

# Statutes of the EUPATI Switzerland (EUPATI CH)

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## I General Provisions

### Article 1: Name, Registered Office and Duration

The present statutes are governed by the Swiss Law, Articles 60 et seq. of the Swiss Civil Code.

- 1.1. The full name of the association is **European Patient's Academy on Therapeutic Innovation Switzerland / Schweiz / Suisse / Svizzera** in the following referred to as **EUPATI CH**.
- 1.2. EUPATI CH registered office is located at the domicile of the Secretariat, Switzerland.
- 1.3. EUPATI CH is a Non-Profit organisation.
- 1.4. Working languages of EUPATI CH are the three main Swiss languages, i.e. German, French and Italian, as well as English. The statutes are written in these four languages and are published in the current version of the text on the EUPATI CH website. In case of a dispute the English version of the statutes is binding.

### Article 2: Purpose

The aims of EUPATI CH are to act as the central point for inquiries and cooperation platform for patient empowerment and involvement in medicines R&D processes in Switzerland. In this regard EUPATI CH seeks to cooperate with existing patient organisations without the intention to compete them in any way. Further to this, the following activities shall be undertaken or promoted:

- 2.1. Contributing to patient empowerment for active involvement in medicines research and development (R&D).
- 2.2. Supporting public awareness raising for the EUPATI education material.
- 2.3. Fostering partnerships with medicines R&D stakeholders in Switzerland to promote public involvement in all aspects of medicines R&D.

## II Membership

### Article 3: Categories of membership

- 3.1. EUPATI CH has the following membership categories:
  - a. Ordinary members: individual persons,
  - b. Ordinary members: institution representatives
  - c. Supporters with no voting rights

### Article 4: Application and admission

- 4.1. Applications for membership are directed to the Executive Board, anyone applying for membership (in writing or verbally) automatically agrees with these statutes,
- 4.2. The Executive Board decides on membership application,
- 4.3. The Executive Board is not obliged to give reasons if it rejects an application,
- 4.4. The Executive Board shall maintain and publish its members publicly on the EUPATI CH website.

## **Article 5: Termination of Membership**

- 5.1. Each member of the association may resign at any time by giving written notice to the Executive Board within 30 (thirty) days to the end of each calendar month,
- 5.2. If a Member breaches the statutes or does no longer fulfill the conditions required to be a member, the membership may be terminated by the Executive Board.

## **III Financial Matters**

### **Article 6: Financing**

6.1. **Financial year:** The financial year of EUPATI CH shall be the calendar year.

#### **6.2 Funds**

To meet the association's purpose, the EUPATI CH financing is derived from:

- a. Government grants,
- b. Donations and third party grants,
- c. In kind contributions subject to separate sponsoring agreements,
- d. Membership fees,
- e. EUPATI CH may solicit and accept contributions or other support from organisations or individuals as long as they are in accordance with EUPATI CH statutes and the Code of Conduct governing corporate funding (Annex 1). Any initiative in this direction must be approved by the Executive Board.

#### **6.3. Membership fees**

- 6.3.1. Ordinary members shall pay membership fees each year, in the year of admission on a pro rata basis.
- 6.3.2. Supporters may donate at any time and an unrestricted amount; the minimum contribution is determined by the General Assembly. Code of Conduct articles 4.3 & 4.4 apply.
- 6.3.3. The General Assembly shall determine the annual membership fees at the request of the Executive Board.
- 6.3.4. In justified cases, the Executive Board may concede an exemption from the membership fee or approve its reduction. The members in question have to send a written application to the Executive Board.
- 6.3.5. If an Ordinary Member fails to pay the membership fee, it shall lose its right to vote at the General Assembly.

6.4. The **liability of members** is limited to the membership fee.

### **Article 7: Business rules**

- 7.1. The Executive Board shall issue administrative guidelines, the business rules,
- 7.2. The assets of EUPATI CH may only be used in furtherance of its objectives.

## **Article 8: Remuneration**

- 8.1. No EUPATI CH member shall receive any salary. Exceptions are jobs that are carried out by third parties on behalf of the Executive Board (i.e. offices expenses, Secretariat, organisation of events, etc.), a further exception would be a compensation by an honorary mandate.
- 8.2. Members are not under any obligation to make additional contributions.

## **IV Organisational structure**

### **Article 9: Bodies of EUPATI CH**

The functional bodies of EUPATI CH shall be:

- a. The General Assembly of EUPATI CH,
- b. The Executive Board,
- c. The Auditors,
- d. The Advisory Board.

### **Article 10: The General Assembly**

#### **10.1 Composition, members**

- 10.1.1. The General Assembly is EUPATI CH's supreme governing body. It shall be composed of members with the voting rights (as individual persons or organisation representatives) and, if necessary, invited (by the Executive Board) observers without voting rights,
- 10.1.2. The Executive Board shall prepare the General Assembly,
- 10.1.3. Members may register a delegate by informing the Executive Board at the address of the Secretariat in writing or by designating another delegate by means of written proxy,
- 10.1.4. The President or the Vice-President shall preside over the General Assembly meetings.

