

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 Zurich, ZH. 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 and on the human-animal relationship by means of the periodically published society journals ALTEX, ALTEX Proceedings, and TIERethik. The journals can be published both on paper and/or electronically via the internet. The society bestows an annual prize for the best manuscript published in ALTEX in the previous year.

² The journal ALTEX publishes reviews and original work, short communications as well as news, comments, and conference reports on the topics of research on and development of alternatives to animal experiments in the sense of the 3Rs: *replace*, *reduce*, and *refine*. The journal ALTEX Proceedings publishes the proceedings of 3R relevant conferences. The journal TIERethik publishes original work, book reviews and news on the human-animal relationship.

³ The society pursues no commercial goals and is a nonprofit organization.

3. Society funds

¹ The society levies a yearly contribution, which is set by the annual general meeting, 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: income from subscriptions and sales of issues, from article processing costs for the open access publication of manuscripts, from private and commercial advertisements, from donations, sponsoring, and assignments.

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

4. Liability for the society's debts

Only the society's assets shall be liable for possible debts and commitments. The personal liability of members is excluded.

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 a member's 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. The obligation must be undertaken for at least 2 years,

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

after this time a period of notice is instated in writing, and 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 annual general meeting (AGM),
- the board,
- the chief executive officer,
- the editorial office.

² Constant or temporary committees with special functions can be formed. These are subject to the instating organ for the course of their activity.

7. Annual general meeting

¹ The AGM is the highest executive organ of the society. It is scheduled annually by the board. The agenda of the AGM is announced in writing or by email at least two weeks in advance. The date of the AGM is announced to the members at least 12 weeks in advance. The members are informed of their opportunity to suggest further agenda items (cf Art. 7, para. 3c) 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 AGM 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 by simple majority of the members present, if not stipulated otherwise in the statutes, notably on the following business:

- a) Acceptance of the annual report and the annual financial statement consisting of income statement, balance sheet and notes;
- b) Discharge of the board;
- c) Handling of all business submitted to it by the board as well as members' proposals provided in writing to the board via the chief executive officer by the given deadline (cf. Art. 7, para 1) before the meeting.

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

- a) Changes to the statutes;
- b) Disbandment of the society and handling of the remaining assets (Art. 14).

8. Board

¹ The board is composed of at least three natural persons.

² The board constitutes itself for a term of two years. It appoints a president and vice president as well as further committees and committee leaders (board members) as required, and it stipulates the signing powers of its members for the society. The board can additionally define the prerequisites for and the importance of passive or honorary memberships that carry no vote.

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.

⁴ The board is 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 (by contract) as well as dismissal of the chief executive officer;
- e) Specification of the budget and thus the expenditure competence of the chief executive officer;
- f) Appointment and engagement (by contract) as well as dismissal of each editor-in-chief and specification of the responsibilities of each editor-in-chief;
- g) Control of the activities of the organs (except for the AGM) of the society (Art. 9 and 10).

⁵ The members of the board serve in an honorary capacity and are in principle only entitled to compensation for their effective or cash expenses. A reasonable compensation may be paid for special efforts of an individual member of the board.

9. Management

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 society's journals 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. 4 below;
- d) Finances (incl. meeting the budget) and accounting for the society;
- e) Drafting of the annual report and the annual financial statement consisting of income statement, balance sheet and notes for the AGM to be passed to the board;
- f) Marketing for the society and the journals;
- g) Fundraising and relations with subscribers, members, donors, and sponsors;
- h) Employment, management, and dismissal of management staff (according to para 3 and 4 below);
- i) Periodic, at least bi-annual, reports on all activities of the chief executive officer to the board;
- j) Preparation of the AGM with the president, if necessary, conductance of the AGM, preparation of board meetings as well as documenting the decisions made at the AGM and by the board.

³ The chief executive officer can employ managerial staff to fulfil his/her duties if necessary. She/he manages and qualifies these staff independently. External third parties may be charged with specific 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 indispensable duties, a supplement must be requested from the board in time and a justification must be provided.

⁵ The chief executive officer has an advisory vote on the board and takes part in the board meetings according to Art. 8, para. 4, but cannot at the same time be a member of the board.

10. Editorial office

¹ The chief executive officer can at the same time be editor-in-chief of one or more of the society's journals. The

editor-in-chief is responsible for all tasks related to the publication of the respective journal.

² Each editor-in-chief 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 respective journal.

⁴ The recommendations of the editorial board or of external reviewers are to be considered with regard to the selection of contributions for publication in the respective journal. The expert appraisal must consider the relevant 3R principles as well as the purpose and aims of the society. The commissioning of reviews and recommendations occurs without payment.

⁵ Persons who repeatedly or continually appraise contributions for one of the society's journals or who support the editor-in-chief's work in another form may be appointed as a member of the editorial board of the respective journal by the respective editor-in-chief. The appointment to the editorial board is informal and can be retracted by the respective editor-in-chief at any time. The appointed person is named in the imprint of the respective journal as member of that journal's editorial board.

⁶ 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 (cf. Art. 3).

11. 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.

12. Jurisdiction and applicable legislation

¹In 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.

13. Dissolution clause

The AGM can decide to dissolve the society with a 2/3 majority if the continued publication of all of the society's journals is no longer ensured. In case of dissolution of the society any assets are to be donated to a nonprofit institution with the same or a similar purpose (cf. Art. 2). A return of assets to individual founding members or their legal successors is excluded.

The society ALTEX Edition was founded on June 2, 2006 in Linz. The current version of the statutes was introduced by decision of the AGM on June 20, 2024 in Zurich.