

# Association statutes

of

«Swiss Startup Association», with headquarters in Zurich

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## I. Basics

### Art. 1 Name and seat

Under the name "Swiss Startup Association", an association exists in accordance with the current statutes and is aligned with the Article 60 ff. ZGB.

The association exists for an unlimited time period.

## II. Purpose and means

### Art.2 Purpose

The "Swiss Startup Association" aims to promote and support startups in Switzerland in their development and networking initiatives

The association does not pursue any commercial purposes and does not seek to make a profit. The provision of monetary benefits by the association for the benefit of the association members is excluded. The organs are honorary.

The association has a non-profit character, it is neutral from an administrative and political point of view.

### Art. 3 Activity

The SSA is aiming to support the Swiss startup ecosystem by creating a better connection between its players. There are numerous initiatives that are planned during the development of the association like a comprehensive guide for funding a startup, female empowerment and the push of entrepreneurial education.

### Art. 4 Funds

The association has the following means at its disposal for the pursuit of its purpose:

- a) membership fees
- b) operating surpluses
- c) interest from the assets of the association
- d) subsidies
- e) donations and contributions of all kinds

### **III. Membership**

#### **Art. 5 Categories of Members**

Natural and juridical persons as well as public corporations who acknowledge and are willing to promote the aim and purpose of the association can become members of the association. The association consists of active and passive members.

Active members with the right to vote can become any legal entity that has an interest in the purpose of the association and falls under the definition of startup.

Passive members without voting rights can become any natural or juridical person who has an interest in the purpose of the association.

#### **Art.6 Admission of Members**

New members can be admitted at any time. Applications for admission are to be submitted to the Executive Committee; the Board makes the final decision on admission. Admission can be refused without giving reasons.

The Board of Directors also makes the final decision as to whether a legal entity is considered a start-up and is therefore accepted as an active member.

#### **Art. 7 Membership fee**

The annual dues for active and passive members are determined annually by the Board of Directors in addition to financial donations, contributions of any kind and/or work can also be defined.

#### **Art. 8 Termination of membership**

The membership expires

- a) for natural persons, by resignation, expulsion or death;
- b) in the case of juridical persons, by withdrawal, exclusion or dissolution of the juridical person.

#### **Art. 9 Withdrawal**

A withdrawal from the club is possible at the end of the year. The letter of resignation must be sent in writing to the board at least 3 months before the end of the year. The full membership fee is payable for the first part of the year.

#### **Art. 10 Exclusion**

The board can expel a member of the association at any time if he or she seriously violates the association's statutes.

The member must be heard before an exclusion. The member will be notified in writing of the justified decision to expel. The member can refer the exclusion decision to the next ordinary

general meeting of the association. The appeal is to be addressed to the board within 21 days of the notification of the exclusion decision.

If a member is expelled because he/she has not paid the annual membership fee despite a reminder in text form, the decision need not be opened to the member. In this case the decision of the board is final.

## **IV. Organization**

### **Art. 11 Bodies**

The organs of the association are:

- a) Board and Team Members of the association;
- b) the Board of Directors;
- c) the Advisory Board;
- d) the Auditors;

### **IV.I The General Assembly of the Association**

#### **Art. 12 Composition**

The General Assembly of the Association is the supreme body of the Association. It consists of all board, project management team, execution team and execution support members of the association.

#### **Art. 13 Ordinary General Meeting**

The ordinary general meeting of the association takes place annually within the first six months of the year.

The invitation to the General Assembly of the Association shall be issued by the Board of Directors in writing (e-mail is sufficient) with at least 21 days' notice, stating the agenda. Applications by members of the Association for the attention of the Association Assembly must be submitted in writing to the Board of Directors at least 14 days before the Association Assembly. Late submitted agenda items will generally be dealt with at the next general meeting.

No resolution can be passed on business that has not been properly announced in the agenda unless all members of the Association are present.

#### **Art. 14 Extraordinary General Meeting**

An extraordinary General Assembly of the Association shall be convened by resolution of the Executive Committee or at the request of at least one fifth of the members, stating the agenda in writing. The invitation must be issued 21 days before the meeting.

#### **Art. 15 Competencies**

The General Assembly of the Association shall have the following powers in particular:

- a) Approval of the minutes of the last general meeting;

- b) Election and dismissal of the President and the other members of the Board;
- c) Election of the auditors;
- d) Approval of the annual report of the Board of Directors, the annual accounts and the balance sheet as well as the report of the auditors;
- e) Discharge of the bodies of the Association;
- f) Approval of the budget;
- g) Amendment of the statutes of the association;
- h) Passing resolutions on the motions submitted by the board;
- i) Handling of motions submitted by members;
- j) Passing resolutions on the dissolution of the Association and the use of the liquidation proceeds in the event of the dissolution of the Association.

#### **Art. 16 Adoption of resolutions**

Every properly led meeting of the Association has a quorum regardless of the number of members present. Members of the association can be present at the association meeting by telephone or video (zoom, Skype, Google Hangouts or similar).

