

Articles of Association – Swiss Robotics Competence Center (S3C)

I. Name and purpose of the association

1. Name and registered office

- 1.1 Under the name **Swiss Robotics Competence Center (S3C)**, a charitable association exists in the meaning of Art. 60 to 79 Swiss Civil Code (ZGB).
- 1.2 The registered office of the association is in Biel/Bienne.
- 1.3 The association is registered in Biel/Bienne.

2. Purpose

- 2.1 The association purposes of the S3C are:
 - Promotion of the network for knowledge exchange on the subject of collaborative robotics (“cobotics”) and related technologies.
 - Providing suitable and need-based test, training and validation services to manufacturing companies on the subject of collaborative robotics and related technologies.
 - Establishment and operation of a state-of-the-art test and training center for collaborative robotics and related technologies with a beacon effect for Swiss industry.
 - Management of the open call for the design and construction of the cobotic base cells.
 - Promotion of the distribution of collaborative technologies between industry, research, academia and association
- 2.2 The Swiss Robotics Competence Center (S3C) is the first open testing, training and validation facility for collaborative robotics in Switzerland. S3C will set up essential infrastructure at several selected sites allowing development, testing, training and demonstrations on collaborative robotics. The S3C's vision is to become Switzerland's leading, internationally-recognised centre of competence for the transfer of collaborative robotics projects as well as to create an ecosystem of partners, through which unique innovations and can be developed.

II. Membership

3. Members

3.1 Members can be organisations of any legal form and private individuals.

4. Membership contribution

4.1 Every member is obliged to pay an annual membership contribution.

4.2 The membership contributions are set annually by the general meeting for the following year.

4.3 The annual membership fee is invoiced at the beginning of each calendar year and must be paid within 30 days.

4.4 Members have no entitlement to any share of the profits or capital of the association.

5. Admission of members

5.1 Membership is acquired through written declaration of accession and a corresponding admission decision of the board of directors.

6. Members voting rights

6.1 Every member has one vote in the general meeting.

7. Members obligations

7.1 Members make an active contribution to S3C activities and support the development of the S3C, for example with machinery, hard- and software, material and/or the provision of work performance.

7.2 The S3C aims to facilitate and guarantee the exchange of information and data. Insofar as members have concerns about the secrecy of their own information and data, they alone are responsible for ensuring its secrecy.

8. Services of the S3C to members of the S3C

8.1 The S3C aims to create an ecosystem of partners, through which unique services for the testing, training and validation for collaborative technologies are developed.

8.2 The S3C intends to set up, further develop and operate a state-of-the-art test and training center for collaborative robotics and related technologies with a beacon effect for Swiss industry.

8.3 The S3C develops and works on relevant research, innovation and training topics related to collaborative robotics.

8.4 The S3C takes care of member communication and publicity work (incl. social media, appearances and participation in conferences and trade fairs).

8.5 The S3C ensures that the S3C network is expanded actively and sustainably by attracting new members in important key areas.

8.6 The definition of the specific services of the S3C for members is set by the board of directors according to Annex 2.

9. Termination of membership

- 9.1 The membership may be terminated by the members on 31 December of a given calendar year provided that three months prior written notice is received by the S3C.
- 9.2 In the case of early termination of membership, there is no entitlement to a pro-rata refund of the annual membership fee.

10. Exclusion of members

- 10.1 A member who works against the objectives of the S3C, harms the reputation of the S3C, fails to pay the membership contribution or otherwise gives cause for complaint, can be excluded after prior written warning by decision of the board of directors.

11. Liability

- 11.1 Solely the assets of the association are liable for the obligations of the S3C. Personal liability of the members is ruled out.

III. Organisation

12. Executive bodies

- 12.1 The executive bodies of the S3C are:

- General Assembly
- Board of directors

A. General Assembly

13. Convocation of the general assembly

- 13.1 The totality of members constitutes the supreme executive body of the association. It exercises its function by voting according to Article 6.
- 13.2 The general meeting is convened by the board of directors at least annually. The invitation is issued at least 20 days in advance of the general meeting in written or electronic form.
- 13.3 An extraordinary general meeting can be convened by a simple majority of all members or by the board of directors.

14. Decision-making, quorum

- 14.1 Decisions of the association are adopted subject to the exceptions below by a simple majority of the votes cast or of members entitled to vote. In the event of a tied vote, the president has a casting vote.
- 14.2 Decision-making on changes to the articles of association and dissolving the association require a qualified majority of $\frac{3}{4}$ of the members present and entitled to vote.
- 14.3 Proxy representation is only possible with a written and signed power of attorney.
- 14.4 All votes and elections occur openly.

15. Minutes

- 15.1 Minutes are taken of the general meetings. The minutes must be signed by the minute-taker and president.

16. Tasks of the general meeting

- 16.1 The general meeting has the following tasks:
1. decision-making regarding the annual report, annual financial statements and budget
 2. acceptance of the auditors report
 3. decision-making on approval of the board of directors acts
 4. periodic election of the members of the board of directors and president
 5. election of the auditors
 6. setting the membership contribution
 7. amending the articles of association
 8. decision-making on applications of the members and board of directors
 9. decision-making on dissolution of the association
 10. discharge of all other transactions entrusted to it by law or the articles of association.

