

Articles of Association “Swiss 3R Competence Centre (3RCC)”

Approved by the founding assembly on March 27th, 2018

Revised by the extraordinary General Assembly of 29 August 2018

I. General provisions

Art. 1 Name and legal form

¹ An association within the meaning of Article 60 ff. of the Swiss Civil Code (ZGB) exists under the name Swiss 3R Competence Centre (3RCC) (hereinafter referred to as 3RCC).

² The association has its seat at the place of administration.

Art. 2 Purpose and tasks

¹ The 3RCC is a nonprofit association that promotes the principles of 3R (reduction, refinement and replacement of animal experimentation) in Switzerland and facilitates their implementation in life sciences, with a main focus on high quality research, education and communication. Taking into account scientific, ethical and regulatory considerations the 3RCC designs a strategy aimed at promoting the principles of 3R, giving visibility to its activities and to those contributing to the scientific, research and educational activities related to the 3R.

² The activities of the 3RCC are aimed to have a strong impact both on the level of its member institutions and on the national level.

³ The association subsidises scientific projects in the field of 3R.

II. Membership

Art. 3 Founding members

¹ The founding members of the association are:

- Federal Food Safety and Veterinary Office;
- Swiss Animal Protection SAP;
- Swiss Federal Institute of Technology, Lausanne;
- Swiss Federal Institute of Technology, Zurich;
- Università della Svizzera Italiana;
- University of Applied Sciences and Arts Northwestern Switzerland;
- Interpharma;
- University of Basel;
- University of Bern;
- University of Fribourg;
- University of Geneva;
- University of Lausanne;
- University of Zurich;
- Zurich University of Applied Sciences;

² The Universities of Basel, Bern, Geneva, Lausanne and Zurich can represent their University hospitals in the 3RCC, based on an internal agreement.

Art. 4 Additional members

The Strategic Board can include further members upon request.

Art. 5 Termination of membership

¹ Membership terminates if a member leaves or is excluded or if the legal entity is dissolved.

² A member may leave at the end of a calendar year by notifying the president in written and taking account of the notice period of six months before the end of the year.

³ The member's assembly can exclude a member at the request of the Strategic Board for an important reason with a majority of two thirds of the votes of all members. Important reason means in particular the non-respect of any agreement stipulated according to article 26.

⁴ Excluded members are not entitled to association assets; they are liable for overdue and current fees.

III. Organisation

1. Bodies of the Association

Art. 6

Bodies of the association are:

- a. General Meeting;
- b. Strategic Board (Committee);
- c. Executive Board;
- d. Scientific Advisory Board;
- e. Stakeholders' Advisory Board;
- f. Executive Director and Administration;
- g. Board of Control.

2. General Meeting

Art. 7 Convening

¹ The ordinary General Meeting convenes once a year, usually within the first six month of the year, and is called by the Strategic Board in writing at least 20 days beforehand, with specification of the agenda items.

² An extraordinary General Meeting is held if called by the Strategic Board or at the request of 1/5 of the members; it is held within three months of submission of the request.

Art. 8 Voting rights and chairing of the General Meeting

¹ In the General Meeting, every member has one vote. Absent members can be represented by another member through written proxy.

² The General Meeting can grant additional voting rights to a member with a majority of two thirds of the votes of all members on objective reasons. A maximum of three votes per member is permitted. The additional voting right applies for four years.

³ The General Meeting is chaired by the president, or, if he or she is indisposed, by the vice-president.

⁴ The General Meeting passes resolutions with a majority of 2/3. Abstentions are not counted. Provisions of these Articles of Association and of the Swiss Civil Code that deviate herefrom are reserved.

⁵ The chair also votes, and holds the casting vote in the event of a tied vote.

Art. 9 Responsibilities

¹ The General Meeting as the top-most body of the association has the following responsibilities:

- a. Approval and amendment of Articles of Association; for these resolutions, a majority of two thirds of the votes of all members is required;
- b. Selection and removal of members of the Strategic Board; the members have a right of proposal for the selection of their representatives;
- c. Selection and removal of the president of the association who is simultaneously president of the Strategic Board;
- c. Resolutions regarding items of business proposed to the General Meeting by the Strategic Board;
- d. Conclusion of an agreement with each member on their resources contribution;
- e. Statement regarding other projects on the agenda;
- f. Approval of the president's annual report, annual accounts and budget, as well as granting of discharge to the Strategic Board;
- g. Adoption of resolutions concerning the issues that legislation or the Articles of Association reserve for the General Meeting;

² Presidents of commissions and working groups, representatives of scientific organisations or other persons can be invited to discuss individual items of business.

