

Swiss Biotech Association (SBA)

ARTICLES OF ASSOCIATION (STATUTES)

of

Swiss Biotech Association (SBA)

1. Name and registered office of the Association

Article 1

1. An association has been founded pursuant to Article 60 et seq. of the Swiss Civil Code, the Association having been established under the name of "Swiss Biotech Association".
2. The board shall determine the location of the Association's registered office.
3. The Association is not-for-profit.

2. Purpose of the Association

Article 2

The purpose of the Association is:

- Representation of the interests of its members in dealings with government authorities and associations in Switzerland and abroad in the field of biotechnology¹ and related areas;
- Furthering the specialist and professional knowledge of its members;
- Fostering the personal relationships among its members;

¹ OECD defines biotechnology as "the application of science and technology to living organisms, as well as parts, products and models thereof to alter living or non-living materials for the production of knowledge, goods and services."

- Promoting the transfer of technology;
- Cultivating contacts with government authorities, associations and academia in Switzerland and abroad;
- Promoting Switzerland as a prime location for biotechnology;
- Providing conditions that enable and facilitate the research, development, manufacture, distribution and sale of biotech products.

3. Means of achieving the purpose of the Association

Article 3

The Association shall achieve its objectives primarily by:

- Organising meetings and other events;
- Establishing and maintaining contact with national and international government authorities and associations, especially in the biotech sector, and reviewing their projects;
- Maintaining a dialogue with the general public and the media;
- Engaging in publication as applicable.

Article 4

The Association's financial resources shall be comprised of the following in particular:

- The Association's assets and the interest accruing on same;
- Membership fees;
- Voluntary contributions of members;
- Contributions of benefactors;
- Net proceeds from the sale of publications;
- Net proceeds from the provision of services and from marketing partnerships;
- Net proceeds from events.

4. Membership in the Association

4.1. Categories of membership

Article 5

The Association has the following categories of members:

- Ordinary members;
- Extraordinary members;
- Honorary members.

Article 6

1. Extraordinary members shall possess only an advisory vote and shall not be eligible for election to the board. Otherwise they shall have the same rights and duties as ordinary members.
2. Honorary members shall have the same rights as extraordinary members, however they shall be exempt from all financial obligations towards the Association.

4.2. Requirements to be satisfied for membership

Article 7

1. Ordinary members of the Association shall be small and medium-sized enterprises (SMEs) and large companies domiciled in Switzerland (including the subsidiaries of foreign companies) which operate primarily in the biotech sector and commit to promoting the purpose of the Association and supporting it.
2. Ordinary members shall also include service providers and organisations that are engaged primarily in biotechnology, in addition to universities, other institutions of higher learning and technology transfer centres which commit to promoting the purpose of the Association and supporting it.

Article 8

1. Any natural person may become an extraordinary member.
2. The following may also become extraordinary members: amalgamations of companies domiciled in Switzerland which operate in the biotech sector, economic development agencies, public sector entities and foreign companies and associations pursuant to Article 7 clause 1, where this serves the purpose of the Association.
3. Leading figures from the fields of politics, public administration, the business sector and the scientific community who have made outstanding contributions to the interests of the Association may be accepted as honorary members.

4.3. Acquisition of membership

Article 9

1. Acceptance as an ordinary or extraordinary member shall be subject to written request submitted to the board.
2. Acceptance as an honorary member shall be subject to the approval of the general assembly of members upon motion of the board.

4.4. Denial and loss of membership

Article 10

1. Membership in the Association shall terminate upon the expulsion of a member, their withdrawal from the Association or death.
2. The board may reject applications for membership, while citing its reasons for this decision, or expel members from the Association, in particular where they do not settle their membership fees within two months of being advised of their impending expulsion.
3. The expulsion of an honorary member shall be subject to resolution by the general assembly of members upon motion of the board.

4. Those having been denied membership or having been expelled shall have the option of submitting an appeal to the general assembly. Any such appeal must be lodged in writing within thirty days; any lodging of an appeal shall not have any suspensive effect.
5. A member may withdraw from the Association at any time, this to be declared in writing.
6. Where a member withdraws from the Association or their membership terminates, the membership fees shall be payable through to the end of the respective calendar year.

5. Organisation

5.1. Association bodies

Article 11

The bodies of the Association are:

1. the general assembly of members;
2. the board;
3. the management committee; and
4. the auditors.

5.2. General assembly of members

Article 12

The general assembly of members shall be convened by the board and/or the management committee no later than twenty days in advance. Convening shall be done by way of written notification to all members, indicating the time and place and the agenda items.

Article 13

1. Each ordinary member shall have one vote in the general assembly of members.
2. A member may have themselves represented at a general assembly of members only by another member.

Article 14

The general assembly of members is vested with the following powers:

- Election of the president, the other board members and the auditors;
- Approval of the annual report of the board, the annual financial statements and the report of the auditors; declaration of discharge of the board;
- Establishing the amount of the membership fees;
- Adopting the annual budget;
- Acceptance and expulsion of honorary members;
- Amendments to the articles of association;
- Dissolution of the Association or its merger with other associations;
- Supervision of the Association's other bodies;
- Dealing with matters that are assigned to it by way of resolution of the board in an individual case;
- Handling of complaints as provided for in Article 10.