#### **10.2 Call for the General Assembly meeting**

- 10.2.1. The announcement to the General Assembly shall be sent at least three months in advance to the ordinary members,
- 10.2.2. The Secretary must give the members written notice of the meeting together with details of its agenda and the minutes of the last Assembly and all other documents necessary for the Assembly no later than 14 days before the date fixed for holding the General Assembly,
- 10.2.3. Proposals for discussion or decisions from ordinary members must be sent to the Executive Board one month prior to the meeting,
- 10.2.4. Additional proposals for discussion have to be announced at the beginning of the General Assembly, and have to be approved by the Assembly. They will be treated under A.O.B. at the end of the General Assembly. On these issues, however, no decision can be taken by the General Assembly.

### **10.3 Extraordinary General Assembly or dissolution of EUPATI CH**

- 10.3.1. An extraordinary General Assembly may be called by the Executive Board and must be called if at least one-fifth of all of the members submit a written request for it together with details of the agenda to the Executive Board,
- 10.3.2. A decision on the dissolution of EUPATI CH requires an Extraordinary General Assembly and majority of 2/3 of members attending irrespective of the number of members present,
- 10.3.3. In the case of the dissolution of EUPATI CH, the extraordinary General Assembly has to decide about the use of existing funds of the association. (As EUPATI CH will be exempt from taxes these may only be passed on to organisations which pursue the same or similar purposes).

### **10.4 Competences**

The following competences are assigned to the General Assembly:

- 10.4.1. Approval of the Agenda of the General Assembly, the past General Assembly's minutes, the annual report and the final reports of ad-hoc working groups,
- 10.4.2. Discharging the Executive Board,
- 10.4.3. Acceptance of the Auditor's report, approving the financial report and discharge of the Governing Bodies,
- 10.4.4. Approving the budget for the following year,
- 10.4.5. Electing the President, the Vice-President, the Treasurer, the Communications officer, the Secretary, the Auditors and the other members of the Executive Board,
- 10.4.6. Appointing the Executive Board,
- 10.4.7. Approving the statutes. Changes of the statutes require a two-thirds majority of the members present at the General Assembly.

### **10.5. Election process for the President, the Vice-President, the Treasurer, the Communications officer, the Secretary and the other members of the Executive Board:**

- 10.5.1. Up to one month prior to the General Assembly the Members shall put forth names of candidates, they must be accompanied by a CV and a statement as to the suitability of the candidate as well as an acceptance of the candidate to be nominated.
- 10.5.2. A list of all candidates and their CVs will be sent to the Members together with the agenda of the General Assembly. The list may also include the Executive Board's proposal,
- 10.5.3. All candidates will be invited to give a short presentation at the General Assembly,
- 10.5.4. The candidates shall be elected by majority vote at the General Assembly.

### **10.6. Decisions**

- 10.6.1. Decisions by the General Assembly may only be taken on issues stated on the agenda.

- 10.6.2. The General Assembly takes its decision by a simple majority of members attending irrespective of the number of members present,
- 10.6.3. Where there is a tie, the President has the casting vote,
- 10.6.4. A majority of the members present may decide to conduct secret ballots and elections. Resolutions are binding on all members.

### **10.7. Refunding of expenses for participants in the General Assembly**

- 10.7.1. EUPATI CH will not refund any travel or other expenses related to participation in the General Assembly,
- 10.7.2. Exceptions, however, can be made by the Executive Board in cases of hardship on written demand by the applicant.

## **Article 11: The Executive Board**

### **11.1. Members**

- 11.1.1. The Executive Board shall be composed of up to 11 members with voting rights. Guests and observers with no voting right may be invited by the Executive Board.
- 11.1.2. A minimum of half of the positions in the Executive Board will be reserved for patient representatives (meaning both, patients and those representing patients). These include the EUPATI Fellows (Expert Patient trainees) and the national EUPATI Ambassadors. At least two positions are reserved for academia and one for industry representatives,
- 11.1.3. The main charges of the Executive Board are the President, the Vice-President, the Treasurer, the Communications officer, the Secretary and the delegate from the Advisory Board,
- 11.1.4. The Executive Board constitutes itself. The members of the board are elected at the kick-off meeting of EUPATI CH based on a list of nominated candidates. Thereafter, the bodies are elected by the General Assembly upon nomination. The term of office of President and Executive Board members is three years. They may be re-elected. The President must be a patient representative (meaning patient and those representing patients).
- 11.1.5. They submit themselves to the principle of collegiality.

### **11.2. Meetings**

- 11.2.1. In general, the Executive Board meets four times each year, as far as it is necessary to move EUPATI CH towards the realisation of its strategic objectives. For each meeting minutes are kept,
- 11.2.2. The President must give the Executive Board members written notice of the Executive Board meeting together with details of its agenda no later than 7 (seven) days before the date fixed for holding the meeting,
- 11.2.3. Any Executive Board member can call an extraordinary Executive Board meeting. It may also be held as a telephone conference.

