

Statutes^{*,**} of the Society “ALTEX Edition”

1. Name and registered office

A society under the name of "ALTEX Edition" exists in terms of articles 60 et seqq. of the Swiss civil code of law. Its registered office is in Kuesnacht, Zurich. The society is neutral with regard to politics and religion.

2. Purpose and aims

¹ The society aims to publish high quality contributions on alternatives to animal experiments by means of the periodically published journal “ALTEX”. The journal can be published both on paper and electronically via the Internet.

² The journal ALTEX publishes reviews and original work, scientific short communications as well as news and commentaries, conference reports, book reviews and contributions to discussions on the topics of research on and development of alternatives to animal experiments in the sense of the 3R's: *replace*, *reduce* and *refine*.

³ Particulars on the publication of the journal ALTEX are set out in the editorial regulations, which require the board's approval.

3. Society funds

¹ The society levies a yearly contribution, which must be stipulated in the members' assembly, from every member. In addition, the members are asked to contribute an individually agreed sponsorship to the society (cf. Art. 5).

² Apart from the members' contributions, the society has the following further funds at its disposal in as far as these are procured: proceeds from subscribers and from private and commercial advertisements in the journal ALTEX; donations and patrons' contributions; sponsoring; assignments; usage rights of texts and illustrations from the journal.

³ The society's business year is equal to the calendar year.

4. Liability for the society's debts

Only the society itself is liable for possible debts and commitments. The members carry no personal liability. The levy of member contributions remains reserved.

5. Membership

¹ Legal bodies and natural persons who adhere to and do not endanger the purpose and aims of the society (cf. Art. 2) can become society members. Legal bodies delegate a representative person of their choice and explicitly authorize this person to vote within the society.

² Membership is applied for by written candidature addressed to the chief executive officer. The board decides on the acceptance of new members.

³ Membership may be terminated in written form addressed to the chief executive officer by the end of the business year or by exclusion, which is decided by the board in case of repeated disregard or defiance of the purpose and aims of the society.

⁴ Membership automatically terminates with loss of the capacity to act or with non-payment of the member contribution after a second monition.

⁵ The board can make the acceptance of a new board member dependent on the obligation of the new board member to sponsor the society with a yearly contribution of at least 7.500 CHF. The obligation must be undertaken for at least 2 years, after this time a period of notice is instated in writing in a separate sponsoring contract. The valid, signed contract is a prerequisite for the acceptance of a new board member.

6. Organs

¹ The society's organs are

- the general meeting (GM),
- the board,
- the chief executive officer,
- the editor-in-chief of ALTEX,
- the editorial board.

² The board can additionally define the prerequisites for and the importance of passive or honorary memberships which carry no vote. Constant or temporary committees with special functions can be formed. These are subject to the instating organ for the course of their activity.

7. General meeting

¹ The general meeting (GM) of the members is the highest executive organ of the society. It is scheduled annually by the board. The meeting is announced in writing at least two weeks in advance together with the announcement of the agenda. The date of the general meeting is announced to the members at least 12 weeks in advance. The members are informed of their opportunity to suggest further agenda items within a given time frame.

² Special general meetings are convened as necessary or upon request by at least two legal bodies or five members who are natural persons.

³ The GM is conducted by the board's president (cf. Art. 8 para. 2), who can request the chief executive officer to support him/her or substitute for him/her, and decides with the simple majority of the members present, if not stipulated otherwise

^{*} In these statutes, unspecified persons always include both genders.

^{**} This is a free translation of “Statuten des Vereins ALTEX Edition of 28.06.2012”. The German version of the statutes is legally binding.

in the statutes, notably on the following business:

- a) Acceptance of the president's annual report, the annual financial statement (together with the ratification of the acts of the board) and the balance of accounts;
- b) Handling of all business submitted by the board as well as members' proposals provided in writing to the board via the chief executive officer at least 14 days before the meeting.

⁴ Decisions on the following business items explicitly set out in the invitation to the GM in the wording of the submitted resolution are made by the GM with the absolute majority of all society members:

- a) Changes to the statutes; article 8 para. 1 and article 13 remain reserved;
- b) Disbandment of the society and handling of the remaining assets.

8. Board

¹ The board is composed of at least three natural persons. As co-founder of the Society, the foundation "Fund for Animal-free Research" (FFVFF), registered in Zurich, has at least one representative on the board until the end of 2007.

² The board constitutes itself for a term of two years. It appoints a president and vice president from its midst as well as further committees and committee leaders (board members) as required, and it stipulates the signing powers of its members for the society.

³ The board has a quorum when more than half of its members are present. Decisions made by circulation are admissible as long as all members have the opportunity to vote within an acceptable time frame. The board decides based on the absolute majority of the vote of the members who are present or the members' written votes. In case of a tie, the president or, if absent, the vice president casts the deciding vote.

