

# Country Focus

# Switzerland

The Legal Landscape

*In association with  
Bär & Karrer*

GETTING THE  
DEAL THROUGH 

Publisher: Gideon Robertson

Senior business development manager:

Adam Sargent

[adam.sargent@gettingthedealthrough.com](mailto:adam.sargent@gettingthedealthrough.com)

Readership Development Manager:

Rosie Oliver

[rose.oliver@gettingthedealthrough.com](mailto:rose.oliver@gettingthedealthrough.com)

Product marketing manager: Kieran Hansen

[subscriptions@gettingthedealthrough.com](mailto:subscriptions@gettingthedealthrough.com)

Cover: [iStock.com/AleksandarGeorgiev](https://www.iStock.com/AleksandarGeorgiev)

No photocopying. CLA and other agency licensing systems do not apply. For an authorised copy contact Adam Sargent, tel: +44 20 3780 4104

This publication is intended to provide general information on law and policy. The information and opinions which it contains are not intended to provide legal advice, and should not be treated as a substitute for specific advice concerning particular situations (where appropriate, from local advisers).

Law

Business

Research

Published by

Law Business Research Ltd

87 Lancaster Road

London, W11 1QQ, UK

Tel: +44 20 3780 4104

Fax: +44 20 7229 6910

©2017 Law Business Research Ltd

# Country Focus

## Switzerland: The Legal Landscape *In association with* Bär & Karrer

Welcome to **Country Focus: *The Legal Landscape***.

This new Getting The Deal Through initiative is designed to offer in-house legal departments, as well as private practice lawyers with an international clientele, a concise ‘helicopter view’ of the legal environments in which they do business, or where they may be considering investment.

*The Legal Landscape* addresses the key factors that underpin civil and common law legal frameworks, policy, regulation and enforcement, taxation, organisational behaviour and investor strategies.

Getting the Deal Through has canvassed general counsel at more than 100 multinational corporations and financial institutions to focus on the first points of legal reference that in-house counsel need to know when assessing unfamiliar jurisdictions where they may seek opportunities or be exposed to risk. The following questions and answers cover the essential areas of consideration in their ‘first step’ analysis.

We would like to thank the team at Bär & Karrer – one of Switzerland’s premier law firms – for their valued contribution on the country’s legal system

GETTING THE  
DEAL THROUGH 

London

July 2017

# Switzerland: The Legal Landscape

Aurélie Conrad Hari, Susanne Schreiber, Markus Schott, Marie-Christine Balzan

Bär & Karrer

---

## Country overview

### 1 Give an overview of the country's economy, its structure and main characteristics, and prevailing government economic policy, particularly as regards foreign investment.

Located in the centre of Europe, Switzerland is a multi-ethnic and multinational country with a population of about 8 million people. The official languages are German, French, Italian and Romansh. English is widely spoken.

Switzerland is a federal state that is largely influenced by its direct democracy. The federal structure consists of three levels: the Confederation, 26 cantons (states) and approximately 2,400 communes.

Switzerland benefits from a very profitable economy notably due to a stable political system. It is a prosperous and modern market economy with a low unemployment rate (a little over 3 per cent) and a skilled labour force. Switzerland was held to be the world's most innovative economy again in 2016 by the World Economic Forum (ranked first according to the 2016 Global Innovation Index). Moreover, the competitive tax environment, which is strongly influenced by the country's federal structure, leads to a moderate tax burden for both companies and individuals. Overall, investors benefit from a competitive and stable economy and a business-friendly legal environment that treats domestic and foreign investment equally in most fields. Switzerland also offers one of the highest standards of living in the world.

---

## Legal overview

### 2 Describe the legal framework and legal culture in your jurisdiction as regards business and commerce.

Switzerland is a civil law jurisdiction, meaning that the primary sources of law are written codes and statutes. Although case law is of relevance and provides guidance as to the application of the laws, it is of less importance than in common law jurisdictions. Statutes are subject to the overarching authority of the Swiss Constitution, which sets forth the general principles and fundamental rights that shall govern the application of any law in the country where the rule of law applies. The lawmaker is the parliament; the Swiss parliament for federal statutes and the cantonal parliaments for cantonal laws. Generally, the lawmakers, be it on the federal or cantonal levels, can adapt fairly quickly to business needs.

