

## Bylaws

**Disclaimer:**

This document is an **unofficial English translation** of the original statutes of SWISS FOOD RESEARCH, which were written and adopted in **German**. In case of any discrepancies, ambiguities, or legal interpretations, the **German version shall prevail**. This translation is provided for informational purposes only and does not carry legal authority.

### 1. General

**Art. 1**

Name

Under the name

**SWISS FOOD RESEARCH**

there exists an association entered in the commercial register in accordance with Articles 60 et seq. of the Swiss Civil Code (ZGB).

**Art. 2**

Registered Office

The registered office of SWISS FOOD RESEARCH is located at the address of the Secretariat.  
Current address:  
Swiss Food Research, Technoparkstrasse 1, 8005 Zürich.

**Art. 3**

Purpose

SWISS FOOD RESEARCH is a non-profit and non-commercial association.

Its purpose is to encourage Swiss companies in the agri-food sector, as well as their suppliers of products, services, technologies, or equipment, to pursue research-based innovations, thereby contributing to a sustainably competitive agri-food sector.

SWISS FOOD RESEARCH serves as the **National Thematic Innovation Network** for the agri-food and nutrition value chain.

The goals are pursued through the following means:

- a. Providing global solutions to companies in the agri-food sector and their suppliers for complex challenges encountered during the development of new products, services, or technologies.
- b. Serving as a valuable source of information on the state of the art. The association also provides its expertise to companies and facilitates access to laboratories, equipment, and infrastructure at research institutions to realize innovations and advance products or technologies.
- c. Maintaining close ties to international research programs and innovation funding bodies.
- d. Operating in a flexible and unbureaucratic manner. Professionalism and confidentiality are the basis for collaboration with business partners in all areas—from services to research project implementation.
- e. Supporting companies in obtaining public funding for research projects through its research institution members—especially by helping draft proposals to be submitted to innovation funding agencies such as Innosuisse.

## 2. Membership

### Art. 4

#### Membership

Eligible for membership in SWISS FOOD RESEARCH are universities, research institutions, associations, societies, federal agencies, and other legal or natural persons who are involved in the agri-food value chain in a broader sense.

Applications for membership must be submitted in writing to the SWISS FOOD RESEARCH Secretariat.

The Board decides on the admission. The decision does not need to be justified.

Membership ends:

- a. through **written notice of resignation**, subject to a four-week notice period at the end of the current calendar year;
- b. upon **loss of legal personality**;
- c. through **expulsion**, decided by the Board for important reasons. The corresponding decision requires a **2/3 majority of the voting members present**.

## 3. Organisation

### Art. 5

#### Bodies

The bodies of SWISS FOOD RESEARCH are:

- a. General Assembly
- b. Board of Directors
- c. Secretariat
- d. Innovation Groups
- e. Scientific Advisory Board
- f. Auditing Body

The responsibilities of each body and the modalities of their collaboration are defined in the Rules of Procedure (Geschäftsreglement).

### Art. 6

#### General Assembly

The General Assembly consists of one representative per member and is the supreme body of the association.

The ordinary General Assembly takes place once per year and is chaired by the President, or if unavailable, by the Managing Director. If both are unavailable, the Assembly appoints a chairperson.

Extraordinary General Assemblies can be convened—specifying the agenda items to be discussed—upon request by:

- one fifth of the members, or
- half of the Board, or
- the President and the Managing Director jointly, or
- the General Assembly itself.

The General Assembly is convened by the Managing Director. The invitation and agenda must be sent to members at least 14 days in advance, either by email or in writing (if no email is available), using the last known contact details.

Members may request additional items to be placed on the agenda. Such requests must be submitted in writing or electronically no later than one week before the Assembly to the Managing Director. These will then be added to the agenda at the beginning of the meeting. Later or ad-hoc proposals can be accepted at the discretion of the Assembly.

The General Assembly has quorum if at least half of the members are validly represented. Representation by proxy is permitted.

Decisions made by an Assembly lacking quorum become legally binding if no objection is raised within 30 calendar days of the minutes being distributed. If objections are raised, a new Assembly must be held within six weeks and may adopt resolutions regardless of the number of members present.

Unless otherwise provided in the statutes, decisions are made by simple majority of votes cast. Each member has one vote. In the event of a tie, the President has the deciding vote.

Minutes of the General Assembly must be recorded and signed by the Chair and the Secretary.

