



Non-binding

Unofficial Statutes (EN)

I. Name and Purpose

Art. 1 Name

An association exists under the name **swiss aerospace cluster** in accordance with art. 60 ff. of the Swiss Civil Code.

Art. 2 Purpose

The purpose of the **swiss aerospace cluster** is to promote the Swiss aerospace sector (industry, research and development institutes) by establishing and managing a non-commercial industry network (cluster) to strengthen cooperation and market opportunities for Swiss players on the international level.

The association may conduct all businesses that are related to or promote its purpose.

Art. 3 Scope

The association adapts its services closely to the needs of its members.

The services mainly include supporting members in:

- Networking and cooperation
- Research and development projects
- Knowledge and technology transfer
- Initiation of innovative projects
- Promotion of young talents, education, and continuing education
- Market research
- Market presence
- Trade fair appearances and events

The association may take all measures that are deemed appropriate to achieve these objectives.

Art. 4 Collaboration

The association seeks to collaborate with organisations that provide special support to the swiss aerospace industry. In addition, the association also seeks to collaborate with similar organisations abroad.

II. Membership

Art. 5 Members

Members of the **swiss aerospace cluster** can be collective members (legal entities). The target group for membership includes:

- Companies from the aerospace industry, including suppliers and other companies relevant to the industry
- Universities of applied sciences, universities, and research institutions
- Associations, organisations, and clubs relevant to the industry
- Airports and airport administrations
- Chambers of commerce
- Federal authorities, cantons, and administrations
- Swiss Air Force

Member categories

Members may be divided into different categories depending on the type and size of the organisation. The General Assembly decides on the member categories.

Art. 6 Admission

The board decides on the admission of new members. It may reject applications for admission without giving reasons.

Art. 7 Membership fees

Members pay an annual fee according to their membership category, which is determined by the General Assembly.

Art. 8 Withdrawal

Membership shall expire due to:

- Written resignation three months before the end of the association year
- Board decision in the event of non-fulfilment of membership fee obligations or serious violations of the interests of the association.

III. Organs

Art. 9 Organs of the association

The organs of the association are:

- The general assembly (art. 10)
- The executive board (art. 11)
- The secretariat (art.12)
- The advisory board (art. 13)
- The auditors (art. 14)

Art. 10 General Assembly

Art. 10.1 Organisation

The annual general meeting takes place every year by the end of June at the latest.

An extraordinary general meeting must be convened if:

- The board decides to do so
- One-fifth of the members request it
- The auditors submit a corresponding request to the board

All members are eligible to participate in the General Assembly. Each member has one voice for votes and elections. Resolutions are passed by a simple majority.

The date of the General Assembly is announced at least three months in advance with a request to submit nominations and motions for the agenda.

Nominations and motions for the agenda must be submitted to the Executive Board at least six weeks before the General Assembly.

Invitations and the agenda must be sent to members in writing at least three weeks before the General Assembly.

Art. 10.2 Governance and decision-making

The meeting shall be chaired by the president.

Each member shall have one voice during votes and elections. Resolutions shall be passed by a simple majority. In the event of a tie, the chairman shall have the casting vote. Votes and elections shall be conducted openly.

A secret ballot or election shall be held if the Executive Committee or one-fifth of the members present so request.

A two-thirds majority of those present and entitled to vote is required to amend the statutes or dissolve the association.

Art. 10.3 Powers

The General Assembly is the supreme body of the association. It handles all matters assigned to it by the statutes or not assigned to the Executive Board. The General Assembly has the following duties:

- Approval of the minutes of last year's General Assembly
- Approval of the President's annual report
- Approval of the financial statements for the past fiscal year and the budget for the new fiscal year
- Acceptance of the auditors' report and granting of discharge to the association's governing bodies
- Determination of membership categories and annual fees
- Election of the president and the other members of the Executive Committee
- Election of the auditors
- Acknowledgement of the main areas of activity/annual program
- Amendment of the statutes
- Dissolution of the association

Art. 11 Board of Directors

Art. 11.1 Duties

The Board of Directors is responsible for the management of the association. In particular, the Board of Directors has the following duties:

- The convening of the General Assembly and the preparation of the items on the agenda
- The admission and exclusion of members of the association
- The establishment of working groups
- The signature and expense regulations
- The management of the association's finances
- The creation of organisational regulations
- The determination of guidelines for the activities and operations of the **swiss aerospace cluster**.

