

SMOB Articles of Association

1. Name and registered office

Under the name:

Swiss Multidisciplinary Obesity (SMOB) Society

is an association pursuant to Art. 60 ff. ZGB with its registered office at the location of the secretariat.

2. Purpose of the SMOB

The SMOB aims to:

- 2.1. to provide the general public and the medical profession with comprehensive information about the nature and significance of the disease "obesity", to establish holistic therapeutic procedures and quality controls for all stages of obesity therapies; to safeguard and promote the interests and quality of life of those affected by obesity and their families.
- 2.2. Safeguarding and representing the interests of the professionals united in the SMOB in social, health and general legal policy matters and safeguarding their interests in legislative and court proceedings.
- 2.3. Promotion of scientific endeavors of all kinds in the field of obesity-related diseases.
- 2.4. Cooperation and coordination of efforts with similar organizations and institutions at home and abroad.

3. Organization

The bodies of the SMOB are the Association Assembly as the supreme body, the Association Board and the Auditors. The Association Assembly is entitled to replace the Association Assembly with a Delegates Assembly by way of an amendment to the Articles of Association by a majority vote of all Association members. If a majority of the association members is not reached at the first meeting despite a majority of those present, a majority of the members present is sufficient for the conversion at a second association meeting to be held no earlier than three months later.

When determining the delegates, the cantons, private and public institutions, the scientific community and social institutions must be given appropriate consideration.

4. Association meeting

The General Assembly is the entirety of all members of the association and the supreme body of the SMOB. It elects the members of the Executive Board, including the President and Vice-President. It also elects an auditor. In addition, it performs the tasks provided for by law.

The General Meeting of the Association meets at least once a year and is convened by the Board of Directors, whereby the written invitation must be sent at least two weeks in advance, together with the agenda.

The Chairman of the Board of Directors, or in his absence the Vice Chairman, chairs the General Meeting. The resolutions are recorded in the minutes.

If there are special circumstances that make a physical meeting impossible or considerably more difficult, the general meeting can also be via online conference or resolutions and elections can also be held by circular letter, email or electronic voting platform. An association meeting via online conference is feasible if all members have the necessary access data.

At association meetings that take place via online conference or by circular letter, the documents relevant to voting are attached to the invitations and the results of resolutions and elections are also recorded in the minutes.

Resolutions can only be passed on business that is on the agenda. Unless otherwise stipulated, resolutions are passed by a majority of the votes of the members present.

Each member has one vote. In the event of a tie, the President has the casting vote.

5. Board of the association

The Board of Directors consists of at least seven members, one of whom must be the President and one the Vice President. The Board of Directors allocates various responsibilities to the members of the Board of Directors and determines the members authorized to sign. It elects a secretary, who need not be a member of the association. In the event of departures during the association year, the Board of Directors can make provisional replacements. These replacements are confirmed or newly elected at the next General Assembly.

The Board of Directors is quorate if at least five members present. It passes its resolutions by a simple majority. In the event of a tie, the Chairman has the casting vote.

The Executive Board performs all tasks of the SMOB that are not expressly reserved for the General Assembly by law or the Articles of Association. It also represents the SMOB externally and vis-à-vis the authorities and courts.

The Board of Directors determines the compensation for the Secretary and may also decide on appropriate compensation for its own activities.

The term of office for members of the Board of Directors is 4 years, whereby the year is determined by the date of the SMOB Annual General Meeting. Board members may be re-elected without restriction.

6. Membership fee

The membership fee is determined by the general meeting with effect for one year at a time.

7. Membership

7.1. Membership start date

Anyone can become a SMOB member if there is a demonstrable relationship to the purposes of the SMOB.

The application for admission can be in writing or via the contact link on the SMOB website.

The Executive Board decides on admission. This can be refused without giving reasons.

7.2. Membership categories

- Full members, surgeons (IFSO: Surgeons)
- Ordinary members, non surgeons (IFSO: Non surgeons, integrated health)
- Company members

7.3. Membership rights

- Voting and election rights in the SMOB
- Country membership in the IFSO
- Purchase of discounted subscriptions in accordance with the conditions defined by the IFSO for "Obesity Surgery"
- Discounted attendance at SMOB and IFSO's own training courses

7.4. Membership obligations and liability

Members are obliged to comply with the Articles of Association and other binding resolutions of the SMOB.

Members are obliged to pay the membership fees set by the General Meeting.

The association's assets are liable for all liabilities. Members are only personally liable for the membership fees resolved by the General Meeting.

7.5. Termination of membership

Due to death.

By resignation at the end of an association year, of which the President must be notified in writing 6 months in advance. The full membership fee is owed for the current association year.

By exclusion at the request of the Board of Directors, on which the General Meeting decides by a two-thirds majority of the members present and entitled to vote, in the event of contravention of the purposes and principles of SMOB or imminent damage

the reputation of the SMOB. The person to be expelled shall be given a legal hearing and may appeal against the expulsion at the General Meeting. The General Assembly shall make the final decision.

By dissolving the SMOB.

In the event of non-payment of the membership fee after three written reminders.

Resigned and expelled members have no claim to the association's assets.

8. Financial statements and audit

The General Meeting elects two auditors for a term of two years, who are eligible for re-election and do not have to be members of the Association. The auditors audit the annual accounts and submit a report and proposal to the General Meeting.

The financial year begins on October 1 and ends on September 30. The accounts must be closed on this date and presented to the next general meeting.

9. Amendments to the Articles of Association

Amendments or additions to these Articles of Association can be requested in writing to the Board of Directors. The submission must be made at least three months before the next general meeting.

Proposals for amendments to the Articles of Association must be included on the agenda. They must be listed in full on the agenda.

The association meeting decides on the application.

10. Resolution

The dissolution of the SMOB can be brought about at any time by resolution of the General Assembly. The same modalities apply for this resolution as for the introduction of the Assembly of Delegates.

11. Dedication of assets

In the event of the dissolution of the association, any assets are to be transferred to an institution with as comparable a purpose as possible. This was decided at the founders' meeting in Bern on December 6, 1996 (Hotel Schweizerhof):

The founding members:

Dr. J. Adank, Biel

Dr. P.E. Bize, Lausanne Dr. D.

de Marco, Bern

Dr. med. C.A. George, Zurich Dr. med.

A. Glättli, Berne

Dr. R.S. Hauser, Zurich PD Dr.

F. Horber, Zurich Dr. A. Jayet,

Lausanne

Dr. Ch. Klaiber, Aarberg Prof. J. Lange, St. Gallen Dr. M. Naef,

Bern

Dr. Th. Ricklin, Zurich Dr. M.

Sabbioni, Berne

PD Dr. med. R. Schlumpf, Zurich PD

Dr. med. R. Steffen, Berne Dr. R.

Stieger, St. Gallen

Dr. H. Triaca, Aarberg Dr. J.

Walder, Couvet

The Articles of Association were last amended on 15.11.2024 and approved by the Annual General Meeting.

For the Executive Board

President

Prof. Dr. med. Marco Bueter

Vice President

Prof. Dr. med. Bernd Schultes