

# Articles of Association

## iBAT

### I. NAME AND DOMICILE

Under the name of Swiss Battery Association iBAT, short iBAT, exists a non-profit making association (Verein) in the meaning of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.

The Association is domiciled in Neuchâtel, Switzerland.

The official language of the Association is English.

### II. ASSOCIATION PURPOSE

The Purpose of iBAT is to support Swiss industry in the field of Battery Research, Technology & Applications in ensuring and improving its competitiveness by

- providing a comprehensive problem-solving competency for the complete production chain,
- establishing and pursuing partnerships and consortium creation for ideas conception,
- enabling the realization of associated development projects through the collaboration with Swiss research institutions,
- organizing conferences and workshops,
- developing technical and marketing information on battery industry in Switzerland,
- representing the interests of the iBAT community on a national and international basis.

To achieve this aim, iBAT may run a management office under the supervision of the Executive Committee to deal with all administrative and organizational duties, to bring the right partners in a common project together and to organize networking events.

The Association may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

### III. MEMBERSHIP

#### 1) Full Members

- a) Swiss academic and non-profit research institutions active in the field of Battery Research, Technology & Applications willing to support the Purpose of the Association and to adhere to these bylaws can become Full Member of iBAT.

- b) Companies based in Switzerland active in the field of Battery Research, Technology & Applications willing to support the Purpose of the Association and to adhere to these bylaws can become Full Member of iBAT.
- c) Full Members have all rights and obligations that are mentioned in these bylaws and the applicable law.
- d) Every Full Member assigns a representative with right to vote for the General Assembly.
- e) Only representatives from Full Members are entitled to be on the Executive Committee.

## **2) Associate Members**

- a) Companies and associations based in Switzerland active in the field of Battery Research, Technology & Applications interested in participating in the events organized by iBAT and benefitting from the services offered by the Association can become Associate Member of iBAT.
- b) Associate Members shall have no duties other than payment of annual membership fees and have no right to vote or to take part in elections and shall not be entitled to be represented on the Executive Committee.

## **IV. MEMBERSHIP FEES**

Swiss academic and non-profit research Institutions do not pay an annual membership fee.

Companies and associations pay an annual membership fee fixed by the General Assembly.

The annual membership fee can differ for Full Members and Associate Members.

Membership fees will be due on demand for payment and shall be paid within 30 days.

## **V. BEGINNING AND END OF MEMBERSHIP**

The founding members are the initial Full Members of the Association who have signed the original version of the Articles of Association.

Otherwise, an application to become a Full or Associate Member of iBAT may be submitted at any time in writing to the Executive Committee which decides on admission of new members. Prior to making a decision, the Executive Committee shall notify the membership application to all members of the General Assembly to allow them to comment on the application within 15 calendar days after receipt of such notification. After the expiry of the 15 days deadline, the Executive Committee decides on the acceptance of new members. Full membership and Associate membership commence upon appointment by the Executive Committee.

Membership ceases:

- a) Full Members and Associate Members may resign from the Association at any time by notifying the Executive Committee in writing;
- b) By exclusion ordered by the Executive Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged by the excluded member within 30 days of the Executive Committee's decision being notified;

- c) For non-payment of dues for more than one year.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

## **VI. RESOURCES**

The Association derives its resources from:

- a) public funding (in particular INNOSUISSE activity funding and INNOSUISSE ideas funding);
- b) membership fees and contributions provided by the members;
- c) income from events and other activities;
- d) any other resources authorized by the law.

The funds shall be used in accordance with the Association's Purpose.

## **VII. LIABILITY**

Only the Association's assets may be used for obligations/commitments contracted in its name. Full Members and Associate Members of the Association shall not be personally liable for the obligations or debts of the Association.

## **VIII. IBAT CORPORATE BODIES**

The corporate bodies of the Association are:

- a) the General Assembly;
- b) the Executive Committee; and
- c) the Auditors.

## **The General Assembly**

### **IX. CONSTITUTION OF THE GENERAL ASSEMBLY**

The General Assembly of the Association consists of one representative of each Full Member (but not of the Associate Members) with voting rights. Additional representatives of Full Members and representatives of Associate Members shall have the right to be present, without right to vote, at all meetings of the General Assembly. Guests may also be invited to the General Assembly upon approval by the Executive Committee.

### **X. POWERS OF THE GENERAL ASSEMBLY**

The General Assembly shall have the following powers:

- a) to adopt and amend the bylaws;
- b) to elect and dismiss the members of the Executive Committee from amongst its Full Members;
- c) to designate the Auditors proposed by the Executive Committee pursuant to Article 15 clause (f);
- d) to approve the annual report issued by the Auditors pursuant to Article 18 para. (4) and the accounts of the Association;
- e) to adopt, after approval of the annual report issued by the Auditors pursuant to Article 15 clause (f), resolutions discharging the members of the Executive Committee from all liabilities;
- f) to pass resolutions on matters which are by law or by these bylaws reserved to the General Assembly or validly submitted to it by the Executive Committee.

