



# BYLAWS OF SWISS BIOBANKING PLATFORM (SBP)

STATUS SBP – 12<sup>TH</sup> SEPTEMBER 2019

*In order to facilitate reading, only the masculine form is used in these bylaws. In all cases, the masculine form includes the feminine form.*

## **ARTICLE 1** NAME, REGISTERED OFFICE AND DURATION

- 1 Swiss Biobanking Platform (SBP) is an Association within the meaning of Articles 60 et seq. of the Swiss Civil Code (Zivilgesetzbuch – ZGB).
- 2 SBP's registered office is located at the registered office of its Executive Office.
- 3 SBP is registered for an indefinite term.

## **ARTICLE 2** PURPOSE

- 1 The Swiss Biobanking Platform (SBP) is a non-profit organization which acts as the coordination platform for biobanking in Switzerland.
- 2 It contributes to the development of a common biobanking practice in the Swiss University Hospitals while promoting access and sharing of samples and data for research purposes. It positions Switzerland as an expert in the European network of biobanks with an independent legal framework for the building of a nation-wide vision.

## **ARTICLE 3** MEMBERSHIP

- 1 The ordinary members of SBP are the University Hospitals of Basel, Bern, Geneva, Lausanne and Zürich, considered as not-for-profit institutions active in the biobanking field. The ordinary members constitute the SBP General Assembly. Each ordinary member appoints an individual (a member of the general management) to act as its representative on the General Assembly and on the Governing Board.
- 2 SBP shall also have expert members, a maximum of three, identified as individuals recognized in specific biobanking domains. These expert members are recommended by the Governing Board and elected by the General Assembly. Together with the ordinary members, they constitute the Governing Board.
- 3 The paragraph is repealed.

## **ARTICLE 4** TERMINATION OF MEMBERSHIP

- 1 A member may resign from membership of SBP by giving the Governing Board two months' written notice.
- 2 The paragraph is repealed.
- 3 Members who have resigned or been excluded from SBP have no claim to its property or funds.

## ARTICLE 5 FINANCING

- 1 SBP's financing is derived in particular from
  - a government grants;
  - b donations.
- 2 Members are not under any obligation to make additional contributions.
- 3 Recourse in respect of SBP's liabilities and debts may only be held against the Association's property or funds.

## ARTICLE 6 GOVERNING BODIES

The governing bodies of SBP are

- a the General Assembly of members;
- b the Governing Board;
- c the Executive Office;
- d the Advisory Boards;
- e the Auditor.

## ARTICLE 7 GENERAL ASSEMBLY OF MEMBERS: COMPOSITION AND FUNCTION

- 1 The General Assembly of members is SBP's supreme governing body. Each ordinary member has one vote. It may be represented by one proxy, either by another representative from the general management of its institution or by another SBP ordinary member.
- 2 An ordinary General Assembly meeting must be held at least once a year. An extraordinary General Assembly meeting may be called if the need arises. It must be called if at least one-fifth of all ordinary members submit a written request to the Governing Board together with details of the agenda.
- 3 The General Assembly of members decides on the motions which the Governing Board submits to it. It decides annually on membership fees.
- 4 The General Assembly of members appoints the Association's Auditors. Following receipt of the audit report, it approves the annual report and ratifies the actions of the Governing Board.

- 5 The president of the Governing Board gives the members written notice of the meeting together with details of its agenda no later than 30 days prior to the scheduled meeting.
- 6 Every ordinary member is entitled to make a written request to the Governing Board for the inclusion or modification of a certain item in the agenda. Such request must be received by the Governing Board seven days before the General Assembly meeting.
- 7 The president decides whether proposals from ordinary members received after the deadline specified in Article 7 can nonetheless be submitted to the General Assembly.
- 8 Except for the resolutions that require the quora specified in Articles 12 and 13 of these bylaws, the General Assembly of members takes its decisions by a simple majority of members irrespective of the number of members present. Resolutions are binding on all members. In the event of a tie vote, the president has the casting vote. A majority of the ordinary members present at the General Assembly may decide to conduct secret ballots and elections.
- 9 The Executive Office must keep minutes of each General Assembly of members.

## ARTICLE 8 GOVERNING BOARD

- 1 The Governing Board is composed of representatives of ordinary members and of expert members, both being elected by the General Assembly.
- 2 The Governing Board conducts the business of SBP. It decides on all matters that have not been reserved for decision by other governing bodies. Its duties include in particular
  - a determining SBP's strategic focus;
  - b representing SBP's interests in dealings with third parties;
  - c appointing the president and the vice-president;
  - d appointing the Executive Director ;
  - e determining who shall be entitled to sign on SBP's behalf;
  - f appointing an advisory board and prescribing the advisory board's tasks and powers;
  - g approving the budget.
- 3 The term of office of the Governing Board members is three years. The president and the vice-president may be re-elected once. Where a Governing Board member is appointed during a term of office that has already begun, his term of office will terminate at the same time as that of the other Governing Board members.

