

Information for Members

Swiss Medtech Statutes

Amendments: 23.10.2020 & 25.05.2023

All terms used in this text refer to all genders.

12 June 2017

Please note that in case of legal dispute, the official German version of this document is legally binding and shall always prevail.

Comments regarding revisions made on 23 October 2020

- ¹ According to the resolution of the General Assembly on 23.October 2020: Associated members shall be granted the opportunity to participate fully in the Expert Groups.
- ² According to the resolution of the General Assembly on 23.October 2020: Associated members shall be granted the opportunity to participate fully in the Sections.
- ³ Deleted on 23 October 2020 due to the irrelevance of the transitional provisions (editorial update).

Comments regarding revisions made on 25 May 2023

- ⁴ Amended by General Assembly resolution on 25 May 2023: Editorial adjustments to the Article outlining Purpose and Function. A section regarding the Sustainable Development Goals of the United Nations (Agenda 2030) and Switzerland's net-to-zero target (greenhouse gases) has been added.
- ⁵ Amended by General Assembly resolution on 25 May 2023: Foreign companies (companies without a registered office in Switzerland) may also qualify as Associate Members. Cantons and municipalities shall no longer be listed explicitly in the membership directory.
- ⁶ Amended by General Assembly resolution on 25 May 2023: Adaptation of wording regarding the reorganisation of Association Bodies: Sections and Commissions shall be added to the existing Expert Groups.
- ⁷ Amended by General Assembly resolution on 25 May 2023: Various competences of the Board of Directors have been listed explicitly. A number of further editorial changes have also been made.
- ⁸ Amended by General Assembly resolution on 25 May 2023: The Association strives for the best possible representation of industry diversity on the Board of Directors.
- ⁹ Amended by General Assembly resolution on 25 May 2023: Re-election to the Board of Directors is possible for a maximum of three (and no longer four) additional terms of office.
- ¹⁰ Amended by General Assembly resolution on 25 May 2023: «Art. 20 Advisory Board» shall be deleted.
- ¹¹ Amended by General Assembly resolution on 25 May 2023: Details regarding the reorganisation of Association Bodies (Commissions, Specialist Groups and Sections).

I. The Association

Art. 1 Name

¹ The following names

- «Swiss Medtech – Schweizer Medizintechnikverband»
- «Swiss Medtech – Association Suisse de la Technologie Médicale»
- «Swiss Medtech – Associazione Svizzera delle Technologie Mediche»
- «Swiss Medtech – Swiss Medical Technology Association»

represent an Association according to the present statutes within the meaning of Art. 60 ff. ZGB (Swiss Civil Code). The term «Association» shall be used synonymously hereinafter.

² Medical technology is applied in the present document as an umbrella term for medical devices and in-vitro diagnostics.

Art. 2 Seat and Duration

¹ The Association seat is located at the site of the executive office.

² The duration of the Association's existence is indefinite.

Art. 3 Purpose and Function⁴

¹ Swiss Medtech aims to represent and safeguard the interests of its members regarding the development, production, and distribution of medical devices. Furthermore, the Association shall promote activities which strengthen the medical device industry in Switzerland and the ethical conduct of its members.

² Swiss Medtech represents the economic, political, ethical and professional interests of its members with relation to the political authorities, public administration, public and private bodies and institutions, as well as the media and the general public, both domestically and abroad;

³ Swiss Medtech may assist or provide services to its members or third parties, for example: advisory services, basic education and further training, networking, and exchange platforms; as well as other events;

⁴ Swiss Medtech may join or collaborate with partner organizations, both domestically and abroad;

⁵ Swiss Medtech establishes mandatory rules on ethical business practices for members – or specific groups of members – and takes measures to implement and enforce them (self-regulation);

- ⁶ Swiss Medtech and its members are aligned with the United Nations Sustainable Development Goals (Agenda 2030) and contribute significantly to achieving Switzerland's net zero target (greenhouse gases).