Art. 10 Resolutions

¹ The General Meeting has a quorum of 2/3 of all members.

² It can only definitively decide on items of business that were included on the agenda.

³ If all members are present at the General Meeting, resolutions can also be passed about items that were not on the agenda.

⁴ In the event of time pressures, resolutions can also be passed using the circulation method in agreement to Art. 10.1.

Art. 11 Minutes

At least minutes of resolutions and votes must be taken for the General Meeting.

3. Strategic Board (Committee)

Art. 12 Composition, term of office and recompense

¹ The Strategic Board consists of:

- a. The president of the association, who is elected by the General Meeting and who is simultaneously president of the Strategic Board;
- b. The vice-president, who is simultaneously the vice-president of the Strategic Board;
- c. A member selected from the group of members of federal councils; this member can simultaneously be elected as president of the association and of the Strategic Board;
- d. Other elected members.

² Every association member is entitled to representation in the Strategic Board. In addition, up to four members can be elected to the Strategic Board who represent non-member organisations with close connections to the association.

³ With a majority of two thirds of the votes of all members, the General Meeting can grant a member two representatives on objective grounds.

⁴ The Strategic Board itself can allow interested groups to have a representative with observer status.

⁵ The Strategic Board organises itself with the exception of Art.12.1 paragraph a here above.

⁶ The term of office is four years. Re-election is possible without restriction.

⁷ The members of the Strategic Board work on a voluntary basis and are only entitled to recompense for their individual, effective expenses and cash expenditures. An appropriate recompense can be arranged for special achievements by individual members of the Strategic Board.

Art. 13 Responsibilities

The Strategic Board has the following responsibilities:

- a. Acceptance of new members;
- b. Election of the vice-president from the group of members of the Strategic Board elected by the General Meeting, who is simultaneously the vice-president of the association;
- c. Election of the members of the Scientific Advisory Board and Stakeholders' Advisory Board and rewriting of the responsibilities of these executive bodies;
- d. Responsibility for the strategic alignment and implementation of the strategy and for granting of the signing authorities to the members of the Strategic Board and to the Executive Director.
- e. Arrangement and preparation of the General Meeting and its items of business, and execution of the orders and resolutions of the General Meeting;
- f. Conclusion of a service level agreement for hosting the directorate by the University of Bern;
- g. Any decision about provision of funding.
- h. Decision about funds allocated to research projects based on recommendation of the Scientific Advisory Board.

Art. 14 Resolutions

¹ The Strategic Board requires a quorum of at least 2/3 of all members. In votes and elections, the majority is 2/3 of the members present with voting rights. Abstentions are not counted. The chair shall have the casting vote.

² The Board can only decide on items of business not included on the agenda if all the members present agree to this.

³ The Strategic Board can pass its resolutions by means of the circular procedure (by e-mail) in agreement to Art. 14.1 and if no member demands for a meeting to be held.

⁴ In a vote, a member of the Strategic Board shall recuse if the association member he or she represents has a conflict of interest or significantly greater financial or material interest in the pending resolution than the other members. Otherwise, regarding withdrawals, the Strategic Board shall follow Article 10 of the Swiss Administrative Procedure Act.

⁵ In the Strategic Board, the Executive Director has an advisory vote.

Art. 15 Minutes

At least minutes of the resolutions including votes and elections, are taken for the Strategic Board meetings.

4. Executive Board

Art. 16 Composition

The Executive Board consists of:

- a. The Executive Director;
- b. representatives of the Higher Education Institutions that are members of the association, referred to as "node coordinators";
- c. a representative of the Swiss Animal Facilities Network;
- d. a representative of the Animal Welfare Officer network;
- e. a representative of the Institute of Laboratory Animal Science;
- f. a representative of the Réseau des animaleries lémaniques;
- g. any other representative of laboratory facilities involved in 3R nominated by the Strategic Board.

Art. 17 Responsibilities

¹ The Executive Board implements the Centre's strategy as established by the Strategic Board in the areas of research, education and communication. In addition it monitors the progresses in these three areas.

² It works out suggestions on behalf of the Strategic Board taking into account the expertise of the Scientific Advisory Board. In particular, it executes the 3RCC strategy in the areas of research, education and communication. It contributes to the definition of the 3RCC strategy in the area of research (including 3RCC funding regulations) to be approved by the Strategic Board, after consultation with the Scientific Advisory Board. Finally, it may contribute to specific research activities in the area of 3Rs. Potential conflict of interests of single Executive Board members with the selection procedure of the 3RCC's funding scheme should be avoided.

³ The Executive Board organizes itself, defines a chair and a deputy chair amongst the members and regulates the signing authority.

⁴ It convenes regularly and at least 4 times per year.

