

STATUTES OF THE SMART CITY HUB SWITZERLAND

1. Name and Seat

- 1.1 The SMART CITY HUB SWITZERLAND Association (hereafter referred to as the Association) is governed by these statutes and by articles 60 and following of the Swiss Civil Code.
- 1.2 The headquarters of the Association is in St. Gall.

2. Goals and tasks

- 2.1 Smart City Hub Switzerland is a non-profit association open to cities, municipalities, as well as their operators (e.g. Industrial Services, procurement companies), federal businesses, federal offices and universities that wish to support and promote its objectives. It is politically neutral and denominationally independent, as well as in any other respect.
- 2.2 The purpose of the Association is to encourage the collaboration and exchange of knowledge in the field of Smart Cities between cities and their operators, federal businesses, and federal offices and research.
- 2.3 The Association wants to help its members use synergies and share the knowledge and skills needed to achieve this in the best way possible.
- 2.4 A this end, the Association can initiate, implement, execute, or support projects, programs and events.
- 2.5 The Association's duties include:
 1. Support members in implementing their Smart City projects, especially to save time and money.
 2. Promote open dialogue and cooperation based on common and uniform terminology.
 3. Promote new, innovative solutions that reflect the needs of citizens and customers and leverage synergies and economies of scale.
 4. Promote collaboration and communication with other organizations and form active alliances in the Field of Smart Cities.
 5. The Association coordinates the development of technical guidelines for standardisation and encourages uniformity of interfaces and services throughout Switzerland.
 6. Represent the interests of the Association, including the public, authorities, and politicians.
 7. Acceptance of service contracts which serve the purpose of the association and benefit the members.

¹ A federal enterprise is defined as a federally owned provider (e.g. Swisscom or SBB) or a public company (such as Swiss Post).

3. Membership

The Association has the following members

1. Voting members
2. Benefactor members

3.1 Voting Members

Swiss cities or municipalities, as well as state-owned enterprises (e.g. Swiss Post) and companies in the form of SA whose shares are owned by the Confederation (e.g. Swisscom and SBB) may become voting members.

3.2. Benefactor Members /Non-Voting Members

- Individuals and corporations who wish to financially support the Association's efforts can become benefactor/non-voting members.
- The list of benefactor members is passed on to all members, and communicated with the main information.

3.3 The applications for membership must be submitted in writing to the committee, which makes the final admission decision. The application for membership may be rejected without justification.

3.4. Membership expires by:

- Resignation
- Dissolution and liquidation
- Exclusion

3.5 Resignation may take place within a three-month notice period before the end of the calendar year by written statement to the committee. However, the contribution for the current year is due.

3.6 The committee may exclude any member at any time for just reasons. These include dishonourable behaviour, the violation of cooperation agreements by a member or one of his actions, which goes against the interests of the Association. As a general rule, a member's decision to exclude is made only after a hearing of the member. The decision is communicated to him in writing and takes effect immediately. The exclusion is automatic if the fee has not been paid and two reminders have not been successful. The exclusion may be appealed to the Association's general assembly.

3.7 Membership is not transferable.

4. Funding

4.1 The Association's sources of revenue are in particular:

- Members' dues;
- Sponsorship;
- Donations;
- Income from service contracts.

4.2. The amount of the contribution is set each year by the Association's general meeting.

5. Organs

5.1 The Association's bodies are:

- The General Assembly of the Association
- The committee
- Management
- External auditor

6. The General Assembly of the Association

6.1 The Association's regular general meeting is held annually.

6.2 The convening of the Association's general meeting is addressed in writing, by e-mail, or by other communication channels, by the committee at least twenty days before the date of the general meeting, indicating the agenda. Proposals for the Association's general meeting must be submitted in writing to the committee no later than ten days before the date of the general meeting. If proposals are received, the committee immediately sends an updated agenda to voting members.

6.3 Sur the committee's decision or at the request of at least two-fifths of all members, the committee convenes an extraordinary general meeting of the Association. The invitation is made in writing and is forwarded at least twenty days before the date of the meeting.

6.4 With the consent of all members present and entitled to vote, a general meeting of the Association may also be held without respect for the formal conditions for convening the assembly.

- 6.6 The Association's general assembly is the supreme body and has the following powers:
 1. Decision to dissolve the Association, as well as to liquidate the Association's fortunes
 2. Defining and amending statutes
 3. Defining membership dues
 4. Approval of annual report and annual accounts
 5. Annual budget decision
 6. Committee discharge
7. Election and impeachment of the President and other members of the committee.
8. Election and impeachment of other bodies (auditor)
9. Decision on appeals in case of exclusion
- 6.7 The decisions of the Association's General Assembly are adopted by public vote by a majority of the votes cast. For the following decisions, three-quarters of the present voting members are required:
 1. Changing the statutes
 2. Dissolution of the Association
- 6.8 The decisions of the General Assembly are recorded in a minutes.
- 6.9 All members present who have the right to vote have equal voting rights. In the event of a tie, the voice of the president is decisive.

7. The committee

- 7.1 The committee consists of a minimum of three members. He is elected by the Association's General Assembly for a two-year term. Re-election is possible.
- 7.2 The committee consists of:
 1. A president
 2. A Vice-President
 3. A secretary
 4. A cashierThe accumulation of mandates is permitted, except for the presidency and the vice-presidency.
- 7.3 The committee acts within the Association as a college. He handles all matters outside the jurisdiction of the Association's general meeting or management, manages day-to-day affairs, executes the decisions of the Association's general meeting and decides on strategic direction as well as projects and represents the Association to third parties.

- 7.4 The Association is validly committed by the collective signature of two members of the committee. This also applies to the signatory powers of any managers or employees of branch offices.
- 7.5 The committee is authorized to delegate all or part of management or other tasks to individual members or third parties and to set up commissions and advisory boards. In this case, the committee oversees it.
- 7.6 The quorum is reached when at least half of the committee members, including the chair or vice-chair, are present. In the event of a tie, the president's vote is decisive.
- 7.7 The committee is convened by the chair. Any member of the committee may require a meeting at any time. Decisions by circular resolutions are permissible if they are taken unanimously and no member requests a meeting to be held. Circular resolutions must be recorded in the minutes of the next ordinary meeting of the board.
- 7.8 The committee meetings are recorded in minutes.

8. Management

The committee appoints a management institution and entrusts it with the handling of current affairs (including administration and accounting) on a mandate or with an employment contract and based on a specification.

9. External Auditors

- 9.1 The Association's general meeting elects two auditors for a period of two years. Auditors cannot be members of the committee. A legal entity which is approved as an auditor in accordance with the Swiss Code of Obligations, may also be elected in their place.
- 9.2 The auditor monitors compliance with legal and statutory provisions.

10. Fortune of the Association

10.1 The Association's wealth consists of membership dues and contributions of any kind from individuals and corporations or other sources like service revenues.

10.2 The Association's commitments are guaranteed only by its fortune. Personal liability of members is excluded.

10.3 Members have no personal claim to the Association's fortune. In the event of the dissolution of the Association, the General Assembly of the Association decides on the distribution of revenues after liquidation.

11. Ratification

These modified statutes were adopted at the general assembly on the 9th September 2020. They become effective with the passing of the resolution and replace all previous versions.

The president

The protocol guide

Christian Geiger

Benjamin Szemkus