II. Membership

Art. 4 Categories of Membership and Contributions

- ¹ There are two categories of membership:
- a. Full members;
 - b. Associate members.
- ² All members must pay a membership fee. The General Assembly issues Membership Fee Regulations which stipulate the contribution categories and the respective membership fees, as well as elective and voting rights within the framework of the Statutes.

Art. 5 Full Members

Full membership may be obtained by companies with relevant points of contact to the medical technology and domicile in Switzerland or in the Principality of Liechtenstein, which fall under one or more of the following activity categories:

- a. Manufacturers
- b. Importers, vendors, or distributors;
- c. Suppliers;
- d. Service providers.

Art. 6 Associated Members

- ¹ Associate membership may be granted to companies, private or public institutions, organisations and bodies from within and outside Switzerland which do not fall into the category of full membership.
- ² Associate membership may be extended to, for example, foreign companies (companies without a registered office in Switzerland)⁵, associations, interest groups, as well as hospitals and research institutions.

Art. 7 Participation, Voting and Election Rights

¹ Full members

- a. receive an invitation to the Association Annual General Assembly and have the right to elect or vote – which may vary according to the contribution category;
- b. may apply to join all of the association's Committees (Commissions, Sections, and Expert Groups)⁶ and, if accepted, are granted one vote each for the passing of resolutions and the election of individuals;
- c. benefit from all privileges related to association membership;
- d. may identify themselves as Swiss Medtech members, in accordance with association office guidelines.

² Associate members

- a. Receive an invitation to the Association Annual General Assembly, but have no voting or elective rights;
- b. may apply to join all of the association's Committees (Commissions, Sections, and Expert Groups)^{2,6} and, if accepted, are granted one vote each for the passing of resolutions and the election of individuals,¹
- c. benefit from all privileges related to association membership;
- d. may identify themselves as Swiss Medtech members, in accordance with association office guidelines.

Art. 8 Admission to the Association

- ¹ Applications for membership must be sent to the association executive office using the form provided; along with all the required information and supporting documents.
- ² The Executive Board decides at its own discretion on the admission of an applicant, its allocation into a membership category (full or associate member), and the fee category. Justification for a rejection of an application must not be provided.
- ³ If necessary, these Executive Board decisions may be overruled at the Annual General Assembly by a simple majority of the votes present.
- ⁴ In the case of admission to the Association during a calendar year, the membership fee will be calculated pro rata from the beginning of the admission quarter.

Art. 9 Termination of Membership

- ¹ Membership expires upon
 - a. voluntary departure of the member;
 - b. dissolution of the member company;
 - c. expulsion of the member.

- ² Members may cancel their membership at the end of the calendar year, subject to a six-month period of notice, by submitting a written notice of cancellation to the association office.
- ³ In the event of dissolution of the member company due to bankruptcy, liquidation, or cancellation of the legal personality, the membership expires upon receipt of the relevant communication at the association office.
- ⁴ A merger or other general succession is not considered as a liquidation. The legal successors are subject to the conditions of departure and exclusion.
- ⁵ The exclusion of a member shall take place
 - a. automatically if, despite the issuing of written reminders, the financial obligations to the Association remain unfulfilled;
 - b. at the discretion of the Board of Directors (by unanimity of the attending Board of Directors members) or the annual General Assembly (with simple majority of the votes present), in particular in cases of repeated serious violations of the Association's interests, for example, disregard of the Code of Ethical Business Practice.
- ⁶ The General Assembly may revoke an exclusion resolved by the Board of Directors within half a year of the resolution being passed. The convening of an Extraordinary General Assembly is governed by Art. 12 Para. 2.
- ⁷ The membership fee is due in any case for the entire year in which the membership ends.
- ⁸ Members who depart voluntarily, or those who are excluded or have their membership terminated, shall have no claim to Association assets.

III. Association Bodies

Art. 10 Bodies

The bodies of the Association are:

- a. The General Assembly;
- b. The Board of Directors;
- c. The Auditors.