Since Switzerland is a federal state, the legal system encompasses federal and cantonal laws. While the cantons still enjoy a significant level of autonomy in specific areas such as tax, public law, and organization of their judicial system, most substantive laws are enacted on a federal basis and are therefore the same throughout the country (eg, contract, commercial, banking or corporate laws).

This federalism is also reflected in the Swiss court system that consists of three instances. Usually, the first instance courts and the appeal courts are at the cantonal level while the Swiss Federal Supreme Court rules as the third and last instance.

---

### 3 What are the main sources of civil and administrative law applicable to companies?

The main sources of civil law are the Swiss Civil Code and the Swiss Code of Obligations (which include contract, commercial and company

laws). The Swiss Private International Law Act (PILA) governs conflicts of law as well as the recognition and enforcement of judgments. This statute also governs international arbitrations with their seat in Switzerland. Jurisdiction in cross-border matters involving a state of the European Union as well as the recognition and enforcement of judgments rendered within such jurisdictions are governed by the Lugano Convention on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters of 30 October 2007 (LC). The Debt Enforcement and Bankruptcy Act (DEBA) regulates the enforcement of monetary claims against individuals and companies. Federal and cantonal tax laws as well as the Law on Banks or the Federal Act on Stock Exchange and Securities Trading are a few examples of the sources of administrative law.

---

## Dispute resolution

### 4 How does the court system operate with regards to large commercial disputes?

The Swiss Code of Civil Procedure (SCCP) sets forth the procedural rules for civil proceedings. The procedural rules do not make any distinction based on the size of the disputes except in terms of costs. The court costs as well as the indemnification of party costs (to be ultimately borne by the losing party) depend on the value in dispute. A few cantons (ie, Zurich, Bern, St Gallen and Aargau) have a commercial court dedicated to commercial disputes. In the other cantons, commercial disputes are dealt with by the general civil courts.

There are no particular procedural rules that specifically apply to commercial disputes either.

---

### 5 What legal recourse do consumers typically have against businesses?

There is no class action in Switzerland as it is known in the US or now also in some European jurisdictions. However, under specific circumstances, associations can have standing to sue and therefore act on behalf of their members. This can typically be of relevance in respect to consumer claims based on the Unfair Competition Act. According to this Act, an association whose purpose lies in consumer protection can actually start legal action against a company that would have acted in a deceptive way towards consumers.

---

### 6 How significant is arbitration as a method of dispute resolution?

Switzerland is traditionally portrayed as an arbitration-friendly jurisdiction. Arbitration practice is very significant and well-established in Switzerland. Swiss courts are also known to respect and enforce arbitration clauses and awards as well as to assist the arbitral tribunal with coercive measures when required.

Switzerland is a signatory to the Convention on the Recognition and Enforcement of Foreign Arbitral Awards of 1958 (NYC).

---

### 7 What other methods of dispute resolution are commonly used?

Mediation is also used in Switzerland as an alternative method for dispute resolution. While such mechanism has been used for a long time in family disputes, it has now also become more popular for the amicable resolution of commercial disputes. The mediator has no power

to impose any binding solution on the parties but attempts to facilitate settlement negotiations. Should the mediation be successful and result in a settlement, the parties can request the court to ratify such settlement, which then becomes binding with the same effect as a judgment.

**8 How easy is it to have foreign court judgments and foreign arbitral awards recognised and enforced in your jurisdiction?**

Recognition and enforcement of foreign judgments is relatively easy in Switzerland. The process is even further facilitated for any judgment that is rendered by a member state of the LC as recognition is then nearly automatic, provided that the required documents are duly filed with the request. In particular, there is no review of the merits of the judgment and only limited exceptions can be raised against recognition in appeal proceedings, but not before the first instance judge who renders its decision on an ex parte basis.

As to foreign judgments emanating from a non-member state of the LC and absent any international treaty, recognition and enforcement is governed by the PILA. Under the PILA, final decisions rendered by a competent court will generally be recognised and enforced provided that the court that rendered the judgment had jurisdiction, the judgment is final and binding (meaning that no ordinary appeal can be filed against the same), and no ground for refusal exists. A ground of refusal would exist if (i) the judgment violates fundamental principles of Swiss public policy, (ii) the opposing party was not properly served, (iii) the judgment violates fundamental principles of Swiss procedural law, or (iv) if the same dispute between the same parties had already been ruled upon by a Swiss judge.

