

Guide to Changes for Companies (Legal Entities)

- General partnerships
- Limited partnerships
- Limited companies
- Private limited companies
- Cooperative societies

VQF must be informed **immediately** of changes to the information about your company. The aim of this guide is to serve as a working instrument for the submission of the necessary documents relating to various types of change. This does not exclude the possibility that additional information may be reported or that VQF may demand supplementary information and documents.

Changes can be reported by e-mail to mutationen@vqf.ch.

1. Changes of address and contact information

The following changes of address and contact information, which do not require a change in the Commercial Register, can be submitted by e-mail. The submission of further documents is usually not necessary.

- Change of address for correspondence or invoicing (provided that there was no change to the member's registered office; if such a change did take place, see section 2)
- Change of PO Box number
- Change of telephone or fax number
- Change of e-mail address
- Change of link to member's website

2. Changes of general information recorded in the Commercial Register

The following changes of information recorded in the Commercial Register can be submitted by e-mail after the corresponding change has been recorded in the Commercial Register (VQF checks the change via zefix.ch¹). The submission of further documents is usually not necessary.

- Company name change
(mere change of name without change of legal form, merger, transfer of assets or similar; for such cases refer to section 9).
- Change of registered office
- Change of company purpose in the Commercial Register

3. Resignation / entry of a guarantor recorded in the Commercial Register (e.g. qualified shareholder, board member, chief executive officer, partner; not including proxy holders)

3.1. Resignation of persons recorded in the Commercial Register

The member can report the resignation of the person by e-mail after the person has been deleted from the Commercial Register (VQF checks the change via zefix.ch²).

Further documents are only required if the deletion gives rise to additional changes (e.g. changes in the AMLA Special Department (see section 4) or change of ownership structure (see section 6)).

3.2. New registration of persons in the Commercial Register

The person newly registered in the Commercial Register has to be reported by the member after the entry has been made in the Commercial Register (VQF checks the change via zefix.ch³).

In addition, the following documents must be submitted:

Documents to be retained in original by the member and submitted to VQF as a scan copy or a copy:

- Signed and dated curriculum vitae (no more than 6 months old, minimum personal data and information on education and professional career)
- Extract from the Criminal Records (no more than 6 months old)
- Dated and signed copy of ID or passport (current)
- Personal declaration [VQF doc. no. 906.1]

¹ If the member is not registered in the Swiss Commercial Register, the member must submit to VQF an identification document that is equivalent to an extract from the Swiss Commercial Register (e.g. an extract from a foreign commercial register), from which the change is evident.

² If the member is not registered in the Swiss Commercial Register, the member must submit to VQF an identification document that is equivalent to an extract from the Swiss Commercial Register (e.g. an extract from a foreign commercial register), from which the change is evident.

³ If the member is not registered in the Swiss Commercial Register, the member must submit to VQF an identification document that is equivalent to an extract from the Swiss Commercial Register (e.g. an extract from a foreign commercial register), from which the change is evident.

If the person has **already submitted the personal documents** (e.g. in the file of another member or because the person is already registered in another function with the member), they have to be re-submitted only if they are **older than two years**.

Further documents may be required if the entry gives rise to additional changes (e.g. changes in the AMLA Special Department (see section 4) or change of ownership structure (see section 6)).

4. Changes of the AMLA Special Department (VQF doc. no. 907.1)

The change of the AMLA Officer and / or AMLA Deputy has to be reported to the VQF immediately.

In addition, the following documents must be submitted:

Documents to be retained in original by the member and submitted to VQF as a scan copy or a copy:

- Information about the Special Department [VQF doc. no. 907.1]
(Each member must appoint an AMLA Officer. Members with at least 6 persons employed in the AMLA sector pursuant to Art. 7 letter h of the SRO Regulations must also appoint an AMLA Deputy. Members with up to 5 persons employed in the AMLA sector can either appoint an AMLA Deputy or an Authorised Access Person [VQF doc. no. 908.1]).
- Signed and dated curriculum vitae
(no more than 6 months old; minimum personal data and information on education and professional career; only compulsory if the AMLA Officer/AMLA Deputy has not submitted the personal documents **within the last two years** pursuant to section 3.2).
- Extract from the Criminal Records
(no more than 6 months old; only compulsory if the AMLA Officer/AMLA Deputy has not submitted the personal documents **within the last two years** pursuant to section 3.2).
- Dated and signed copy of ID or passport (current)
(only compulsory if the AMLA Officer/AMLA Deputy has not submitted the personal documents **within the last two years** pursuant to section 3.2)
- Personal Declaration [VQF doc. no. 906.1]
- If the AMLA Officer and/or AMLA Deputy is an external auxiliary, an application for exemption as well as a written agreement in accordance with the information leaflet for the engagement of third parties for the performance of duties of due diligence and / or as AMLA Special Department [VQF doc. no. 912.1] must be submitted.

