

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 in Zürich.

Article 2 Purpose

- 1 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, 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 SwissPedNet has the following membership categories:
 - a. Ordinary members
 - b. Supporting members
 - c. Associated members
- 3 Supporting members do not have the right to vote, hold office and may not claim for services of the SwissPedNet coordination office.
- 4 Associated members do not have right to vote, hold office and may not claim for services of the SwissPedNet coordination office. The invitations of associated members to SwissPedNet events and participation in working groups or other activities is decided by the board.
- 5 SwissPedNet may accept applications for membership from pediatric hospitals / departments which conduct clinical trials within pediatrics in Switzerland. Medical pediatric societies, indication specific cooperative groups, other organizations, societies or private organizations may apply to become an associated member. For-profit organizations (e.g. pharmaceutical companies) are welcome to apply for supporting membership.
- 6 The General Assembly decides on the admission of new members based on the application for membership and a recommendation by the board.
- 7 SwissPedNet is not obliged to give reasons if it rejects an application.

Article 5 Termination of Membership

- 1 Resignation from membership of 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 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 on SwissPedNet property or funds.

Article 6 Governing bodies

The governing bodies of SwissPedNet are

- a. The General Assembly
- b. The board
- c. The coordination office
- d. The auditors

Article 7 The General Assembly

- 1 The General Assembly is SwissPedNet's supreme governing body. It must be held at least once a year, usually in the 4th quarter.
- 2 The president, or the Executive Manager 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 additional agenda items from ordinary members must be sent to the board 14 days before the General Assembly date.
- 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, including financial and signatory competences
 - h. Approval of funding proposal and funding criteria (performance measurement) by the 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, in-line with Art. 13.
- 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 Associated members may participate at the General Assembly, may be represented by one or two proxy, but they do not have a vote.
- 8 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 Executive Manager attends meetings of the General Assembly in an advisory capacity and keeps the minutes. The minutes must be sent to 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 SwissPedNet. Each board member may call a board meeting. For each board meeting minutes are kept.
- 4 The board conducts the business of 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 SwissPedNet's strategic focus,
 - b. Representing SwissPedNet's interests in interactions 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 SwissPedNet Executive Manager
 - h. Approving the budget.
- 5 The board may invite other members to attend its meetings without any voting rights as guests.
- 6 The president, or the Executive Manager 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 7 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 Executive Manager attends meetings of the board in an advisory capacity and keeps the minutes. The minutes must be sent to 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 (travel).

Article 9 Coordination office

- 1 The board appoints the SwissPedNet Executive Manager to head the Coordination Office. The SwissPedNet Executive Manager reports to the president.
- 2 The board prescribes the tasks and powers of the coordination office in the business rules and the tasks and powers of the Executive Manager in a 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 SwissPedNet members
- d. Facilitating national multi-center trials, particularly in rare diseases, and longitudinal studies
- e. Linking to other relevant research infrastructures and organisations 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 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 communication and website

Article 10 Auditors

- 1 The General Assembly appoints two auditors for a term of a year 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 financial statement and create a written report for the General Assembly proposing that the actions of the board be ratified or not.

Article 11 Membership fee and reliability

- 1 The membership fees for ordinary and associated members are fixed by the General Assembly.
- 2 Recourse in respect of the SwissPedNet's liabilities and debts may only be held 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

- 1 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.
- 2 The General Assembly decides on the selection of the specific institution to receive the property and funds.
- 3 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

- 1 This version of the bylaws was adopted by the General Assembly of the SwissPedNet on 05 December 2025.
- 2 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:



Prof Dr med Matthias Baumgartner

The vice president:



Prof Dr med Julia Bielicki