



## **STATUTES**

**of the non-profit organisation:**

**European Association for Life Science (EALS)**

### **1. Name and location**

- The Association named “European Association for Life Science (EALS)” is incorporated in accordance with the article 60 ff. of the Swiss Civil Code.
- It is politically and religiously neutral.

### **2. Purpose**

#### **2.1. The purpose of the organisation**

- Organisation of the annual BASEL LIFE conference and exhibition
- Travel Grants for young investigators / researchers for the BASEL LIFE
- Aid and support programmes in connection with Life Science in the Basel area
- Fundraising/sponsoring acquisitions
- Other relevant activities for the purpose of the Association

#### **2.2. The association’s values**

- The organisation will try to reach the highest possible scientific standards
- The organisation will try to reach the highest possible ethical standards related to its scientific activities, further education and administration
- Independence as a scientific association
- Transparency in all scientific and administrative activities

The Society does not pursue any commercial goals and is a non-profit organisation. All organisation bodies are voluntary members.

### **3. Resources**

The revenue sources are:

- Profits from events
- Partnership contributions
- Service agreements income
- Donations, contributions and other allowances
- Subsidies



The partnership contributions are decided annually in the Association Assembly.

The Association Assembly and the Management Board decide how to dispose of the generated income in order to fulfil the purposes of the organisation as well as financing the administration of the Association.

The expenditure for the Association management, including information activities and promotion are limited to a maximum of 10% of the revenues.

## **4. Membership**

### **4.1 Members**

Only natural persons can become members of the Association.

Members of the Association are

- the Management Board Members and Actuaries by function during their Term of election;
- the Members of the Advisory Board by function and during their Term of election; and
- Honorary Members bestowed by the Association Assembly in recognition of exceptional services to the Association. An initial term of 5 years can be renewed by one additional term by the Association Assembly.

There is no membership fee.

### **4.2 Partners**

Partners are natural or legal persons who support and develop the organisation ideologically and financially.

The Association differentiates between Platinum, Gold, Silver and Bronze Partnerships.

### **4.3 Termination of the membership**

Membership usually ends with the termination of the function as member of the Management Board, the Advisory Board or the term as Honorary Member.

Members may end their membership at any time by notifying in writing the Management Board.

Members can be excluded by the Management Board without justification on request of the Management Board.



## 4.4 Contributions and Liability

The responsibility of the association is limited to the association's assets. The personal liability of the Management Board and all Members is excluded.

The Association agrees to indemnify, defend and save harmless the Management Board Members from and against all liability, loss, cost or expense (including attorney's fees), arising out of or related to the Association's activities, whether caused by or contributed to by the Management Board Members.

## 5. Organisation

The bodies of the Association are:

- The Association Assembly
- The Management Board
- The Advisory Board
- The audit units

The bodies of the Association perform on an honorary basis and are only entitled to compensation for actual expenses and cash expenditures.

### 5.1. The Management Board

The Management Board is composed of

- The President
- The Vice-President
- The Secretary General
- The Treasurer
- The Actuary (Secretary)
- Representatives of the BASEL LIFE Pillars (EMBO, BC<sup>[2]</sup>, Innovation Forums, MipTec, Job Fair) or for special tasks such as communication

The President represents the Association with third parties and the media and directs the strategic and operational affairs of the association. He/she invites to the meetings of the Management Board and the Advisory Board.

He/she is entitled to ask other members to justify their actions anytime and can consult the books and invoices at his own discretion.

In urgent cases he/she can decide and take action if the Management Board cannot be called. But he/she is committed to inform the Management Board immediately or at the next Management Board meeting.



The Vice-President has during the absence of the President the same rights and duties. He/she takes on special assignments to discharge the President.

The Secretary General controls together with the Treasurer the finances and supports the President / Vice-President in operational matters.

The Treasurer is in charge of the accounting. He/she manages the association assets and controls the main cash office. The cash book should be continuously updated. Financial situation, investments and all account related matters must be reported every year to the Association Assembly.

