

Statutes of the association

ROUND TABLE ANTIBIOTICS (RTA)

*The Articles of Association are written in German, French, Italian and English.
Only the German version is binding.*

NAME AND LOCATION

Article 1

RTA is a non-profit association, which is regulated by the present statutes and secondly by Articles 60 ff. of the Swiss Civil Code. The RTA is politically neutral and non-denominational.

Article 2

The location of the association is anticipated to be at its secretariat at sitem-insel ltd. in Bern. Until the secretariat is operative, the location of RTA is at the location of the current president.

The association shall be of unlimited duration.

ASSOCIATION'S PURPOSE

Article 3

The aim of the association is to promote Switzerland's contribution to innovation, research, and development of measures against antimicrobial resistance, particularly by promoting the market introduction of new active substances, which should be available to all countries worldwide.

RESOURCES

Article 4

The resources of the association consist of:

- donations and legacies;
- sponsoring;
- public subsidies;
- all other resources permitted by law.

The funds *are unconditional and* shall be used to achieve independently the purpose of the Association, regardless of their origin. Specifically, it shall not be used, in any portion, in order to obtain, directly or indirectly, advantages or benefits for a specific donor, sponsor or provider of resources.

MEMBERS

Article 5

Any natural or legal person may become a member if it has clearly demonstrated its commitment to the objectives of the Association through its obligations or actions.

Requests for admission with information on obligations, interests or measures to support the objectives of the Association must be addressed to the EC. The EC decides on the admission.

The EC may directly invite a natural or legal person to become a member.

The EC informs the General Assembly of the admission of new members.

The Association consists of:

- founding members;
- ordinary members (natural persons);
- associated members (legal persons).

The founding and ordinary members have the right to vote; associated members are invited to attend the General Assembly through a representative but have no right to vote.

Membership ends:

- with death;
- by written/electronic declaration of withdrawal to the EC;
- by exclusion. An exclusion procedure can be initiated and decided by the EC for important reasons. There is the right to appeal to the General Assembly. The appeal must be filed within 30 days of notification of the EC's decision to the member concerned.

The assets of the association may only be used for obligations/commitments entered into in its name. The members have no personal liability.

ORGANS OF THE ASSOCIATION

Article 6

The Association shall comprise the following organs:

- General Assembly;
- Executive Committee (EC);
- Accounting auditor.

GENERAL ASSEMBLY

Article 7

The General Assembly is the supreme authority of the Association. It consists of all its members.

It shall hold an ordinary meeting once a year. The General Assembly may also hold an extraordinary meeting if required at the request of the EC or at least one fifth of its members.

The General Assembly is valid regardless of the number of members present.

The EC shall inform the members in writing (or by e-mail) at least 14 working days in advance of the date of the General Assembly. The proposed agenda shall be sent to each member at least 10 days before the date of the meeting.

Article 8

The General Assembly:

- is informed by the EC about the admission and exclusion of members;
- makes the final decision about the exclusion of members who have appealed to the General Assembly;
- appoints the members of the EC and elects President, Vice-President, Secretary and the Treasurer;
- defines the general strategy of the RTA;
- empowers the EC to set up Working Groups to deal with specific issues related to the RTA strategy;
- approves the content of the reports and financial statements and votes on their adoption;
- approves the annual budget;
- appoints an auditor for the Association's accounts (account auditor) who may be a member of the General Assembly (unless requested differently by the Swiss Civil Code);
- decides on amendments to the Statutes;
- decides on the dissolution of the Association.

The working language of the General Assembly shall be English. Members may also use one of the official Swiss languages.

Article 9

The General Assembly is chaired by the President of the Association. In the event of the President's absence, the General Assembly shall be chaired by another member of the EC.

Article 10

Resolutions of the General Assembly are passed by a majority (>50%) of the members present having vote-right. In case of deadlock, the chair shall have the casting vote.

Resolutions on the amendment of the statutes and the dissolution of the association require a two-thirds majority of the members present having vote-right.

Article 11

The votes are cast by show of hands. Voting may also take place by secret ballot if at least five members so wish. In urgent cases, votes may also be taken by e-mail: in this event, a majority (>50%) of all registered members having vote-right shall be required.

Article 12

The agenda of the ordinary annual meeting of the General Assembly shall include the following:

- approval of the minutes of the last General Assembly;
- approval of the EC's annual activity report, including the WGs;
- approval of the report of the Treasurer (annual accounts) and of the Account-auditor;
- approval of the annual budget;

- discharge of the Executive Committee (EC);
- election of committee members and Account auditor;
- other.

EXECUTIVE COMMITTEE (EC)

Article 13

The EC is authorized to take all actions that promote the purpose of the association. It has all the powers to manage the day-to-day business of the Association.

Article 14

The EC consists of maximum ten members who are elected by the General Assembly. The term of office of each member shall be three years and may be renewed twice. The EC meets as often as the Association's business requires.

Article 15

The EC members work on an honorary basis. Only actual expenses and travel expenses can be reimbursed if resources are available. For activities that go beyond the usual function, each EC member is entitled to appropriate remuneration.

Article 16

The functions of the EC are:

- to take appropriate measures to achieve the objectives of the Association, including the establishment of Working Groups (WGs);
- the convening of the ordinary and extraordinary meetings of the General Assembly;
- to take decisions on the admission of new members as well as on the resignation and possible expulsion of members;
- ensure the application of the statutes, draft rules of procedure and administration of the Association's assets.

Article 17

The votes are cast by show of hands. In urgent cases, votes may also be taken by e-mail: in this event, a majority (>50%) of all EC members shall be required.

In case of deadlock, the chair shall have the casting vote.

WORKING GROUPS

Article 18

As proposed by the General Assembly or autonomously, the EC may establish AGs to deal with specific issues related to the RTA strategy.

Article 19

WGs are made up of members of the RTA. When needed, external persons with similar goals and appropriate competence can be part of WGs.

The number of participants of a WG is determined by the EC, which also determines its chairman.

The WGs report to the EC.

ACCOUNT AUDITOR

Article 20

The General Assembly appoints an account auditor each year. It may also delegate this task to a trust company.

The account auditor shall examine the operating and annual accounts prepared by the EC and submit a written and detailed report to the ordinary General Assembly.

SIGNATURE AND REPRESENTATION

Article 21

The Association is legally represented by the joint signatures of the President and a member of the EC.

MISCELLANEOUS PROVISIONS

Article 22

The financial year begins on 1 January and ends on 31 December of each year.

Article 23

In the event of the dissolution of the Association, the available assets will be transferred to a non-profit organisation which pursues similar objectives to the association.

These Articles of Association were approved by the General Assembly of the RTA in Bern on February 26, 2020; a modification (Article 4) was approved by the General Assembly via Zoom on June 18, 2021.

For the Association:

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President

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Secretary