

### **Article 1      Name, Registered Office and Duration**

- 1 SwissPedNet is an association within the meaning of Articles 60 et seq. of the Swiss Civil Code.
- 2 Its registered office is located at the Swiss Clinical Trial Organisation (SCTO) in Bern.

### **Article 2      Purpose**

- 1 The SwissPedNet is a non-profit organization that acts as the central cooperation platform for pediatric clinical research in Switzerland.
- 2 The network promotes, facilitates, coordinates and conducts clinical trials devoted to children ranging from newborn to adolescent age, in all pediatric disciplines.
- 3 The ultimate goal is to enhance clinical research in pediatrics by
  - a. Supporting pediatric clinician scientists to foster their commitment to high quality clinical research,
  - b. Encouraging an increased overall acceptance of trials in children in the community.

### **Article 3      Financing**

- 1 To meet the association's purpose, the SwissPedNet financing is derived in particular from
  - a. Government grants,
  - b. Donations and third party grants,
  - c. Membership fees.
- 2 Members are not under any obligation to make additional contributions.

### **Article 4      Membership**

- 1 The five Swiss university children's hospitals of Basel, Bern, Geneva, Lausanne and Zurich plus the three pediatric hospitals class A of Aarau, Lucerne and St. Gallen founded the association and are thus founding members. Throughout the development of the association, other members can be accepted by the general assembly according to Art. 7. All members assign each at least one person for the general assembly.
- 2 The SwissPedNet has the following membership categories:
  - a. Ordinary members
  - b. Supporting members
- 3 Supporting members do not have the right to vote, hold office and may not claim for services of the national coordinator SwissPedNet.
- 4 The SwissPedNet may accept applications for membership from medical pediatric societies and indication specific cooperative groups, which conduct clinical trials within pediatrics in Switzerland. Other organizations, societies or private organizations may also apply to become a member. For-profit organizations (e.g. pharmaceutical companies) are welcome to apply for supporting membership.
- 5 Applications for membership are sent to the SwissPedNet Board. The general assembly decides on the admission of new members.
- 6 SwissPedNet is not obliged to give reasons if it rejects an application.

### **Article 5      Termination of Membership**

- 1 Resignation from membership of the SwissPedNet is possible with effect as of the end of the association year (September 30) by giving the Board two months' written notice.
- 2 The general assembly may exclude members from the SwissPedNet at any time if they do not pay their membership fees in spite of being sent a notice of default or if they act in a manner that

seriously harms the interests of SwissPedNet. In any case, prior to the exclusion the member must be listened to for its statement.

- 3 Founding members cannot be excluded without their consent.
- 4 Resigned and excluded members have no claim to Swiss PedNet property or funds.

## **Article 6        Governing bodies**

The governing bodies of the SwissPedNet are

- a. The general assembly
- b. The board
- c. The auditors

## **Article 7        The General Assembly**

- 1 The general assembly is the SwissPedNet's supreme governing body. It must be held at least once a year, usually in the 4<sup>th</sup> quarter.
- 2 The president, or the coordinator in responsibility of 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 assembly. Proposals for discussion from ordinary members must be sent to the board accurately timed.
- 3 The following competences are assigned to the general assembly:
  - a. Approval of the past general assembly's minutes,
  - b. Election of the president and the board,
  - c. Appointing the auditor,
  - d. Fixing the amount of membership fees,
  - e. Acceptance of the auditor's report,
  - f. Discharge of the governing bodies,
  - g. Issuing of business rules
  - h. Approval of funding proposal and funding criteria (performance measurement) by board
  - i. Approving the budget,
  - j. Acceptance of new members,
  - k. Exclusion of members,
  - l. Dissolution of the association,
  - m. Decision-making about the use of existing funds in case of dissolution of the association.
- 4 Each accordingly called general assembly has a quorum, if at least 5 voting members are present. It is chaired by the president, and in case of absence by the vice-president. Minutes must be kept.
- 5 Each ordinary member has one vote and may be represented at the general assembly by one or two proxy.
- 6 Supporting members may participate at the general assembly, may be represented by a proxy, but they do not have a vote.
- 7 The general assembly takes its decision by a simple majority of members irrespective of the number of members present. Where there is a tie, the president has the casting vote. A majority of the ordinary members present may decide to conduct secret ballots and elections. Resolutions are binding on all members.
- 8 An extraordinary general assembly may be called by the board and must be called if at least one-fifth of all of the ordinary members submit a written request for it together with details of the agenda to the board.
- 9 The SwissPedNet coordinator attends meetings of the general assembly in an advisory capacity and keeps the minutes. A copy of the minutes must be served on each member within two weeks after the general assembly.

