

## Articles of Association

### Swiss Finance + Technology Association

#### Article 1

##### Name, Legal Seat and Duration

- 1) Under the name of the Swiss Finance + Technology Association (SF+TA or Swiss FinteCH), there exists a non-profit association (*Verein*) in the sense of the articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity.
- 2) The legal seat of the Association is in Zurich.
- 3) The duration of the Association is unlimited.

#### Article 2

##### Purpose

- 1) The purpose of the Association is to serve as a hub for enthusiasts of innovation in finance and technology, foster the development of the local ecosystem and proactively shape the place of Switzerland on the global map of FinTech centers. Specific aims include:
  - a) To balance with neutrality the interests of start-ups, investors, industry, government, and others;
  - b) To connect the members of the Association to leading global centers;
  - c) To offer meaningful information and content, such as directories, reports, etc. to the members;
  - d) To advocate and mediate for a more supportive business, regulatory, and innovation environment;
  - e) To strengthen Switzerland as a financial center.
- 2) The Association may engage in all activities and take all actions necessary and appropriate to carry out the above-mentioned objectives.

#### Article 3

##### Membership

- 1) The members of the Association shall be natural and legal persons admitted as a member in accordance with the provisions of these articles of association.
- 2) Membership is open to natural and legal persons who support the purpose of the Association upon payment of membership fees.

#### Article 4

##### Membership Fees

- 1) Each member shall pay an annual non-refundable membership fee towards the operating costs of the Association. The amount of the annual membership fee shall be proposed by and resolved by the Board.
- 2) The annual membership fee is due:
  - a) on the date of the admission of the member; and
  - b) within 30 calendar days following the expiration of each annual membership period

#### Article 5

##### Beginning and End of Membership

- 1) Membership commences upon confirmation of receipt of the membership fee.
- 2) Membership ceases on the date on which a member resigns or is excluded by the Board.
- 3) Members may resign from the Association at any time by notifying the Association in writing. Membership fees will not be refunded.
- 4) Members can be excluded from the Association by the Board for misconduct or for non-payment of the membership fee when due or for good cause. Membership fees will not be refunded.

## Article 6 Resources

- 1) The Association derives its resources from:
  - c) membership fees provided by the members;
  - d) donations, grants, and other payments;
  - e) its assets;
  - f) revenues generated by events or other activities.
- 2) Members have no claims against the assets of the Association.

## Article 7 Liability

The financial liabilities and obligations of the Association shall be enforceable solely against the assets of the Association and a member shall not be personally liable for any such financial liabilities and obligations of the Association.

## Article 8 Corporate Bodies

The corporate bodies of the Association are:

- a) the General Assembly
- b) the Board
- c) the Auditor

## Article 9 Powers of the General Assembly

The General Assembly shall have the following powers:

- a) to adopt and amend the articles of association ( $\frac{2}{3}$  majority of the votes of the members represented at the meeting required);
- b) to supervise the Board;
- c) to approve the annual report issued by the Board;
- d) to elect and dismiss the members of the Board;
- e) to discharge the members of the Board;
- f) to elect and dismiss the Auditor;
- g) to approve the audit report;
- h) to resolve on the voluntary winding-up, dissolution or restructuring of the Association ( $\frac{2}{3}$  majority of the votes of the members represented at the meeting required);
- i) to resolve on matters which are by law or by the articles of association reserved to the General Assembly or validly submitted to it by the Board.

## Article 10 Meetings of the General Assembly

- 1) The General Assembly will take place upon invitation by the president of the Association, or by the request of at least 20% of the members. The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least twenty days in advance. Members may attend meetings in person or by telephone conference call.
- 2) Ordinary General Assembly shall be called no later than six months after the end of the Association's financial year. No later than twenty days prior to the day of the ordinary General Assembly, the Board's annual report and the Auditor's report shall, upon request, be made available to the members for inspection..

- 3) The General Assembly shall be chaired by the president or, in case of his/her absence, by another member of the Board attending the General Assembly.

## Article 11 Voting Rights

- 1) Each member has one vote at the General Assembly.
- 2) Votes are not transferable to another member or a third person.

## Article 12 Resolutions

Unless provided otherwise by mandatory provisions of law or by the articles of association, resolutions shall be passed and elections shall be made by the absolute majority of all votes of the members represented at the General Assembly.

## Article 13 Board Election, Term and Composition

- 1) The Board shall consist of one or several members who shall be elected by the General Assembly for a term of office of two years. Re-election is permissible.
- 2) The term of office begins with the election by the General Assembly and ends with the relevant ordinary General Assembly, regardless of whether two whole years have passed or not.
- 3) The Board shall organize itself.
- 4) The members of the Board act in a volunteer capacity and will not receive compensation for their Board duties. They shall however be reimbursed for any out of pocket expenses reasonably incurred.

## Article 14 Board Powers and Representation

- 1) The Board shall perform all powers and responsibilities relating to the management and operations of the Association and shall resolve on all items, which are not reserved to the General Assembly by law or by the articles of association. It shall in particular:
  - a) Develop an annual program and budget;
  - b) Determine the membership fees;
  - c) Adopt and amend the Association's organizational rules;
  - d) Establish councils and subcommittees;
  - e) Exclude members of the Association.
- 2) The Board represents the Association vis-a-vis third parties. It may entrust the representation to one or more members of the Board or third parties. The Board shall determine the form of the signature for its members.

## Article 15 Convening Board Meetings

- 1) The president may call meetings of the Board at any time. The president shall call a meeting of the Board if requested to do so by any other member of the Board.
- 2) The meetings of the Board shall be called with a prior notice of 10 days in writing, including by email.
- 3) Meetings may be held in person or by phone.
- 4) In urgent matters the Board can be called with a prior notice of 3 days in writing, including by email.

## Article 16 Auditor Election, Term and Composition



- 1) The Auditor shall be elected by the General Assembly for a term of office of two years. Re-election is permissible.
- 2) The term of office begins with the election by the General Assembly and ends with the relevant ordinary General Assembly, regardless of whether two whole years have passed or not.
- 3) The Auditor shall audit the accounts and examine the books of the Association in accordance with Swiss law. They are entitled to require such evidence as they deem appropriate.
- 4) The annual audit is to take place within four calendar months following each financial year. The Auditor's report shall be submitted to the General Assembly for approval and be made available upon request.

#### **Article 17** Financial Year

The financial year of the Association ends each year on 31 December.

#### **Article 18** Dissolution and Liquidation

- 1) The Association can be dissolved:
  - a) by vote of the General Assembly (2/3 majority of the votes of the members represented at the meeting required)
  - b) in the circumstances provided for by law.
- 2) In case of dissolution of the Association, the Board shall proceed to its liquidation.
- 3) The General Assembly shall determine how to handle the proceeds of liquidation in line with the purpose(s) of the Association.

#### **Article 19** Notifications

Notifications of the members shall be carried out in writing, including by email, to the addresses registered in the members' register.

#### **Article 20** Language

The official language of the Association is English.

#### **Article 21** Governing Law

The present articles of association shall be exclusively governed by the substantive laws of Switzerland.



**Swiss Finance +  
Technology Association**

**Article 22**  
Entry into Force

The present articles of association have entered into force at the date of the ordinary General Assembly dated [●] 2021.

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Zurich / [●], 2022

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President  
Philip J. Weights  
Jan 10, 2022

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Secretary  
Silvan Andermatt  
Jan 10, 2022