



Bylaws of the Swiss Chemical Society

Version: 24 June 2020

The use of the masculine form in these bylaws is for the purpose of legibility and is taken to include the feminine form.

I Name and purpose

Article 1 Name

- 1.1 The "SWISS CHEMICAL SOCIETY" (SCS), hereafter called "the Society", is an association in the sense of articles 60 et seq. of the Swiss Civil Code, with its domicile in Bern and registered in the register of companies.
- 1.2 The Swiss Chemical Society was founded in 1901, dissolved together with the Association of Swiss Chemists in 1992 and merged to form a new society by the name New Swiss Chemical Society in 1992. The new society took over all rights and obligations of the two dissolved societies and was entered in the register of companies (CHE-101.593.419). With effect from 30.03.2001, the name of the society was changed to "Swiss Chemical Society".

Article 2 Purpose

- 2.1 The Society has the following objectives:
The Swiss Chemical Society (SCS) represents scientists from chemistry and chemistry-related sciences and acts on their behalf in national and international organisations. The Society promotes the exchange of scientific and technical knowledge and offers suitable networking opportunities for both academic and industrial scientists.
- 2.2 The Society actively supports equality for all its members.
- 2.3 The Society's activities include ...
 - Scientific conferences, congresses and courses intended to promote the exchange of knowledge in all areas of theoretical and applied chemistry.
 - Prizes and awards for outstanding achievements in different application areas of chemistry.
 - Representing the interests of Swiss scientists in national and international organisations.
 - Publication of the scientific journal CHIMIA and collaboration in Helvetica Chimica Acta, the ChemPubSoc journals and other specialist journals.
- 2.4 The Society is a member of the European Chemical Sciences (EuCheMS), the Swiss Academy of Sciences (SCNAT) and the Swiss Academy of Engineering Sciences (SATW). In addition, the Society is represented in the International Union of Pure and Applied Chemistry (IUPAC) via SCNAT.

II Serving the public interest

Article 3 Non-profit-making approach

- 3.1 The Society is primarily intended to serve the public interest and is non-profit-oriented.
- 3.2 Reserves may be accumulated for future projects and activities. Income from the Society's assets will be employed for its activities in line with its purpose.

III Membership

Article 4 Joining the Society

- 4.1 In order to achieve its purpose, the Society endeavours to maintain the most broadly based membership possible from all domains of chemistry and related sciences.
- 4.2 Membership is open to everyone who identifies with the aims and values of the Society.
- 4.3 Membership of the Society is open to individuals, companies, institutes and societies.

- 4.4 Applications for membership must be sent in writing to the Secretariat of the Society. The Executive Director will decide whether to accept the application. In cases of doubt the decision will be taken by the Board of Directors.
- 4.5 Swiss specialist and professional organisations may join the Society as Divisions or as collective members. The members of specialist or professional organisations that join as Divisions automatically become members of the Society.

Article 5 Honorary members

- 5.1 Persons who have rendered outstanding services to the Society or distinguished themselves in the field of chemistry may be appointed honorary members.
Honorary members enjoy the same rights as other members.
- 5.2 The conditions for the awarding of honorary membership are set out in the Society's rules on awards.

Article 6 Rights and obligations of members

- 6.1 Every member has the right to vote and is eligible to stand for election. In the case of corporate membership, these rights are exercised by an authorised delegate. The rights of collective members are exercised by authorised delegates.
- 6.2 Every member may join one or several Divisions.
- 6.3 Members must safeguard the Society's interests and – with the exception of honorary members – pay the annual membership fee. This is set at a reduced level for students and retired persons and at a higher level for corporate members.

Article 7 Resignation and exclusion of members

- 7.1 Members may resign from the Society at the end of a calendar year, provided that the Secretariat has been notified in writing at least three months in advance.
- 7.2 The Board of Directors may decide to exclude a member from the Society.

IV Organisation

Article 8 Organs

The organs of the Society are:

- the General Assembly
- the Board of Directors
- the Executive Board
- the Divisions and their affiliated Sections
- temporary and permanent committees
- the Auditing Body

Article 9 The General Assembly

- 9.1 The ordinary General Assembly is held annually. Extraordinary General Assemblies may be convened to deal with urgent matters at the decision of the Board of Directors or at the request of at least 10% of the members. Written notification to attend the meetings must be sent out at least 20 (twenty) days in advance, together with the agenda.
- 9.2 Proposals from members for discussion at the General Assembly must be sent to the Secretariat in writing at least 14 (fourteen) days before the meeting of the Society.
- 9.3 The General Assembly is chaired by the President of the Society or, in his absence, by the Vice-President or another member of the Board of Directors.

The General Assembly is responsible for the following business:

- Election of tellers
 - Approval of the agenda
 - Approval of the General Assembly minutes, annual report and annual accounts as well as the report from the Auditing Body, and decision on the discharge of the Society's organs
 - Determination of the membership fees, apart from that for collective members
 - Election of the President and the other members of the Board of Directors, while striving to obtain as balanced a representation as possible of universities, industry and the different language regions
 - Confirmation of the Presidents nominated by the Divisions as members of the Board of Directors
 - Election of the members of the Auditing Body or appointment of an external Auditing Body
 - Approval of the bylaws and of any amendments to the same
 - Decisions on the creation and dissolution of Divisions and the acceptance of specialist and professional organisations as Divisions
 - Decision on the dissolution of the Society and the allocation of the financial means available at that time.
- 9.5 Every correctly convened ordinary or extraordinary General Assembly may pass resolutions.
- Resolutions are passed by simple majority of members present. In the case of a tie, a second vote is taken. In the event of a second tie, the President has the casting vote.
 - During elections a candidate is elected by simple majority of members present. In the case of a tie, a second vote is taken. In the event of a second tie, the person nominated by the Board of Directors is elected.
 - As a general rule, voting is by show of hands unless the majority of members present demand a secret ballot.