## **Article 8            The Board**

- 1 The board is composed of at least three and does not exceed six members.
- 2 The president, the vice-president and the board are elected by the general assembly. The term of office is three years for each of the three roles. For the same role, one re-election is allowed.
- 3 In general, the board meets four times each year, as far as it is necessary for conducting the incoming business of the SwissPedNet. Each board member may call a board meeting. For each board meeting minutes are kept.
- 4 The board conducts the business of the SwissPedNet. 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 SwissPedNet's strategic focus,
  - b. Representing the SwissPedNet's interests in dealings with third parties,
  - c. Appointing committees for specific tasks,
  - d. Appointing an Advisory Board, whose tasks and duties are defined in a separated regulation,
  - e. Appointing Observers, whose tasks and duties are defined in a separated regulation
  - f. Decision about conduct of SwissPedNet projects,
  - g. Appointing the staff of the coordination office (SwissPedNet coordinator) in collaboration with SCTO,
  - h. Determining who shall be entitled to sign on SwissPedNet's behalf,
  - i. Propose the budget.
- 5 The board may invite other members to attend its meetings without any voting rights.
- 6 The president, or the coordinator in responsibility of the president, must give the board members written notice of the board meeting together with details of its agenda no later than 10 days before the date fixed for holding the board meeting.
- 7 Any board member can call an extraordinary board meeting. In this case the meeting must be kept within 30 days of the call. It may also be held as an online conference.
- 8 The 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.
- 9 In urgent cases the board's decisions may take the form of a resolution in writing. Resolutions in writing must be unanimous to be valid.
- 10 The SwissPedNet coordinator attends meetings of the board in an advisory capacity and keeps the minutes. A copy of the minutes must be served on each member of the board within two weeks. The board must decide on the approval of the minutes at the next meeting.
- 11 The members of the board provide their services in an honorary capacity. They are entitled to compensation for their out-of-pocket expenses.

## **Article 9            Auditors**

- 1 The general assembly appoints an auditor and his/her replacement for a term of three years from the pool of ordinary members or their representatives or from the pool of suggested candidates. Auditors may not simultaneously be members of the board.
- 2 The general assembly may also appoint a suitable firm to audit its accounts.
- 3 The auditor must audit the SwissPedNet's annual report and submit a written motion to the general assembly proposing that the actions of the board be ratified or not.

## **Article 10          Coordination office (National coordinator PedNet)**

- 1 The board appoints in collaboration with SCTO for the coordination office the SwissPedNet coordinator. The SwissPedNet coordinator reports to the president.
- 2 The board prescribes the tasks and powers of the coordination office in the business rules and in the job description.
- 3 The coordination office is responsible in particular for:

- a. The practical implementation of the association's purpose
- b. Supporting the president in his tasks
- c. Effective organization of services for the clinical pediatric hubs
- d. Coordinating national multi-center trials, particularly in rare diseases and in longitudinal settings
- e. Linking to neighboring networks on a national and international level
- f. Acting as a coordination and representation body for European pediatric clinical trial networks and industry
- g. Helping to raise political awareness for the need for research in pediatrics
- h. Supporting to receive grants and donations
- i. Organizing symposia
- j. Writing and distributing minutes of the board meetings and general assemblies
- k. Maintaining the SwissPedNet website
- l. Maintaining close links with the SCTO and its CTU-Network

#### **Article 11      Membership fee and reliability**

- <sup>1</sup> The membership fees are fixed by the general assembly.
- <sup>2</sup> Recourse in respect of the SwissPedNet's liabilities and debts may only be hold against the association's property or funds.

#### **Article 12      Association year and financial year**

The association year and the financial year proceed from October 1 to September 30.

#### **Article 13      Dissolution of the association**

- <sup>1</sup> 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.
- <sup>2</sup> The general assembly decides on the selection of the specific institution to receive the property and funds.
- <sup>3</sup> If no decision has been taken, the associations' property or funds remaining after dissolution will be transferred to an institution involved with child health or pediatric research in the broadest sense, fulfilling the requirements in Art 13,1.

#### **Article 14      Bylaws and amendments to the bylaws**

- <sup>1</sup> This version of the bylaws was adopted by the general assembly of the SwissPedNet on 29 November 2024.
- <sup>2</sup> To amend the bylaws, a resolution passed by at least a two-thirds majority of the members present at the general assembly is required.

The president:

The vice president:



Prof Dr med Matthias Baumgartner



Prof Dr med Julia Bielicki