Foreign arbitral awards are recognised pursuant to the NYC, according to which an award shall be recognised unless one of the limited grounds for refusal set forth under article V of the New York Convention is met.

The enforcement of a foreign judgment or award then depends on their nature. Monetary judgments shall be enforced according to the DEBA, while non-monetary judgments shall be enforced as per the rules set forth under the SCCP.

**Foreign investment and trade**

**9 Outline any relevant treaty organisations, economic or monetary unions, or free trade agreements.**

Not applicable.

**10 Are foreign exchange or currency controls in place?**

Not applicable.

**11 Are there restrictions on foreign investment?**

Not applicable.

**12 Are there grants, incentives or tax reliefs for foreign investors or businesses?**

Under cantonal laws, most of the cantons provide for the possibility of granting partial or full relief (tax holidays) on cantonal or communal income taxes to newly established companies within their territory for a maximum period of 10 years. At federal level, tax holidays to newly established companies may be granted for specific economic development areas for a period of up to 10 years (if the relevant canton has also agreed to the tax holidays for the same type of business activity). These companies must be incorporated in the respective territory, and the cantonal governments have a great degree of discretion as to how to determine and implement their tax holidays. The availability and the extent of the tax holidays depend, inter alia, on the type and amount of investment, the number of jobs created and the regional economic planning aspects. Furthermore, the granting of the tax holidays is often subject to certain conditions and restrictions, such as ordinary depreciations to be made during the relevant period or limitations on tax loss carryforwards.

For a foreign business to qualify for the tax holidays, the setting up or restructuring of a business must primarily be in the interest of the regional economy. In general, a manufacturing business or service business closely linked to a manufacturing activity is required. Among many others, the criteria taken into consideration include the creation of new jobs and technological development, the industry

sector (competition with existing businesses should be avoided or mitigated) and the impact of individual tax revenues expected from the jobs created.

In addition, other tax privileges are available to Swiss companies or Swiss permanent establishments of foreign companies at both cantonal and communal level. Apart from domiciliary companies (companies with mere administrative activities in Switzerland) and mixed companies (companies with certain commercial activities in Switzerland that derive most of their income from non-Swiss sources), there is a special holding regime that essentially grants full exemption from cantonal and communal (corporate) income taxes, and generally provides for reduced cantonal and communal capital taxes. At federal level, holding companies are subject to corporate income tax (at an effective rate of 7.83 per cent) and may further benefit from the participation relief with regard to dividends and capital gains on qualifying investments. A qualifying investment is given if (i) a Swiss company holds at least 10 per cent of the nominal capital of its subsidiary or (ii) the investment has a fair market value of 1 million Swiss francs. Please note that the participation relief in relation to capital gains requires a sale of minimum 10 per cent shareholdings that have been held for a period of at least 12 months.

The Corporate Tax Reform III (CTR III) was approved by the Swiss Parliament in June 2016. Under the proposed package, the privileged taxation (holding, mixed or domiciliary company taxation, finance branches, taxation as principal company) was to be abolished as of 1 January 2019. The cantonal and communal tax regimes were to be replaced with other measures that further contribute to an attractive tax environment in Switzerland (such as the introduction of a patent box, super-deduction for R&D expenses, and the separate, privileged taxation of built-in gains that have arisen under a former cantonal tax privilege). However, on 12 February 2017 the CTR III package was submitted to a referendum, and that package was rejected. It is fair to assume that a new bill including the CTR III's main points will be elaborated and published again shortly.

**13 What are the main taxes that apply to cross-border or foreign-owned business and investors?**

A foreign business may set up either a subsidiary or a permanent establishment (PE) in Switzerland. A Swiss subsidiary (or Swiss PE) of a foreign company is generally subject to corporate income tax at federal, cantonal and communal level (see also participation relief above in question 12) as well as capital taxes at cantonal and communal level. The tax rates in relation to these two taxes may vary from canton to canton, with the effective corporate income tax rates ranging from approximately 12.5 to 24.5 per cent (unless the holding regime is applicable, in which case the effective rate amounts to solely 7.83 per cent) and the effective capital tax rates ranging from approximately 0.1 to 0.5 per cent (unless the holding regime is applicable, in which case the effective rates are even lower). In addition, a value added tax of 8 per cent will be levied on most goods and services at federal level.

