

Statutes of Swissphotonics

I. Name, registered office, duration

Art. 1

Under the name **Swissphotonics**, UID CHE-187.112.096, an association exists in the sense of Art. 60 ff of the Swiss Civil Code.

Art. 2

Swissphotonics is based at its registered office.

Art. 3

Swissphotonics is founded for an indefinite period.

Art. 4

The financial year corresponds to the calendar year.

II. Goal and purpose

Art. 5

The declared aim of Swissphotonics is to improve the competitiveness of its members by supporting innovative forces. Its activities include

- Organisation of
 - a. Physical and online workshops and lunch chats to promote networking and interaction within the innovation community
 - b. A student prize to promote young talent
- Support for
 - a. industry and research institutions in the search for research and development partners and funding
 - b. Roundtable discussions to overcome challenges
 - c. Conferences to provide opportunities to communicate up-to-date information
 - d. networking within Switzerland and establishing international contacts, within Europe (examples EPIC and Photonics21) and worldwide (examples OPTICA and IOA).
- Provision of information about
 - a. Swiss and European strategic research agendas, research platforms and initiatives.
 - b. financing options and support in accessing them.
- Covering the entire field of photonics, from materials that convert electricity into light and light into electricity, to the application of light, such as photonic manufacturing (material processing with a laser beam: cutting, welding and 3D additive), imaging, life sciences, optical communication, sensing, photovoltaics, quantum technologies, photonic integrated circuits (PICs) and lighting.

The Swissphotonics Association does not pursue any commercial interests of its own.

III. Membership categories

Art. 6

Swissphotonics has the following membership categories:

- a) Collective members from the research area, hereinafter referred to as research members
- b) Collective members from the industry, hereinafter referred to as industry members
- c) Individual members
- d) Honorary members

Art. 7 Research members

Federal institutes of higher education, universities, universities of applied sciences, institutes and research organisations are accepted as research members. Each collective research member is entitled to three votes. Research members have the right to propose amendments to Swissphotonics' Articles of Association regarding the aim and purpose (Art. 5) to the Board of Directors, which submits them to the General Assembly for a vote.

Art. 8 Industry members

Companies and other legal entities that pursue an economic purpose are admitted as sector members. Each collective sector member is entitled to three votes.

Industry members have the right to propose amendments to the Articles of Association regarding the purpose and object (Art. 5) of Swissphotonics to the Board of Directors, which will submit them to the General Assembly for a vote.

Art. 9 Individual members

Individual members are natural persons who promote the endeavours of Swissphotonics and actively support its work. Each individual member is entitled to one vote.

Art. 10 Honorary members

Honorary membership of Swissphotonics is awarded to persons who have rendered outstanding services to Swissphotonics or the Swissphotonics community as a whole. Honorary members have the same status as individual members, but do not have to pay membership fees.

Art. 11 Acceptance

Applications for membership in accordance with Art. 6 must be submitted in writing to the Board of Swissphotonics. The Board of Directors is responsible for the admission of research, industrial and individual members. The rejection of an application for membership does not have to be justified to the applicant. The applicant has the right to lodge an appeal against the rejection decision of the Board of Directors with the General Assembly of the Association within ten days.

Honorary members are proposed by the Board of Swissphotonics and elected by the General Assembly.

Art. 12 Membership fees

The annual general meeting determines the annual membership fees for the various membership categories.

Art. 13 Resignation

The resignation of a member from Swissphotonics shall become effective at the end of the calendar year by written notification to the Executive Board. It does not release the member from paying the applicable annual membership fee. If the annual membership fee is not paid for two years, the membership expires automatically.

Art. 14 Exclusion

Members may be expelled from Swissphotonics at any time at the request of the Board of Directors or an individual member for breach of statutory duties or for important reasons, if this is decided by the General Assembly by a two-thirds majority of the members present and entitled to vote or in writing.

IV. Organs**Art. 15 The governing bodies of Swissphotonics are**

- a) The general meeting
- b) The Executive Board

- c) The auditors
- d) The working groups
- e) The Advisory Board

a) The general meeting

Art. 16 Convening and chairmanship

The Annual General Meeting takes place every year. The date is set by the Executive Board. Extraordinary general meetings can be convened at any time:

- a) at the request of the Executive Board
- b) upon written, reasoned request signed by at least one fifth of all members with voting rights
- c) at the request of the auditors.

Ordinary and extraordinary meetings of the Association are convened and chaired by the Executive Committee or a member of the Board appointed by it.

Invitations must be sent to all members in writing at least 30 days before the date of the General Meeting, stating the agenda items and any nominations and motions from the Board of Directors.

Voting members have the right to request the inclusion of additional agenda items and election proposals within 10 days of the invitation being sent out. The amended agenda must be announced prior to the general meeting

Art. 17 Adoption of resolutions

The relative majority of those present and entitled to vote shall decide, subject to any deviating provisions in the Association's Articles of Association. Minutes must be taken of the general meeting, which must be signed by the secretary and the chairman after approval by the general meeting.

Art. 18 Responsibilities

The General Meeting is exclusively responsible for the following agenda items:

- Approval of the minutes of the last general meeting
- Approval of the annual programme
- Approval of the annual financial statements
- Approval of the budget
- Approval of the annual report of the Executive Board
- Election and dismissal of the President and the other members of the Board of Directors
- Election of the honorary members of Swissphotonics
- Determination of the annual membership fees
- Exclusion of members
- Appeals against rejected applications for membership
- Amendments to the Articles of Association of the Association pursuant to 34
- Resolution from Swissphotonics
- Election of the Advisory Board
- Election of two members or qualified third parties as auditors

b) The Executive Board

Art. 19 a Presidium

The President is elected by the General Assembly for a term of two years.

