



Basel Declaration Society | Allschwilerplatz 1 | Postfach | 4009 Basel
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Articles of Association of the «Basel Declaration Society»

Art. 1 Name and Seat

The society named „Basel Declaration Society“ constitutes a corporate group of persons according to art. 60 et seqq. of the Swiss Civil Code (“Zivilgesetzbuch”) and has its corporate seat in Basel, Switzerland.

Art. 2 Purpose

The purpose of the Society is to strengthen public awareness of the importance of animal models in experimental biomedical research, to foster communication between researchers and the public, and to enhance acceptance of the Basel Declaration.

Art. 3 Financing

The Society finances the pursuit of its purpose through Society membership fees, contributions of the sponsoring-members, and eventual donations.

Art. 4 Individual Membership

The following persons may be members of the Society:

- Researchers in the life sciences (individuals), independent of their nationality and residence;
- Any other individual who supports the goals of the Society

Admission of new members may occur at anytime. Membership requests must be submitted to the Executive Committee of the Society, which decides ultimately about the admission.

Art. 5 Sponsoring Membership

The following persons and bodies may be sponsoring members (“sponsors”) of the Society:

- individuals, independent of their domicile
- Universities, institutes, academies, or professional societies of relevance to the field of life sciences, independent of their legal sites of incorporation
- other legal entities, companies, or organizations (e.g. patient groups), that share interest in the goals of the Society, independent of their site of legal incorporation

The minimal amount of the sponsor’s contribution is determined annually at the General Assembly by a fee and contribution rule.

Sponsors possess the same rights and duties as members of the Society under art. 4.

Art. 6 End of Membership

Membership ends for individuals in the event of death, while membership of legal entities ends upon dissolution or loss of legal identity.

Cancellation of membership in the society can be achieved at any time, by submission of a written statement of resignation to the Executive Committee.

Any member that injures the reputation or endangers the pursuits of the Society, or disturbs proper society function in a lasting manner, may be excluded from the General Assembly. Prior to such exclusion, the member will be granted the right to be heard.

Art. 7 Society organization

The Society consists of the following organs:

- the General Assembly
- the Executive Committee
- the Auditors

Art. 8 The General Assembly

The General Assembly is the supreme governing organ of the Society. It must be convened at least once a year.

At least four weeks prior to each General Assembly each member must receive a written convocation and the meeting’s agenda. Motions to be handled at the General Assembly must be submitted in writing to the Executive Committee at least three weeks prior to the meeting. In principle, motions presented after this deadline will be treated at the subsequent General Assembly.

The General Assembly has the following powers:

- Approval of the minutes of the previous General Assembly meeting;
- Election of the Executive Committee and of the Chairman;

- Appointment of the auditors;
- Approval of the annual report;
- Approval of the financial statements and of the audit reports;
- Approval of the budget and accounts balance;
- Determination of the amount charged for membership and minimal sponsor contribution;
- Discharge of the Bodies of the Society;
- Issuing of Society regulations;
- Setting up of commissions, if needed;
- Decisions pertaining to the exclusion of members of the Society;
- Decision to dissolve the Society;
- Decisions concerning the appropriation of liquidation proceeds under art. 14;

Each duly convened General Assembly constitutes a quorum. The meeting is chaired by the Chairman, or in case of impediment, by his / her deputy. Resolution minutes are a minimum requirement for every assembly.

Art. 9 Voting Rights at the General Assembly

The members and sponsors of the society exercise voting rights at the General Assembly.

Except where otherwise provided by law or the articles of association, resolutions are adopted by a simple majority of casted votes. In the event of a tie the Chairman casts the deciding vote.

Elections and votes are generally by open show of hands. Voting by secret ballot can be done upon approval by two thirds of the voters.

Art. 10 Extraordinary General Assembly

The Executive Committee may invite the members to an Extraordinary General Assembly if there is pressing business or if resolutions need to be adopted. An Extraordinary General Assembly is mandatory if requested by one fifth of the membership, and must be held within three months of submission of such a request.

Art. 11 The Executive Committee

The board of directors consists of at least 7 members from at least 4 different countries. The board of directors constitutes itself with exception of the President, who is elected by the General Assembly. The Members of the board of directors are representatives of the academic community. All members of the board of directors are elected every two years.

The Executive Committee meets as frequently as needed to ensure smooth handling of the society's business. Any member of the Executive Committee has the right to convene a meeting. Resolution minutes are a minimum requirement for the meetings.

Resolutions are adopted by a simple majority of casted votes. In the event of a tie the Chairman has the casting vote. Resolutions via circular letters are allowed, provided no member of the Executive Committee requests oral deliberations.

Art. 12 The Auditors

One or two individuals or a legal entity, such as a trust company, can be appointed as Auditors.

Auditors are appointed for a period of three years. Re-appointment is permitted.

Auditors produce an audit report to be submitted to the General Assembly. They may check or verify Society accounts at anytime during the whole year.

Art. 13 Membership fee and Liability

The fee charged for membership is determined annually at the General Assembly in the form of a fee and contribution rule. The fee and contribution rule is subject to the following limitations: the minimal annual charge is 50.- CHF, resp. 50.- Euro, resp. \$ 50 US, and the maximum is 100.- CHF, resp. 100.- Euro, resp. \$ 100 US, per member.

Reduced fees for students are set as 20.- fr./euro/dollar

The liability for the Society’s obligations is limited to the amount of its assets only. Membership does not imply any personal liability.

Art. 14 Amendments of the Articles of Association and Dissolution of the Society

Amendments to the present Articles of Association must be approved by at least two thirds of the current members.

Dissolution of the society requires written consent from three quarters of all members.

In case of dissolution of the Society proceeds from liquidation shall be given to a charitable organisation with the same or a similar aims as the «Basler Declaration».

Art. 15 Entry into force

The present Articles of Association have been adopted in the incorporation meeting held on 5th October 2011 and are immediately enforced. In case of conflicting interpretations, the German language version is binding.

The Chairperson of the
incorporation meeting:

Secretary:

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October 5th 2011/December 10th 2014