



# SwAPP

Swiss Association of Pharmaceutical Professionals

## Articles of Association

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## **Art. 1 Legal form, registered office**

1. The Swiss Association of Pharmaceutical Professionals (SwAPP) is a non-for-profit organisation pursuant to Article 60 ff. of the Swiss Code of Civil Law.
2. It is based at: 3000 Bern, Switzerland.

## **Art. 2 Purpose**

1. SwAPP is a professional organisation which represents the common interests of persons working in pharmaceutical medicine or related professions.
2. SwAPP particularly aims to:
  - a. protect the professional interests of its members and support them in pursuing their occupation,
  - b. promote access to and dissemination of knowledge and experience in the field of pharmaceutical medicine,
  - c. promote the SwAPP diplomas and achieve their national and international recognition
  - d. promote the sciences belonging to pharmaceutical medicine for the well-being and benefit of patients,
  - e. promote and intensify the networking and exchange between persons working in science, practice or industry in the field of pharmaceutical medicine,
  - f. promote and intensify the professional relationships of SwAPP and its members to other professional organisations representing medical science and pharmaceutical medicine.
3. To achieve its purpose, SwAPP offers educational and networking events and tools such as the SwAPP diplomas, scientific meetings, online tools and other activities.

## **Art. 3 Membership**

1. The following membership categories exist:
  - a. Regular members
  - b. Extraordinary members
  - c. Honorary members

2. Persons belonging to the medical, pharmaceutical, or life science professions who work, or have worked, in the field of pharmaceutical medicine (expressly including related activities in biotech and medical device areas) may apply to the SwAPP Board of Directors for regular membership.
3. Persons who subscribe to the Purpose of SwAPP and for whom regular membership (as defined above) is not open, may apply to the SwAPP Board of Directors for an extraordinary membership. Extraordinary members may participate in SwAPP-organized activities, excluding the Bodies of SwAPP described in Article 6.
4. The Board of Directors shall decide at its own discretion on the admission of regular and extraordinary members on the basis of a written application and curriculum vitae.
5. Persons, who have rendered outstanding services to SwAPP or to pharmaceutical medicine in the context of the Purpose of SwAPP, may be offered honorary membership by the General Assembly.

#### **Art. 4 Membership fees**

1. Regular and extraordinary members shall pay an annual membership fee.
2. The membership fees are stipulated each year by the general assembly, but shall not exceed CHF 500 for regular and extraordinary members.
3. The Board of Directors may exempt members from their membership fees based on a written request and explanation from the member.
4. Honorary members are exempt from the membership fee.

#### **Art. 5 Resignation, exclusion**

1. Resignation from SwAPP may be declared to the President at any time in writing.
2. The Board of Directors may exclude members from SwAPP at any time if they:
  - a. no longer meet their obligation to pay their membership fee
  - b. seriously contravene the interests of SwAPP.
3. The Board of Directors shall be entitled to exclude members from SwAPP without being obliged to give reasons. Its decision is final.
4. Persons who have resigned or have been excluded shall have no claims to the assets of SwAPP.

## **Art. 6 Bodies**

The bodies of SwAPP are the following:

- a. the General Assembly,
- b. the Board of Directors,
- c. the Commission for Professional Development (CPD), including the Examination Committee,
- d. the Statutory Auditors.

## **Art. 7 General Assembly**

1. The General Assembly is the supreme body of SwAPP. Each regular and each honorary member has a vote at the General Assembly Meeting.
2. An Ordinary General Assembly Meeting is held at least once a year, normally in the first half of the year. An Extraordinary General Assembly Meeting is held if the Board of Directors calls for one or at least a fifth of all members demands one by sending a written statement of the agenda to the Board of Directors.
3. The General Assembly shall decide on the motions submitted to it by the Board of Directors. It shall decide annually on the membership fees as well as, after acknowledging the Statutory Auditors' Report, the approval of the annual financial statements and discharge of the Board of Directors. When making a decision on the annual report, approval of the annual financial statements and discharge of the Board of Directors, the members of the Board of Directors shall abstain from voting.
4. The General Assembly shall elect the Board of Directors and, from its midst, the President as well as the Statutory Auditors.
5. The Board of Directors shall summon members to the General Assembly Meeting in writing at least fourteen days beforehand and disclose the agenda to them. Motions by members to add to or modify the agenda list may only be entered into at the General Assembly Meeting if they have been received by the President in writing at least seven days beforehand.
6. The President may decide to accept motions from members to be presented to the General Assembly even if these are received less than 7 days prior to the General Assembly Meeting.
7. The General Assembly shall decide, without regard to the number of persons present, in an open vote and by simple majority of the members present (or represented by a proxy), in a manner which is binding for all members, subject to Articles 14 and 15.
8. Voting by proxy allows members to have their vote cast by an attending member. At the General Assembly, the attending member must provide the original proxy form duly

completed and signed by the non-attending member. Only one proxy vote per attending member is allowed.

9. For elections the absolute majority of the votes cast is necessary in the first ballot; for the second ballot a simple majority suffices.
10. In the event of a tie, the vote of the President counts twice.
11. Secret ballots and elections may be ordered by a majority resolution of the members present.