The Actuary takes the minutes of the meetings and of the assemblies. The minutes of the meetings must be distributed to the Board members at least 3 days before the next meeting takes place. In case of absence the actuary must appoint a deputy. He/she takes on all the paper work and must send out all the invitations. Such duties can be delegated to the administrative secretariat with the responsibility remaining with the actuary.

Contracts or any binding documents require the signature of two members of the Management Board.

The Management Board is elected for 3 years and is self-constituting, re-election is possible 1x.

The Management Board meets on request of a Board member or of the auditors. In order to be valid invitations must arrive at least 14 days prior to the meeting and be specified in the agenda.

## **5.2. Duties of the Management Board**

- Association management
- Representation of the Association externally
- Preparation and management of the Association Assembly
- Administration of the assets of the Association
- Implementation of the Association's resolutions

Expenses can only be made according to the approved Association Budget.

The Management Board deals with any other transactions that have been approved by the Association statutes.

The Management Board is a quorum when at least 3 Board members are present. The presence of all members is required for resolutions to be adopted. Provided all members are present, the Board can also discuss matters not included in the agenda, as long as adopted unanimously.



The proceedings of the Management Board shall be recorded in written form.

### 5.3. Advisory Board

The Advisory Board supports the purpose of the association and its values. Members of the Advisory Board are Members of the Association during their Term.

Members of the Advisory Board can be representatives of European or Swiss Life Science institutions, Platinum or Gold Partners, or individuals with an outstanding reputation in the Life Science community.

### 5.4. Association Assemblies

The Regular Association Assembly is held annually back to back with the BASEL LIFE conference. An Extraordinary Association Assembly can be called on demand of the Board or at least 20% of the Members. It must state the reasons for the meeting.

Invitations to the Association Assembly shall be sent in writing to all Members stating the agenda at least 1 month prior to the meeting.

### 5.5. Functions of the Association Assembly

- Approval of the annual account, annual report and report of the auditors, as well as approving the budget for the following year
- Decisions concerning the discharge of the Management Board
- Election of the Management Board Members
- Election of the Advisory Board Members
- Nomination of Honorary Members, as long as there are less Honorary members than Management Board Members
- Appointment of the auditors, decision on amending the statutes and the dissolution of the Association's assets, fixing the annual partnership contributions
- Decisions on acceptance and exclusion of members

The Management Board deals with any other transactions approved by the Association statutes and laws.

The Association Assembly constitutes a quorum, regardless of the number of Members represented.

Each Member shall be entitled to one vote at the Association Assembly. Resolutions are to be adopted on the basis of a simple majority of the votes of the present members. Resolutions concerning amendments to the Statutes and dissolution of the Association require the consent of a majority of two thirds of all the members present.



The proceedings of the Association Assembly shall be recorded in written form.

### **5.6. Auditors**

The Association Assembly shall appoint the Auditors, who check the accounts and carry out an inspection at least once a year.

If requested by a majority of the Association Assembly, the auditors also check the Management Board's management and submit their report to the Association Assembly.

The term of office is fixed for three years. Reappointment is possible.

### **6. Accounting**

The accounts of the Association are managed in accordance with business principles accepted in Switzerland and end on the 31<sup>st</sup> December.

The Association and financial year equal the calendar year.

### **7. Authorised signatory**

Powers to sign are assigned by the Management Board.

### **8. Dissolution and liquidation**

The dissolution of the Association happens after the regulation of the legal definitions. The Management Board is given mandate to organise the liquidation.

After dissolution of the Association, any of the Association's remaining assets should be transferred to a charitable organisation. A distribution to the members is impossible.

### **9. Entry into force of the statutes**

These statutes are effective from January 17<sup>th</sup>, 2019, and replace the statutes of 07.11.2017, 12.06.2017, 10.04.2017, 20.03.2017 and 29.05.2015.

**Basel, 17<sup>th</sup> January 2019**