



Bylaws of the Swiss Clinical Trial Organisation (SCTO)

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 The Swiss Clinical Trial Organisation (SCTO) is an Association within the meaning of Articles 60 et seq. of the Swiss Civil Code (*Zivilgesetzbuch – ZGB*).
- ² The SCTO's registered office is located at the place of its Executive Office.
- ³ The SCTO is registered for an indefinite term.

Article 2 Purpose

- ¹ The Swiss Clinical Trial Organisation (SCTO) is a non-profit organisation which acts as the central cooperation platform for patient-oriented clinical research in Switzerland.
- ² It contributes to the creation of a favourable environment for a high-quality clinical research in Switzerland promoting in particular
 - a. a harmonised research culture in all domains, including the continuing education necessary for this purpose;
 - b. the formation of national networks;
 - c. the integration of national clinical research into international networks;
 - d. the dialogue between patients, the public, academia, industry and authorities;
 - e. general, favourable conditions in the field of clinical research that comply ethical and legal requirements.

Article 3 Membership

- ¹ The founding members of the SCTO are the Swiss Academy of Medical Sciences (SAMS), the boards of directors of the university hospitals of Basel, Berne, Geneva, Lausanne and Zurich, the board of directors of the Cantonal Hospital of St. Gallen and the Collège des Doyens. The SCTO has the following membership categories:
 - a. Ordinary members
 - b. Associate members (without the right to vote or hold office)
- ² As a rule, the SCTO only accepts as Ordinary members not-for-profit institutions and organisations which have been officially commissioned to conduct clinical research. Additional criteria for defining membership and membership categories are laid down in separate membership regulation authorised by the Steering Board.

³ The General Meeting of Members is constituted of the Ordinary members and decides on the admission of new members on the basis of a written membership application and the recommendation of the Steering Board. The application procedure is described in the membership regulation set forth in Article 3(2).

⁴ The SCTO is not obliged to give reasons if it rejects an application.

Article 4 Termination of Membership

¹ A member may resign from membership of the SCTO with effect as of the end of the calendar year by giving the Steering Board two months' written notice.

² The General Meeting of Members may exclude members from the SCTO at any time if they

- a. do not pay their membership fees in spite of being sent a notice of default;
- b. they act in a manner that seriously harms the interests of the SCTO.

³ In addition, the General Meeting of Members is entitled to exclude members from membership of the SCTO without giving reasons for its decision. Its decision is final.

⁴ Founding members may not be excluded without their consent.

⁵ Members who have resigned or been excluded from the SCTO have no claim to its property or funds.

Article 5 Financing

¹ The SCTO's financing is derived in particular from

- a. membership fees which are fixed by the General Meeting of Members;
- b. government grants;
- c. donations;
- d. income from services.

² Members are not under any obligation to make additional contributions.

³ Recourse in respect of the SCTO's liabilities and debts may only be had against the Association's property or funds.

Article 6 Governing Bodies

The governing bodies of the SCTO are

- a. the General Meeting of Members;
- b. the Steering Board;
- c. the Executive Office;
- d. the Advisory Board;
- e. the auditors.

Article 7 General Meeting of Members: Composition and Function

¹ The General Meeting of Members is the SCTO's supreme governing body. Each Ordinary member has one vote. Each Ordinary member may be represented at the General Meeting of Members by one delegate. Associate members may also be represented by a delegate (without voting rights).

- 2 A General Meeting of Members must be held at least once each year, usually during the first half of the year. An extraordinary General Meeting of Members may be called by the Steering Board or must be called if at least one-fifth of all of the Ordinary members submit a written request for same together with details of the agenda to the Steering Board.
- 3 The General Meeting of Members decides on the motions which the Steering Board submits to it. It decides annually on membership fees and, following receipt of the audit report, it is responsible for approving the annual report and ratifying the actions of the Steering Board.
- 4 The General Meeting of Members is responsible for appointing the Association's auditors.
- 5 The President must give the members written notice of the meeting together with details of its agenda no later than 14 days before the date fixed for holding the general meeting. The General Meeting of Members may not consider proposals from Ordinary members which add to or modify the items on the agenda unless the President has received such proposals in writing at least seven days prior to the date of the general meeting.
- 6 Every Ordinary member is entitled to make a written request to the Steering Board for the inclusion of a certain item in the agenda. Such request must be received by the Steering Board seven days before the general meeting.
- 7 The President may decide whether proposals from Ordinary members which are received after the deadline specified in Article 7(5) and (6) can nonetheless be submitted to the general meeting.
- 8 Except for the resolutions that require the quorum specified in Articles 12 and 13 of these bylaws, the General Meeting of Members takes its decisions by a simple majority of members irrespective of the number of members present. Resolutions are binding on all members. Where there is a tie, the President has the casting vote. A majority of the Ordinary members present at the general meeting may decide to conduct secret ballots and elections.
- 9 The Executive Office must keep minutes of each General Meeting of Members.