5. Scientific Advisory Board

Art. 18 Composition

¹ The Scientific Advisory Board is made up by 5 to 7 internationally recognized 3R experts nominated by the Strategic Board.

² It should include at least two experts (within the 5-7) having experience with the Swiss National Science Foundation or Innosuisse.

³ Members of the Scientific Advisory Board should make a declaration about conflicts of interest. Potential conflicts of interest between single scientific advisory board members and their activities related to the 3RCC should be avoided.

Art. 19 Responsibilities

¹ The Scientific Advisory Board provides scientific expertise to the Executive Board.

² It convenes once a year to evaluate progress and functioning of the 3RCC.

³ The Scientific Advisory Board is in charge of the evaluation of the proposals submitted within the open and targeted call schemes. For this activity, it might work together with external reviewers.

6. Stakeholders' Advisory Board

Art. 20 Composition

¹ The Stakeholders' Advisory Board consists of representatives of institutions close to animal experimentation and interested in dialogue, nominated by the Strategic Board.

² Institutions represented in the Stakeholders' Advisory Board do not sit in the Strategic Board; they may be:

- a. the Swiss National Science Foundation
- b. the Swiss academies of arts and sciences;
- c. commissions of animal ethics;
- d. animal welfare organizations.

³ The Stakeholders' Advisory Board convenes once a year.

Art. 21 Responsibilities

¹ The function of the Stakeholders' Advisory Board is to provide advice to the Strategic Board on all matters that are of concern for the implementation of the 3R principles such as the mode of functioning and priority setting in 3R education and research.

² It makes sure that the point of view of further stakeholders involved in or interested in 3R is taken into account.

7. Executive Director and Administration

Art. 22 Principle

¹ The Executive Director is the operational leader of the 3RCC.

² The Executive Director is chosen by and reports to the Strategic Board.

³ The Executive Director can be supported by additional personnel for the administration of the 3RCC whose competences reflect the needs of the 3RCC for the implementation of its strategy, as approved by the Strategic Board.

⁴ The Executive Director and supporting personnel are employees of the 3RCC.

Art. 23 Responsibilities

¹ The main duties of the Executive Director are the following:

- a. Representation of the 3RCC towards the outside world and networking at the national and international level;
- b. Being partner for federal and cantonal authorities;
- c. Development of a communication concept and implementation of activities along its lines;
- d. Preparation and handling of calls for scientific projects along the lines defined by the Strategic Board;

² The Executive Director performs all tasks that are not transferred to another executive body.

Art. 24 Outsourcing of administrative tasks

¹ The administration of the 3RCC is located at the University of Bern.

² The General Meeting can transfer some administrative tasks to the University of Bern.

³ The General Meeting establishes a service level agreement with the University of Bern.

8. Board of Control

Art. 25

The General Meeting elects an independent, external auditor who shall conduct a statutory limited audit of the association's accounting on an annual basis and submit a detailed audit report on the outcome to the General Meeting with a proposal for approval. It must also monitor the compliance with the provisions of the Articles of the Association.

The auditors must notify the General Meeting of any deficiencies perceived during the execution of their mandate.

IV. Financing

Art. 26 Resources

¹ Association resources are:

- a. Members financial contributions or contributions in the form of goods and services, which are defined in an agreement;
- b. Income from events of any kind as part of the association's goal attainment and offered by the 3RCC to third parties;
- c. Income from research and teaching, from information events and other events, and from mandates performed by the 3RCC on behalf of third parties;
- d. Income from the use of the 3RCC infrastructure by third parties;
- e. Government and private contributions (e.g. donations).

² Any profit made is reinvested in the association.

Art. 27 Claims to 3RCC assets

The members have no claims to the 3RCC assets, in particular if they depart or are excluded.

V. Final provisions

Art. 28 Dissolution

¹ As a result of a General Meeting resolution, the 3RCC can be dissolved at any time; this resolution requires a majority of two thirds of the votes of all members.

² The General meeting decides in compliance with Art. 29.2 how any asset surplus is to be used.

Art. 29 Liquidation

¹ The Strategic Board performs liquidation and creates a report and final accounts.

² In case of dissolution, any benefit and asset from the association should be transferred to another nonprofit legal entity located in Switzerland which is exempt from tax for the purposes of public benefit, public services or cultural purposes.

Art. 30 Entry into force

These revised Articles of Association shall come into force following acceptance by the extraordinary General Meeting.

For the extraordinary General Meeting:



Dr. Kathy Riklin
President 3RCC



Prof. Christian Leumann
Vice-president 3RCC

05.09.2018, Bern

Place and date:

Hochschulstrasse 6
3012 Bern - Switzerland