

+++ Swiss MNT Network +++

BYLAWS

I. The Organisation

I.1. Name and Legal form

Swiss MNT Network is an association of the same name subject to Swiss Civil Code (ZGB; Articles 60ff.).

I.2. Seat

The legal seat of the Swiss MNT Network is at the location of the office of the association.

The managing board has the competence to move the seat to any place within the Swiss territory under the conditions provided by the law.

I.3. Objective

a) The objective of Swiss MNT Network is to support Swiss industry in ensuring and improving its competitiveness by

- providing a comprehensive problem solving competency for the complete production chain in the field Micro and Nano Technology (MNT),
- providing a platform for exchange of ideas and personal contacts on a national basis, e.g. by organizing networking events such as the Swiss Nano Convention, etc.,
- acquisition and initiation of collaboration and projects with industry, and
- representing the interests of the Swiss MNT community on a national and international basis.

b) To achieve this aim, Swiss MNT Network will run an office under the supervision of the managing board to deal with all administrative and organizational duties, to bring the right partners in a common project together and to organize networking events.

II. Membership

II.1 Active members

a) All institutions, companies, other legal bodies and natural persons active in the field of micro- and nanotechnology willing to support the aims of the association and to stick to this statute can become active member of Swiss MNT Network.

b) Active members have all rights and obligations that are mentioned in this bylaws and the applicable law. They pay a membership fee that will be fixed annually by the general assembly.

c) They assign a person as a representative for the general assembly and nominate a candidate for the managing board. The two functions may be combined.

II.2. Supporting members

a) Every natural or juridical person or organization that shares the general objectives of the Swiss MNT Network but wishes to support and/or participate in the planning and organization of events in the field of Micro and Nano Technology (e.g. Swiss Nano Convention).

- b) The managing board decides discretionary and without further motivation whether or not a candidate will be accepted as supporting member. Acceptation has to be ratified by the general assembly.
- c) Supporting members only have the rights and duties as described in these bylaws.
- d) Supporting members pay a financial contribution to the association as defined by the general assembly.
- e) Supporting members are invited to general assembly meetings but they cannot be elected in the managing board.
- f) Supporting members can be elected in the event-steering board for the organization of events, etc.

II.3 Termination of membership

- a) Active or supporting members can at any moment withdraw from the Swiss MNT Network in writing to the managing board. The resignation will take effect at the end of the financial year concerned. The membership fee of resigning members will not be reimbursed.
- b) Active and supporting members who do not pay their membership fee after the regularization period has expired, are/can be presumed as resigning.
- c) The managing board takes a decision on the termination of a membership of a supporting member, which has to be ratified by the managing board.

III. Bodies of the Swiss MNT Network

Swiss MNT Network has the following bodies:

- General assembly
- Managing board

III.1. General assembly

III.1.1. Participants and meetings

- a) The general assembly is the supreme body of Swiss MNT Network.
- b) The general assembly consists of one authorized representative of every active or supporting member.
- c) The general assembly is summoned by the managing board at least once in every calendar year (annual general meeting).
- d) The managing board or 25% of the representatives of the active and the supporting members can apply for an extraordinary general meeting which must take place within 2 months after the application.
- e) Invitations to general meetings have to be mailed together with a proposition for the agenda two (2) weeks before the meeting date at the latest.

III.1.2. Competences

The general assembly has the following non-transferable exclusive powers:

- A. Election and withdrawal of the members of the managing board
- B. Discharge of the managing board
- C. Approval of the strategy

- D. All budget related matters, including fixation of the membership fees for active and supporting members.
- E. Modification of the bylaws
- F. Acceptance of the annual budget and the accounts
- G. Dissolution of the organization
- H. Exclusion of an active member
- I. Admission of new active members and ratification of supporting members
- J. Ratification of the exclusion of supporting members

III.1.3. Quorum and voting

Only topics embodied in the agenda can be discussed and decided.

A general meeting summoned in accordance with paragraph I.1. constitutes a quorum if a minimum of 50% of the active members are represented at the meeting. The decisions mentioned in III.1.2. (exception for E and G) are made by a simple majority of the active members represented.