## **Art. 8 Board of Directors, President**

1. SwAPP is represented by a Board of Directors elected from the group of regular members comprising three to nine members.
2. The Board of Directors is elected for a tenure of two years; re-election is possible.  
The tenure of the President conforms to that of his Board of Directors' mandate.  
The mandates of Board members elected during tenure expire with the tenure of the other Board members.
3. The Board of Directors shall constitute itself.
4. The Board of Directors shall deal with the matters of SwAPP. It shall decide on all matters which are not subject to other bodies.
5. The Board of Directors may delegate some of its tasks to (an) executive person(s). It defines their tasks, responsibilities and competencies.
6. The Board of Directors shall decide on the conferment and content of the SwAPP Diplomas.
7. The President shall summon Board members to meetings in time. The detailed procedure shall be defined in a separate document.
8. The Board of Directors constitutes a quorum if at least half its members are present. It shall adopt its resolutions by simple majority of those present. The President has the casting vote.
9. In urgent cases the Board of Directors may decide by written vote. Resolutions by written vote are valid if all Board members have participated to them in a verifiable manner.  
The detailed procedure shall be defined in a separate document.

## **Art. 9 Commission for Professional Development**

1. The Board of Directors shall elect the Commission for Professional Development (CPD).
2. The CPD consists of three to five members, of which at least one belongs to the Board of Directors and to the Examination Committee (Art. 10). In justified cases the Board of

Directors may elect experts in the field of pharmaceutical medicine to the CPD who are not members of SwAPP.

3. The CPD shall constitute itself and will elect the CPD chairperson.
4. On the recommendation of the CPD, the Board of Directors shall determine the tasks and powers of the CPD;

In particular, the Board of Directors shall approve:

- a. the requirements for obtaining the SwAPP Diplomas and the yearly certification of continuous professional training
  - b. the recognition of other diplomas as equivalent to the SwAPP Diplomas,
5. and the Board of Directors shall approve the requirements for accreditation of:
    - a. providers of training programs,
    - b. the workshops, seminars, conferences for pharmaceutical professionals.
  6. The detailed requirements shall be defined in a separate document.

### **Art. 10 Examination Committee**

1. On recommendation of the CPD the Board of Directors shall elect an ad hoc Examination Committee for the SwAPP diplomas.
2. The Examination Committee consists of three to five members, of which at least one belongs to the Board of Directors and the Commission for Professional Development (Art. 9)
3. The Examination Committee shall constitute itself.
4. The Board of Directors shall determine the tasks and powers of the Examination Committee in conjunction with the SwAPP Diplomas.
5. The detailed requirements shall be defined in a separate document.

### **Art. 11 Statutory Auditors**

1. The General Assembly shall elect the Statutory Auditors from the group of members for a tenure of two years. Re-election is possible. Art. 8, para. 2 applies analogously in this case.
2. The Statutory Auditors consist of two auditors.
3. The Statutory Auditors may not simultaneously belong to a body of SwAPP other than the General Assembly.

### **Art. 12 Task Forces**

1. The Board of Directors may appoint Task Forces for special assignments and activities.

2. The number of participants in a Task Force may vary. The participants should be SwAPP members.
3. The Task Force constitutes itself and elects its chair.
4. The Task Forces report about their activities to the Board of Directors.
5. The procedure for the task forces shall be defined in a separate document.

### **Art. 13 Financial year**

1. The financial year corresponds to the calendar year.

### **Art. 14 Review of the Articles of Association**

1. A motion for the review of the Articles of Association must be filed either by the Board of Directors or by at least a fifth of the members in order to be put to the vote; in the latter case it must be submitted to the President in writing at least thirty days prior to the General Assembly.
2. The members must receive notice of the provisions of the Articles of Association to be revised and the motions at the latest with the invitation to the General Assembly.
3. At least a two-third majority of the members present at the General Assembly is required for revision of the Articles of Association.

### **Art. 15 Dissolution**

1. Article 14, para. 1 and 2 apply analogously to the motion for dissolution and winding up the SwAPP and the decision thereon.
2. The General Assembly may employ one or several liquidators to act instead of the Board of Directors, whose mandate will expire in this case.
3. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the SwAPP (Art. 2);
4. In the event of liquidation, profit and capital will be turned over tax-free to another legal entity domiciled in Switzerland and used for charitable or public benefit purposes.

A merger can only take place with another legal entity domiciled in Switzerland exempt from tax due to its charitable or public benefit nature.

*(The English translation refers to the original version in German or French of the form “application for tax exemption” of the tax administration of the canton Bern; see below<sup>1</sup>)*

5. The General Assembly shall decide on the appropriation of the Organisation’s assets.

## **Art. 16 Final provisions**

1. These Articles of Association were decided and put into effect by the General Assembly of SwAPP on 29 May 2018.
2. They replace the existing Articles of Association of 8 September 2015.

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<sup>1</sup> see Art. 15. Para 3

### **Original German version**

– «Im Falle einer Auflösung werden Gewinn und Kapital einer anderen wegen Gemeinnützigkeit oder öffentlichen Zwecks steuerbefreiten juristischen Person mit Sitz in der Schweiz zugewendet.»

– «Eine Fusion kann nur mit einer anderen wegen Gemeinnützigkeit oder öffentlichen Zwecks von der Steuerpflicht befreiten juristischen Person mit Sitz in der Schweiz erfolgen.»

### **Original French version**

- «En cas de dissolution, le bénéfice et le capital seront reversés à une autre personne morale dont le siège est en Suisse et elle-même exonérée d’impôt pour utilité publique ou buts de service public.»

- «Une fusion n’est possible qu’avec une autre personne morale dont le siège est en Suisse et elle-même exonérée d’impôt pour utilité publique ou buts de service public.»

### **Swiss Association of Pharmaceutical Professionals – SwAPP**

The President:

The Vice-President:

Signature *on file*

Signature *on file*

Dr. Mirjam Eglin

Annette Magnin

In the interests of improving legibility of the text, the masculine designation of persons is used without exception in the SwAPP Articles of Incorporation. The corresponding texts also always refer to feminine members of the specified categories of persons.