

ARTICLES OF ASSOCIATION

Novartis Sports Club

2021 edition

Contents

	Page:
1. General provisions	1
Name, location and purpose	1
Neutrality, SFFS membership	1
Membership year, club colours	1
2. Membership	1
Acquisition of membership	1
Member categories	1
Members' rights and obligations	2
Termination of membership	2
3. Organs	3
General Meeting	3
Committee	4
Auditors	4
4. Sections	5
5. Sports complex and sports facilities committee	6
Sports complex	6
Sports facilities committee	6
6. Finances	6
Income	6
Membership fees	6
Expenditure, spending authority	6
Liability	6
7. Amendments to the Articles of Association	7
8. Dissolution of the Sports Club	7
9. Concluding provisions	7

1. GENERAL PROVISIONS

The terms used in these articles of association are valid in a general manner for both sexes.

Name, location and purpose

Art. 1 The Novartis Sports Club (hereinafter referred to as "the Sports Club") is an association within the meaning of Art. 60 ff. of the Swiss Civil Code, and is based in Basel. It was established in 2009 by a merger of the Sports Club Novartis Rosental (1920, formerly SC Geigy), the Sports Club Novartis St. Johann (1921, formerly SC Sandoz), and the Chess Club Novartis (1944, formerly Chess Club Geigy and 1946 Chess Club Ciba and 1946 Chess Club Sandoz).

Its aim is to promote and facilitate the practicing of sporting activities.

Neutrality, SFS membership

Art. 2 The Sports Club is politically and religiously neutral.

It is a member of the Schweizerischen Firmen- und Freizeitsportverbandes (SFFS), the Swiss corporate sports association. Membership of other sporting associations is also possible.

Membership year, Club Colours

Art. 3 The membership year is the same as the calendar year. The club colours are red/blue.

2. MEMBERSHIP

Acquisition of membership

Art. 4 Current and retired associates of Novartis, as well as their partners and children, can become members of the Sports Club.

The Committee can extend the scope of membership to include other individuals.

Art. 5 Membership requests must be submitted in writing to the Section Head. The admission of a new member is decided on by the Section Head and one member of the Committee. Membership starts with the approval of the membership request by the member of the Committee.

Member categories

Art. 6 Member categories:

- a) Active members
Novartis (Current and retired associates of Novartis including people living in the same household)
Non-Novartis (other persons who are not current or retired associates of Novartis)
- b) Passive members
- c) Honorary members
- d) Free members

Active members are Sports Club members who actively practice sport in one or more sections.

Passive members are Sports Club members who no longer actively practice sport.

Honorary and free members are Sports Club members who have rendered outstanding services to the Sports Club in accordance with the Sports Club regulations.

By written report to the Committee, active members who no longer actively practice sport in the Sports Club can become passive members starting from the next membership year.

Members can be appointed honorary or free members by the General Meeting at the request of the Committee.

Members' rights and obligations

- Art. 7 Members of all categories have the following rights:
- a) to attend General Meetings, as well as any relevant section meetings, and to exercise their statutory voting rights;
 - b) to exercise all other rights assigned to them by the association in these Articles of Association or in another form.

In addition, active, honorary and free members have the right to participate in the sporting activities of the sections.

- Art. 8 Members have the following obligations:
- to defend the interests and the reputation of the Sports Club and the sections.
 - to comply with the Articles of Association, directives and decisions of the Sports Club and the sections.
 - to pay the membership fees defined by the General Meeting.
 - to report any Sports Club relevant changes

Termination of membership

- Art. 9 Membership expires on the member's departure from the company or in the event of the member's exclusion or death, or if the association itself is dissolved.

- Art. 10 Membership can only expire at the end of a given membership year. Membership terminations must be submitted in writing to the Sports Club Committee by December 31. Departing and expelled members are required to pay the Sports Club the annual fee for the current membership year. Any further financial obligations become payable immediately on the member's departure/expulsion.

- Art. 11 Members can be expelled by the Committee for the following reasons:
- Violation of the Articles of Association, directives or decisions of the Sports Club.
 - Damage to the interests or reputation of the Sports Club.
 - Failure to meet financial obligations vis-à-vis the Sports Club following receipt of a written reminder.