5. Change of the power of attorney concerning authorisation to access the member's data relevant to the AMLA

The change of the power of attorney concerning authorisation to access data relevant to the AMLA has to be reported to the VQF immediately.

In addition, the following document must be submitted:

Form to be retained in original by the member and submitted to VQF as a scan copy or a copy:

- Power of attorney concerning authorisation to access the member's data relevant to the AMLA [VQF doc. no. 908.1]

6. Change of ownership structure of the member / holdings of the member / Group structure

6.1. Change of ownership structure of the member

Changes in the ownership structure has to be reported to the VQF by mail using VQF doc. no. 807.1 (to be retained in original by the member and submitted to VQF as a scan copy or a copy).

All persons and entities with a direct stake in the member (shareholders, partners, etc.) must be listed, regardless of the level of participation. Participants with an indirect interest in the member (e.g. shareholders of legal entities with a direct participation in the member), provided that their share is at least 10%, up to and including the ultimate beneficial owner, must also be listed.

For qualified stakeholder the following original documents must be submitted by mail:

Documents to be retained in original by the member and submitted to the VQF as a scan copy or a copy:

- Signed and dated curriculum vitae (no more than 6 months old, minimum personal data and information on education and professional career)
- Extract from the Criminal Records (no more than 6 months old)
- Dated and signed copy of ID or passport (current)
- Personal declaration [VQF doc. no. 906.1]

A qualified stakeholder is a person who has a direct stake of $\geq 10\%$ or an indirect stake of $> 50\%$ in the applicant.

In the case of multi-level ownership structures, a graphical representation of the ownership structure must be enclosed (including indirect shareholdings below 10% up to the ultimate beneficial owner).

6.2. Change in the holdings of the member (branches, permanent establishments and participations in other companies)

Changes in respect of branches, permanent establishments and participations held by the member in other companies must be submitted by using VQF doc. no. 808.1 (to be retained in original by the member and submitted to VQF as a scan copy or a copy).

6.3. Chart of group structure

Members which belong to a group of affiliated companies can submit a current organisational chart of the respective group via e-mail (as a copy).

7. Change of business activities

All changes of business activities have to be reported to the VQF immediately via e-mail as mutation [VQF Dok. Nr. 901.2.1e].

8. Transactions pursuant to the Mergers Act (FusG) or transfer of assets

Membership of VQF Association is not transferable. Restructuring can therefore lead to the loss of VQF membership. It is recommended to make early contact with VQF prior to restructuring.

8.1. Change of legal form pursuant to Mergers Act (FusG)

The membership of the Association remains unchanged. The member can change the legal form via e-mail (not applicable in the case of restructuring through investment in kind / acquisition of assets, see sections 9.6 and 9.7).

8.2. Spin-off from of a member with establishment of a new company

Membership of the Association remains with the member who must inform VQF about the spin-off without delay and submit the corresponding change documents in accordance with sections 1 - 8. The third company can submit an application for admission to VQF.

8.3. Splitting of a member into two new legal entities

Membership of the Association expires on deletion of the member from the Commercial Register. The third companies can submit an application for admission to VQF.

8.4. Takeover of a member by another company by way of merger

Membership of the Association expires on deletion of the member from the Commercial Register. The acquiring company can submit an application for admission to VQF.

8.5. Takeover of a third company by the member by way of merger

Membership of the Association remains unchanged. However, the member must inform VQF about the merger without delay and submit any necessary change documents in accordance with sections 1 – 8.

8.6. Transfer of assets from a member to a third party

Membership of the Association remains with the member who must inform VQF about the transfer of assets without delay and submit any necessary change documents in accordance with section 1 – 8. The membership does not pass to the third party.

8.7. Transfer of assets from a third party to a member

The membership of the Association remains unchanged. However, the member must notify VQF of the transfer of assets, immediately and in writing, and make any necessary changes in accordance with sections 1 – 8.

9. Other information

9.1. Opening of criminal and administrative proceeding etc. against the member or against persons entrusted with the management and administration or the AMLA Officer/AMLA Deputy

- Written notification to VQF within 10 working days after becoming aware of the opening of such a proceeding
- Submission of all files and other documents in the member's possession which are relevant to the proceeding

9.2. Opening of official bankruptcy proceedings

- Written notification to VQF (document to be submitted to VQF as a scan copy or a copy)

9.3. Application by the Commercial Registry's office (or by a third party) for the member to be deleted from the Commercial Register

Documents to be retained in original by the member and submitted to VQF as a scan copy or a copy:

- Written notification to VQF
- Submission of relevant documentary evidence (e.g. copy of the member's own application for deletion, or similar)