- 4 The Governing Board may establish committees for the performance of special tasks and may invite other members to attend its meetings without any voting rights.
- 5 The Governing Board holds meetings at least twice a year; further Governing Board meetings may be held as required. The president gives the members of the Governing Board written notice of the meeting together with details of its agenda no later than 20 days prior to the scheduled meeting.
- 6 All Governing Board members are entitled to request the president to call a Governing Board meeting if they give reasons for their request. Where this occurs, the meeting must, as a rule, be held within 30 days from the request.
- 7 The Governing Board is quorate if at least half of its members are present at a meeting. It takes its decisions by a simple majority of those members present at the meeting. In the event of a tie vote, the president has the casting vote.
- 8 In urgent cases, the Governing Board's decisions may take the form of a resolution in writing. Resolutions in writing must be unanimous in order to be valid.
- 9 The Executive Director attends the meetings of the Governing Board in an advisory capacity and keeps the minutes. A copy of the minutes must be served on each member of the Governing Board within two weeks. The Governing Board decides on the approval of the minutes at the next meeting.
- 10 The members of the Governing Board provide their services in an honorary capacity. They are entitled to compensation for their out-of-pocket expenses.

## ARTICLE 9 EXECUTIVE OFFICE

- 1 The Governing Board appoints an Executive Director to head the Executive Office. The Executive Director reports to the president and represents the Swiss node at BBMRI.
- 2 The Governing Board prescribes the tasks and powers of the Executive Office in business rules and the tasks and powers of the Executive Director in a job description.
- 3 The Executive Office is responsible in particular for
  - a the practical implementation of the Association's purpose;
  - b providing information and coordinating with the partners involved on a regular basis;
  - c effectively organizing services for third parties.

## ARTICLE 10 ADVISORY BOARDS

- 1 The Advisory Boards are composed of institutions and organizations representing the well-balanced opinion of different important stakeholders within the fields of interest of SBP without decision-making and/or discretionary power.
- 2 The Advisory Boards advise the Governing Board in the long-term development of the association by giving recommendations in strategic discussions and decision processes. The Advisory Boards are the interface between the institution/organization represented in the Advisory Boards and SBP.
- 3 The Advisory boards have the following duties :
  - a Respect the boundaries of conflicts of interest as per existing official public guidances.
  - b Explore synergies between SBP and the represented institution/organization
  - c Distribute information from SBP within his/her institution/ organization as appropriate and/or agreed and following the rules of confidentiality.
  - d Represent SBP in official public missions after being mandated by the Governing Board to do so.
- 4 The Governing Board may suggest and contact additional institutions/organizations to be represented in the Advisory Board. If the respective institution /organization accepts, it suggests a maximum of two qualified representatives. An institution/organization may also actively apply for advisory board membership, in that case it is up to the Governing Board to decide. All advisory board members have the same competencies and duties within this board.
- 5 The Advisory Boards meet at least once per year jointly with the Governing Board. The Executive Office prepares the meetings, sends out an agenda and issues minutes. The Executive Office suggests an annual schedule for meetings.

## ARTICLE 11 AUDITOR

- 1 The General Assembly of members elects a suitable firm to audit its accounts. The Auditor is elected for a term of three years.
- 2 The Auditor audit SBP's annual report and submit a motion to the General Assembly of members proposing that the actions of the Governing Board be ratified or, as the case may be, not.

## ARTICLE 12

### FINANCIAL YEAR

The financial year runs from 1<sup>st</sup> November to 31<sup>st</sup> October.

## ARTICLE 13

### AMENDMENTS TO THE BYLAWS

- 1 In order to be put to the vote, a motion proposing an amendment to the bylaws must be submitted by the Governing Board or at least one-fifth of the ordinary members; in the latter case, it must be submitted to the president in writing at least 35 days prior to the General Assembly meeting.
- 2 The president notifies the General Assembly of the motions proposing an amendment to the bylaws at the latest when issuing the invitations to the General Assembly meeting.
- 3 To amend the bylaws, a resolution passed by at least a two-thirds majority of the ordinary members present at the General Assembly meeting is required.

## ARTICLE 14

### DISSOLUTION

- 1 In case of dissolution the General Assembly of members may appoint one or more liquidators to act instead of the Governing Board; where this occurs the Governing Board will cease to have authority to act.
- 2 Any Association property and/or funds remaining after dissolution will be transferred to an institution with the same or a similar purpose. Under these circumstances, the General Assembly of members must select the institution that is to receive the Association's property and/or funds. The property and/or funds may not be distributed among the members.

## ARTICLE 15

### FINAL PROVISIONS

- 1 The Governing Board represents the Association. The president, the vice-president and the executive director are authorized to sign on behalf of the Association alone. The Governing Board is responsible for appointing additional persons with authority to sign on behalf of the Association and specifying the details of the authority.
- 2 These bylaws were adopted by the inaugural meeting of Swiss Biobanking Platform (SBP) on 12<sup>th</sup> September 2019.