

## Articles of Association BioValley Basel

### I. Name / Registered office

1. Under the name "BioValley Basel", a denominationally and politically neutral association within the meaning of Art. 60 et seq. Swiss Civil Code has been in existence since 23.9.1998 with its registered office in Basel.

### II. Purpose

2. With its activities on current, relevant and attractive topics from all areas of the life sciences<sup>1</sup> as well as related topics (e.g. financing, innovation, education, knowledge transfer, etc.), BioValley Basel promotes the networking of stakeholders in this field (cluster formation). The aim is to promote the potential of research and development in the life sciences in the Basel region, to support innovations and thus to strengthen the Basel region as a business location.
3. The activities of the Association raise awareness of the importance of the life sciences industry for the region, covering both concerns and attractiveness. Target audience includes its members as well as the general public, news media, politicians (both national and local), young students and professionals from primary, secondary and higher education institutions. The aim is to increase acceptance among the general population, improve the general conditions for the industry and increase the number of qualified young people from the region. The above-mentioned activities make the region more attractive to visitors from outside the Basel region. The location becomes better known and attracts students, professionals and companies. BioValley Basel may also introduce potential investment projects to its members for possible investment in the field of life sciences. Furthermore, the Association aims to promote entrepreneurial thinking and action, to increase the knowledge of its members regarding business start-ups, development and financing, to promote start-ups and facilitate their access to the necessary resources, including expertise and risk capital.
4. BioValley Basel cooperates with all private and governmental bodies - also beyond the national borders - that support it in achieving its goals (in particular with the trinational BioValley).
5. BioValley Basel pursues exclusively non-profit objectives.

### III. Membership

6. The Association consists of:
  - Individual Members
  - Individual Angel Members
  - Company Members
  - Honorary members
7. Both natural and legal persons from business, science and politics can be admitted as members.

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<sup>1</sup> Research and applications in biology, medicine, pharmaceuticals, biotechnology, nanotechnology, medical technology and plant sciences

8. Individual Members, Individual Angel Members and Corporate Members pay an annual membership fee. Honorary members are exempt from the obligation to contribute.
9. Individual Angel Members and Corporate Members shall receive privileged access and contacts to companies seeking collaborations and financing. Corporate members have the possibility to designate up to five persons by name as participants in events and recipients of member information (see item 17.5. regarding voting rights of corporate members).
10. Membership is established by a written declaration of membership and a corresponding admission resolution of the Board.
11. With the written declaration of membership, the member acknowledges the purpose and the Articles of Association as well as the obligation to pay the membership fee.
12. Resignation shall be effected by submitting a written notice of resignation, which shall be effective at the end of the Association year and subject to a six-month period of notice.
13. Members who act against the reputation of the Association or who do not meet their financial obligations may be expelled by the Board at the end of the Association year. As a rule, the decision to exclude a member shall only be taken after the member concerned has been heard and shall be sent to the member in writing at the last known address. Non-payment of the membership fee automatically leads to withdrawal from the Association.
14. The termination of membership results in the loss of any existing claims to the Association's assets. The resigning member owes both outstanding and current membership fees until the end of the Association year.
15. The Association's liabilities shall be borne exclusively by the Association's assets; the personal liability of the Association's members in excess of the annual contribution paid shall be excluded.

#### **IV. Organization**

##### 16. Governing Bodies

The governing bodies of the Association are:

- the Association Meeting
- the Board
- the auditor or auditors.

##### 17. The Association Meeting

###### 17.1. Composition / Time

The Association Meeting is the supreme body and takes place after the end of the Association year. It is composed of the Members of the Association.

## 17.2. Convocation

The ordinary General Meeting of the Association shall be convened by the Board in writing or by e-mail, giving at least 20 days' notice and stating the agenda. Proposals for the attention of the general meeting must be sent to the president at least two weeks in advance. At the request of the Board or at least one fifth of the members, an extraordinary General Meeting may be convened at any time. The invitation for the general meeting can be published on the website of the Association.