The association meeting is chaired by the president, in case of being unavailable, by the deputy. Minutes of all negotiations must be kept in internal records. Resolutions are passed in open voting with a simple majority. Voting is only secret if this is expressly requested by the majority of the members present.

Each active member has one vote in the general meeting. Passive members have no voting rights, but are invited to the association meeting. Representation is excluded.

The members pass resolutions with a simple majority of the votes cast. In case of a tie, the president has the casting vote.

Amendments to the statutes require the approval of a majority of two thirds of the members present. The dissolution of the association requires a majority of three quarters of the votes of the members present.

Members do not have the right to vote on resolutions that affect them.

### **IV.II The Executive Committee**

#### **Art. 17 Composition**

The board of directors consists of a minimum of 3 and a maximum of 15 members, who are elected for one year. Re-election is permitted.

The president is elected by the general meeting. The Board of Directors constitutes itself and regulates the signatory powers. If members of the board resign during their term of office, the board will supplement itself. Such elections are to be presented for confirmation at the next general meeting.

#### **Art. 18 Competencies**

The executive committee is responsible for the implementation and execution of the resolutions of the general meeting. It manages the association, conducts the current business, represents the association externally and takes all necessary measures to achieve the purpose of the association.

The Board of Directors has all competences that are not transferred to another body by law or according to these statutes. These are in particular:

- a) Preparation and execution of the ordinary and extraordinary meetings of the Association;
- b) Preparation of statutes, motions and regulations;
- c) Bookkeeping;
- d) Admission and exclusion of members, subject to the right of appeal to the General Assembly of the Association.

The association reserves itself the right to hire individuals for achieving its goals. They could be paid on a regular basis or per project, depending on the agreement.

#### **Art. 19 Resolution**

The board meets as often as the business of the association requires. Board members can be present at the meeting by telephone or video (zoom, Skype, Google Hangouts or similar). Each member of the board can, by stating the reasons, to convey a meeting.

The Board of Directors has a quorum if an absolute majority of its members is present. Resolutions shall be passed by a simple majority of the votes cast. Resolutions may be passed by circular letter if no member of the Executive Board requests oral deliberation. Minutes shall be kept of the Board meetings or circular consultations at least. Resolutions passed by way of circulation are to be recorded in the next ordinary minutes.

The Board of Directors is basically active on a voluntary basis and is entitled to reimbursement of the effective expenses. For special services rendered by individual members of the Board of Directors, the Board of Directors may decide to pay appropriate compensation.

### **IV.III The office**

#### **Art. 20 Office**

The Board of Directors may elect and supervise an office of the Association. Its tasks and competences are regulated by contract.

### **IV.IV The Auditors**

#### **Art. 21 Duty to audit**

If the following two criteria are exceeded in two consecutive financial years, the Association must have its accounts duly audited by an auditor elected by the Association Assembly:

- a) a balance sheet total of 10 million francs;
- b) turnover of 20 million francs;
- c) 50 full-time positions on an annual average.

If the above criteria are not met, an auditor must nevertheless be elected to carry out a limited audit of the accounts if a member of the association who is subject to personal liability or an obligation to make additional contributions so requests. If the above criteria are not met and all members of the association agree, the election of an auditor can be waived.

#### **Art. 22 Competencies and election**

The auditors check the accounts of the association and submit an annual report to the general meeting. It consists of an auditor elected by the general meeting. A legal entity may also be appointed.

The term of office is 3 years. Re-election is possible.

### **V. Further information**

#### **Art. 23 Advisory Council**

The Executive Board may appoint an Advisory Board at any time. The members of the advisory board, who need not be members of the association, are elected by the executive committee for a period of one year and can be dismissed at any time.

The Advisory Board provides advice to the Board of Directors and the Management Board and supports them in pursuing the purpose of the Association.

#### **Art. 24 Signatory authority**

The association is bound by the collective signature of two board members. The board of directors may appoint further authorised signatories.

#### **Art. 25 Liability**

Only the association's assets are liable for the association's liabilities. A personal liability of the members is excluded.

#### **Art. 26 Association year**

The association year is identical with the calendar year. On 31 December the annual accounts are closed and an inventory is drawn up.

### **VI. Change of statutes and dissolution of the association**

#### **Art. 27 Amendment of the Articles of Association**

The presence of at least three-quarters of all members entitled to vote is required to amend the statutes. If the number of members entitled to vote does not reach the required voter ratio, a second meeting of the Association must be called within six weeks with the same agenda items. This second meeting shall constitute a quorum, regardless of the number of members.

#### **Art. 28 Dissolution**

If the association is dissolved by resolution of the general meeting, the board of directors shall carry out the liquidation and prepare a report and a final account for the attention of the general meeting.

If the Association owns assets, these will be transferred to a tax-exempt organisation with similar purposes with its registered office in Switzerland. The distribution among the members is excluded. This regulation is irrevocable.

## **VII. Entry into force**

### **Art. 29 Entry into force**

These statutes were adopted on 25.06.2020 and came into force immediately.

Zurich, 25.06.2020