

Statutes of STAT BLOC

Statistical Conferences Basel Local Organizing Committee

Original version adopted by the association constitutive assembly held in Basel on ...-June-2024

Preamble

Basel Biostatistical Community supported several conferences in Basel which may or may not be directly related to an existing society with appropriate status in regards of expectations of our interlocutors.

Constitution of STAT BLOC is to create a per purpose association which will complement the event organizer and on his behalf for organizing congresses and conferences in Basel.

I. Name, seat, purpose, means and resources

Article 1. Name and duration

An association within the meaning of Articles 20 and seq. of the Swiss Civil Code (“CC”) is hereby created under the name “Statistical Conferences Basel Local Organizing Committee (STAT BLOC)” (hereafter, the “**Association**”).

The **Association** is created for an indefinite period of time.

Article 2. Seat

The **Association**’s seat is in the Canton of Basel:

complete address.

[The Association is registered with the Register of commerce].

Article 3. Purpose

The **Association** is created to:

- Promote Basel area as a Scientific Hub for Clinical Biostatistics,
- Facilitate organization of congresses, conferences, seminars, webinars and more generally any scientific activities related to the Statistics and Data Sciences,

- Offer public service and support to existing local and international statistical societies, universities or academic groups (hereafter, the “Organizer”¹) in organizing on their behalf their scientific events in Basel area,
- Create a single unified entity and interlocutor to third parties like Cantonal Administration, Universities, Banks, Providers when organizing a scientific event on the behalf of an existing society or association.

The **Association** has no profit purposes.

Article 4. Means

The **Association** may pursue all lawful activities to achieve its purpose.

In particular, on the behalf of the Organizer, the **Association** may undertake the full or partial organization of the event, including the following:

- Call for volunteers and help to form the local organizing committee for each individual event,
- Identify, assess and propose venues for the event,
- Interface the organizer of such events with third parties,
- Propose and negotiate with event providers,
- Search for event financial sponsors,
- Organize the event logistics,
- Promote the event and disseminate information within the statistical and data science community.

The **Association** records and maintains information related to the above.

Article 5. Resources

Resources of the **Association** may come from any source authorized by the law, including but not limited to budget advance from Organizer, donations, legacies, sponsorship, partnerships, public subsidies, membership fees, revenues generated by the **Association**’s assets.

All resources of the **Association** shall be used exclusively for its not-for-profit purposes.

II. Members

Article 6. Members

Members of the Association (the “**Members**”) shall consist of individuals or institutions who have an interest in the purpose and the activities of the Association and wish to support them.

Should the Association be required to register with the Register of commerce, it shall keep a list of its members mentioning the name and surname, or the company name, as well as the address of each

¹ Local and international statistical societies include, without being limited to: Basel Biometrics Society (BBS), Austrian and Swiss Region of IBS (ROeS), International Biometrics Society (IBS), International Society for Clinical Biostatistics (ISCB).

member (art. 61a CC). The details of each member and any supporting documents shall be retained for five years after the member has been removed from the list (art. 61a para. 3CC).

Article 7. Beginning of Membership

The founders are the initial Members of the Association.

Additional Members may join the Association by cooptation or by submitting a written application to the Board. The Board shall review applications and decide on the membership.

Article 8: End of membership

Membership ceases:

- Upon the resignation of the Member addressed to the Board at least 6 months before the end of the calendar year (art. 70 para. 2 CC);
- Upon death of the Member if such Member is an individual and not the representative of an institution (art. 70 al. 3 CC); or
- By exclusion decided by the General Assembly,
 - (i) for the following reasons
 - Association activities oriented by proven conflict of interests
 - non-active member for more than 18 months
 - or
 - (ii) without cause.

A resigning or expelled Member has no right to the Association's assets.

Article 9. Membership fees

Except by decision of the General Assembly, no membership fees are requested to members.

The principle of membership could be instituted at any time by the General Assembly. Its amount will be fixed annually under proposal of the Board and adoption by the General Assembly.

III. Organisation and governance

Article 10: Bodies of the association

The bodies of the **Association** are:

- The General Assembly,
- The Board, and
- The External Auditors, insofar as required by Swiss law.

IV. The General Assembly

Article 11. Principles

The General Assembly is the supreme authority of the **Association** within the meaning of article 64 et seq. CC.

It is composed of all the Members.

Article 12. Power

The General Assembly delegates to the Board the power to administer and represent the Association.

The General Assembly remains with the following inalienable powers:

- Adoption and amendment of the present Statutes;
- Nomination, surveillance and revocation of the External Auditors;
- Approval of annual reports and audited accounts;
- Confirmation and exclusion of Members;
- Nomination, surveillance, discharge and revocation of Board members;
- Decision on the dissolution or merger of the Association; and
- Management of all matters that are not the responsibility of other bodies.

Article 13. Meetings

Ordinary meeting of the General Assembly.

The Ordinary meeting of the General Assembly shall be held at least once a year.

Extraordinary meeting of the General Assembly.

Extraordinary meetings of the General Assembly may be called by the Board or at the request of at least 20 percent of all Members, in accordance with article 64 para. 3 CC.

Convocation.

The Board shall convene the meetings of the General Assembly with a [onemonth] notice. The agenda of the meetings must be sent with the invitations. The invitations may be sent by post or by e-mail.

Quorum.

The General Assembly is validly instituted if at least [one third] of the members are present.

Chair.

The Chair, and in his/her absence the Deputy Chair (as defined in article 17 below), shall chair the meetings of the General Assembly.

Meeting modes.

Meetings can be held either

- (i) onsite, whether in Switzerland or abroad,
- (ii) by visio conference, or
- (iii) in a hybrid manner (mix of onsite and visio conference), provided that all requirements for onsite general assembly meetings are fulfilled.

