

Articles of

Swiss Hepatitis
(Hepatitis Schweiz, Hépatite Suisse,
Epatite Svizzera)

an association according to the provisions of
Articles 60 et seq. of the Swiss Civil Code

with seat in Berne, Switzerland

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I. NAME, LOCATION, PURPOSE

Art. 1

Name An association named

Swiss Hepatitis (Hepatitis Schweiz, Hépatite Suisse, Epatite Svizzera)

with seat in Berne, Switzerland, exists according to the provisions of Articles 60 et seq. of the Swiss Civil Code (hereinafter "the Association").

Art. 2

Purpose

¹ The Association aims at maintaining a Swiss network of competency in the field of viral hepatitis, focusing on public health aspects of viral hepatitis in Switzerland.

² The Association is not profit-oriented and does not pursue commercial purposes.

II. MEMBERSHIP

Art. 3

Membership

¹ Membership in the Association shall be open to domestic and foreign individuals and legal entities (e.g. associations, patient organisation, universities) with extensive experience in the field of viral hepatitis. Criteria for membership may be established by the Board.

² The Association has the right to charge its members a membership fee.

Art. 4

Acquisition of membership

¹ Membership applications shall be directed to the Board.

² The Board decides on membership applications. It may reject a request for membership without giving any reasons.

Art. 5

Resignation

Each member of the Association may resign by giving written notice to the Board within 30 days before the end of the calendar year.

Art. 6

Exclusion ¹ The Board may exclude a member of the Association with simple majority vote if such member disregards the Articles in a serious manner.

² A member may appeal against a decision of the Board to its exclusion to the next ordinary General Assembly. The appeal is to be sent as a registered letter to the Chairman of the Board within 30 days after being notified of the exclusion.

³ A member who refrains from paying its membership fees despite being reminded twice under threat of exclusion of the association will be removed from the list of members of the Association by the Board without being entitled to appeal against such exclusion.

Art. 7

Claim on Association's funds

All and any claim of the Association's members for the funds of the Association is hereby excluded.

III. ORGANIZATION

Art. 8

Bodies of the Association

The functional bodies of the Association shall be:

- a) The General Assembly;
- b) The Board;
- c) The Auditors.

A. THE GENERAL ASSEMBLY

Art. 9

Composition

The General Assembly consists of the members of the Association.

Duties and responsibilities

Art. 10

The General Assembly has the following non-delegable powers:

- a) Approval of the annual report of the President, the annual financial statement and the budget as well as the discharge of the Board and the Auditors.
- b) Election of the President and the other members of the Board and the Auditors;
- c) Removal of the President and the other members of the Board and the Auditors;
- d) Resolutions regarding appeals pursuant to Art. 6 supra;
- e) Contract conclusions regarding in rem or personal rights on real estate;
- f) Resolutions regarding all items on the General Assembly agenda;
- g) Resolutions regarding the dissolution of the Association;
- h) Amendments to the Articles;
- i) Resolutions regarding items under its authority subject to the Articles or subject to mandatory Swiss Law.

Art. 11

Meetings

¹ The ordinary General Assembly is convened by the Board, usually within the first six months of the calendar year.

² The Board or one fifth of the members of the Association may request the calling of an extraordinary General Assembly which has to take place within two months of the submission of such request.

³ The invitation to the General Assembly is to be made in writing at least 20 days prior to the meeting date and has to state the agenda.

⁴ Every member of the Association has the right to propose items to be put on the agenda for the next General Assembly. Such items are to be taken up on the agenda as long as they were provided by letter, e-mail or telefax to the Board by the end of December.

⁵ Minutes regarding the resolutions and elections of the General Assembly shall be kept and must be signed by the chairman and the keeper of the minutes.

Art. 12

Chairmanship

¹ General Assemblies are presided over by the President, or in the event of his/her being prevented from doing so, by the Vice-President or in the event of his/her being prevented from doing so, by another member of the Board.

² The chairman of General Assembly appoints the vote counters.

Art. 13

Voting rights

¹ Every member has one vote at the General Assembly.

² Representation is excluded.

³ Legal entities exercise their voting rights through an individual that is part of its board or management. Such individual is to be named to the Board at least 10 days prior to the meeting date.

⁴ Members have no vote in respect to resolutions in which they have a substantial interest.

Art. 14

Quorum

Every General Assembly called in according to the Articles constitutes a quorum, irrespective of the number of members present.

Art. 15

Resolutions

¹ Resolutions may only be passed on the items listed in the agenda.

² The General Assembly passes its resolutions with the majority of votes present. However, the following items require the majority of two thirds of the votes present:

- a) changes of the Articles;
- b) the dissolution of the Association.

⁴ The chairman of the General Assembly also votes. In the case of a tie, he has the casting vote, in elections the lot decides.

⁵ Resolutions shall be taken unconcealed. Resolutions by ballot shall only be made upon the request of at least one fifth of the present members of the Association.