Article 10 The Board of Directors

10.1 The Board of Directors is composed as follows:

- the President
- the Vice-President
- the Treasurer
- the Presidents of the Divisions
- the President of the CHIMIA Editorial Board
- Executive Director or Secretary
- at least 3 (three) other members

The Board of Directors is self-constituting with the exception of the President and the Presidents of the Divisions.

- 10.2 The Board of Directors should consist of persons who have distinguished themselves through their activities in the field of chemistry, and its composition should also reflect the full spectrum of chemistry specialisations, universities and industry.
- 10.3 The Board of Directors, alongside the General Assembly, is the Society's highest organ and is responsible for the strategic management and all other matters not specifically assigned to another organ.
- 10.4 The term of office for the members of the Board of Directors elected by the General Assembly is 3 (three) years. Re-election is possible, though only once in the case of the President. After his term of office, the President may be re-elected as a member of the Board of Directors. Membership of the Board of Directors is limited to a maximum of 9 (nine) consecutive years.
- 10.5 The Presidents of the Divisions remain on the Board of Directors, subject to confirmation by the General Assembly, for as long as they are in office.

Article 11 The Executive Board

11.1 The Executive Board is composed as follows:

- the President
 - the Vice-President
 - the Treasurer
 - the President of the CHIMIA Editorial Board
 - Executive Director or Secretary
 - one other person as required
- 11.2 The members of the Executive Board are proposed by the President based on their function and approved by the Board of Directors. Members of the Executive Board must also be members of the Board of Directors at the same time.
- 11.3 The Executive Board is responsible for the operative management of the Society and implements the decisions taken by the Board of Directors.

Article 12 The Divisions and Sections

- 12.1 The Divisions are devoted to specific domains of chemistry and related sciences in which they realise their own programmes and projects, organise events and implement decisions by the Board of Directors. The Sections constitute thematic sub-groups within the Divisions.
- 12.2 CHIMIA is managed in the same way as a Division, with essentially the same rights and obligations.
- 12.3 The Divisions account for their activities to the Board of Directors and are responsible for adherence to the divisional budgets.
- 12.4 The Society is organised in the following Divisions and Sections:
- Division of Fundamental Research (DFR)
 - Photochemistry Section
 - Young Chemists' Section
 - Division of Industrial and Applied Chemistry (DIAC)
 - Division of Analytical Sciences (DAS)
 - Division of Medical Chemistry and Chemical Biology (DMCCB)
 - Division of Polymers, Colloids and Interfaces (DPCI)

Article 13 Temporary and permanent committees

- 13.1 Temporary and permanent committees may be instituted for the implementation of decisions made by the Board of Directors. Members of permanent committees will be elected by the Board of Directors, members of temporary committees designated by the Board of Directors.
- 13.2 Permanent committees will be governed by rules, temporary committees by regular reporting to the Board of Directors.
- 13.3 Permanent committees are:
- The SCS Awards Committee
 - The SCS Finance Committee

Article 14 The Auditing Body

- 14.1 The Auditing Body inspects the Society's annual accounts and the management of its assets and reports on these to the Board of Directors for the information of the General Assembly.
- 14.2 The Auditing Body must be approved by the Federal Audit Oversight Authority (FAOA).

V **Dissolution**

Article 15

- 15.1 Dissolution of the Society requires a resolution to be passed by a two-thirds majority of members present at two consecutive General Assemblies. An interval of at least three months must elapse between the two General Assemblies.
- 15.2 In the event of dissolution, any financial means remaining to the Society will be allocated to a public interest organisation with similar objectives.

VI **Final provisions**

Article 16 *Accounting year*

The accounting year corresponds to the calendar year.

Article 17 *Signature*

The Society shall be bound by the signature of any two members of the Executive Board. All Executive Board members will be entered in the register of companies as members with joint (dual) authority to sign.

Authority to approve non-budgeted expenditures is set at CHF 10,000 each in individual cases for the President, the Vice-President, the Treasurer and the Executive Director. Non-budgeted expenditures in excess of CHF 10,000 require the authorisation of the Board of Directors.

Article 18 *Liability*

The Society's assets alone are liable for the payment of its debts; personal liability of the members is excluded.

Article 19 *Approval of the bylaws*

These bylaws were approved by the Assembly of Founders on 14 February 1992 and the subsequent amendments approved by the General Assemblies of 26 March 1993, 15 April 1994, 14 March 1996, 30 March 2001, 10 March 2005, 10 March 2006, 13 October 2006, 11 September 2008, 4 September 2009, 13 September 2012, 24 April 2015 and 24 June 2020.

Translated based on the German version from 24 April 2015 by USG, Ittigen (September 2015)

Alain De Mesmaeker
President

David Spichiger
Executive Director