Dividends paid by the Swiss subsidiary to its foreign parent company may be subject to Swiss withholding tax of 35 per cent, but many double tax treaties concluded by Switzerland provide for a reduced withholding tax rate (residual withholding tax) or exemption (both subject to certain conditions).

Finally, additional taxes or levies (such as stamp duty, Swiss securities transfer tax and insurance premium tax) may be applicable on certain transactions.

**Regulation**

**14 Which industry sectors are regulated or controlled by the government?**

Most industry sectors in Switzerland are subject to some degree of governmental regulations on the federal or cantonal level. Some of the most strictly regulated sectors include:

- financial markets, including banking, insurance and security trading;
- pharmaceuticals, medicinal products and medicine;
- agriculture and food;
- electricity;
- telecommunications; and
- gambling.

In principle, businesses are operated by private companies in most sectors. However, in some sectors, the government on the federal or cantonal level may still hold majority stakes in selected companies (mainly as a legacy of monopolies prior to privatisation of the respective sector). Sectors with state-owned companies include:

- postal services;
- telecommunications;
- electricity; and
- railway services.

#### 15 Who are the key industry regulators, and what are their powers?

The Swiss Financial Market Supervisory Authority (FINMA) supervises banks, insurance companies, stock exchanges, securities dealers, collective investment schemes, and other financial service providers. It protects creditors, investors and policyholders in order to ensure an effective functioning of Switzerland's financial markets.

The Swiss Agency for Therapeutic Products (Swissmedic) is responsible for the authorisation of therapeutic products and the supervision of the respective market. It primarily aims to protect the health of patients and safeguard the security of supply.

#### 16 What are the other main enforcement authorities relevant to businesses?

The Swiss Federal Electricity Commission (ElCom) oversees, among others, electricity tariffs, and it rules on disputes relating to network access. It is responsible for securing a supply of electricity and a competitive electricity market.

#### 17 On which areas have regulators particularly focused their recent enforcement activities?

The Competition Commission (COMCO) is the Swiss agency for anti-trust matters. Being the responsible authority for applying the Federal Cartel Act, its tasks include combating harmful cartels and companies abusing a dominant market position as well as enforcing merger control legislation.

The Price Regulator monitors prices in areas without workable competition in order to prevent abusive prices. Its aim is to ensure fair prices for consumers. It intervenes in sectors, where competition is expected to be low due to regulation or dominant companies in the market (and where there is no other specialised authority regulating prices).

The Federal Data Protection and Information Commissioner (FDPIC) supervises and advises federal bodies as well as private companies regarding data protection and data security issues. Data protection and information commissioners exist also on the cantonal level with regard to data handling by the respective cantonal authorities.

The Swiss Federal Tax Administration (SFTA) is the primary governmental authority with respect to federal taxes (such as VAT and Swiss withholding tax) and their compliance by collecting the respective taxes and issuing various circulars elaborating on the interpretation of the relevant Swiss tax laws. Also, in relation to cantonal and communal taxes, the SFTA oversees the cantonal tax authorities and, together with the cantonal authorities, ensures the implementation of the Federal Act on Harmonisation of Direct Taxes.

### Compliance

#### 18 What are the principal bribery, corruption and money laundering concerns for businesses?

As a consequence of the financial market crisis, FINMA has generally intensified its financial market supervision in recent years. In particular, tax compliance of banking clients has become an area of focus. Other areas of tightened regulation and supervision are research involving humans and competition law.

#### 19 What are the main data protection and privacy risks for businesses?

Not applicable.

#### 20 What are the main anti-fraud and financial statements duties?

Not applicable.

#### 21 What are the main competition rules companies must comply with?

Not applicable.

#### 22 Outline the corporate governance regime.

Not applicable.

#### 23 Can business entities incur criminal liability? What are the sanctions for businesses, related companies and their directors and officers for wrongdoing and compliance breaches?

