

Articles of Association

EnhanceR

I. Name, Domicile and Purpose

Article 1: Name

An association has been formed pursuant to Article 60 ff. of the Swiss Civil Code with the name **EnhanceR**.

Article 2: Domicile

The domicile shall be at the location where the administration of the Association is performed.

Article 3: Purpose

The purpose of the Association is to support research and enhance the tools for research through the connected IT expertise of its members, especially in the scientific field without seeking a profit.

II. Financial Resources

Article 4: Resources

The Association shall obtain its resources primarily from membership fees, which shall be established on an annual basis. The Association shall generate further resources from donations, donations in kind, subsidies, contributions tied to a particular project and other contributions of all kinds.

The amount of the yearly membership fee shall be determined by the General Assembly.

III. Membership

Article 5: Membership

Membership of the Association shall be open to legal persons, corporate bodies and institutions which declare their interest in the purpose of the Association.

Applications for admission shall be addressed in writing to the President. The General Assembly shall take the decision regarding admission.

Article 6: Termination of Membership

Membership shall terminate through withdrawal, exclusion or dissolution of the member.

Article 7: Withdrawal and Exclusion

Members may withdraw from the Association at the end of a calendar month. One month's notice must be given. The letter of withdrawal must be sent to the President. With the submission of the withdrawal the membership fee for the following year cancels.

A member may be excluded from the Association at any time if the Assembly comes to the conclusion the member acts contradictory to the goals and interest of the association. The judgement about the member's activities fully lies in the discretion of the Assembly.

The decision to exclude a member shall be taken by the Assembly by simple majority. The member shall be informed in writing about the decision and its reason.

IV. Association Bodies

Article 8: Association Bodies

The Association shall comprise the following bodies:

- a) General Assembly
- b) Executive Board
- c) Scientific Advisory Council
- d) Auditors

Article 9: General Assembly

The General Assembly shall be the Association's top body.

The General Assembly of the Association shall have the following infeasible duties:

- a) Implementation of all measures conducive to promoting and fulfilling the purpose of the Association
- b) Election and voting out of office of the Executive Board, including the President and the Auditors, who are not required to be representatives of Association members
- c) Establishment and amendment of the Articles of Association
- d) Approval of the annual accounts and the Auditors' report
- e) Passing a resolution on the annual budget
- f) Determination of the yearly membership fee

- g) Dealing with the admission and exclusion appeals of members
- h) Supervision of the other Association bodies
- i) Passing a resolution on the dissolution of the Association
- j) Approval of the scientific and technical programme as per Article 12 of the Articles of Association

Article 10: Convocation, Minutes, Voting Rights, Representation and Quorum

An ordinary General Assembly shall be held no later than six months after the closing of the annual accounts. The Executive Board may additionally convene extraordinary General Assemblies as frequently as the conduct of business requires. An extraordinary General Assembly must be convened if so requested by at least one fifth of the members of the General Assembly.

The invitation to the General Assembly shall be sent out in writing at least two weeks in advance, enclosing the agenda. Votes on resolutions and for elections may be held by circular, including by e-mail, allowing a reasonable period of time for the submission of votes.

Motions to the General Assembly regarding the agenda items shall be submitted to the Executive Board no later than one week prior to the General Assembly.

Minutes shall be kept of the General Assembly.

Each member shall have one vote. If the President, members of the Executive Board and/or the Auditors are not representing a member, they shall not have a vote at the General Assembly. Resolutions shall be passed by simple majority of the votes present. The President, or in their absence, the Chairperson of the Executive Board, shall have the tie-breaking vote. Resolutions passed by circular shall require a simple majority of the votes cast.

Resolutions may only be taken on matters which have been duly notified in advance, except if all members are present at the General Assembly and if all members accept an amendment of the agenda.

Each member shall be entitled to designate a representative. The remaining details of representation shall be governed by the Organisation Regulations.

A two-thirds majority of the members or their representatives present shall be required for the amendment of the Articles of Association.

Article 11: Executive Board of the Association

The Executive Board of the Association shall comprise at least three and no more than seven members. It shall be made up of

- a) the President
- b) the Chairperson of the Executive Board
- c) the Treasurer
- d) a maximum of four additional members

Resolutions shall be passed with the absolute majority of the votes cast. In the event of equality of votes, the President or, in their absence the Chairperson of the Executive Board, shall have the tie-breaking vote.

The Executive Board shall constitute itself. The Executive Board shall specify the organisation of all of the association's corporate bodies and signatory powers in the Organisation Regulations. The Executive Board shall also determine the financial competencies of the association's corporate bodies for yearly or onetime expenses of an amount of CHF 50'000 or below.

The term of office shall be one year. Members may be re-elected. The Executive Board shall deal with the Association's business and shall represent the Association to outside parties. For the rest, it shall take on all duties that are not expressly reserved for the General Assembly.

Permanent or non-permanent working groups may be formed, without a member of the Executive Board being required to sit on them. The organisation of said working groups shall be governed by the Organisation Regulations.

The Executive Board shall conduct its work in accordance with the Articles of Association, the Regulations and the budget, with responsibility towards the General Assembly.

Article 12: Scientific Advisory Council

The Scientific Advisory Council shall advise the Executive Board, the President and the General Assembly on scientific and technical matters. It shall compile the Association's scientific and technical programme. The Scientific Advisory Council shall propose a list of candidates for the Executive Board to the General Assembly. The Chairperson of the Scientific Advisory Council shall be invited to the General Assembly. They shall have the right to be heard but not the right to vote. The organisation of the Scientific Advisory Council shall be governed by the Organisation Regulations.

Article 13: Auditors

The General Assembly shall elect two Auditors of the accounts each year, who shall check the accounting and confirm this to the General Assembly. The auditors shall also check the Annual Report.

V. Dissolution

Article 14: Dissolution

The Association may be dissolved with a qualified three-quarters majority of all its members.

If fewer than three-quarters of all members attend the General Assembly, a second General Assembly shall be held within a period of one month. The Association may then be dissolved by a simple majority at this General Assembly, even if fewer than three-quarters of the members are present.

In the event of dissolution, the Association's assets that remain following the fulfilment of all obligations shall be transferred to a legal entity pursuing a similar purpose, designated by the Executive Board.

Article 15: Association Year

The Association year shall be specified by the Executive Board.

VI. Entry into Force

Article 16: Entry into Force

These Articles of Association were modified at the General Assembly 2019-11-19, approved by electronical means by 2020-01-01 and entered into force on this same date.

The President:

The Minute Writer:



Sigve Haug



Claire Dove

Bern, 2020-01-10