B. THE BOARD

Art. 16

Composition, election and term of office

¹ The Board consists of at least four members. Except for the election of the President, it is self-constituting.

² Members shall be eligible on the basis of their expertise in the field of Viral Hepatitis as well as on the feature of their dedication to the purpose of the Association. Ideally, the Federal Office of Public Health (FOPH), the Swiss Association of the Study of the Liver (SASL), the Swiss Society of Infectious Diseases (SSI), the Schweizerische Gesellschaft für Gastroenterologie (SGG), the Swiss Hepatitis C Association (SHCV) and the Positive Council Switzerland all have one representative in the Board.

³ The term of office is four years. Re-election is permissible up to three times. However, a member's term of office ends with his/her resignation, dismissal, loss of capacity to act or death.

Art. 17

Duties and re- responsibilities

¹ The Board decides on all matters which are not assigned to another body. In particular, the Board shall decide on:

- a) the management of the Association with reservations to the powers exclusive to the General Assembly;
- b) the execution of resolutions passed by the General Assembly;
- c) the representation of the Association vis-à-vis third parties (the President and any board member shall have joint signature by two);
- d) the calling of the General Assembly;
- e) the fixing of membership fees and other tariffs;
- f) the planning and implementation of the Association's projects the elaboration of regulations and by-laws, e.g. on the functioning of the Board;

-
- g) the resolutions regarding the initiation and termination of legal proceedings as well as the conclusion of contracts.

Art. 18

Meetings

¹ The Board meetings are called by the President of the Board, as often as required by business. As a rule, a minimum of two meetings are to be held each year.

² Two members of the Board may demand the calling of a Board meeting which then has to take place within the next four weeks of the request.

³ The call to a Board meeting has to be made in writing usually ten days prior to the meeting ahead and has to inform on the agenda items.

⁴ Minutes regarding the resolutions and elections of the Board meetings shall be kept and must be signed by the chairman and the keeper of the minutes. The latter does not have to be a member of the Board.

Art. 19

Chairmanship

Board Meetings are presided over by the President, or in the event of his/her being prevented from doing so, by the Vice-President or in the event of his/her being prevented from doing so, by another member of the Board.

Art. 20

Quorum and resolutions

¹ The Board has the quorum when the majority of its members are present.

² Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda may be discussed, but require a unanimous vote to be resolved.

³ The Board passes its resolutions with the majority of votes present.

⁴ In case of a tie vote, the chairman shall have the casting vote, in elections the lot decides.

⁵ Resolutions may be taken by circular email, provided no member of the Board demands oral deliberation.

⁶ Members shall abstain from voting in respect to resolutions in which they have a substantial interest.

C. THE AUDITORS

Art. 21

Auditors

¹ The external Auditors are proposed by the Board to the General Assembly. They must not be members of the Association.

² They are elected for a term of four years and may be re-elected.

³ As long as the association is not required to conduct nor an ordinary nor a limited audit according to art. 69b of the Swiss Civil Code, the General Assembly is free to make any auditing arrangement and choose any Auditors they deem fit.

⁴ The Auditors submit an annual report to the attention of the General Assembly.

IV. RESSOURCES

Art. 22

Membership fees and other contributions

In order to achieve its purposes, the Association shall:

- a) receive annual membership fees;
- b) solicit and receive donations from sponsors such as private companies non-profit institutions, and public institutions.
- c) receive, manage and invest real and personal property, money and securities.

Art. 23

Guarantee of independency

All and any funding of the Association must not place restrictions on the Association.

Art. 24

Liability

¹ Only the Association's assets shall be liable for the payment of debts of the Association.

² All and any private liability of members for debts of the Association is hereby excluded; Article 55 Section 3 of the Swiss Civil Code remains reserved for people acting on behalf of the Association.

V. MISCELLANEOUS PROVISIONS

Art. 25

Dissolution

¹ The dissolution of the Association can only be decided by an extra-ordinary General Assembly. The passing of such resolution requires a majority of three fourths of all ordinary members of the Association.

² A merger is only possible with an institution domiciled in Switzerland which is exempted from tax because of a charitable or public purpose.

³ In the case of a merger with an institution following a similar or the same purpose, the General Assembly decides on the proceedings by recommendation of the Board.

Art. 26

**Liquidation
in case of
dissolution**

¹ The Board organizes the liquidation and prepares the report and the final account to the attention of the General Assembly.

² The General Assembly decides on the use of the proceeds. The association has to benefit another institution domiciled in Switzerland, which is exempted from tax because of its charitable or public purpose.

Art. 27

**Registration in
the Commercial
Register**

The Board may register the Association in the commercial register of the canton of Berne.

Art. 28

**Entering into
force date**

These Articles have become effective on the day of the General Assembly on 29.6.2017.

Zurich, 29.6.2017

1.7.17 

The President

10.7.17 

The Vice-President