B. The board of directors

17. Board of directors

17.1 The board of directors conducts the business of the association.

18. Composition of the board of directors

18.1 The board of directors consists of the president and at least three other people.

18.2 The board of directors consists of a maximum of eight people.

18.3 The board of directors constitutes itself.

18.4 Every association member can be elected.

19. Representation of Association Swiss Smart Factory, BFH, ETHZ and EPFL

19.1 SSF, BFH, ETHZ and EPFL are entitled to one seat each on the board of directors.

20. Period of office

20.1 The period of office of the members of the board of directors is three years.

20.2 The persons elected to the board of directors may exercise the function as director as long as they are appointed to the company they represent.

20.3 Re-election of the members of the board of directors is permitted without restriction.

21. Convocation and decision-making

21.1 The board of directors must convene on the request of the president.

21.2 Decisions of the board of directors are adopted with a simple majority of the votes cast or members present. In the event of a tied vote, the president has a casting vote.

21.3 Minutes are taken of the meetings of the board of directors, which are signed by the minute-taker and president.

22. Tasks of the board of directors

22.1 The board of directors is responsible for all tasks not assigned to other executive bodies, especially:

1. managing the association
2. outward representation of the association
3. management in the context of the financial budget
4. election of a managing director if necessary
5. appointment of specialist committees
6. preparation and management of the general meeting
7. administration of the assets of the association
8. execution of the decisions of the association
9. decisions on the admission and exclusion of members
10. establishing the services of the S3C for members of the S3C

23. Compensation

23.1 The members of board of directors shall be compensated by a payment 5'000 CHF per year. The compensation fee may change according to budget approved by the general meeting.

24. Management

24.1 The board of directors can employ or engage a managing director and other roles, and assign particular tasks and powers to the latter, which are defined in a set of written service regulations.

24.2 The board of directors may establish working groups.

25. Auditors

25.1 An external auditing firm is selected each year for the association year to conduct an annual limited audit of the annual accounts and to present their written report to the general assembly of the association. It must have a valid authorization from the Federal Audit Oversight Authority (FAOA). Reelection is unlimitedly permissible.

26. Task of the auditors

26.1 The auditors check the annual financial statements and the balance sheet. They submit a report and motion on the result of the audit to the board of directors for the attention of the general meeting.

IV. FINAL PROVISIONS

27. Association year

27.1 The association and invoicing year correspond to the calendar year. The first association years ends on 31.12.2023.

28. Dissolution and merge

28.1 Dissolution of the association occurs in accordance with the provisions of the articles of association and of the law. The board of directors fulfils the role of liquidator. Any profit and capital (liquidation surplus) shall be allocated to another legal entity exempt from taxes due to its charitable or public purpose, based in Switzerland. A merger can only occur with another legal entity exempt from tax liability due to its charitable or public purpose, based in Switzerland.

29. Entry into force

29.1 The above articles of association were decided at the founding general meeting of 11th November 2022 and enter into force on this date.

Annexes

- Current membership contributions
- Current services of the S3C for the S3C members

Version as at: 11th November 2022, adapted on the General Assembly 13th May 2024

Signature of the founding organisations



Dr. Dominic Gorecky
Förderverein «Swiss Smart Factory»



Prof. Dr. Gabriel Gruener
Bernern Fachhochschule (BFH)



Prof. Dr. Mirko Meboldt
Eidgenössische Technische Hochschule Zürich (ETHZ)



Dr. Mohamed Bouri
École polytechnique fédérale de Lausanne (EPFL)

Annexes

1. Current membership contributions

The annual membership contribution at the time of foundation is:

- Large companies: CHF 6,000.00
- Small and medium-sized enterprises (SMEs): CHF 6,000.00
- Start-ups: Receive a discount, set by the board of directors
- Private individuals: CHF 250.00
- Scientific Partners: free

2. Current services of the S3C for the members of the S3C

The current services of the S3C for the members, which are included in the membership fee, in 2023 unless otherwise decided in the general meeting include:

- The S3C takes care of member communication and publicity work (incl. social media, appearances and participation in conferences and trade fairs);
- Regular, trilingual newsletter (in English, French and German) written in cooperation with members and with summaries of all-important activities relating to cobotics in Switzerland and abroad.
- Access to a state-of-the-art test, training and validation center for collaborative robotics and related technologies with a beacon effect for Swiss industry.
- Access to the open call for the design and construction of the cobotic base cells.
- The S3C ensures that the S3C network is expanded actively and sustainably by attracting new members in key areas. The board of directors sets the definition of key areas.
- The S3C offers its members the possibility of using the brand “Swiss Cobotics Competence Center” (S3C) for their own public relations, within the scope of the separate user agreement.
- The S3C offers its members and their customers the opportunity to visit the S3C subject to prior arrangement.