

Articles of Association (Statuten des Vereins/statuts de l'association)

SAFMED (Swiss Academy of Family Medicine)

based in Bern

Article 1 Name and Seat of the Association

1. Under the name "SAFMED" exists an association that is subject to these Articles of Association and Art. 60 et seq. of the Swiss Civil Code. SAFMED is an umbrella organization of the academic primary care institutions in Switzerland, namely at its beginning the Institutes for primary care in Basel, Berne, Fribourg, Geneva, Lausanne, Lucerne, St. Gallen, Zurich and Ticino.

2. The statutory seat of the Association is Biham, University of Bern, Mittelstrasse 43, 3012 Bern.

Article 2 Purposes and Values

1. The purposes of the Association are the following:

- constituting a platform for the promotion and development of research and teaching in primary care;
- coordinating the activities in the areas research and teaching in the pre- and postgraduate education in primary care;
- ensuring a joint positioning regarding topics in primary care;
- collaborating with other key partners in primary care;
- promoting young talents in primary care in the clinic and academic setting.

2. The values of SAFMED are as follows:

- SAFMED promotes the academic aspects of primary care in whole Switzerland;
- SAFMED promotes the cooperation with paediatricians regarding the pre- and postgraduate education and regarding research;

- SAFMED promotes young talents in primary care in the clinic and academic setting and supports the interests of young primary care physicians.

Article 3 Financial Ressources

The financial resources of SAFMED consist of membership fees and voluntary contributions/third-party funds.

Article 4 Membership

1. The Founding Members of the General Meeting of Members are:

- Dr. med. Christian Häuptle; St. Gallen
- Dr. med. Christoph Merlo; Luzern
- Prof. Dr. med. Nicolas Rodondi; Bern
- Prof. Dr. med. Pierre-Yves Rodondi; Fribourg
- Prof. Dr. med. Thomas Rosemann; Zürich
- Prof. Dr. med. Nicolas Senn; Lausanne
- Prof. Dr. med. Johanna Sommer; Genève
- Prof. Dr. med. Andreas Zeller, Basel

2. Other Members of SAFMED are natural persons. Persons who like to enrol as Members have to make a written application to the board. They must represent a Swiss academic institution involved in primary care. The General Meeting of Members decides on the admission of a Member.

3. All members of the General Meeting of Members are alternatively members of the Board.

Article 5 Membership Contributions

1. Active Members shall be required to make monetary contributions as determined annually by the General Meeting of Members.

2. Subsequent Members whose application for subsequent membership was approved during the year shall be required to make monetary contributions for the whole relevant year.

Article 6 Termination of Membership

1. Membership in the Association shall terminate by withdrawal, exclusion or dissolution of the Association.

2. Any Member shall be entitled to withdraw its membership quarterly (end of March, end of June, end of September, end of December) provided it gives written notice of its intention by registered mail to the Board three months in advance.

3. The General Meeting of Members, upon adoption of a respective resolution by three-quarters (3/4) of all members (whether attending the meeting or not), may exclude a Member in extreme circumstances and at least two meetings need to take place between the concerned member and other members before such a decision, only for the following reasons:

- the Member no longer satisfies the application criteria;
- the Member violates the principles of good faith (e.g., publicly criticizes the existence of SAFMED).

Article 7 Corporate Bodies

The corporate bodies of SAFMED are:

- the General Meeting of Members; and
- the Board.

Article 8 Powers of the General Meeting of Members

The General Meeting of Members has, among other things, the following powers:

- to adopt and amend the Articles of the Association;
- to approve the annual report, if any, and the financial statements.
- to appoint and remove the chairman of the Board;
- to approve the long-term and annual business plan of SAFMED;
- to adopt and amend the regulations of SAMED and to approve any other material rules and regulations of SAFMED;
- to take employment decisions regarding key personnel of SAFMED.

