



## Statutes of the SwissAssetDAO Association

### 1. Name and registered office

1.1 An association exists under the name of SwissAssetDAO, which is subject to the present Articles of Association and the provisions of Art. 60 et seq. ZGB (Swiss Civil Code).

1.2 The registered office of the association is in Zug, Switzerland.

### 2. Purpose

2.1 The purpose of the association is the development of model solutions for the exchange of digital and real value investments, as well as the exchange of information and consultation among members. The association is politically and denominationally neutral.

2.2 A change of the purpose of the association must be approved by all members of the association.

### 3. Members

3.1 Members of the association can be natural and legal persons as well as partnerships, which recognize and promote the purpose of the association.

3.2 The Board of Directors decides on the admission of members after a written application for admission has been submitted. The decision of the board is final. A negative decision does not have to be justified.



#### **4. Membership fee**

4.1 The membership fee is determined annually by the association's general meeting. It amounts to a maximum of CHF 1000 per year.

4.2 Members shall pay the pro rata membership fee for the calendar year in which they are admitted or their membership expires.

#### **5. Termination of membership**

##### **5.1 Cancellation reasons**

The membership expires by

- a) Exit;
- b) Exclusion;
- c) Death in the case of natural persons or loss of legal capacity in the case of legal entities.

##### **5.2 Exit**

Resignation may be declared in writing to the Board of Directors at any time and shall take effect immediately.

##### **5.3 Exclusion**

5.3.1 The board of directors can exclude a member from the association without giving reasons. The exclusion takes place only after hearing the member and is explained to him in writing. The exclusion is effective immediately.



5.3.2 The exclusion is final. There is no possibility of an appeal to the general meeting of the association.

**5.4 Death in the case of natural persons or loss of legal capacity in the case of legal entities**

Membership is neither hereditary nor legally transferable.

**6. Organization de s Association**

**6.1 Organs**

The organs of the association are:

- a) the association meeting;
- b) the Board of Directors;
- c) the auditor.

**6.2 Association meeting**

6.2.1 The supreme body of the Association is the Association Assembly. It has the following powers:

- a) Approval of the minutes of the last association meeting;
- b) Acceptance of the annual report, the annual accounts, the annual budget and the auditor's report;
- c) Discharge of the Board of Directors and the Auditor
- d) Determination of membership fees and the annual budget;
- e) Election and dismissal of the Board of Directors and the Auditor;
- f) Dealing with motions of the Board of Directors and the members;
- g) Amendment of the Articles of Association;



- h) Dissolution of the association;
- i) To pass resolutions on matters reserved to the General Meeting of the Association by law or by the Articles of Association.

6.2.2 The ordinary general meeting of the association takes place within the first 6 months of a calendar year. The invitation is sent at least 5 days in advance by e-mail by the board and contains the agenda, the proposals of the board as well as the annual report, the annual accounts and the report of the auditors.

6.2.3 Proposals from members for the attention of the Association's General Meeting must be submitted to the Board in writing and no later than January 31 of a calendar year. The Board shall add to the agenda any motions received in due time.

6.2.4 An Extraordinary General Meeting of the Association shall be convened upon resolution of the Board of Directors, upon request with written justification by at least 1/5 of the voting members or upon request of the Auditors. The invitation is issued at least 10 days before the meeting.

6.2.5 The Association Assembly shall be chaired by the President, or if the President is unable to do so, by the Vice-President of the Board or another President of the day elected by the Association Assembly. The chairman shall designate a minute taker and 2 voting members for the determination of voting and election results.



6.2.6 The Board of Directors may provide that members who are not present at the location of the Association meeting may exercise their rights electronically.

6.2.7 The board of directors may hold an association meeting by electronic means without a meeting place. Art. 701c to 701f CO apply to the conduct of participation by electronic means and the association meeting by electronic means.

6.2.8 Minutes shall be kept of the resolutions of the General Meeting of the Association and shall be signed by the chairman and the keeper of the minutes. The members are entitled to inspect the minutes.

6.2.9 Voting and elections shall take place openly or by decision of the Association Assembly in writing/electronically.

6.2.10 Each member of the association has one vote.

6.2.11 The General Meeting of the Association passes its resolutions and conducts its elections by an absolute majority of the members present, unless a mandatory provision of the law or the Articles of Association stipulate otherwise. In the event of a tie, the Chairman shall have the casting vote.

### 6.3 Board of Directors



6.3.1 The board consists of at least 2 members.

They are elected by the Association Assembly for a term of office of 1 year. Re-election is permissible. A dismissal is possible at any time and without notice.

6.3.2 The association assembly elects the president. In all other respects, the Board constitutes itself and determines the authority to sign. In principle, collective signature applies.

6.3.3 The Board of Directors is responsible for the management and representation of the Association. It may pass resolutions on all matters that are not assigned to the Association Assembly by law or the Articles of Association. These are in particular:

- a) Management of the current business and organization of the association;
- b) Maintenance of the register of members in accordance with Art. 61a ZGB;
- c) Preparation and conduct of the association meetings;
- d) Admission and exclusion of members;
- e) Accounting.

6.3.4 The Board of Directors is convened at the request of the President or at the request of a Board member. It has a quorum if the majority of the members are present. The meetings are to be minuted.

6.3.5 Each member of the Board of Directors has one vote. Resolutions are passed by a simple majority



of those present. In the event of a tie, the President shall have the casting vote.

6.3.6 The Board of Directors may determine the management and organization of the Association and the Board of Directors in organizational regulations.

#### **6.4 Auditor**

6.4.1 The General Meeting may elect one or more natural persons or legal entities, who need not be members of the Association, as Auditors for a period of one year of office. The office ends with the acceptance of the last annual financial statement. Re-election is permitted. A dismissal is possible at any time and without notice.

6.4.2 The fiscal year coincides with the calendar year. The first fiscal year lasts from the date of incorporation to the end of the current calendar year. As of December 31, the annual financial statements are closed and an inventory is prepared. The annual accounts are audited by the auditors.

6.4.3 The auditors shall submit a written report on the audit of the annual financial statements to the ordinary general meeting of the association and shall propose that the treasurer and the board of directors be granted or refused discharge.



## **7. Association assets, liability and obligation to make additional contributions**

7.1 The assets of the Association are composed of membership fees, surpluses from the operating accounts, any donations, contributions to events and bequests.

7.2 Only the association's assets are liable for the association's liabilities. A personal liability and obligation to make additional contributions of the members of the association are excluded.

## **8. Amendments to the Articles of Association and dissolution**

8.1 Amendments to the Articles of Association and the dissolution of the Association require the presence of at least half of all members and an absolute majority of the votes cast.

8.2 If one of the quorums is not reached, a second association meeting with the same agenda items is to be convened within 3 weeks. This meeting has a quorum regardless of the number of members present.

8.3 In the event of dissolution, the Association Assembly shall determine the use of the liquidation proceeds.

## **9. Entry into force of the Articles of Association**

These Articles of Incorporation were approved at the Founders' Meeting of August 15, 2023 and are effective immediately.

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Place and date





Anton Golub (Founder President)

Michael Rey (Recording Secretary)