The dissolution (G) and the modification of the bylaws (E) need a quorum of 75% of the active members. The decisions mentioned are made by a 2/3 majority of the active members represented.

An application is allowed if it is approved by the majority of the representatives of the active and supporting member.

All elections and voting are performed by open ballot unless an active member of the meeting demands for a closed ballot. The decisions of the general assembly are recorded in writing and submitted to all active and supporting members within thirty days following the meeting.

IV.2. Managing board

IV.2.1. Composition

The managing board consists of all representatives of the active members. It is elected *in corpore* by the general assembly and designates among its members a President, a Vice-President and a Past-President.

The members of the managing board as well as the President, the Vice-President and the Past-President are elected for a period of 2 years. Re-election is possible.

IV.2.2. Competences

The managing board is responsible for the operative leadership of the Swiss MNT Network. It is also responsible for all decisions not falling into the responsibility of the general assembly, especially but not-exhaustive

- A. implementation of the decisions of the general Assembly
- B. admission of new supporting members
- C. convening of the general meeting
- D. management of financial and other resources
- E. delegation of any administrative or supporting function to an office or external service
- F. elaboration of the strategy
- G. elaboration of rules of procedure

- H. public representation of Swiss MNT Network
- I. delegate the organization of an event to a Steering Committee and nominate the members

In principle the managing board is allowed to spend the money according to the approved budget.

IV.2.3. President, Vice-President and Past-President

The President together with Vice- and Past-Presidents:

- A. make sure that Swiss MNT Network is developing according to the strategy,
- B. establishes an office, and
- C. conducts the meetings of the managing board and the general assembly

IV.2.4. Meetings

The President calls a meeting of the managing board whenever necessary, but at least once every six months. The President sends the agenda to all members of the managing board at least fourteen days before the meeting.

A minimum of two (2) members of the managing board can demand for the convening of an extraordinary meeting which must be held within 2 weeks after the application.

IV.2.5. Decisions

The managing board has a quorum if the majority (>50%) of its members are present at a meeting. All decisions are taken by simple majority, unless otherwise provided in the bylaws or the law.

IV.2.6. Compensation of expenses

As a principle the members of the managing board do not receive any financial compensation of the time devoted for the association from funds of the association unless the general assembly decides to do so. Other expenses are refunded by the association.

IV.2.7. Conflict of interest

In the event a member of the managing board has, directly or indirectly, a conflict of interest in connection with a decision or an activity of the managing board, this member has to inform the other members of the managing board and has to refrain from voting on that matter.

V. Event - steering committee

For the organization and the performance thereof, a steering committee can be set up by the managing board. Active and supporting members and qualified experts can participate in the steering committee. The number of supporting members in the steering committee is limited to 50 %.

A steering committee is responsible for the planning, organization and management of a specific event on a national or international level as defined by / with the managing board.

At least three months after the event the steering committee shall submit to the managing board a general report including accounting.

VI. Financing

Swiss MNT Network is financed by

- Membership fees
- CTI-bonus on network projects
- Possible sale of services to industry
- Possible managing fee on industrial projects
- Investment fund and donations

The Swiss MNT Network can also collect funding by all other means that are not in violation with the legal requirements.

VI. Liabilities of the members of the managing board

Any personal liability of the members of the managing board for the debts and liabilities of the association is excluded. Only the association's assets are liable for the debts and liabilities of the association. They are liable for the shortcomings in their (daily) management.

VII. Dissolution of the association

In the case of dissolution of the Swiss MNT Network all property and financial means go to the participating member institutions for use in the sense of the objectives of the association.

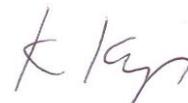
These bylaws have been approved by the founding general assembly on October 3rd, 2006 in Neuchâtel. Article 6 has been added at the general assembly of June 28, 2007 held in Berne. A major revision has been approved by the general assembly of March 16, 2011 held in Solothurn.

President of the
Managing Board



Alex Dommann

The Secretary



Karl Knop