### **11.3. Tasks and competences**

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

- 11.3.1. The strategic objectives of the association,
- 11.3.2. Compose the written annual report to be presented by the President at the General Assembly of EUPATI CH,
- 11.3.3. The management of the association with reservations to the powers exclusive to the General Assembly,
- 11.3.4. Representing the association vis-à-vis third parties,
- 11.3.5. Appointing committees for specific tasks,
- 11.3.6. Appointing an Advisory Board,
- 11.3.7. The elaboration of regulations on the functioning of additional boards and/or committees for specific tasks, as well as Code of Conduct (Annex 1) concerning the governing of funding from other organisations or sponsors,
- 11.3.8. Decision about the activities of EUPATI CH,
- 11.3.9. The conclusion of contracts, e.g. sponsoring agreements as well as cooperation agreements with other patient organisations,
- 11.3.10. The granting of signatory power to members of the Executive Board and other officers or employees of the association, namely a secretary (if any),
- 11.3.11. Any other matter as passed by the General Assembly,
- 11.3.12. The Executive Board is quorate if at least half of its members are present at a meeting. It takes its decisions by a simple majority of those members present at the meeting. In the event of a tie vote, the President has the casting vote,
- 11.3.13. In urgent cases the Executive Board's decisions may take the form of a resolution in writing. Resolutions in writing must be unanimous in order to be valid,
- 11.3.14. The members of the Executive Board provide their services in an honorary capacity. Exceptions, however, can be made in cases of hardship by the Executive Board on written demand by applicant,
- 11.3.15. All Negotiations of the Executive Board as well as the minutes of the meetings of the Board are confidential. Confidentiality also applies in relation to personal information about all members of EUPATI CH, this applies in particular if a member of the Board because of his mandate has access to such information,
- 11.3.16. The Executive Board decides on the content and form of any information that is passed to the outside. All contact to media is coordinated by the Communication officer.

## **Article 12: Auditors**

- 12.1. The Executive Board shall propose the Auditors to the General Assembly. They are elected for a term of 2 (two) years and may be re-elected,
- 12.2. The Auditors (if any) shall conduct a limited auditing ("ingeschränkte Revision") pursuant to Art. 727c and Art. 729 et seq. of the Swiss Code of Obligations provided no regular auditing ("ordentliche Revision") is mandatory,
- 12.3. The Auditors present their written report to the General Assembly. The Auditors confirm hereby that both, the Swiss law and the statutes of EUPATI CH are respected, as well as the EUPATI CH Code of conduct (Annex 1).

### **Article 13: Administrative office**

- 13.1. The Executive Board appoints for the administration office the secretary (if any). The secretary reports to the President and the Executive Board.
- 13.2. The administration office is responsible in particular for:
  - a. The practical implementation of the association's purpose,
  - b. The support to the President in any administrative issues,
  - c. The preparation of the minutes of meetings,
  - d. The support to the Communications Officer and any other Executive Board member in any administrative issues and correspondences, publications,
  - e. The organisation of events, trainings and meetings.

### **Article 14: Advisory Board**

EUPATI CH will establish an Advisory Board to support strategic planning, local fundraising and national dissemination.

- 14.1. The Advisory Board can comprise of any number of patient, academic or industry representatives, and / or other relevant local partners from government or regulatory bodies,
- 14.2. The exact composition, appointing, function and term in office should be determined by the EUPATI CH Executive Board by a consensus vote,
- 14.3. The President of the Executive Board would also join the Advisory Board meetings. Members would meet at least once per year,
- 14.4. The Advisory Board may be called in disputes within EUPATI CH or within the Executive Board,
- 14.5. The Advisory Board role, duties, composition and members are listed in a separate document (Annex 2).

## **V Miscellaneous provisions**

### **Article 15: Liability**

Recourse in respect of the EUPATI CH liabilities may only be had against the association's funds.

### **Article 16: Transparency**

- 16.1. EUPATI CH strives to preserve full transparency on all its activities. This concerns in particular all important documents, as statutes, annual reports of the President, annual account of EUPATI CH, and minutes of the General Assembly, Ethics Charter of EUPATI CH, and Code of conduct concerning cooperation with other organisations or sponsors and contracts in this regard and also sponsoring agreements.
- 16.2. The members of the Executive Board and the secretary (if any) shall regularly disclose potential conflict of interest.

### **Article 17: Code of conducts and Ethics Charter**

- 17.1. The Executive Board elaborates Codes of conducts ruling all cooperation with other patient organisations or other bodies,
- 17.2. All EUPATI CH members submit themselves to the EUPATI CH Ethics Charter, elaborated by the Executive Board and approved by the General Assembly,
- 17.3. The Executive Board elaborates a Code of conduct ruling all cooperation with external sponsors in order to keep EUPATI CH independent and to be fully transparent concerning funding sources and the use of such funding. This document has to be approved by the General Assembly.

### **Article 18: Statutes and amendments to the statutes**

- 18.1 These statutes were adopted by the constitution meeting of EUPATI CH on 4 October 2016, unanimously revised on 30 January 2017, 26 October 2017 and 23 April 2020.

Fribourg, 23.04.2020



The President:  
Hansruedi Völkle

Bern, 23.04.2020



The Secretary:  
Caecilia Schmid