

Articles of Association

Go Circular in Life Science

Article 1

Name and Registered Office

- 1) Under the name of the “**Go Circular in Life Science**” exists a non-profit making association (Verein) in the sense of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.
- 2) The Association is domiciled in Basel Stadt (BS).
- 3) The official language of the Association is English.

Article 2

Purpose

- 1) The purpose of the Association, a non-profit organization, is
 - a. to create engagement of key players in a collaboration platform to practically implement circular economy and share best practices for Life Science.
- 2) The Association does not pursue commercial purposes and does not seek profit. The organs are active on a voluntary basis.

Article 3

Means

- 1) The Association may undertake any lawful activity appropriate to the achievement of its purpose. In particular, the Association may undertake the following:
 - a. to join other associations and networks following like-minded and compatible purpose.
 - b. to organize events and co-develop a community of stakeholders.
 - c. to initiate or participate to projects and initiatives contributing to achieving the purpose of the Association.
 - d. to create and resource working groups to co-develop and share experiences from case studies.

Article 4

Members

- 1) Members of the Association shall consist of individuals or institutions who have an interest in the purpose and the activities of the Association and wish to support them.

Article 5

Membership Fees

- 1) The General Assembly decides on the principle of Membership fees and their amount.

Article 6

Beginning and End of Membership

- 1) The founding Members as per the Association's deed of incorporation are the initial Members of the Association.
- 2) Otherwise, Membership commences upon appointment by the General Assembly.
- 3) Membership ceases on the date on which a Member resigns, or is removed, from his or her functions.
- 4) Members may resign from the Association at any time by notifying the secretariat in writing. Resigning Members have no rights against the assets of the Association.

Article 6

Resources

The Association derives its resources from: (a) fees and contributions provided by the Members; (b) donations, grants, and other payments; (c) its assets, as well as any other resources authorized by the law.

All resources of the Association shall be used exclusively for its not-for-profit purposes.

Article 7

Liability

The Association's financial obligations can be satisfied only from its assets. The Members of the Association shall not be personally liable for the obligations or debts of the Association.

Article 8

Corporate Bodies

The corporate bodies of the Association are:

- A) the General Assembly;
- B) the Executive Committee;

The General Assembly

Article 9

Constitution

The General Assembly consists of the Executive Committee Members of the Association.

Article 10

Powers

The General Assembly shall have the following powers:

- a) to adopt and amend the present Articles of Association;
- b) to appoint new Members and exclude Members;
- c) to create and dissolve advisory technical committees, working groups and other bodies;

- d) to elect and dismiss the Executive Committee Members;
- f) to approve the accounts of the Association;
- h) to pass resolutions on matters which are by law or by the Articles of Association reserved to the General Assembly or validly submitted to it Members or by the Executive Committee.
- i) to decide on the dissolution or merger of the Association; and
- j) to manage all matters that are not the responsibility of other bodies.

Article 11

Meetings of the General Assembly

- 1) The General Assembly will take place upon invitation by the Chair of the Executive Committee, or by the request of at least 20 % of the Executive Committee Members. The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least twenty days in advance. Members may attend meetings in person or by conference call. A quorum for meetings of the General Assembly shall be established by the participation in the meeting regardless of the number of Members present.
- 2) No later than twenty days prior to the day of the ordinary General Assembly, the Executive Committee's annual report shall be made available to the Executive Committee Members for inspection at the registered office of the Association. Each Executive Committee Member may request a copy of such documents to be sent to him or her without delay. Reference thereto is to be made in the notice calling the General Assembly.
- 3) If no objection is raised, the Executive Committee Members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the absolute majority of all Executive Committee Members is present in person or by telephone conference call, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting.
- 4) The General Assembly will be chaired by the Chair of the Executive Committee or, in the case of his inability, another Executive Committee Member attending the General Assembly.

Article 12

Voting Rights

- 1) Voting rights. Each Executive Committee Member shall have an equal voting right at the General Assembly.
- 2) Power of attorney. Executive Committee Members may vote in person or by proxy.
- 3) Process. Voting takes place by a show of hands. Upon request of at least [one-fifth] of the Executive Committee Members, voting may take place by secret ballot.
- 4) Majority of votes. All decisions shall require a simple majority of all votes expressed (including votes by proxy).
- 5) Decisions by circular letter. Proposals to which all Executive Committee Members have adhered in writing are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.
- 6) Conflict of interest. In accordance with article 68 CC, an Executive Committee Member may not vote for decisions relating to a matter or a legal proceeding regarding the Association where he or she, his or her spouse, parents or relatives in direct line are a party to the matter.
- 7) Minutes. The meetings of the General Assembly and its decisions are recorded in the minutes.

Article 13

Resolutions

- 1) Unless provided otherwise by mandatory provisions of the law or by the Articles of Association, resolutions shall be passed and elections shall be made by the absolute majority of all votes represented at the General Assembly.
- 2) The chairperson of the meeting will have the casting vote.

Executive Committee

Article 14

Election Term

- 1) The Executive Committee shall be composed of at least [three] and at most [fifteen] members.
- 2) The Executive Committee designates amongst its members, a Chair, a Deputy Chair as well as any other function as it may deem necessary.
- 3) At least one member of the Executive Committee with signatory powers must be a Swiss citizen or a citizen of a member State of the EU or EFTA and have his/her domicile in Switzerland.
- 4) Each Member of the Executive Committee shall serve for a two-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.
- 5) Members of the Executive Committee may be re-elected.
- 6) The Members of the Executive Committee act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.
- 7) Meetings. The Executive Committee shall meet as often as required, but at least [once] per year.

Article 15

Powers

The Executive Committee shall perform, inter alia, the following functions:

- a) Develop an annual program and budget for the consideration of the General Assembly.
- b) Prepare nominations for Membership for decision by the General Assembly.
- c) Day to Day management decisions, not directly handled by the secretariat.
- d) Establishment and amendment of the Association's organizational rules.
- e) Establishment of councils, working groups and sub-committees.

Article 17

Administrative Procedures

- 1) The Executive Committee shall make an annual report on its activities and those of the Association.
- 2) The Members of the Executive Committee may adopt procedures to implement internal administrative functions of the Association.

Article 18

Financial Year

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2024.

Article 19

Dissolution and Liquidation

1) The Association will be dissolved

a) when it has fulfilled its purposes;

b) by vote of the Members;

c) in the circumstances provided for by the law.

2) In case of dissolution of the Association, the Executive Committee must proceed to its liquidation. The Executive Committee shall distribute the assets of the Association, after payment of all debts of the Association, to the Executive Committee Members.

Article 20

Entry into Force

The founding Members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force today.

Article 21

Authorized Signatories

The association shall be bound by the single signatures of an executive committee member.

Basel, 30 January 2025

On behalf of the founding Members:

Place, date Basel, 30 January 2025



Olena Bolger



Emmanuel Oertlé