III.a General Assembly

Art. 11 Competencies

- ¹ The General Assembly is the supreme body of the association.
- ² The responsibilities of the General Assembly include, in particular:
 - a. Election and dismissal of the Board of Directors, the President, and Vice-President;
 - b. Appointing of the Auditors;
 - c. Passing resolutions based on motions proposed by the Board of Directors and the members;
 - d. Approving the annual report and the annual accounts, as well as discharging the acts of the responsible bodies;
 - e. Approval of the budget;
 - f. Approval of the Membership Fee Regulations including categories and amount of membership fees, as well as the associated voting rights and elective rights;
 - g. Admission and exclusions of members in cases that deviate from Executive Board decisions;
 - h. Revision of the Statutes;
 - i. Passing resolutions concerning the dissolution of the Association;
 - j. Special transactions with obligations affecting all (or most) of the members;
 - k. Adoption and amendment of obligations within the Code of Ethical Business Practice which affect all members; or certain member groups.

Art. 12 Convocation

- ¹ The Ordinary General Assembly is held at least once a year and is convened by the Board of Directors.
- ² Extraordinary General Assemblies may be convened by the Board of Directors at any time, if required. The Board is obliged to do so if at least 20% of the full members demand the calling of an Extraordinary General Assembly.
- ³ The convocation of Ordinary and Extraordinary General Assemblies must be announced by written invitation and agenda item, by post and / or by email to the last known addresses of all full and associated members, at least 14 days in advance.
- ⁴ The General Assembly is chaired by the President or Vice President, or in their absence, by another member of the Board of Directors.

Art. 13 Resolutions

- ¹ A simple majority of the votes present is necessary for the passing of resolutions and elections at the General Assembly. Reserved are legal provisions or statutory quorum provisions.
- ² The Board of Directors may decide that a General Assembly vote or election process be carried out by means of circular letter. Decisive for the result is the simple majority of all votes that are received by the association office within the minimum period of 20 days.

III.b Board of Directors

Art. 14 Competencies⁷

- ¹ The Board of Directors bears the overall responsibility for the management of the Association.
- ² The Board of Directors is principally responsible for all transactions that are not transferred by law or by statute to another body. It passes resolutions regarding the establishment of new Commissions, Sections or Expert Groups. The Board of Directors shall submit proposals concerning membership fees rates. For specific Association business, the Board of Directors may appoint delegates or commissions from within its members, or appoint external individuals.
- ³ The Board of Directors oversees the executive office and determines which transactions it delegates to it.
It determines signature regulations for itself and the executive office.
- ⁴ The Board of Directors may take decisions on organizational regulations.
- ⁵ The Board of Directors may issue regulatory statutes concerning the implementation and enforcement of the Code of Ethical Business Practice which involve obligations for members, or certain member groups. They may also delegate tasks to Expert Groups. In particular, the Board of Directors may lay down procedural principles and transparency requirements; as well as warnings, requests for corrective measures, and other penalties preceded by exclusion as a last resort.

Art. 15 Composition and Election

- ¹ As a rule, the Board of Directors is composed of seven members: at least one President, one Vice President and at least three other (i.e., a minimum of five), up to a maximum of nine further members. Swiss Medtech strives for the best possible representation of industry diversity on the Board of Directors.⁸
- ² The President, the Vice President and the other members of the Board of Directors are elected by the General Assembly for a term of three years, with new members completing the term of office of their predecessor. Re-election is possible for a maximum of three⁹ additional terms.