Art. 11.2 Composition

The Board of Directors is composed of 5 members, including a president. It elects its own members, with the exception of the president.

Art. 11.3 Term of office

Elections for the Board of Directors take place every three years. The term of office is three years. Re-election is possible. In the event of changes in the Board between terms, a replacement election takes place at the next General Assembly.

Art. 11.4 Rules of Procedure

The Board of Directors is convened by the President at least twice a year.

Board meetings are convened and/or chaired by the President or, in their absence, by another Board member.

The Board is quorate when at least half of the members are present.

The resolutions are passed by an absolute majority of the votes cast. In the event of a tie, the chairman makes the casting vote.

The resolutions are to be recorded in minutes.

Art. 11.5 Working Groups

The Board can convene working groups for the processing of subject-specific topics as well as for the preparation and execution of projects. Furthermore, non-members of the association can, after approval by the Board, participate in working groups.

Art. 12 Secretariat

The Board can appoint a secretariat to conduct the operational business of the association. The exact tasks, the organisation and the competencies of the secretariat are determined by the Board.

Art. 13 Advisory Board

The Board can involve individual persons as specialist advisors who advise the Board on topic-specific matters. The exact tasks, the organisation and the competencies of the specialist advisors are determined by the Board. Specialist advisors do not have to be members of the association.

Art. 14 Auditors

Art. 14.1 Duties and Election procedure

The auditors examine the annual accounts of the **swiss aerospace cluster** for the attention of the General Assembly and submit a report.

Two auditors are proposed by the Board at the General Assembly and determined by the General Assembly.

The auditors are elected by the General Assembly for the duration of one year. Re-election is possible. The auditors do not have to belong to the **swiss aerospace cluster** association.

Art. 14.2 Fiscal year

The fiscal year is equivalent to the calendar year.

IV. Finances, Signature policy, Data security

Art. 15 Financing

The association is financed in the following ways:

- Membership fees
- Revenue from projects
- Government grants
- Other contributions

Art. 16 Liability

The association's assets may only be used for activities that correspond to the purpose set in art. 2 of the statutes.

The association is liable only with the association's assets. Recourse to the individual members is excluded.

Art. 17 Signing authority

The Board of Directors designates the persons authorised to sign on behalf of the company and specifies the form of their signature.

Art. 18 Data security

The Board issues a data protection regulation. This is mandatorily subject to the EU General Data Protection Regulation (GDPR). Each member of the **swiss aerospace cluster** agrees that the secretariat of the **swiss aerospace cluster** maintains and stores an address list of all members. The Board and the secretariat are permitted to contact the members directly and to keep them up to date on events and further information. The members also regularly receive the newsletter of the **swiss aerospace cluster**. The Board and the secretariat pass on contacts of the members further to establish contact between members or between members and other parties in connection with industry activities to create links between persons in the sense of business activity. A detailed data protection provision is located on the website of the **swiss aerospace cluster** and can also be obtained from the secretariat.

V. *Dissolution*

Art. 19 Use of the association's assets upon dissolution

The association assets existing upon dissolution are to be managed in trust by the supporting cantons, federal authorities, and members and used exclusively for activities that correspond to the association's purpose according to art. 2 of the association's statutes.

Non-binding

These statutes are a translation of the official status (approved on June 4th 2019 at the ETH Zurich Center in Zürich). This translation is not binding and serves merely as informational content.