Art. 19 b Management

The Managing Director is appointed by the Board of Directors. If the person was not previously a member of the Board, they automatically become a member, but must be confirmed at the next General Meeting.

Art. 20 Other board members

All other Board members are individual members or delegates of research or industry members. They are elected by the General Assembly for a term of two years. There is no upper limit to the number of Board members. In addition to the Executive Committee and the Management Board, the Executive Board consists of at least three other members, whereby the aim is to achieve proportional representation of the members. Each representative has 1 vote. Re-election is possible.

Art. 21 Constitution of the Board of Directors

The Board of Directors appoints a Vice Chairman from among its members. Otherwise, the Board of Directors constitutes itself.

Art. 22 Tasks

The tasks include the following:

- The Board of Directors manages Swissphotonics and for this purpose has all powers that are not expressly reserved to the General Assembly.
- The Board of Directors supports the formation of working groups within Swissphotonics.
- The Board of Directors represents Swissphotonics externally.
- The President and the Managing Director are authorised to sign for Swissphotonics by joint signature with two signatures.
- The Board of Directors proposes the members of the Advisory Board to the General Meeting for election.
- The Executive Board organises a meeting with the Advisory Board once a year.
- The Management Board conducts the business of Swissphotonics in accordance with the guidelines of the Board of Directors, keeps the accounts, collects the annual membership fee, manages the Association's assets and prepares the annual accounts for the attention of the General Assembly.
- The Presidium and the Management prepare the annual report of Swissphotonics for the attention of the General Assembly.

Art. 23 Board meetings

Board meetings are convened and chaired by the Executive Committee at least four times a year, or more frequently if necessary. Invitations to Board meetings are sent out in writing at least one week before the date of the meeting. Minutes must be taken of the meetings, which must be submitted to the next meeting for approval and signed by the chairperson and the management. The minutes of the Board meetings are available to all Swissphotonics members on request.

Art. 24 Quorum

The Board of Directors is quorate if at least half of all elected members are present. Resolutions are passed by a relative majority of the members present. In the event of a tie, the President has the casting vote.

c) Auditor**Art. 25 Tasks**

The auditors must audit the Association's bookkeeping and accounts and report on this in writing to the Annual General Meeting.

d) Working groups**Art. 26 Composition**

The composition of a working group is project-related. It may also include non-members of Swissphotonics, but at least one member must belong to the Swissphotonics group

Art. 27 Tasks

The working groups work independently and autonomously on research projects that are carried out within the framework of Swissphotonics. The formation of a working group and the title of the project must be reported to the Executive Board. The members of the working groups are not accountable to Swissphotonics for the content and results of their work and are responsible for maintaining the confidentiality required in the project. Working groups initiated by the Board of Directors are accountable to the Board of Directors.

e) Advisory Board**Art. 28 Composition**

The Advisory Board consists of recognised personalities from politics, business and society who do not have to be members of Swissphotonics. The members of the Advisory Board are elected for 2 years, re-election is possible.

Art. 29 Tasks

The Advisory Board advises the Board of Directors of Swissphotonics in its work and strategic orientation in order to support innovation in the field of photonics in Switzerland, in particular the Advisory Board advises on

- The latest trends in technology
- Market and research developments
- Networking Swissphotonics
- Further development of the "Swissphotonics" association

The Advisory Board meets at least once a year and gives its feedback at the annual general meeting.

V. The assets of the association**Art. 30 Assets of the association**

The assets of the organisation are made up in particular of the annual membership fees, grants, donations and event contributions as well as any interest income.

Art. 31 Remuneration

The Executive Committee and management are remunerated. The Executive Board decides on travelling and representation expenses.

Art. 32 Liability

The Association's liabilities shall be covered solely by its assets. The personal liability of members for the Association's liabilities is excluded

Art. 33 Claims

Members whose membership expires before the association is dissolved have no claim to the association's assets.

VI. Revision of the Articles of Association and dissolution of the Association**Art. 34 Revision of the Articles of Association**

Any proposal to amend the Association's Articles of Association must be submitted to the Executive Board at least two months before the General Meeting. The proposals must be

included in the agenda when the invitation is sent out. Amendments to the Articles of Association can be adopted by the General Meeting with a two-thirds majority of the votes present.

Art. 35 Dissolution of the association

The dissolution of the Association can only be decided by a two-thirds majority of all members. In the event of dissolution, the General Assembly shall decide on the utilisation of the Association's assets in accordance with Art. 5.

Art. 36 Obligation to comply with antitrust laws

Companies and organisations are subject to a wide range of competition law regulations and ensure that their business operates within these regulations. Swissphotonics offers its members a legal platform for the exchange of opinions and experiences. The association's meetings are not intended to be an opportunity to violate competition law provisions. Furthermore, Swissphotonics meetings shall not provide an opportunity to conclude contracts or agreements that violate competition law provisions or the framework of the association's legal form. Swissphotonics does not tolerate any behaviour that is contrary to the provisions of competition law.

VII. Final provisions

Art. 37 Final provisions

These Articles of Association were adopted at the founding meeting on 21 November 2006 by 5 votes to 0 with 0 abstentions.

Revisions to these Articles of Association were presented and adopted at the following Association meetings: 19 April 2007, 6 June 2007, 30 June 2011, 7 November 2012, 28 November 2016, 28 October 2021 and 4 December 2023.

These Articles of Association were adopted by the General Assembly of the Association on 8 November 2024. This German version is the only valid version and has been translated into English.

Wollerau, 08.11.2024



Christoph Harder

President

Kirsten Moselund

Vice President