Independent representative.

The appointment of an independent representative is not necessary for meetings taking place in Switzerland, online or in a hybrid form.

For meetings taking place abroad, an independent representative shall be appointed, unless all members agree to waive this condition.

Article 14. Decision making and voting rights

Voting rights.

Each Member shall have an equal voting right at the General Assembly.

Power of attorney.

Members may vote in person or by proxy.

Process.

Voting takes place by a show of hands or through an electronic voting process.

Upon request of at least one-fifth of the Members, voting may take place by secret ballot.

Majority of votes.

All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statutes do not provide for a different majority.

Decisions by circular letter.

Proposals to which all Members have adhered in writing (including by e-mails) are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.

Conflict of interest.

In accordance with article 68 CC, a Member may not vote for decisions relating to a matter or a legal proceeding regarding the Association where he or she, his or her spouse, parents or relatives in direct line are a party to the matter.

Participation in the organizing committee of an event supported by the Association is not considered a conflict of interests and at the opposite fully aligned with the Association purposes; nor is considered to be simple member or member of the board of the organizer.

Minutes.

The meetings of the General Assembly and its decisions are recorded in the minutes.

V: The board

Article 15. Principles

Role and powers.

The Board is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it in accordance with the Statutes (art. 69 CC). In particular, the Board shall take all necessary measures to achieve the purposes of the Association, ensure the correct application of the present Statutes and any other internal regulations, administer the property, assets

and resources of the Association, manage the accounts, engage and supervise a Director, if necessary, and convene and organise the General Assembly.

Pro-bono.

Board members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Basel. For activities that exceed the usual scope of the function, each Board member may receive appropriate compensation. Paid employees of the Association may only sit on the Board in an advisory capacity.

Article 16. Appointment of the board

The initial Board members are appointed by the founders.

After that, the new members of the Board are appointed by the General Assembly.

Article 17. Composition

The Board shall be composed of at least three and at most seven members.

The Board designates amongst its members, a Chair, a Deputy Chair, a Treasurer as well as any other function as it may deem necessary. At least **two members** of the Board with individual signatory powers, **or two members of the Board with collective signatory powers**, must be domiciled in Switzerland and have access to the list of members (art. 69 para 2 CC).

Article 18. Term

One third of the initial Board is appointed for one year, another third for two years, and the last third for three years.

After that, the Board members are replaced or reconducted for a **three-year term, renewable [twice]**.

The Chair mandate is limited to three years without renewal. At the end of his/her mandate,

- he/she will be replaced by the Deputy Chair, unless if the General Assembly decide for another Chair.
- he/she may stay member of the Board if the General Assembly decide in that way.
- he/she may be appointed again chair of the board after a 3-year embargo period.

Article 19. Removal and resignation

Removal.

Board members may be removed by the General Assembly for just cause, in particular if the Board member has violated his/her obligations towards the Association or if the Board member is not in a position to exercise his/her functions correctly.

Resignation.

Board members may resign at any time by submitting a written declaration to the Chair, specifying when the resignation shall take effect.

Vacancy during the term of office

In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member by co-optation, until the next meeting of the General Assembly.

Article 20. Representation and legally binding signature towards third parties

The Board designates the individuals who are authorized to represent and bind the **Association**

At least two Swiss resident members of the Board (ideally the Chair and the Treasurer) receives the legally binding signature towards third parties. They can sign individually.

The initial signatures attribution will be documented in the Constituent Meeting minutes and after that in the Board meeting minutes.

Article 21. Delegation

The Board is entitled to delegate certain of its tasks to one or more of the Board members, including to Board sub-committees, to third parties, or to hired employees.

Article 22. Board meeting

Meetings.

The Board shall meet as often as required, but at least twice per year.

Process.

Board members may validly participate in a meeting of the Board in person, by video or telephone conference or any other means decided by the Board. In-person meetings can take place in Switzerland or abroad.

Convocation.

The Chair of the Board shall convene Board meetings at least fifteen days in advance. The Chair may convene the Board with three days' advance notice, where justified by urgent circumstances.

Article 23. Decision making

Votes and majority.

Each Board member shall have one vote. Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of the Association do not provide for a different majority. In case of a tie, the Chair shall have a casting vote.

Decisions by circular letter.

Decisions may also validly be taken by written resolution, including by email.

Minutes.

Board meetings and decisions will be recorded in the minutes of the Board.

VII. Miscellaneous and final provisions

Article 24. Secretariat

The Board may create a secretariat and/or appoint a Director to manage the day-to-day affairs of the Association.

Article 25. External auditors

Compulsory body.

To the extent required by Swiss law, the General Assembly shall appoint the independent External Auditor in charge of (i) verifying the annual accounts of the Association and to submit a detailed report to the General Assembly and (ii) to ensure that the statutory rules of the Association (Statutes and internal regulations) are respected.

Optional body.

The Association, which is not subject to the obligation to appoint an External Auditor, may nevertheless decide to appoint one (or more) External Auditor(s), who would prepare a report to the General Assembly's attention.

Article 26. Bookkeeping

Accounts.

The Board must prepare for each financial year accounts as required by the applicable laws.

Fiscal year.

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

Article 27. Liability

The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its Members.

Article 28 Dissolution

The Association may only be dissolved by a two-third (2/3) majority vote of all Members. In such a case, the Board shall proceed with the liquidation of the Association.

The assets of the Association shall first serve to pay its creditors.

Remaining assets will be entirely assigned to a non-profit entity, which pursues similar public interest purposes and which is tax exempted.

In no event may the assets of the Association be returned to its founding members or Members, nor should they use some or all of the assets for their own benefit in any way.

This original English version shall prevail any translated version.

Place and date of the constituent meeting of the **Association**

Chair of the constituent Assembly

Secretary of the constituent Assembly