The list of reasons for expulsion is not exhaustive.

A member who has been expelled has the right to appeal to the General Meeting within 14 days of receipt of written notification. An appeal does not have the effect of postponing the expulsion. It must be submitted in writing, with reasons, to the Chairman.

The decision of the General Meeting is final.

3. ORGANS

Art. 12 The organs of the Sports Club are:

- the General Meeting
- the Committee
- the auditors

General Meeting

Art. 13 The ordinary General Meeting takes place within 3 months of the end of the membership year. Invitations and an agenda are sent in writing by the Committee at least 4 weeks before the meeting.

The following business is dealt with at the ordinary General Meeting:

1. Approval of the minutes of the General Meeting
2. Approval of the Chairman's Annual Report
3. Approval of the annual financial statement after receipt of the auditors' report
4. Approval of the budget
5. Definition of membership fees
6. Election of a chairman for the meeting
7. Granting of discharge
8. Election of the Committee
9. Election of the auditors
10. Amendment of the Articles of Association
11. Requests from members in accordance with Art. 13 Paragraph 3
12. Appointment of honorary chairmen, honorary members and free members

Requests from members that do not concern the business on the agenda must be submitted in writing, with reasons, to the Chairman of the Sports Club by the end of the membership year before the General Meeting.

Art. 14 An extraordinary General Meeting may be called by the Committee at any time. The Committee is obliged to call an extraordinary General Meeting within 60 days of being requested to do so by one-fifth of all members by means of a registered letter stating the relevant requests.

The invitation must contain the agenda and be sent at least 20 days before the meeting.

Art. 15 The General Meeting constitutes a quorum, regardless of the number of members present. Elections and decisions are carried out openly, unless secrecy has been requested and decided upon by the meeting. In the case of elections and polls concerning which the Articles of Association contain no provisions to the contrary, the simple majority of votes submitted decides. Every member has one vote.

In the event of a parity of votes, the Chairman shall have the casting vote in the case of a poll, and in the case of elections the vote shall be decided by lot. In a secret ballot, decisions shall be rejected in the event of a parity of votes, and in the case of elections the vote shall be decided by lot.

Reconsideration requests require a voting majority of two-thirds of the votes submitted.

Business not included in the agenda cannot be voted upon.

Committee

Art. 16 The General Meeting elects the Committee. It consists of:

- Chairman
- Vice Chairmen
- Treasurer
- Membership Treasurer
- Membership Administrator
- Secretary
- Materials Manager
- PR Responsible
- Further functions as required

A single individual can perform more than one function, but the Committee must always consist of at least three individuals.

The Committee is elected for one membership year, with re-election possible.

On Proposal of the Committee, the General Meeting can elect one to two past Chairmen, who made themselves earned in extraordinary way to the Sports Club, to Honorary Chairmen.

Art. 17 The Committee is responsible for the management of the Sports Club, and its scope of authority includes all business that is not entrusted in the Articles of Association to a different body.

Art. 18 Committee meetings are called by the Chairman as often as required. The Committee makes its decisions via a simple majority, and in the event of a parity of votes the Chairman shall have the casting vote.

The Committee periodically calls meetings with the section heads. To those meetings the Honorary Presidents are invited and have advisory voice.

Art. 19 The Chairman and Vice Chairman bear joint responsibility, with each other or together with another member of the Committee, for the Sports Club. The Committee can grant Committee members and further club members the right of single signature for transactions with insignificant financial risks.

The Committee regulates the tasks and authority in regulations.

Auditors

Art. 20 The General Meeting elects the auditors, which consist of two account auditors and a substitute. Novartis has the right to appoint a further auditor. Auditors must be capable of performing their duties.

The auditors check whether the accounts and the annual financial statement comply with the law and the Articles of Association, and are authorized to carry out an interim audit unannounced and at any time.

The auditors report on the results of their work in writing to the General Meeting, recommending the approval, with or without restrictions, or rejection of the annual financial statement.

4. SECTIONS

Art. 21 The Sports Club consists of a number of sections, which are responsible for activities in connection with the individual sports.

The sections are within the scope of these Articles of Associations and the regulations and directives issued by the Committee of the Sports Club, authorized to define any necessary provisions.

