

Articles of Association – Association for the Promotion of “Swiss Smart Factory” (AP-SSF)

I. Name and purpose of the association

1. Name and registered office

- 1.1 Under the name **Association for the Promotion of “Swiss Smart Factory” (AP-SSF)**, a charitable association exists in the meaning of Art. 60 to 79 Swiss Civil Code (ZGB).
- 1.2 The registered office of the association is in Biel.
- 1.3 The association is registered in Biel.

2. Purpose

- 2.1 The association purposes of the AP-SSF are:
 - Promotion of the network for information and scientific exchange on the subject of Industry 4.0
 - Support in finding experts in the university area on the subject of Industry 4.0
 - Promotion of the distribution of technology and in the formation of networks between industry, research, academia and association on the subject of Industry 4.0
 - Advice and support in the strategic further development and activities of the SSF
 - Establishment, further development and operation of a state-of-the-art Industry 4.0 production line, with a beacon effect for Swiss industry.
 - Provision of other contributions and activities to promote the SSF
- 2.2 The Swiss Smart Factory (SSF) at the Switzerland Innovation Park Biel/Bienne AG (SIP BB) is the first Industry 4.0. open testing and demonstration facility in Switzerland. The SSF opened on 23 May 2017 and has since been very well received by industry, researchers and association in general. In its first year, the SSF set up essential infrastructure at the Ipsach site allowing development, testing and demonstrations with a focus on Industry 4.0. The SSF's vision is to become Switzerland's leading, internationally-recognised centre of competence in application-oriented research and the transfer of Industry 4.0 projects as well as to create an ecosystem of partners, through which unique innovations and activities relating to Industry 4.0 can be developed. In 2020, the SSF will move into an area of approximately 1000 sqm in the new SIP BB building, which will be completely devoted to the subject of digitisation and Industry 4.0.

II. Membership

3. Members

- 3.1 Members can be organisations of any legal form, private individuals and honorary members.

4. Membership contribution

- 4.1 Every member is obliged to pay an annual membership contribution.
- 4.2 The membership contributions are set annually by the general meeting for the following year.
- 4.3 All membership contributions paid for 2018 or 2019 from the SSF membership programme are regarded as paid-up annual contributions for the AP-SSF for 2018 or 2019.
- 4.4 The annual membership fee is invoiced at the beginning of each calendar year and must be paid within 30 days.

5. Admission of members

- 5.1 Membership is acquired through written declaration of accession and a corresponding admission decision of the board of directors.

6. Honorary members

- 6.1 Members who have served the SSF especially well can be named honorary members by the general meeting upon application by the board of directors.

7. Members' voting rights

- 7.1 Every member has one vote in the general meeting.

8. Members' obligations

- 8.1 Members make an active contribution to SSF activities and support the development of the SSF, for example with machinery, hard- and software, material and/or the provision of work performance.
- 8.2 The SSF aims to facilitate and guarantee the exchange of information and data. Insofar as members have concerns about the secrecy of their own information and data, they alone are responsible for ensuring its secrecy.

9. Services of the SSF to members of the AP-SSF

- 9.1 The SSF aims to create an ecosystem of partners, through which unique innovations and activities concerning Industry 4.0 can be developed.
- 9.2 The SSF intends to set up, further develop and operate a state-of-the-art production line, with a beacon effect for Swiss industry, based on the latest Industry 4.0 technologies and industry-specific applications.
- 9.3 The SSF develops and works on relevant research, innovation and training topics related to Industry 4.0.
- 9.4 The SSF enables and promotes participation in joint R&D projects (such as InnoSuisse, EUREKA Eurostars and EU-H2020).
- 9.5 The SSF takes care of member communication and publicity work (incl. social media, appearances and participation in conferences and trade fairs).
- 9.6 The SSF ensures that the SSF network is expanded actively and sustainably by attracting new members in important key areas.
- 9.7 The definition of the specific services of the SSF for members is set by the board of directors according to Annex 2.

10. Termination of membership

10.1 Membership may be terminated on 31 December of a given calendar year provided that three months' prior written notice is given. This begins with effect from the date on which the SSF receives the notice of termination.

10.2 In the case of early termination of membership, there is no entitlement to a pro rata refund of the annual membership fee.

11. Exclusion of members

11.1 A member who works against the objectives of the AP-SSF, harms the reputation of the AP-SSF and/or SSF, fails to pay the membership contribution or otherwise gives cause for complaint, can be excluded after prior written warning by decision of the board of directors.

12. Liability

12.1 Solely the assets of the association are liable for the obligations of the AP-SSF. Personal liability of the members is ruled out.

III. Organisation

13. Executive bodies

13.1 The executive bodies of the AP-SSF are:

- general meeting
- Board of directors

A. General meeting

14. Convocation of the general meeting

14.1 The totality of members constitutes the supreme executive body of the association. It exercises its function by voting according to Article 7.

14.2 The general meeting is convened by the board of directors at least annually. The invitation is issued at least 20 days in advance of the general meeting in written or electronic form.

14.3 An extraordinary general meeting can be convened by a simple majority of all members.

15. Decision-making, quorum

15.1 Decisions of the association are adopted subject to the exceptions below by a simple majority of the votes cast or of members entitled to vote. In the event of a tied vote, the president has a casting vote.

15.2 Decision-making on changes to the articles of association and dissolving the association require a qualified majority of $\frac{3}{4}$ of the members present and entitled to vote.