The General Assembly is responsible for:

- a. Approval of the previous General Assembly's minutes
- b. Acceptance of the President's annual report and the annual financial statement
- c. Setting the membership fees
- d. Election of the President, Board members, and the Auditor
- e. Granting discharge to the President, Board, and Secretariat
- f. Approving amendments to the statutes (requires a 2/3 majority of members present)
- g. Approving the Rules of Procedure
- h. Handling motions
- i. Deciding on the dissolution of the association
- j. Deciding on the allocation of any liquidation proceeds in case of dissolution

#### **Art. 7**

##### Voting

Each member has one vote at the General Assembly.

For research institutions (universities, universities of applied sciences, and agricultural research institutions such as ETH, EPFL, ZHAW, BFH, HES-SO, Agroscope), group memberships are possible. Several labs/departments/institutes belonging to one research institution may be members.

However, the parent institution is considered the collective member and holds only one vote, regardless of the number of associated labs or departments in the group.

#### **Art. 8**

##### Board of Directors

The Board is elected by the General Assembly for a term of three years. Re-election is possible without limitation.

The Board consists of the President and at least seven additional members. Universities, universities of applied sciences, and agricultural research institutions are each entitled to at least one representative on the Board. However, each research institution may only have one vote, as stated in Article 7.

The Board is responsible for the strategic direction of the association. It is also responsible for all duties and powers not reserved by law or by the statutes to the General Assembly.

The responsibilities of the Board are defined in the Rules of Procedure.

**Art. 9**

Secretariat

The Managing Director is appointed by the Board based on a proposal from the President.

The Managing Director and the Secretariat together form the Secretariat.  
It manages the association's operations and implements the decisions of the General Assembly.

The responsibilities of the Secretariat are defined in the Rules of Procedure.

**Art. 10**

Innovation Groups

Innovation Groups are composed of approximately 5 to 10 representatives from universities, research institutions, industry associations, and companies, all of whom should be members of SWISS FOOD RESEARCH.

The responsibilities of the Innovation Groups are defined in the Rules of Procedure.

**Art. 11**

Scientific Advisory Board

The Scientific Advisory Board is an optional body with an advisory role.

It is appointed by the Board and serves for a term of three years. Re-election is possible without limitation. The election may be conducted by correspondence.

The responsibilities of the Scientific Advisory Board are defined in the Rules of Procedure.

**Art. 12**

Auditing

To audit the accounts, the General Assembly elects an auditor who may not be a member of the Board or the Secretariat. The term is three years, and re-election is allowed.

Alternatively, the General Assembly may appoint a recognized fiduciary company as the auditing body.

The auditing body must provide the General Assembly with a written report.

**Art. 13**

Authorized Signatures

The association is legally represented **by the President and the Managing Director jointly, or— if one is unavailable—together with a Board member.**

#### **4. Financial Provisions**

**Art. 14**

Resources

The association is financed in particular through:

- a. Membership fees
- b. Bonuses from Innosuisse
- c. Revenue from events
- d. Income from services
- e. Contributions from third parties
- f. Donations and bequests of any kind
- g. Returns on the association's assets

**Art. 15**

Membership Fees:

Membership fees are determined annually by the General Assembly upon proposal by the Managing Director, for the following calendar year.

Fees are collected during the first quarter of each calendar year.  
Members joining during the year pay the fee pro rata temporis (based on the portion of the year they are members).

Fees already paid will not be refunded upon termination of membership.

**Art. 16**

Fiscal Year                      The fiscal year/business year corresponds to the calendar year.

**Art. 17**

Liability                         Only the association's assets are liable for the association's obligations.  
Any personal liability of members beyond that is excluded.

**5. Final Provisions****Art. 18**

Dissolution                      The dissolution of the association is decided by an extraordinary General Assembly convened specifically for this purpose.

A three-fourths majority of the members present is required for the dissolution decision.

The General Assembly decides by simple majority on the use of the association's assets upon dissolution.

Any surplus and capital must be transferred to another legal entity based in Switzerland that is exempt from taxes due to public or charitable purposes.

**Art. 19**

Jurisdiction                      The place of jurisdiction is the **location of the association's Secretariat**.  
In case of doubt, the **German-language version** of the statutes shall prevail.

**Art. 20**

Entry into Force                      These statutes were approved by the General Assembly on **September 10, 2024**, and enter into force immediately.

Zürich, 19. Dezember 2024

**Institution**

**represented by**

Christoph Denkelt  
(Board of Directors of Swiss Food Research)



Lucas Grob  
(CEO Swiss Food Research)