Corporate entities can only be subject to criminal liability under Swiss law in very specific circumstances. Generally speaking, the perpetrator (ie, the individual) is primarily subject to criminal sanctions. However, if the author cannot be identified due to a lack in the company's organisation, then the corporate entity can subsidiarily be held liable and be subject to criminal sanctions (article 102(i) of the Swiss Criminal Code (SCC)).

In respect of specific offences, such as money laundering or participation in a criminal organisation, the corporate entity can incur a primary criminal liability irrespective of any individual being identified should the company not have taken all the requested measures to prevent the offence being committed (article 102(2) SCC).

Within the context of regulated sectors, such as banking and financial services, directors and officers may also be subject to administrative sanctions in case of wrongdoings committed by themselves. Depending on the sanctions imposed on the directors or officers, it may result in the same being prevented from acting in the same area of business.

### Business operations

#### 24 What types of business entity are most commonly used by foreign investors and why? What are the main requirements for their establishment and operation?

Not applicable.

#### 25 Describe the M&A market and the merger control regime. How easy is it to complete deals in your jurisdiction?

Not applicable.

#### 26 Outline the corporate insolvency regime. Is bankruptcy protection available for corporates?

Bankruptcy is ordered by a civil judge further to (i) the request of a creditor in possession of an enforceable judgment acknowledging a debt or (ii) a notification made by the directors of a company in the case of over-indebtedness of the same where the directors are under a duty to notify the judge immediately.

Bankruptcy can also be requested by the debtor or a creditor if the former has stopped paying its debts.

Upon request of the board of directors or of a creditor, the judge can postpone the declaration of bankruptcy provided that a satisfactory financial reorganisation can be contemplated.

Alternatively, composition proceedings can also be requested by the debtor, which occur more frequently in practice than the postponement of the adjudication of bankruptcy. If the requirements are met, the judge first grants a provisory moratorium of up to four months. The court can appoint a provisional administrator that will supervise the company and assess its financial situation in view of determining whether a successful financial reorganisation or a composition agreement appears realistic. The judge can submit specific decisions of the company to prior approval of the administrator or order the administrator to take over the management of the company completely. Composition agreements can be entered into either as a debt-restructuring agreement (pursuant to which full payment of the claim is offered by the debtor but subject to new terms and conditions as to the timing of payment) or a dividend agreement (where the debtor offers only partial payment of the debt and

the creditor agree on a waiver for the remaining part of its claim). Such composition agreements are subject to the creditors' approval.

If the chance of success of such a reorganisation or composition agreement appears likely, the judge shall grant the definite moratorium for an additional period of four to six months. Such deadline can be extended to 12 or even 24 months in complex cases. In the definitive moratorium, an administrator must be appointed.

In the case of the success of the reorganisation or if a composition agreement is entered into, the composition proceedings are terminated and the debtor recovers its powers to run its business without any further supervision of the administrator, or the court. Should the reorganisation fail, bankruptcy starts and the company will be wound up.

---

## Employment

### 27 How easy is it to enter into and terminate employment contracts?

Swiss employment law is based on the principle of freedom of contract, with relatively few areas strictly regulated. Private employment contracts can usually be terminated quite easily and such terminations generally do not trigger any severance payment.

Employment contracts can be concluded for a fixed or for an indefinite period of time. As the termination of employment contracts is usually simple, not requiring any specific grounds for termination, and does not lead to monetary consequences, employment contracts are usually entered into for an indefinite period of time, except where there is a concrete reason to conclude a fixed-term employment contract.

A fixed-term employment relationship ends without notice when the agreed period ends. If it is tacitly extended beyond the agreed duration, it is deemed to be an open-ended employment relationship. Any employment relationship contracted for a fixed-term exceeding 10 years may be terminated by either party after 10 years subject to six months' notice for the end of a month.

An employment relationship that was concluded for an unlimited period of time may be terminated by either party at any time subject to the applicable notice period. Notice periods must be the same for both parties. According to the statutory rule, such notice period shall be one month during the first year of service, two months in the second to the ninth years of service, and three months beyond that, always expiring at the end of a calendar month.

These statutory notice periods are not compulsory and may vary based on individual, standard or collective employment contracts. Such notice periods, however, cannot be reduced to less than one month except if set forth in a collective employment contract and only for the first year of service.