Article 8 Steering Board

- 1 The Steering Board is composed of representatives from Ordinary members (institutions) and elects its own members. Each Ordinary member may select an individual to act as its representative on the Steering Board.
- 2 The term of office of the Steering Board is four years; the term of office of members of the Steering Board may be renewed. The term of office of the President is four years. He may be re-elected once. Where a Steering 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 Steering Board members. A Vice-President may be elected by the Steering Board, if proposed by the President.
- 3 The Steering Board may establish committees for the performance of special tasks and may invite other persons, not necessarily being members, to attend its meetings in an advisory capacity. The Steering Board interacts with a permanent committee composed of the directors of the CTUs, the so-called "Board of CTU Directors".
- 4 The Steering Board conducts the business of the SCTO. It takes decision on all matters that have not been reserved for decision by other governing bodies. Its duties include in particular
- a. determining the SCTO's strategic focus;
 - b. representing the SCTO's interests in dealings with third parties;
 - c. appointing the President and Vice-President;
 - d. appointing the Managing Director of the Executive Office;

- e. determining who shall be entitled to sign on the SCTO's behalf;
- f. appointing an Advisory Board and prescribing the Advisory Board's tasks and powers in separate rules;
- g. approving the budget.

5 The Steering Board must hold meetings at least two times per year; further Steering Board meetings may be held as required. The President must give the members of the Steering Board written notice of the meeting together with details of its agenda no later than ten days before the date fixed for holding a Steering Board meeting.

6 Other Ordinary members are entitled to request the President to call a Steering 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 Steering 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 Steering 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 Managing Director must attend meetings of the Steering Board in an advisory capacity and keep the minutes. A copy of the minutes must be served on each member of the Steering Board within two weeks. The Steering Board must decide on the approval of the minutes at the next meeting.

10 The members of the Steering Board provide their services in an honorary capacity. They are entitled to compensation for their out-of-pocket expenses. The General Meeting of Members may allow exceptions to this rule.

Article 9 Executive Office

1 The Steering Board must appoint a Managing Director to head the Executive Office. The Managing Director reports to the President.

2 The Steering Board prescribes the tasks and powers of the Executive Office in business rules and the tasks and powers of the Managing 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 organising services for Association members and third parties.

Article 10 Auditors

1 The General Meeting of Members must elect auditors for a term of four years from the pool of Ordinary members or their representatives or from the pool of suggested candidates. This governing body must include at least one registered auditor.

2 The General Meeting of Members may also appoint a suitable firm to audit its accounts.

3 The auditors must audit the SCTO's annual report and submit a motion to the General Meeting of Members proposing the discharge to the Steering Board or, as the case may be, not.

Article 11 Financial Year

The financial year is the calendar year.

Article 12 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 President, the Steering 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 fifteen days prior to the General Meeting of Members.
- ² The President must notify the Ordinary members of the provisions of the bylaws to be amended and the motions proposing an amendment at the latest at the time he issues them with invitations to the General Meeting of Members.
- ³ To amend the bylaws, a resolution passed by at least a two-thirds majority of the Ordinary members present at the General Meeting of Members is required.

Article 13 Dissolution

- ¹ Article 12 of these bylaws applies mutatis mutandis to any motion to dissolve the Association.
- ² The General Meeting of Members may appoint one or more liquidators to act instead of the Steering Board; where this occurs, the Steering Board will cease to have authority to act.
- ³ Any Association property or funds remaining after dissolution will be transferred to a non-profit institution or a legal entity domiciled in Switzerland that is exempt from tax due to its status or public purpose. A merger can only take place with another non-profit institution or legal entity domiciled in Switzerland that is exempt from tax due to its status or public purpose.

Article 14 Final Provisions

- ¹ The Steering Board represents the Association. The President or Vice-President is authorised to sign on behalf of the Association together with another member of the Steering Board or the Managing Director. The Steering Board is responsible for appointing additional persons with authority to sign on behalf of the Association and specifying the details of the authority.
- ^{1bis} As a transitional provision, the President, the Auditor and the Steering Board will exceptionally be elected at the 2024 General Meeting of Members for a single additional year, until 2025. The provision that the President may only be re-elected once (Art. 8 para. 2 of the Articles of Association) does not apply in this exceptional case.
- ² These bylaws were adopted by the inaugural meeting of the Swiss Clinical Trial Organisation (SCTO) on 21 August 2009 and unanimously revised on 09 April 2024.

The President:

The Managing Director:

sig. Prof. Christiane Pauli-Magnus

sig. Victoria Sarraf