

Bylaws of The Swiss Digital Pathology Consortium (SDiPath)

I. Name, location, and purpose of the Consortium

Art. 1

Swiss Digital Pathology Consortium (SDiPath) is an Consortium within the meaning of Art. 60ff. of the Swiss Civil Code, founded on 07.06.2018.

Art. 2

The headquarters of the Consortium is at the location of the Secretary

Art. 3

SDiPath:

- represents the interests of digital pathology
- members may be a part of other scientific or professional organizations within Switzerland or abroad.

Art. 4

SDiPath has as a general goal of promoting the exchange of experiences with digital pathology, covering topics from diagnostics to research

In particular SDiPath:

- Provides the latest information to its members in this rapidly developing field
- Supports education and research in digital pathology
- Strengthen interdisciplinary collaborations
- The professional and strategic interests of its members
- The development and dissemination of subject-specific theoretical and practical knowledge
- The training and support of young talent
- The exchange of experience between the members
- Contact with national and international groups from related areas

Means for the promotion of these goals are:

- Organization of national and international conferences and training events
- Participation in related areas

II. Membership

Art. 5

SDiPath consists of members who are:

- Affiliated with a Swiss institution
- Wholly or partially engaged in the field of digital pathology, or pursuing a practical or theoretical subject that has a close relationship to digital pathology
- Not developing and commercializing digital pathology

Applications for membership should be sent electronically to the President of the Consortium. They should contain a CV and a statement of interest.

The candidate must be announced to all members no later than 4 weeks before the General Assembly meeting. Upon approval of the Board, the candidate becomes a provisional member with full privileges. The subsequent General Assembly meeting decides on full admission by a simple majority.

Art. 6

Obligations and rights of the members:

Every member:

- should promote the interests of society and the reputation of digital pathology to the best of their ability
- has to pay the membership fee according to the duration of their membership. (subject to *Art. 16*);
- is not personally liable for obligations entered into by the Consortium.
- has the right to vote in General Assembly meetings

Art. 7

The membership expires:

1. through resignation, which is to be announced in writing to the president on the date of the next general meeting.
2. by exclusion. An exclusion request can be made by any member and must be submitted to the Board for review. The exclusion application must be communicated to all members no later than 4 weeks before the general meeting. The exclusion is decided by secret ballot by three quarters of the members present at the general meeting. The Consortium is not obliged to announce reasons for exclusion.
3. due to non-payment of annual dues, after a reminder by the Secretary / Treasurer by registered letter. The letter expressly states that failure to pay within the time limit will result in exclusion.

III. Organization of the Consortium

Art. 8

The Consortium has the following bodies:

1. General Assembly

2. Board of Directors (Board)

3. Auditor

Art. 9

The General Assembly meeting takes place once a year. The time and place will be decided on and announced 3 months before the next meeting. Applications for the agenda must be submitted in writing to the Secretary no later than 4 weeks before the General Assembly meeting. The invitation to the General Assembly meeting with the written agenda is provided by the Secretary to all members at least 10 days before the meeting.

The General Assembly is the supreme body of the society. It is responsible for:

- Defining the goals of society
- Election of the President, other members of the Board, and auditors
- Approval of the report of the Board, the minutes of the meeting and the financial report
- Approval of the report of the President, including mandate of future activities
- Approval the financial report presented by the Secretary, including the audited accounts, and the budget of the following year
- Approval of Auditor report
- Resolution of agenda items
- Approval of continuing education and training programs
- Taking note of the establishment of commissions and secondments by the Board
- Induction of members
- Exclusion of members
- Determination of the annual dues
- Alterations and Amendments to the Articles of Consortium
- Dissolution of society

The General Assembly has a quorum if at least 6 members are present. Resolutions and elections are taken by the absolute majority of the members present. In case of a tie, the president has the casting vote. No decisions can be made about items that are not explicitly listed on the agenda.

Extraordinary General Assembly meetings can be called by the board or petitioned for by 1/3 of the regular members.

Art. 10

The board consists of at least 3 members, who are elected by the general assembly for a period of 2 years. Immediate re-election to the same position is possible for a maximum of 2 terms. The board consists of the president, the vice-president, and the secretary.

The Board may suspend one of its members by a majority vote of the Board.

Art. 11

The Board has the following obligations

1. It is the executive body of SDiPath

2. It represents the SDiPath externally
3. It prepares the agenda for the general meeting
4. It issues instructions on the activities of the Board and its bodies
5. It makes all decisions that are not reserved for statutory reasons of the General Assembly

Art. 12

A board meeting is convened by the Secretary at the request of the President. In addition, all board members have the right to request the convening of a board meeting.

The Board is quorate in the presence of the majority of the members. Resolutions of the board are passed with simple votes. In the case of equality of votes, the President shall be given the casting vote.

Resolutions may be passed without holding a meeting by unanimity via correspondence.

Art. 13

The President manages the Consortium and its negotiations, defends them externally, and convenes the meetings.

The Vice-President represents the president in all their functions in their absence.

The Secretary handles the correspondence of the Consortium; They create the minutes, the member directory, sends the invitations, and manages the finances of the Consortium.

Art. 14

The individual signature of the President, Vice-President, or Secretary are legally binding on behalf of the Consortium

Art. 15

The President, Vice-President, and Secretary are responsible to the Consortium and third parties only for the faithful exercise of the mandate.

Art. 16

The Auditor is to be a member of the society, and must not be a member of the Board.

IV Finances

Art. 17

The funds of the society consist of:

1. The annual contributions, the amount of which is determined by the General Assembly.
2. Subsidies and gifts

Art. 18

The accounting year of the Consortium corresponds to the calendar year.

Art. 19

The General Assembly elects an auditor every two years. A re-election is possible, for a maximum of 2 terms. The auditor shall submit a written report to the attention of the board at least 7 days before the General Assembly.

Art. 20

The members have no individual claim to the assets of the Consortium. For the contributions they are liable according to the time of their membership.

Members are not personally liable for any obligations entered into by the Consortium. The Consortium is exclusively liable for these obligations.

Art. 21

Duties will be officially collected every 2 years. New members pay either 1 or 2 years' worth of dues to align them with the regular payment schedule of the Consortium.

V. Changes to the Articles of Consortium, or Dissolution of the Consortium

Art. 22

Any member may submit motions to amend the bylaws of the Consortium. The applications must be communicated in writing to the President at least 6 weeks before the General Assembly meeting.

The text of the proposed amendment to the Articles of Incorporation shall be drafted and communicated in writing to all members together with the invitation to the General Assembly meeting.

Changes to the bylaws require the approval of two-thirds of the members present.

Art. 23

The Consortium is considered dissolved if it consists of less than six members.

The Consortium may be dissolved by consent of two-thirds of all members present at a specially convened General Assembly meeting.

Likewise, the two-thirds majority of the members present decide on the use of the assets upon dissolution of the Consortium.

Unless otherwise decided by the General Assembly, the Board will carry out the liquidation.