

## Statutes<sup>1</sup>

dated June 18, 2010, last modified May 20, 2022

### Art. 1 Name, legal form, domicile

<sup>1</sup> An association exists pursuant to Art. 60 et seq. of the Swiss Civil Code under the name of scienceindustries. scienceindustries is entered in the Commercial Register.

<sup>2</sup> scienceindustries unites companies in the chemical, pharmaceutical and life sciences industries as well as associated business sectors including supply, research and service companies.

<sup>3</sup> scienceindustries has its domicile in Zurich.

### Art. 2 Objectives

<sup>1</sup> scienceindustries represents the interests of its member companies in relation to economic policy opposite official bodies, trade associations, the general public and international organisations.

<sup>2</sup> scienceindustries promotes the world-wide competitive position of its member companies in that it gives support to an environment oriented towards innovation, and renders services to its member companies.

<sup>3</sup> scienceindustries may become a member of organisations, contribute towards such, or form such in order to achieve its objectives.

### Art. 3 Membership

<sup>1</sup> The following can be accepted as members of scienceindustries:

- a. Companies in the chemical, pharmaceutical and life sciences industries as well as associated business sectors which are entered in Commercial Register of Switzerland or Liechtenstein and have a substantial connection with the Swiss economy;
- b. Companies which perform services for the chemical, pharmaceutical and life sciences industries and are entered in Commercial Register of Switzerland or Liechtenstein and have a substantial connection with the Swiss economy;
- c. Natural persons as individual members, provided that they:
  1. are or were proprietors, partners, members of management or other persons holding a power of signature in companies specified in sub-sections a. or b. hereto;
  2. are academics in scientific fields in which member companies have a major interest;
  3. have a regular working relationship with scienceindustries and their membership is beneficial to this cooperation.

<sup>2</sup> The Board shall decide on acceptance of members at its own discretion on the basis of a written application.

<sup>3</sup> Member companies may include in their membership further companies with which they have a legal connection and which fulfil the conditions pursuant to paragraph 1 hereto.

<sup>4</sup> Member companies shall exercise their rights as members through a delegate who is an authorised signatory.

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<sup>1</sup> The masculine form is used without exception in these Rules and Regulations, in the interests of better comprehensibility of the text. The corresponding texts always apply to female members of the groups of persons stated.

<sup>5</sup> The General Assembly may on a motion of the Board award honorary membership to individual persons for special contributions to scienceindustries.

#### **Art. 4 Resignation, expulsion**

<sup>1</sup> Resignation from scienceindustries may be notified to take effect at the end of the business year. Declarations of resignation shall be delivered in writing to the Office of scienceindustries at least three months prior to the end of the year.

<sup>2</sup> The Board may expel members from scienceindustries at any time, if they:

- a. fail to fulfil their duty to pay contributions despite a warning,
- b. act contrary to the interests of scienceindustries in a grave manner.

<sup>3</sup> The Board may expel members from scienceindustries without statement of reasons. Its decision shall be final.

<sup>4</sup> Resigned or expelled members shall have no claims against the assets of scienceindustries.

#### **Art. 5 Funding and membership subscriptions**

<sup>1</sup> scienceindustries shall finance itself from membership subscriptions, receipts for services, as well as from specified contributions of individual members.

<sup>2</sup> Member companies shall pay an annual membership subscription. This shall comprise a basic subscription, a contribution per employee in Switzerland, and a contribution calculated according to the amount of the payroll subject to OASI in Switzerland.

<sup>3</sup> No member company shall pay more than one third of the total membership subscriptions paid by the member companies and none pays less than CHF 2,500.

<sup>4</sup> Individual members shall pay an annual membership subscription. Honorary members shall be exempt from payment of a subscription.

<sup>5</sup> Individual members joining during the course of a year shall pay the full annual membership subscription; member companies joining during the course of a year shall pay one twelfth of the annual membership subscription for each full month.

<sup>6</sup> The General Assembly shall, on a motion by the Board, resolve the rates for calculation of the annual membership subscriptions pursuant to paragraphs 2, 3 and 4 hereto.

<sup>7</sup> The Office shall collect annually from member companies the necessary data for calculation of membership subscriptions. If a member company does not report this, the branch office will make an assessment.

<sup>8</sup> The Office shall deliver demands for membership subscriptions to the member companies in the first quarter of the accounting year.

#### **Art. 6 Governing and organisational bodies**

The governing and organisational bodies of scienceindustries shall be:

- a. The General Assembly,
- b. The Board,
- c. The Office,
- d. The Auditors.

**Art. 7 General Assembly**

- <sup>1</sup> The General Assembly is the supreme governing body of scienceindustries. Each member shall be entitled to one vote at the General Assembly.
- <sup>2</sup> An ordinary General Assembly meeting shall take place at least once annually. Extra-ordinary General Assembly meetings shall take place if the Board shall so resolve, or this shall be demanded from the Board with a written statement of agenda items, by at least one fifth of all members.
- <sup>3</sup> The General Assembly shall adopt resolutions in respect of motions presented to it by the Board. It shall decide annually in respect of member subscriptions as well as approval of the annual accounts after appraisal of the report of the Auditors, and in respect of formal approval of the actions of the Board and the Office. The members of the Board shall refrain from voting on resolutions concerning the annual report, approval of the annual accounts, and formal approval of the actions of the Board and the Office.
- <sup>4</sup> The General Assembly shall appoint the members of the Board for a term of office of four years, and, including one of them, as the Chairman. Re-appointment shall be possible.
- <sup>5</sup> The Chairman shall be appointed for the same term of office as members of the Board. He may be re-appointed for a subsequent term of office.
- <sup>6</sup> The mandate to act of the members of the Board who are appointed during the term of office, shall expire with the term of office of the remaining Board members.
- <sup>7</sup> The Chairman shall summon the members to the General Assembly in writing at least thirty days in advance and make known to them the items on the agenda. This convening period shall not apply to extra-ordinary General Assembly meetings.
- <sup>8</sup> The Chairman may decide that motions received from members later than thirty days, but at least ten days prior to the General Assembly meeting, shall be tabled at the meeting.
- <sup>9</sup> The General Assembly shall adopt its resolutions and carry out its elections by open ballot and with a simple majority of the votes of the members present, except if provided otherwise by an imperative provision of the law or the statutes (see Art. 12 and 13 of the statutes). The Board can decide in mandatory exceptions, e.g. a pandemic, to pass the resolutions of the General Assembly in written form. In this case too, resolutions shall be passed by a simple majority of the form-compliant and written notices received by the Office.
- <sup>10</sup> The Chairman shall chair the General Assembly meeting. If he is prevented from attending for good cause, he shall be represented by another member of the Board.
- <sup>11</sup> The Chairman shall have a casting vote if votes are tied.
- <sup>12</sup> Secret ballots and appointments may be ordered on a resolution adopted with a simple majority of the votes of the members present.