The sole limitation to the flexibility surrounding the right to terminate the employment contract (subject to compliance with the notice period) lies in the protection against abusive dismissal.

While the threshold for a dismissal to be deemed wrongful is quite high and therefore rarely achieved, one shall note that even wrongful dismissal does not affect the validity of the termination. Consequently, even where unlawful, a termination remains valid. The employee shall, however, be entitled to claim for compensation corresponding to up to six months' salary.

Apart from the rules regarding wrongful termination, specific protection exists against termination given at an inopportune time by the employer or the employee. Unlike the effect of a wrongful dismissal that does not affect the validity of the termination as such, any termination notice given during such a protection period is void. Such protection applies for a limited period (depending on the duration of the employment relationship) during an employee's incapacity to work due to illness or accident. The same protection is also granted to women during pregnancy as well as during the 16 weeks following childbirth.

When such a situation triggering a protection period occurs after the termination notice was given, termination is not void but the notice period is suspended and resumes upon completion of the protection period.

Finally, irrespective of any protection period, both the employer and employee may terminate the employment relationship with immediate effect at any time for cause. Termination can validly occur for cause provided that specific circumstances render the continuation of the employment relationship inconceivable for the party giving notice. Generally speaking, such circumstances must affect the trust

relationship between the parties in such a way that the continuation of the employment relationship cannot be required.

Further to termination, be it ordinary, wrongful or for cause, the parties can always agree on a settlement to regulate the terms and conditions of the termination.

---

### 28 What are the key rights of local employees?

Employees rights include:

- compensation;
- overtime payment (if nothing contrary is provided in the employment contract);
- annual leave (minimum four weeks per year) and public holidays;
- right to a salary for a limited period of time during sickness;
- pension fund contributions;
- reimbursement of costs;
- data protection;
- personality rights protection;
- right to a reference letter; and
- a limited right to waive mandatory rights during the employment relationship and the month following it.

---

### 29 What are the main restrictions on engaging foreign employees?

All foreigners intending to work in Switzerland must obtain work permits that are required by the employer from the relevant cantonal population office.

Work permits are granted for a limited duration (for a maximum of five years but renewable). Switzerland applies quotas to foreign workers who come from outside the European Union.

There are several types of work permits depending on the employee's and employer's situation (for example, employees posted in Switzerland by a foreign employer (secondment), employment contracts signed with a Swiss employer, employment in Switzerland for a fixed-term duration, etc).

Employing foreigners without the necessary work permit may be subject to a monetary fine.

The employer must also declare any employee working in Switzerland to the relevant social security insurance body. Failure to do so can be subject to monetary fines and criminal proceedings.

---

### 30 What are the other key employment law factors that foreign counsel, investors and businesses should be aware of?

Switzerland is generally considered an employer-friendly jurisdiction.

Swiss employment law does not provide for any minimum salary. Minimum salary can, however, be provided for in collective employment contracts.

One should bear in mind that given the limited protection granted by Swiss employment law to the employee, the latter is usually considered as the weak party to the employment contract. Consequently, any lack of clarity or uncertainty as to the content of the contractual documentation is likely to be interpreted to the detriment of the employer.

---

## Intellectual property

### 31 Describe the intellectual property environment. How effective is enforcement and what are the key current issues?

Not applicable.

---

## Legal reform and policy

### 32 What are the key issues in legal reform, government policy and the economy?

If 100,000 Swiss citizens sign a popular initiative to request an amendment of the Federal Constitution, the request is submitted to a popular vote. The amendment will be implemented if a majority of the people and of the cantons accept the proposal. Moreover, Swiss citizens may call for a referendum on any new legislation enacted by the parliament. For a referendum to be held, it must be demanded by 50,000 Swiss citizens.

Popular initiatives and referendums are important elements of the Swiss direct democratic system and have a significant influence on the government's policies. In recent years an increasing number of popular initiatives and referendums had a massive effect on the economy, such

as a popular initiative against excessive remuneration of executives and a referendum on company taxation.

### 33 Are there any significant legal developments ongoing or pending? What are their effects on the business environment?