Article 9 General Meetings of Members

1. The annual general meeting shall be held six months after the close of the fiscal year. Extraordinary general meetings shall be called, whenever the Board deems it necessary or appropriate, if the General Meeting of Members so resolves, or if one fifth of the Active Members so requests.
2. Notice of a General Meeting of Members, including an agenda of the items and proposals to be resolved upon at the General Meeting of Members, shall be given by the Board no later than seven days prior to the date of the General Meeting of Members. Notice of the General Meeting of Members shall be given in writing by email to the address indicated to the Association by Members upon becoming a Member of the Association.
3. Any Active Member may participate in a General Meeting of Members by conference telephone or similar communications equipment by means of which all persons participating in the General Meeting as Members can hear each other, and participation in a General Meeting of Members by such means shall constitute presence in person at such meeting.

Article 10 Right to Vote; Resolutions

1. The founding members and the subsequent members shall each be entitled to one vote.
2. The resolutions, including elections, shall require the affirmative vote of three quarters (3/4) of the votes. In case of a tie, the chairman of the General Meeting of Members has a casting vote.
3. Any amendment to the Articles of Association shall require the affirmative vote at the General Meeting of Members of three quarters (3/4) of all Founding Members and three quarters (3/4) of the votes represented at the General Meeting of Members.
4. Resolutions of the General Meeting of Members may also be adopted by the written consent of all Members.

Article 11 Chairman

The chairman of the Board shall preside over the General Meeting of Members. In his or her absence, the Board shall designate an acting chairman of the General Meeting of Members.

Article 12 Organization of the Board

1. The chairman, the past chairman and the elected chairman of the affiliated Institutes mentioned in Article 1 constitute together the Board of SAFMED.

2. The General Meeting of Members shall elect from among its members each year a chairman. A chairman should change every year, except if a prolongation is accepted by the General Meeting of Members.
3. The Secretariat of the chairman is responsible for the administration.

Article 13 Powers of the Board

1. The Board is the executive part of the Association. It has no right of major changes but take daily decisions. If important investment to be done quickly, it will consult the General Meeting of Members per email, letting 10 days for answer and sending a reminder if no answer with a 3-day deadline.

Article 14 Meetings of the General Meeting of Members

1. The attendance quorum necessary for passing a resolution shall be at least two-third (2/3) of the whole General Meeting of Members.
2. The General Meeting of Members shall pass its resolutions with votes cast in favour of a resolution of at least three quarters (3/4) of all the votes present at a meeting.
3. Any one or more members of the General Meeting of Members may participate in a meeting of the General Meeting of Members by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting. The Director could send a representing person to vote if he cannot attend.

Article 15 Dissolution of SAFMED

1. A resolution to dissolve SAFMED requires a vote of at least three quarters (3/4) of the votes represented at the General Meeting of Members.
2. In case of dissolution of the Association, the assets of the Association shall be distributed equally among the Active Members.

Article 16 Liability

The capital of SAFMED shall be solely liable for the liabilities of SAFMED. There shall be no personal liability of the Members.

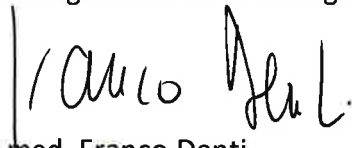
4. The decision of the panel in any appeal proceeding undertaken pursuant to this Article shall be effective immediately.

Article 17 Applicable Law and Place of Jurisdiction

This Articles of Association and any dispute arising in connection with SAFMED shall be governed and be interpreted in accordance with the laws of Switzerland. For all disputes arising, the place of jurisdiction shall be Zurich and Lausanne Switzerland.

Article 18 Entering into Force

These Articles of Association have first been approved and entered into force during the Founding Members' meeting. Signature from the General Meeting of Members:



Dr. med. Franco Denti



Dr. méd. Christoph Merlo, Luzern




Prof. Dr. med. Nicolas Rodondi, Bern



Prof. Dr. med. Pierre-Yves Rodondi, Fribourg



Prof. Dr. med. Thomas Rosemann, Zürich



Prof. Dr. med. Nicolas Senn, Lausanne



Prof. Dr. med. Johanna Sommer, Genève



Prof. Dr. med. Andreas Zeller, Basel

La Neuveville, December 1, 2021