**Art. 8 Board and Chairman**

- <sup>1</sup> scienceindustries shall be represented by a Board consisting of twelve to twenty persons.
- <sup>2</sup> The Board shall be self-constituting. The members of the Board shall act in an honorary capacity.
- <sup>3</sup> The Board shall conduct the business of scienceindustries. It shall determine the organisation of the Office and appoint its Director as well as the members of management. It shall provide for authority to sign on behalf of scienceindustries.
- <sup>4</sup> The Board shall decide in all matters not reserved for other governing or organisational bodies.
- <sup>5</sup> The Chairman shall summon the members of the Board to meetings in writing at least ten days in advance, and make known to them the items on the agenda.

<sup>6</sup> The Chairman shall chair the Board meetings. If he is prevented from attending for good cause, he shall be represented by another member of the Board.

<sup>7</sup> The Director shall participate in meetings of the Board in an advisory capacity. The Chairman may involve further members of the management.

<sup>8</sup> The Board shall have a quorum if at least one half of its members shall be present. It shall adopt its resolutions on a simple majority of members present. The Chairman shall have the casting vote.

<sup>9</sup> The Board may adopt resolutions in urgent cases by means of circular letter. Resolutions by means of circular letter shall be adopted if approved by two thirds of members of the Board.

<sup>10</sup> The Chairman shall arrange for implementation of the resolutions of the association and shall represent scienceindustries in external matters. He may delegate external representation to other Board members or the Director in specific cases.

### **Art. 9 Office**

<sup>1</sup> The Office shall be responsible for the conduct of the operational business of scienceindustries. It shall deal with tasks assigned to it by the General Assembly or the Board, and take the necessary measures which shall lie within its area of competence and authority.

<sup>2</sup> The Board shall supervise its operations.

### **Art. 10 Auditors**

<sup>1</sup> scienceindustries shall arrange for its accounts to be examined annually by auditors.

<sup>2</sup> The General Assembly shall annually appoint chartered accountants as the Auditors.

### **Art. 11 Fiscal year**

The calendar year shall apply as the fiscal year.

### **Art. 12 Revision of the statutes**

<sup>1</sup> A motion to revise the statutes may only be submitted either by the Board or by at least one fifth of Member companies. In the latter case, the motion shall be delivered in writing to the Chairman at least sixty days prior to the General Assembly meeting.

<sup>2</sup> Members shall be notified of the provisions of the statutes to be revised and the motions, at the latest with the convening notice for the General Assembly meeting.

<sup>3</sup> A majority of two thirds of the General Assembly shall be required for an amendment to the statutes.

### **Art. 13 Dissolution**

<sup>1</sup> Art. 12 hereto shall apply analogously to a resolution of dissolution of scienceindustries.

<sup>2</sup> The members shall be notified in detail in respect of the reasons for the motion of dissolution of scienceindustries, at the latest with the convening notice for the General Assembly meeting.

<sup>3</sup> A majority of two thirds of the General Assembly shall be required for adoption of the resolution for dissolution.

<sup>4</sup> The General Assembly may appoint one or more liquidators who shall act in place of the Board, whose authority to act in this event shall terminate.

<sup>5</sup> The last General Assembly meeting shall determine application of the assets of the association after dissolution of scienceindustries, by a resolution with a simple majority.

<sup>6</sup> The General Assembly shall take into account contributions of members to increases in assets if it shall resolve to distribute the assets among members.

#### **Art. 14 Closing provisions**

<sup>1</sup> These statutes have been adopted by the General Assembly meeting on the June 18, 2010 and put into effect.

<sup>2</sup> These statutes are published in German, French and English. The German text shall be binding in the event of dispute.

<sup>3</sup> They replace the statutes of the Swiss Society of Chemical Industries dated the June 27, 1974, amended on the June 10, 1982, June 6, 1997 and June 24, 2005.

<sup>4</sup> On June 24, 2011, the General Assembly ratified the change of the name of the Association and the corresponding changes to the relevant provisions of the Statues and put it into force.

<sup>5</sup> The General Assembly voted in and brought into effect the change to Art. 5, paras. 2, 3 and 7 as well as new para. 9 (cancelled by the revision of the statutes on May 20, 2022) on June 17, 2016.

<sup>6</sup> The General Assembly voted in and brought into effect the change to Art. 1 para. 2, Art. 3 paras. 1a and 1b, Art. 5 paras. 5 and 9, Art. 7 paras. 9, 10, 11 and 12 and Art. 8 para. 6 on 20 May 2022.

Chairman:

Dr. Matthias Leuenberger

Director:

Dr. Stephan Mumenthaler