Article 15

1. A general assembly of members shall be convened once a year.
2. Extraordinary assemblies of members shall be convened as resolved by a general assembly of members or the board, also at the request of the auditors or at least one third of the eligible voting members, provided that such request is submitted to the board in writing and includes the purpose of such a meeting.
3. All ordinary members are eligible to vote (one vote per member).
4. Each board member represents the vote of an ordinary member.
5. The CEO has no voting rights.

Article 16

1. Resolutions shall be passed by a majority of the votes cast by all eligible voting members present at the meeting (absolute majority). The majority of those voting shall suffice for points of order (relative majority).
2. Votes shall be carried out by a show of hands unless the members demand a secret ballot.

Article 17

1. The presence of at least one fifth of all eligible voting members shall be required for votes pertaining to amendments of the articles of association.
2. The approval of at least two thirds of all eligible voting members shall be required for votes on the dissolution of the Association or its merger with another association.
3. Where a general assembly of members shall not be quorate for dealing with an issue due to the provisions of Article 17 clause 1 or 2, the matter may be put to a vote at a second general assembly of members, said assembly to take place no later than sixty days of the first assembly; issues involving an amendment of the articles of association shall be subject to a majority of the votes cast by all eligible voting members present and those involving the dissolution of the Association shall be subject to a two-thirds majority of the votes cast by all eligible voting members present.

Article 18

1. Elections shall be carried out by a show of hands unless the members demand a secret ballot. Whoever declares their willingness to accept the office for which they are being put forward shall be eligible for election.
2. A maximum of three ballots may be conducted for an election. During the first and any second ballot, whoever receives the absolute majority of votes cast by the eligible voting members taking part in the meeting shall be elected. During the third ballot, whoever receives the most votes shall be elected; where there is a tied vote in the third ballot the election shall be decided by drawing lots.

3. Where the number of candidates is not larger than the number of offices to be filled, the individuals put forward for election shall be deemed to have been elected, unless a fifth of those present request that an election should be conducted as provided for in Article 18 clause 1 and 2.

Article 19

General assemblies of members shall be presided over by the president and/or the CEO, and where they should be unable to do this, by another board member.

5.3. Board

Article 20

1. The board shall consist of at least five members. The board is a constituent body.
2. Its term of office shall be one year and shall begin on the day after the general assembly of members.
3. All members of the board may be re-elected.
4. All board members shall serve in an honorary capacity.
5. All ordinary members shall be eligible for election to the board.

Article 21

1. The board shall convene at the invitation of the president or the management committee as often as the conduct of business requires. Convening shall be done in writing, at least ten days in advance.
2. At least half of the board members must be present before a resolution may be adopted on agenda items. Resolutions shall be passed by a simple majority. The president shall be entitled to vote, and in the event of a tie shall have the casting vote.
3. The board may also duly adopt resolutions in writing by way of a circular, however each member shall have the right to request that the issue be deliberated in a meeting. Resolutions by way of a circular must be adopted by a majority of all board members. The president shall be entitled to vote, and in the event of a tie shall have the casting vote.

4. Where a tax exemption is involved, the liquidation article shall be applied.

Article 22

All tasks and duties shall be incumbent upon the board that are not reserved to the general assembly of members by operation of these Articles of Association. The duties and powers of the board shall include, but not be limited to:

- Adopting resolutions in all matters of the Association that are not expressly conferred upon another body;
- Representation of the Association externally;
- Convening general assemblies of members and drafting the agenda;
- Assignment of business matters to the management committee;
- Acceptance and expulsion of ordinary and extraordinary members;
- Reducing the membership fees for extraordinary members, and releasing individual members from their financial obligations toward the Association where exceptional circumstances abound;
- Convening of commissions for special tasks.

5.4. The management committee

Article 23

The management committee shall be elected by the board, the latter establishing the committee's tasks, rights and obligations in writing. A contract shall also be drafted that establishes all of the customary terms and conditions for an appointment mandate.

5.5. Auditors

Article 24

1. The auditors have the following duties and tasks:
Review of the annual financial statements (balance sheet, income statement, notes) and drafting a written report for submission to the general assembly of members.
2. The auditors are elected by the general assembly of members for terms of one year. Re-election is permissible.

6. Final and transitional provisions

6.1. Financial resources of the Association

Article 25

The Association's obligations shall be met exclusively out of the Association's assets. Members whose membership terminates prior to any dissolution of the Association shall have no claim to the Association's assets.

Article 26

Where the Association is dissolved or enters into a merger with another association, the general assembly of members shall decide, upon motion of the board, on the appropriation of the Association's assets. Where a tax exemption is involved, the liquidation article shall be applied.

6.2. Transitional provisions

Article 27

All resolutions adopted by previous general assemblies of members which contradict these Articles of Association shall be deemed to be revoked.

Article 28

The provisions pertaining to the requirements to be satisfied for membership shall have no retroactive effect.

6.3. Entry into force

Article 29

1. These Articles of Association shall enter into force immediately upon being adopted by the general assembly of members.
2. These Articles of Association shall supersede the statutes adopted at the founders' meeting on 5 March 1998.

So resolved by the annual general assembly of members on 3 April 2007 in Zurich.
Amended on the occasion of the annual general assembly of members on 12 April 2016 in Basel.

The President



The CEO:





Swiss Biotech Association

Stauffacherstrasse 16

CH-8004 Zurich

Tel. +41(0)44 455 56 78

Fax +41 (0)44 687 16 81

info@swissbiotechassociation.ch

www.swissbiotechassociation.ch