15.3 Proxy representation is only possible with a written and signed power of attorney.

15.4 All votes and elections occur openly.

16. Minutes

16.1 Minutes are taken of the general meetings. The minutes must be signed by the minute-taker and president.

17. Tasks of the general meeting

17.1 The general meeting has the following tasks:

1. decision-making regarding the annual report, annual financial statements and budget
2. acceptance of the auditor's report
3. decision-making on approval of the board of directors' acts
4. periodic election of the members of the board of directors and president
5. election of the auditors
6. setting the membership contribution
7. amending the articles of association
8. decision-making on applications of the members and board of directors
9. decision-making on dissolution of the association
10. discharge of all other transactions entrusted to it by law or the articles of association.

B. The board of directors

18. Board of directors

18.1 The board of directors conducts the business of the association.

19. Composition of the board of directors

19.1 The board of directors consists of the president and at least two other people.

19.2 The board of directors consists of a maximum of six people.

19.3 The board of directors constitutes itself.

19.4 Every association member can be elected.

20. Representation of Switzerland Innovation Park Biel/Bienne AG and BFH-TI

20.1 SIPP BB and the BFH-TI are entitled to one seat each on the board of directors.

21. Period of office

21.1 The period of office of the members of the board of directors is three years.

21.2 The persons elected to the board of directors may exercise the function as director as long as they are appointed to the company they represent.

21.3 Re-election of the members of the board of directors is permitted without restriction.

22. Convocation and decision-making

22.1 The board of directors must convene on the request of the president.

22.2 Decisions of the board of directors are adopted with a simple majority of the votes cast or members present. In the event of a tied vote, the president has a casting vote.

22.3 Minutes are taken of the meetings of the board of directors, which are signed by the minute-taker and president.

23. Tasks of the board of directors

23.1 The board of directors is responsible for all tasks not assigned to other executive bodies, especially:

1. managing the association
2. outward representation of the association
3. management in the context of the financial budget
4. election of a managing director if necessary
5. appointment of specialist committees
6. preparation and management of the general meeting
7. administration of the association's assets
8. execution of the association's decisions
9. decisions on the admission and exclusion of members
10. establishing the services of the SSF for members of the AP-SSF

24. Compensation

24.1 The board of directors works in an honorary capacity. Any managing director shall be compensated according to the budget approved by the general meeting.

25. Management

25.1 The board of directors can elect a managing director and assign particular tasks and powers to the latter, which are defined in a set of written service regulations.

26. Auditors

26.1 Two auditors are appointed from among the members. They may not simultaneously be members of the board of directors.

26.2 The auditors are elected for a term of one year.

26.3 Re-election of the auditors is permissible without restriction.

27. Task of the auditors

27.1 The auditors check the annual financial statements and the balance sheet. They submit a report and motion on the result of the audit to the board of directors for the attention of the general meeting.

IV. FINAL PROVISIONS

28. Association year

28.1 The association and invoicing year correspond to the calendar year. The first association years ends on 31.12.2019.

29. Dissolution

29.1 Dissolution of the association occurs in accordance with the provisions of the articles of association and of the law. The board of directors fulfils the role of liquidator. Any net assets must be devoted to the SSF.

30. Entry into force


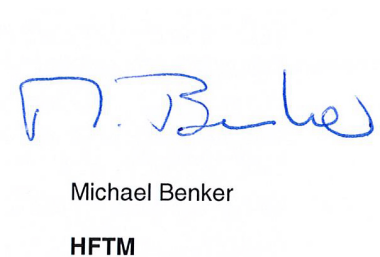
30.1 The above articles of association were decided at the founding general meeting of 14 November 2018 and enter into force on this date.

Annexes

- Current membership contributions
- Current services of the SSF for the members of the AP-SSF

Version as at: 14 November 2018

Signature of the founding organisations

		
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Annexes

1. Current membership contributions

The annual membership contribution at the time of foundation is:

- Large companies: CHF 12,000.00
- Small and medium-sized enterprises (SMEs): CHF 6,000.00
- Other organisations: CHF 6,000.00
- Private individuals: CHF 250.00
- Start-ups: Receive a discount, set by the board of directors.

2. Current services of the SSF for the members of the AP-SSF

The current services of the SSF for the members in 2018 and 2019 unless otherwise decided in the general meeting include:

- The SSF takes care of member communication and publicity work (incl. social media, appearances and participation in conferences and trade fairs);
 - The SSF actively represents its members, e.g. within the Industry 2025 working groups and other relevant organisations in Switzerland and abroad including the SATW Research Alliance and the World Economic Forum.
 - The SSF stand at the Industry 2025 annual conference.
 - The SSF stand in the “Digital Factory” area of the Hanover Trade Fair. Participation of members according to individual conditions of participation.
 - Major annual international event on “Industry 4.0”. Participation is free for members.
- Regular, trilingual newsletter (in English, French and German) written in cooperation with members and with summaries of all-important activities relating to Industry 4.0 in Switzerland and abroad.
- The SSF ensures that the SSF network is expanded actively and sustainably by attracting new members in key areas. The board of directors sets the definition of key areas.
- The SSF provides its members with tailored support through regular advanced training sessions.
 - 1 interactive guided tour through the SSF Lighthouse Project Industry 4.0 (2 hours)or
 - ½ day use of SSF space for a company event
 - * with short, guided tour of the Lighthouse Project Industry 4.0 (45 min)
 - * without flat-rate seating, flat-rate event coordination fee, use of foyer and other additional servicesor
 - Training and certification programmes according to separate regulations and specifications
- The SSF welcomes and facilitates the presentation of partner exhibits in the SSF Demo Centre (from 2020 in the new factory hall at Biel/Bienne Station).
- The SSF offers its members the possibility of using the registered trademark Swiss Smart Factory® for their own public relations, within the scope of the separate user agreement.
- The SSF offers its members and their customers the opportunity to visit the SSF-Demo-Center subject to prior arrangement.