## 17.3. Duties of the Association Meeting

The Meeting of the Association shall have the following duties:

- It takes note of the annual report, the annual accounts and the auditors' report and decides on their approval.
- It decides on the granting of discharge to the Board.
- It elects the members of the board and the auditors.
- It sets the membership fees.
- It approves amendments to the Articles of Association.
- It shall deal with all other business reserved to it by the Articles of Association or by law.

## 17.4. Quorum

No resolution may be passed on business that has not been duly announced in the agenda. The relevant motions shall be noted by the Board and submitted to the members for resolution at the next meeting of the Association in compliance with the agenda.

## 17.5. Voting rights and majority

The members have the same voting rights in the General Meeting of the Association. Legal entities are considered as one member and exercise the right to vote through an authorized representative. Resolutions of the Association shall be adopted by a majority of the votes of the members present. In the case of resolutions on the granting of discharge, on a legal transaction or a legal dispute between him, his spouse or a person related to him in a direct line on the one hand and the Association on the other, the member concerned shall be excluded from the right to vote.

Amendments to the Articles of Association, dissolution of the Association or mergers with other Associations require a qualified majority of two thirds of the members present. In the event of a tie, the President of the Association shall have a casting vote.

## 17.6. Minutes

Minutes shall be kept of the General Meeting of the Association. The resolutions are recorded chronologically. The minutes shall be signed by the keeper of the minutes and the President of the Association.

## 18. The Board

### 18.1. Composition

The Board consists of at least three members (including a President and a Treasurer). It constitutes itself.

## 18.2. Term of office / Re-election

A term of office of a Board member is two years ending at the General Meeting of the Association in such year.

## 18.3. Convocation

The Board must convene if a member of the Board or an auditor submits a corresponding request.

## 18.4. Tasks

The Board shall have the following duties:

- Management of the Association
- Representation of the Association to the outside
- Admission of new members in accordance with the provisions of the Articles of Association
- Exclusion of members in accordance with the provisions of the Articles of Association
- Decisions on the annual program, budget and activities of the Association
- Preparation and chairing of the General Meeting of the Association (incl. annual report, annual accounts, auditor's report, budget)
- Management of the Association's funds
- Organization of projects
- Establishment of one or several selection committees for start-ups seeking collaborations and financing
- Election of the authorized representative in the BioValley Central Association

If necessary, the Board may delegate parts of these tasks to members of the Board, commissions and external partners. If the Board makes use of this possibility, the delegation of these tasks and the corresponding allocation of responsibilities must be recorded in writing (Organizational Regulations).

## 19. Auditors

The auditor or auditors shall be obliged to examine the balance sheet and the operating accounts after the end of the financial period and to a written report and proposal to the General Meeting of the Association.

## 20. Selection Committees

The Board may establish one or several selection committees for start-ups seeking collaborations and financing. Such selection committees ideally consist of specialists from different areas (finance, market, legal, etc.). The selection committees do their work to the best of their knowledge and belief, but their members cannot be held liable for the results of its work. Any investment shall be made by an Angel Member not by the association based on the personal assessment by such Member. The offerer of an investment project alone decides on the acceptance of an investor. The investment does not create a simple partnership between the members according to Art. 530 et seq. Swiss Code of Obligations. Investment projects are neither offered nor materially supported by the Association.

## **V. Finance**

### 21. Revenue

The income of the Association consists of:

- Membership fees
- Interest from Association assets
- Donations, gifts, legacies
- Contributions and subsidies from public institutions
- Proceeds from events.

### 22. Expenses

The funds shall be used for expenses to be incurred in accordance with a resolution of the members of the Association or a resolution of the Board, as well as for the costs of the administration of the Association.

## **VI. Final provisions**

### 23. Association year

The Association year is determined by the Board. It can also cover the period of 2 years.

### 24. Liquidation/Dissolution

In the event of liquidation of the Association, the assets of the Association shall be allocated to similar or identical charitable purposes.

### 25. Entry into force of the Articles

These Articles of Association shall enter into force once adopted by the Members' Meeting.

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January 2022