The Committee of the Sports Club decides on the creation of new or the dissolution of existing sections.

The sections are financed via the Sports Club.

Art. 22 Every section holds at least one section meeting per year.

Invitations to section meetings must be sent well in advance, together with an agenda, by the Section Head. At the same time, the Chairman of the Sports Club must also be informed of the meeting. The Committee of the Sports Club also has the right to call a section meeting.

Section meetings cover all section relevant dealings. The annual section meeting covers at least the following Agenda items:

- Annual report of the Section Head
- Planning of sporting activities for the upcoming period
- Election of the Section Head and the section committee respectively

Term of office for the Section Head and the section committee respectively is one year, with re-election possible.

For the section meetings Minutes of Meetings must be elaborated and filed in the section's documentation, a copy sent to the Committee of the Sports Club.

At the request of the section committee, the Sports Club Committee can approve exceptions to the provisions of Art. 22.

5. SPORTS COMPLEX AND SPORTS FACILITIES COMMITTEE

Sports complex

Art. 23 The Committee and the sports facilities committee are taking care of the sports facilities' organization. Currently the sport complex St. Johann is provided to the Sports Club by Novartis.

Maintenance of the sport complex St. Johann is the responsibility of Novartis. The opening hours and usage arrangements of the complexes are defined by the sports facilities committee by mutual agreement between representatives of the company and the Sports Club.

Sports facilities committee

Art. 24 The sports facilities committee consists of the Novartis representatives responsible for the sports complexes and the representatives of the clubs that use the sports complexes.

The aim of the meetings is to ensure the regular exchange of information between Novartis and the clubs regarding requirements and events, as well as changes to the sports complexes. Company representatives are responsible for chairing and writing the minutes of sports facilities committee meetings.

6. FINANCES

Income

- Art. 25 The income of the Sports Club consists of:
- Admission fees
 - Membership fees
 - Subsidies
 - Revenue from events
 - Voluntary contributions, donations, etc.

Membership fees

- Art. 26 Membership fees are defined by the ordinary General Meeting. Committee members, section heads, honorary presidents, honorary and free members, and members aged eighty and above are exempt from the fee. In addition, the Committee may temporarily waive the membership fee in full or in parts for associates in specific cases.
- Art. 27 Fees are to be paid within two months of receipt of the bill. Associates who fail to pay the membership fee after receiving a second reminder shall be expelled from the association (Art. 11). Members joining after July 1 are required to pay only half of the membership fee for the year, while those joining after October 1 are exempt from the fee for the rest of the current membership year. Membership fees are not reimbursed if members leave or are expelled from the association before the end of the year.

Expenditure, spending authority

- Art. 28 The expenditure of the Sports Club consists of:
- Expenditures for club operations
 - Expenditures for sport operations

The Committee is authorized, within the scope of the budget, to spend the funds necessary for running the association and the related sporting activities. The level of spending authority for unforeseen, unbudgeted expenditure shall be included in the budget.

Liability

- Art. 29 Liability for the Sports Club's debts is limited exclusively to the club assets. Members do not have any personal liability.
- Art. 30 The Sports Club does not accept any liability for accidents and other damage suffered in connection with sporting activities.

7. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Art. 31 Amendments to the Articles of Association can be agreed by a two-thirds majority of the club members present at the General Meeting.

8. DISSOLUTION OF THE SPORTS CLUB

Art. 32 The Sports Club will be dissolved if supported by at least three-quarters of the voting members present. The dissolution for liquidation can only be executed at an extraordinary General Meeting called specifically for this purpose.

Art. 33 In the event of a dissolution for liquidation, all club assets shall be transferred for safekeeping to Novartis, possibly for the establishment of a new club with the same purpose at a later date. If no new club is established within a five-year period, Novartis is free to decide how to use the club assets.

9. CONCLUDING PROVISIONS

Art. 34 These Articles of Association were approved at the ordinary General Meeting of the Sports Club Novartis of December 01, 2020. They shall come into force with effect per January 1, 2021.

Basel, 22.12.2020

Sportclub Novartis

sign. Jörg Benner

Chairman

sign. Christoph Zingg

Cashier