Art. 16 Passing Resolutions and Convocation

- ¹ Each member may cast one vote concerning resolutions and elections to the Board of Directors. The Chairman also votes; and exercises the casting vote should the results be tied.
- ² In situations where a member is directly affected by the result of a resolution or election, they shall recuse themselves from the relevant decision-making vote.
- ³ The deliberations will be held by invitation and chaired by the Presidents, Vice-Presidents or, in their absence, another member of the Board of Directors.
- ⁴ The Board of Directors members communicate with each as frequently as situations require. A meeting with personal presence and verbal consultation must take place at least once a year.
- ⁵ As a rule, meetings require personal presence and verbal consultation. The Board of Directors is quorable and eligible to vote if at least half of its members are present. Resolutions and elections are decided by a simple majority of the votes cast. Abstentions shall not be permitted. Legal provisions or statutory quorum provisions remain reserved.
- ⁶ Exceptionally, and unless a Board of Directors member requests a meeting with personal attendance and verbal consultation, Board of Directors decisions and elections may also be taken by written circulation, email, telephone conference, or videoconference. The simple majority of all Board of Directors votes is decisive.

III.c Auditors

Art. 17 Appointment and Competencies

- ¹ The General Assembly appoints an auditor for a term of three years with new auditors completing the term of their predecessor. Re-election is possible.
- ² The auditors shall perform a limited audit. They submit the report and their proposals to the General Assembly.

IV. Association Executive Office and Committees¹⁰

Art. 18 Executive Office

- ¹ The Board of Directors creates an official association executive office to manage association business.
- ² The executive office is operated by the senior management team, who reports to the Board of Directors.
- ³ The Board of Directors may regulate the duties and powers of the executive office by means of organisational regulations.

Art. 19 Committees¹¹

- ¹ The Association includes the following bodies: Commissions, Expert Groups and Sections. Members are entitled to organise themselves into Expert Groups and Sections.
- ² Commissions support the executive office in the performance of its tasks and, among other things, exercise the role of «sounding board». They are appointed by decision of the Board of Directors. Commissions may also include external experts. Commission members are appointed by the Board of Directors. Commission expenses shall be covered by the executive office.
- ³ Expert Groups unite interested parties from different disciplines for the purpose of exchanging experiences and are established by Board of Directors decision. As a rule, Expert Group expenses shall be covered by separately invoiced contributions from Expert Group members. All collaboration between the executive office and Expert Groups is regulated in the respective Rules of Procedure.
- ⁴ Sections represent the specific interests of their members according to the respective medical speciality and are established by Board of Directors decision. As a rule, Section

expenses shall be covered by separately invoiced fees from Section members. All collaboration between the executive office and the Sections is regulated in the respective Rules of Procedure.

- ⁵ In exceptional cases, earmarked financial resources may be made available to the Sections or Divisions from the Association's budget – especially if a Section or a Division serves a wider circle of members.

V. Finances

Art. 20 Revenue

The Association is financed through

- a. Membership fees;
- b. Compensation for services;
- c. Donations;
- d. Investment income.

Art. 21 Financial Year

The Association's financial year corresponds to the normal calendar year.

Art. 22 Liability

The Association's liabilities shall be covered exclusively by the Association's own assets. Any personal liability of the members beyond the legitimately agreed upon contributions is excluded.

VI. Final Provisions

Art. 23 Entry into Force

These Statutes were adopted on 12 June 2017 at the Swiss Medtech Association founding meeting and will enter into effect on 13 June 2017.

Art. 24 Amendments to statutes, mergers, Dissolution

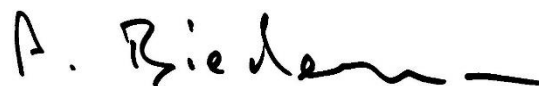
- ¹ Any amendment to the Statutes, merger with another organisation, or the dissolution of the Swiss Medtech Association requires a resolution of the General Assembly with a simple majority of the votes present.
- ² In case of dissolution, the liquidation must be carried out by the Board of Directors, or an external body appointed by it. At the request of the Board of Directors and by resolution of the General Assembly, and following the fulfilment of all obligations, the Association's assets shall be transferred to another organisation which corresponds with the purpose of the Association.

VII. Transitional Provisions³

Bern, 25 May 2023



Dr iur Beat Vonlanthen
President



Peter Biedermann
Director