⁵ The board shall be responsible to decide on the following business, in which the chief executive officer has an advisory vote in all listed cases except for letter d.:

- a) Appointment of a president, vice president as well as further committee leaders and further members of the board;
- b) Acceptance and exclusion of society members;
- c) Specification of the special contribution to the society required for accession of a society member to the society's board (Art. 5 para. 5);
- d) Appointment and engagement (with a contract) as well as dismissal of the chief executive officer and functional specification of the chief executive officer;
- e) Specification of the budget and thus the expenditure competence of the chief executive officer;
- f) Appointment and engagement (with a contract) as well as dismissal of the editor-in-chief and functional specification of the editor-in- chief;
- g) Control of the activities of the organs (except for the GM) of the society.

9. Chief executive officer

¹ The chief executive officer handles all activities of the society as far as these are not incumbent upon another organ or dependent on its decisions according to the law or the society's statutes.

² Specifically, the chief executive officer is responsible for the following business:

- a) Planning and implementation of the strategic and operative activities of the society including the provision and maintenance of the necessary infrastructure required therefore;
- b) Publication of the journal ALTEX including all activities necessary therefore (such as cooperation with publishing houses, printing houses and distribution companies, etc.);
- c) Observational and active participation for the society at relevant meetings and congresses subject to para. 2 below;
- d) Finances (incl. meeting the budget) and accounting for the society;
- e) Drafting of the annual report, the annual financial statement and the balance for the general meeting to be passed to the board;
- f) Marketing for the society and the journal ALTEX;
- g) Fundraising and relations with subscribers, members, donors, sponsors and patrons;
- h) Employment, management and dismissal of management staff (according to paragraph 2 below);
- i) Periodic, at least bi-annual, reports on all activities of the chief executive officer to the board;
- j) Preparation of the GM with the president, if necessary conductance of the GM, preparation of board meetings as well as taking minutes of the decisions made at the GM and by the board.

³ The chief executive officer can employ management staff to fulfil his/her duties if necessary. He/she manages and qualifies these personnel independently. External third parties may be charged with special tasks, e.g. accounting.

⁴ The chief executive officer is strictly obliged to meet the budget in all activities. If the budget is insufficient for the fulfilment of the indispensable duties, a supplement must be requested from the board in time together with a justification.

⁵ The chief executive officer has an advisory vote on the board and takes part in the board meetings according to Art. 8, para. 5, but cannot at the same time be a member of the board.

10. Editor-in-chief of the journal ALTEX

¹ The chief executive officer can at the same time be editor-in-chief of the journal ALTEX. The editor-in-chief is responsible for all tasks connected with the publication of the journal ALTEX.

² The editor-in-chief is entitled to employ personnel to fulfil his/her tasks (Art. 9 para. 1 letter i as well as para. 3) as well as to make the necessary contracts with third parties; he/she ensures his/her own proxy.

³ The editor-in-chief decides, based on the society's purpose and aims, on the textual and artistic content of the journal ALTEX.

⁴ The recommendations of the editorial board according to Art. 11 are to be considered with regard to the selection of contributions for publication in the journal ALTEX.

⁵ Only in the exception of especially important cases may the board intervene in the editor-in-chief's freedom of publication to protect the purpose and aims of the society (para. 3).

11. Editorial board

¹ The editor-in-chief is entitled to elicit an expert appraisal of a scientific contribution before its publication in the journal ALTEX from an external expert.

² The expert appraisal must consider the relevant 3R principles as well as the purpose and aims of the society.

³ Persons who repeatedly or continually appraise contributions for the journal ALTEX or who support the editor-in-chief's work in another form may be appointed to be members of the editorial board by the editor-in-chief.

⁴ The appointment to the editorial board is informal and can be retracted by the editor-in-chief at any time. The appointed person is named in the imprint of the journal ALTEX as member of the editorial board.

⁵ As far as possible, the commissioning of appraisals occurs without payment. Otherwise the editor-in-chief decides within the frame of the budget whether and to what extent experts and committee members are compensated for their work.

12. Changing the statutes

A change to the society's statutes can only be made under the prerequisites named in Art. 7, para. 4.

13. Mediation clause

In case of disputes between the organs of the society or between members of the organs, the persons concerned take part in a first mediation session, if this is decided by one of the organs, or, in case of a dispute within one organ if one member of the organ wishes this.

14. Jurisdiction and applicable legislation

¹ In case of disputes within the society or of the society with third parties, Zurich is declared the place of jurisdiction and the Swiss law (substantive law and choice of law rule) is declared the applicable legislation.

² The organs of the society are responsible for informing and agreeing on these regulations in legal relations with third parties in a legally binding form.

Kuesnacht, 28.06.2012

Franz P. Gruber

(Chief executive officer ALTEX Edition)