The EU is Switzerland's most important partner when it comes to foreign trade. Not being a member of the EU, the relationship between Switzerland and the EU is based on bilateral agreements. For Switzerland, these agreements ensure reciprocal market access in selected areas such as air transport and trade in goods. Moreover, the agreement on free movement of persons allows Swiss and EU citizens under certain conditions to choose their workplace and residence freely within the territories of the contracting parties.

Recently, the relationship between the EU and Switzerland has faced several challenges. First, Switzerland and the EU have entered into negotiations regarding an agreement on institutional issues. According to EU representatives, this agreement should ensure that current and future agreements on market access are automatically adapted to changes of the respective EU laws and subject to unified jurisdiction. However, such rules are heavily criticised in Switzerland for violating Swiss sovereignty. Second, a popular initiative against mass immigration, which aims to limit immigration through quotas, was accepted in 2014. Although the initiative is in conflict with the bilateral agreement on free movement of persons, it has been implemented largely in accordance with the agreement.

#### Resources and references

### 34 Please cite helpful references, for example sources of law, websites of major regulators and government agencies.

Not applicable.

#### Resources and references

### 34 Please cite helpful references, for example sources of law, websites of major regulators and government agencies.

#### Websites of major regulators and government agencies

- The Swiss Financial Market Supervisory Authority (FINMA): [www.finma.ch/en](http://www.finma.ch/en)
- The Swiss Agency for Therapeutic Products (Swissmedic): [www.swissmedic.ch/?lang=en](http://www.swissmedic.ch/?lang=en)

- ElCom: [www.elcom.admin.ch/elcom/en/home.html](http://www.elcom.admin.ch/elcom/en/home.html)
- COMCO: [www.weko.admin.ch/weko/en/home.html](http://www.weko.admin.ch/weko/en/home.html)
- The FDPIC: [www.edoeb.admin.ch/index.html?lang=en](http://www.edoeb.admin.ch/index.html?lang=en)
- The Swiss Federal Tax Administration (SFTA): [www.estv.admin.ch/estv/en/home.html](http://www.estv.admin.ch/estv/en/home.html)

#### Sources of law

- Swiss Civil Code: [www.admin.ch/opc/en/classified-compilation/19070042/index.html](http://www.admin.ch/opc/en/classified-compilation/19070042/index.html)
- Swiss Code of Obligations: [www.admin.ch/opc/en/classified-compilation/19110009/index.html](http://www.admin.ch/opc/en/classified-compilation/19110009/index.html)
- Swiss Private International Law Act: <https://www.admin.ch/opc/fr/classified-compilation/19870312/index.html>
- Lugano Convention on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters of 30 October 2007: [www.admin.ch/opc/fr/classified-compilation/20082721/index.html](http://www.admin.ch/opc/fr/classified-compilation/20082721/index.html)
- The Debt Enforcement and Bankruptcy Act: [www.admin.ch/opc/fr/classified-compilation/18890002/index.html](http://www.admin.ch/opc/fr/classified-compilation/18890002/index.html)
- Swiss Code of Civil Procedure: [www.admin.ch/opc/en/classified-compilation/20061121/index.html](http://www.admin.ch/opc/en/classified-compilation/20061121/index.html)
- Unfair Competition Act: [www.admin.ch/opc/fr/classified-compilation/19860391/index.html](http://www.admin.ch/opc/fr/classified-compilation/19860391/index.html)
- Convention on the Recognition and Enforcement of Foreign Arbitral Awards of 1958 (NYC): [www.admin.ch/opc/fr/classified-compilation/19580084/index.html](http://www.admin.ch/opc/fr/classified-compilation/19580084/index.html)
- Federal Act on Harmonisation of Direct Taxes: [www.admin.ch/opc/fr/classified-compilation/19900333/index.html](http://www.admin.ch/opc/fr/classified-compilation/19900333/index.html)
- Federal Cartel Act: [www.admin.ch/opc/en/classified-compilation/19950278/index.htm](http://www.admin.ch/opc/en/classified-compilation/19950278/index.htm)
- Swiss Criminal Code: [www.admin.ch/opc/en/classified-compilation/19370083/index.html](http://www.admin.ch/opc/en/classified-compilation/19370083/index.html)

## Authors



### Aurélie Conrad Hari

Aurélie Conrad Hari has a broad experience in handling complex multi-jurisdictional civil cases including trust and estate litigation. She advises and represents both private clients and corporate entities in domestic and international litigation and arbitration.

