

BYLAWS OF Swissphotonics

I Name, domicile and duration

- Art. 1** Under the name Swissphotonics, UID CHE-187.112.096 an Association exists in the sense of Art. 60 ff of the Swiss Civil Code.
- Art. 2** Swissphotonics has its registered office at the place of business.
- Art. 3** Swissphotonics is incorporated for an indefinite period.
- Art. 4** The fiscal year corresponds to the calendar year.

II Goal and Purpose

- Art. 5** It is the declared goal of Swissphotonics to improve the competitiveness of its members through the support of innovation forces. Its activities include:
- Organization of events: Workshops to foster the interaction within the innovation community, roundtables to address challenges and support of conferences to provide opportunities for communicating leading edge information.
 - Provide information about Swiss and European strategic Research agendas, research platforms and initiatives.
 - Provide information about funding opportunities as well as supporting to access them.
 - Address the full field of photonics, starting from materials which convert electricity into light and light into electricity all the way to the application of light such as photonic manufacturing (material processing with a laser beam: cutting, welding and 3d additive), imaging, life sciences, optical communication, sensing, photovoltaics and illumination.
 - Serve companies, research organizations and universities in the field of photonics in basic and applied science, technology development, manufacturing and selling of photonics components and applications.
 - Support of industry and research institutions in finding research and development partners and funding.
 - Support networking within Switzerland and establish international contacts, within Europe (examples of EPIC and Photonics21) and worldwide (examples of OSA and IOA).

III Membership

Art. 6 Swissphotonics has the following member categories:

- a) Collective members from the research sector, hereinafter referred to as research members
- b) Collective members from the industrial sector, hereinafter referred to as industry members
- c) Individual members
- d) Honorary members

Art. 7 Research members

Swiss Federal Institutes, universities, universities of applied sciences, institutes and research organizations are accepted as research members. Each collective research member is entitled to vote and elect with three votes. Research members have the right to propose amendments to the bylaws concerning the objective and purpose (Art. 5) of Swissphotonics to the Board of Directors, which will submit them to the General Assembly for a vote.

Art. 8 Industry members

Companies and other legal communities that pursue an economic purpose are admitted as industry members. Each collective industry member is entitled to vote and elect with three votes.

Industry members have the right to propose amendments to the bylaws concerning the objective and purpose (Art. 5) of Swissphotonics to the Board of Directors, which will submit them to the General Assembly for a vote.

Art. 9 Individual members

Individual members are natural persons who promote the endeavors of Swissphotonics and actively support its work. Each individual member is entitled to vote and elect with one vote.

Art. 10 Honorary members

Honorary membership in Swissphotonics is granted to persons who have rendered great service to Swissphotonics or the Swissphotonics community as a whole. Honorary members are equal to individual members, but do not have to pay membership fees.

Art. 11 Admission

Applications for membership as provided for in Art. 6 shall be made in writing to the Board of Directors of Swissphotonics. The Board of Directors is responsible for the admission of research, industry and individual members. The rejection of an application for membership does not have to be justified to the applicant. The applicant has the right to appeal against the rejection decision of the Board of Directors to the General Assembly of the Association within ten days.

Honorary members are proposed by the Board of Director of Swissphotonics and elected by the General Assembly.

Art. 12 Membership fees

The Annual General Assembly sets the annual membership fees for the

various membership categories.

Art. 13 Resignation

The resignation of a member from Swissphotonics comes into effect at the end of the calendar year by written notification to the Board of Directors. It does not release the member from the payment of the current annual membership fee. If the annual membership fee has not been paid for two years, the membership expires automatically.

Art. 14 Expulsion

Members may be expelled from Swissphotonics at any time at the request of the Board of Directors or of an individual member for violation of statutory duties or for important reasons, if this is approved by the General Assembly by a 2/3 majority of the members present and entitled to vote or in writing.

IV Organs

Art. 15 The organs of Swissphotonics are:

- a) The General Assembly
- b) The Board of Directors
- c) The Auditors
- d) The Working Groups
- e) The Advisory Board

a) The General Assembly

Art. 16 Convening and chairing

The ordinary General Assembly is held every year. The date shall be determined by the Board. Extraordinary General Assemblies may be convened at any time:

- a) at the request of the Board of Directors
- b) upon written, substantiated request signed by at least one fifth of all members entitled to vote
- c) upon request of the Auditors.

Ordinary and extraordinary general assemblies shall be called and chaired by the President or by a member of the Board appointed by him.

Invitations shall be sent to all members in writing at least 30 days prior to the date of the General Assembly, stating the agenda as well as any election proposals and motions of the Board of Directors.

Members with voting rights have the right to request the inclusion of additional agenda items and election proposals within 10 days after the invitations have been sent out. The revised agenda must be announced before the General Assembly

Art. 17 Resolutions

The relative majority of those present and entitled to vote shall decide, subject to deviating provisions in the bylaws of the Association. Minutes of the General Assembly shall be kept, which after approval by the General Assembly shall be signed by the keeper of the minutes and the Chairman.

Art. 18 Responsibilities

The General Assembly is exclusively responsible for the following agenda items:

- Approval of the minutes of the last General Assembly
- Approval of the annual program
- Approval of the annual accounts
- Approval of the budget
- Approval of the annual report of the Board of Directors
- Election and dismissal of the President and the other members of the Board
- Election of honorary members of Swissphotonics
- Determination of the annual membership fees
- Exclusion of members
- Appeals against rejected applications for membership
- Amendments to the bylaws of the Association according to Art. 34
- Dissolution of Swissphotonics
- Election of the Advisory Board
- Election of two members or qualified third parties as Auditors

b) The Board of Directors**Art. 19 President**

The President shall be elected by the General Meeting for a term of two years.