#### **XI. MEETINGS OF THE GENERAL ASSEMBLY**

The General Assembly will take place upon invitation by the President of the Association, or by the request of at least 20 % of the Full Members.

The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least 15 days in advance. Representative of Full Members with voting right may attend meetings in person or by telephone conference call. A quorum for meetings of the General Assembly shall be established by the participation in the meeting of at least the absolute majority of all Full Members.

No later than twenty days prior to the day of the ordinary General Assembly, the Executive Committee's annual report and the auditors' report shall be made available to the Full Members for inspection at the registered office of the Association. Each Full Member may request a copy of such documents to be sent to him or her without delay. Reference thereto is to be made in the notice calling the General Assembly.

If no objection is raised, the Full Members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the absolute majority of all Full Members is present in person or by telephone conference call, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting.

The General Assembly will be chaired by the President or, in the case of his inability, another Executive Committee member attending the General Assembly.

#### **XII. VOTING RIGHTS OF THE GENERAL ASSEMBLY**

Each Full Member has one vote at the General Assembly.

Votes are transferable to another Full Member.

#### **XIII. RESOLUTIONS OF THE GENERAL ASSEMBLY**

Unless provided otherwise by mandatory provisions of the law or by the bylaws, resolutions shall be passed and elections shall be made by the absolute majority of all votes represented at the General Assembly.

The chairperson of the meeting will have the casting vote in the event of a tie.

## **Executive Committee**

### **XIV. ELECTION TERM OF THE EXECUTIVE COMMITTEE**

The Executive Committee will be composed at least of three members (including the Association's President and Vice-President) who must be representatives of the Full Members of the Association. The Executive Committee constitutes itself from its own members in the first Executive Committee meeting after the General Assembly. The number of Executive Committee members from companies based in Switzerland shall not exceed the number of Executive Committee members from Swiss academic and non-profit research institutions.

The election into the Executive Committee is ad personam and cannot be transferred to another representative of the Full Member. Each member of the Executive Committee shall serve for a two-year term following his/her election, such term ending on the day of the respective ordinary General Assembly.

Members of the Executive Committee may be re-elected.

The members of the Executive Committee may receive a financial compensation for their office. They will also be reimbursed for any out-of-pocket expenses reasonably incurred.

The Association is legally bound by the joint signatures of two members of the Executive Committee or by the joint signatures of one Executive Committee member and the Managing Director.

### **XV. POWERS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall take the appropriate measures to achieve the Purpose of the Association; it shall perform, inter alia, the following functions:

- a) Develop an annual program and budget for consideration of the General Assembly;
- b) Take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- c) Day-to-day management decisions, not directly handled by the Managing Director;
- d) Establishment and amendment of the Association's organizational rules;
- e) Organization of meetings and events;
- f) Establishment and dissolution of working groups;
- g) Subject to the approval of the General Assembly, the Executive Committee shall, for each financial year, propose two Auditors to the General Assembly.

## **XVI. MANAGING DIRECTOR AND MANAGEMENT OFFICE**

The Management Office, managed by the Managing Director, executes the decisions of the General Assembly and the Executive Committee.

The Executive Committee, in line with the approved program and budget of the Association, may appoint service providers (a Managing Director, accountants, legal advisers, administrative staff etc.) to assist the Executive Committee in fulfilling the Purpose of the Association. They will be compensated for their work and will also be reimbursed for any out-of-pocket expenses reasonably incurred.

The Managing Director shall administer the affairs of the Association and represent the Association vis-à-vis third parties in accordance with organizational rules and policies established in consultation with the Executive Committee. The Managing Director shall have the right to be present, without vote, at all meetings of the General Assembly and Executive Committee.

## **XVII. ADMINISTRATIVE PROCEDURES**

The Executive Committee shall make an annual report on its activities and those of the Association.

The members of the Executive Committee may adopt procedures to implement internal administrative functions of the Association.

## **Auditors**

### **XVIII. ELECTION, TERM OF OFFICE**

The Auditors shall be elected by in accordance with Article 10 clause (d) and Article 15 clause (f) of the bylaws for a term of office of one year. After expiry of their term they may be re-elected.

The Auditors shall audit the accounts and examine the books of the Association in accordance with pertaining Swiss law. They are entitled to require such evidence as they deem appropriate.

One annual audit is to take place within two calendar months from the close of each financial year (Article 19). The Auditors' report shall be submitted by the Executive Committee to the General Assembly meeting for approval.

### **XIX. FINANCIAL YEAR**

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2020.

### **XX. DISSOLUTION AND LIQUIDATION**

The Association will be dissolved

- a) when it has fulfilled its Purposes;
- b) by vote of the Full Members according to Article 13;
- c) in the circumstances provided for by the law.

In case of dissolution of the Association, the Executive Committee must proceed to its liquidation. The available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association.

## **XXI. ENTRY INTO FORCE**

The General Assembly adopted the present Articles of Association. The present Articles of Association enter into force on 1.6.2024.

Neuchâtel, 24.5.2024

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Dr. Andreas Hutter

iBAT President

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Prof. Dr. Corsin Battaglia

iBAT Vice President