

# OpenTox Association Articles

Zeiningen, 27 March 2015

## **1 Name and Headquarters of the Association**

1.1 OpenTox is an Association in accordance with Article 60ff of the Swiss Civil Code. It is subject to the provisions of the aforementioned articles as well as the present statutes, and is referred to underneath as “Association”

1.2 The Association’s headquarters are: Bärmeggenweg 14, 4314 Zeiningen, Aargau, Switzerland.

## **2 Definition of “OpenTox”**

2.1 This Association uses the label “OpenTox Association” or in German “OpenTox Verein” and describes an international professional community developing, exchanging and applying knowledge to achieve the purpose stated in Clause 4.

2.2 The “OpenTox API” is a specification of an Application Programming Interface, which is developed by a workgroup of the Association, and approved by the General Assembly of the Association (“GA”).

The name “OpenTox API” can be used by software complying to these specifications.

2.3 The label “OpenTox Software” is used for open source software implementations, complying to the OpenTox API and other open standards maintained or approved by the Association.

2.4 The label “OpenTox Meeting”, respectively “OpenTox [Region or City]” is used for meetings and conferences, which are usually held in a region. OpenTox Meetings are in general organised by membership organisations. The committee decides, to which organisation to give the contract to organise particular meetings. The contract is valid for one year and has to be renewed.

## **3 Activities**

3.1 The activities of the Association are agreed by the GA. The Committee decides about the implementation of the activities of the Association so as to best further the objectives and purpose of the Association. The Committee decides in the best interest of the Association.

3.2 Association activities specified in 3.1 can involve both the participation and contributions of members and non-members.

## **4 Objectives and Purpose**

4.1 The purpose of the Association is to promote the community-based exchange and use of open knowledge, methods, tools, data, reference resources, and standards including OpenTox Software and the OpenTox API in the scientific activities of predictive toxicology, safety assessment and risk management, including the “3Rs” goal of the Reduction, Refinement and Replacement of Animal Testing.

4.2 The association has no commercial objectives and does not aim for profit. Only the Association's assets may be used for obligations or commitments contracted in its name. Members have no personal liability for Association obligations.

## **5 Resources**

5.1 Resources of the association to achieve the objectives:

- Membership fees
- Organisation of events
- Certification
- Donations and grants
- Any other resources authorised by the law

5.2 The membership fees are decided every year by the GA meeting.

5.3 The fiscal year is the calendar year.

## **6 Membership**

6.1 Membership is open for natural, as well as legal persons, which support the objectives of the association.

6.2 Applications for membership are to be sent to the committee – The committee decides on approval.

## **7 Expiration, exit and exclusion of the membership**

7.1 The membership expires when:

- Natural persons: In case of exit, exclusion or death.
- Legal persons: In case of exit, exclusion or dissolution of the legal person

7.2 Members can be excluded from the Association, if they act against the interests of the Association, if they harm the reputation of OpenTox, or if they act against or ignore these statutes.

7.3 A valid exclusion takes place on request of one Member, and with a 2/3rd majority of the GA meeting.

7.4 Members, who don't pay their membership fees in time can be excluded by the committee.

## **8 Association Bodies**

8.1 The bodies of the association are:

- The General Assembly
- The Committee
- The external accountant
- Workgroups (WGs): e.g., a WG on the OpenTox API and more WGs as needed

## **9 General Assembly (GA)**

9.1 The GA is the supreme governing body of the Association. A regular assembly meeting takes place once a year.

9.2 The GA may take place as a virtual meeting on a web platform.

9.3 All Association members are invited to the GA meeting at least 30 days in advance. The invitation is in writing and states the items of the agenda. Invitations via email are valid.

9.4 Requests for additional agenda points have to be made in writing to the committee, at the latest 12 days prior to the GA meeting.

9.5 The committee or 1/5 of all Association members can call any time for an extraordinary GA meeting, by stating the reason for it. The GA meeting takes place not later than 12 weeks after calling for it.

9.6 The GA shall have the following non-delegatable powers:

- To approve the minutes of the last GA meeting
- To approve the annual report of the committee
- To approve the accounts of the Association
- To discharge the committee
- To elect the president, as well as all members of the committee. On request of one member, the committee members may be elected individually.
- To decide the membership fee structure
- To approve the yearly budget
- To approve the yearly plans of activities
- To decide about other business, added by the committee or by Association members to the agenda
- To change the statutes
- Decision of exclusion of Association members

- Decision of the dissolution of the Association and about the use of the liquidation funds

9.7 Every GA meeting called according to law and statutes is legitimate, independent of the number of present members.

9.8 Decisions are taken by the simple majority rule. In case of equal number of votes, the meeting chairman casts the vote.

9.9 Change of statutes requires a majority of 4/5 of the GA meeting.

9.10 At least a protocol of decisions will be compiled at every GA meeting.

## **10 The Committee.**

10.1 The committee consists of at least 3 members, including the president.

10.2 The tenure is one year. Re-election is possible for any number of times.

10.3 The committee shall conduct the ordinary business of the Association and shall represent the Association to the outside.

10.4 The committee has all competences, which are not transferred to other bodies by law or by these statutes. Especially it:

- issues and maintains the policies of the Association.
- may put in place workgroups with decision-making capability to progress Association goals and activities.

10.5 The committee constitutes itself, with exception of the presidency.

10.6 The committee meets, as often as the business demands it. Every committee member may ask for a meeting by stating the reason for it. Committee meetings can be virtual.

10.7 Decisions by email are valid, as long as no member of the committee insists on an oral discussion.

10.8 The committee is voluntary and its members will not receive a compensation. They will be reimbursed for any out-of-pocket expenses as the Association budget permits.

10.9 The committee decides by majority vote of all the committee members. The President decides on best course of action in cases of a tied vote.

## **11 Signatory Authority**

11.1 The president of the Association signs jointly with another committee member, with legally binding effect.

## **12 Dissolution**

12.1 Dissolution of the Association may be decided by an ordinary or extraordinary GA meeting by 4/5 of the present members.

12.2 In case of dissolution, the liquidation funds are given to a non taxable organisation with similar objectives. The distribution of funds amongst members is forbidden.