Managing Director

The Managing Director is appointed by the Board of Directors. If he has not previously been a member of the Board of Directors, he automatically becomes a member, but must be confirmed at the next General Assembly.

Art. 20 Additional board members

All additional board members are individual members or delegates of research or industry members. They are elected by the General Assembly for a period of two years. There is no upper limit to the number of board members. In addition to the President and the Managing Director, the Board of Directors consists of at least three other members and proportional representation of the membership should be targeted. Each representative has 1 vote. Re-election is possible.

Art. 21 Constitution of the Board of Directors

The Board of Directors shall appoint a Vice-President from among its members. Otherwise the Board of Directors shall constitute itself.

Art. 22 Tasks

The tasks comprise the following:

- The Board of Directors manages Swissphotonics and has all powers for this purpose that are not explicitly reserved for the General Assembly.
- The Board of Directors supports the formation of working groups within Swissphotonics.
- The Board of Directors represents Swissphotonics externally.

- The President and the Managing Director have the power to sign for Swissphotonics by collective signature with two signatures.
- The Board of Directors proposes the members of the Advisory Board to the General Assembly for election.
- The Board of Directors organizes a meeting with the Advisory Board once a year.
- The Managing Director manages the business of Swissphotonics according to the guidelines of the Board of Directors, manages the accounting, collects the annual membership fee, manages the Association's assets and prepares the annual financial statements for the attention of the General Assembly. .
- The President and the Managing Director prepare the annual report of Swissphotonics for the attention of the General Assembly.

Art. 23 Board of Director meetings

Board meetings shall be convened and chaired at least four times a year, or more frequently if necessary, by the President. The invitation to the board meetings is sent in writing, at least one week before the date of the meeting. Minutes of the meetings shall be kept, which shall be submitted for approval at the next meeting and shall be signed by the Chairman and the Managing director. The minutes of the board meetings are available to all Swissphotonics members on request.

Art. 24 Quorum

The Board of Directors is quorate if at least half of all elected members are present. Decisions are taken by a relative majority of the members present. In the event of a tie, the President shall have the casting vote.

c) Auditor**Art. 25 Tasks**

The auditors have to check the book keeping and the Association's accounts and to report on them in writing to the ordinary general assembly.

d) Working groups**Art. 26 Composition**

The composition of a working group is project-related. It can also include non-members of Swissphotonics, but at least one member of the group must belong to Swissphotonics

Art. 27 Tasks

The working groups work independently and on their own responsibility on research and service projects that are carried out within the framework of Swissphotonics. The formation of a working group and the title of the project must be reported to the Board of Directors. The members of the working groups are not accountable to Swissphotonics for the content and results of their work and are responsible for maintaining the confidentiality required in the project. Working groups initiated by the Board are responsible to the Board.

e) Advisory board

Art. 28 Composition

The advisory board consists of well recognized people from politics, economy and society, who do not have to be members of Swissphotonics. The members of the advisory board are elected for 2 years, re-election is possible.

Art. 29 Tasks

The Advisory Board advises the Board of Directors of of Swissphotonics in its work and strategic direction. The Advisory Board is committed to the overall welfare of photonics in Switzerland and thus of Swissphotonics. The Advisory Board meets at least once a year.

V The assets of the Association

Art. 30 Assets of the Association

The Association's assets are made up of the annual membership fees, subsidies, project income, donations and event contributions, as well as possible interest income.

Art. 31 Remuneration

The President and the Managing Director shall be remunerated. The Executive Board shall decide on travel and representation expenses.

Art. 32 Liability

Only the Association's assets are liable for the Association's liabilities. The personal liability of the members for the liabilities of the Association is excluded.

Art. 33 Entitlement

Members whose membership expires prior to any dissolution of the Association shall not be entitled to the Association's assets.

VI Revision of the bylaws and dissolution of the Association

Art. 34 Revision of the bylaws

Any proposal to revise the bylaws of the Association must be submitted to the Board of Directors at least two months before the General Assembly. The proposals must be included in the agenda when the invitation is sent out. Bylaw revisions can be decided by the General Assembly with a 2/3 majority of the votes present.

Art. 35 Dissolution of the association

The dissolution of the Association can only be decided by a 2/3 majority of all members. In the event of dissolution, the General Assembly shall decide on the use of the Association's assets. In the event of dissolution, the Association's assets shall be used in accordance with Art. 5.

Art. 36 Commitment to Antitrust Laws Compliance

Companies and organizations are subject to a wide range of competition regulations and must ensure that their business operates within these regulations. Swissphotonics offers its members a legal platform for the exchange of opinions and experiences. The meetings of the (Association) should not constitute an opportunity for violations of competition law provisions. Furthermore, Swissphotonics' meetings should not provide an opportunity to enter into contracts or agreements that violate competition law provisions. Swissphotonics will not tolerate any conduct that is contrary to competition law provisions.

VII Final provisions**Art. 37 Final provisions**

These bylaws were adopted at the founding meeting on November 21, 2006 by a vote of 5 to 0 with 0 abstentions. These bylaws were unanimously revised at the General Assembly of April 19, 2007. These bylaws were revised at the General Assembly of June 6, 2007. These bylaws were revised at the General Assembly of June 30, 2011. These bylaws were revised at the General Assembly of November 7, 2012. These bylaws were revised at the General Assembly of November 28, 2016. The Articles of Association have been amended to include an article stipulating an explicit obligation to comply with the provisions of competition law. These bylaws were revised and translated to English at the General Assembly of October 28, 2021. This English version is the only valid one.



Christoph Harder
President



Valerio Romano
Vice President