chairman  
Peter Oser



PKE Energy Pension Foundation  
Freigutstrasse 16  
P.O. Box  
8027 Zurich

Phone 044 287 92 88  
Web [www.pke.ch](http://www.pke.ch)  
E-mail [contact@pke.ch](mailto:contact@pke.ch)