She specialises in banking and financial disputes as well as private clients' assistance and representation in estate matters.

Her practice also encompasses commercial, contract, corporate and shareholders' disputes, insolvency as well as asset recovery together with the recognition and enforcement of foreign judgments and arbitral awards.

Aurélie Conrad Hari regularly publishes and speaks in her fields of specialisation. She serves as President of the Litigation Commission of AIJA (International Association of Young Lawyers) and also leads the Specialized Forum on Dispute Resolution set up by the Geneva Bar Association in 2017.

She is listed as leading lawyer by *Citywealth* as well as one to watch in the *Global Elite Private Client Directory*.

aurelie.conradhari@baerkarrer.ch



### Susanne Schreiber

Susanne Schreiber comprehensively advises corporate clients on domestic and international tax matters.

She advises listed or privately held groups on tax-related questions, in particular regarding restructurings, cross-border and domestic M&A transactions (sell and buy side, pre-deal carve outs, post-merger integration) and financing. She supports institutional investors and private equity companies throughout the investment cycle with tax advice.

Susanne Schreiber lectures at the HSG (University of St Gallen) and is a frequent speaker at national and international tax seminars, such as IFF and ISIS. She regularly publishes on tax topics, mainly in the area of international corporate tax, mergers & acquisitions and restructurings.

She won the category 'Rising star: Tax' at the IFLR Europe Women in Business Law Awards 2016.

susanne.schreiber@baerkarrer.ch



### Markus Schott

Markus Schott has broad experience in all kinds of regulatory and administrative law matters including governmental supervision, public procurement, and administrative sanctions. He advises and represents clients in the life science and food, banking, finance and insurance, transportation and infrastructure sectors. He also drafts expert opinions in these fields.

Markus Schott is also specialised in representing clients in administrative and civil litigation proceedings as well as international administrative and legal assistance proceedings.

He teaches public economic law at the University of Zurich and he publishes regularly in his fields of interest.

Markus Schott is singled out for his in-depth knowledge of the life science sector and is described as 'a very efficient, highly flexible and accessible lawyer' (*Chambers Europe 2015*). *Legal 500 2015* highlights that he is 'recommended for regulatory matters in the healthcare and life sciences sector'.

markus.schott@baerkarrer.ch



### Marie-Christine Balzan

Marie-Christine Balzan's practice focuses on labour law and regularly advises Swiss and foreign enterprises in this field. Besides, she is a litigation lawyer with extensive experience in labour law, commercial and financial litigation, banking, white-collar crime and intellectual property (brand mark and design). She has been involved in numerous complex litigation proceedings.

In transactions she regularly advises on aspects of employment law, eg, on mass dismissals.

Due to her former activity as an auditor she has broad knowledge in accounting.

marie.balzan@baerkarrer.ch

## Firm



Brandschenkestrasse 90  
8027 Zurich  
Switzerland

Tel: +41 58 261 50 00  
Fax: +41 58 261 50 01  
[www.baerkarrer.ch](http://www.baerkarrer.ch)

Bär & Karrer is a renowned Swiss law firm with more than 150 lawyers in Zurich, Geneva, Lugano and Zug.

Our core business is advising our clients on innovative and complex transactions and representing them in litigation, arbitration and regulatory proceedings. Our clients range from multinational corporations to private individuals in Switzerland and around the world.

Most of our work has an international component. We have broad experience handling cross-border proceedings and transactions. Our extensive network consists of correspondent law firms which are all market leaders in their jurisdictions.

Bär & Karrer was repeatedly awarded Switzerland 'Law Firm of the Year' by the most important international legal ranking agencies in recent years:

- 2016, 2015 and 2014 Mergermarket European M&A Awards;
- 2016, 2013 and 2012 Chambers Awards;
- 2016, 2015 and 2014 Legal 500 ('most recommended law firm in Switzerland');
- 2016 Trophées du Droit;
- 2015 and 2014 IFLR Awards;
- 2015, 2014, 2013, 2011, 2010 The Lawyer European Awards;
- 2015 Citywealth Magic Circle Awards ('Law firm of the Year - EMEA'); and
- 2014 Citywealth International Financial Centre Awards.