

BLOCKCHAIN CLUB UZH

Articles of Association

1. Name and domicile

An association as defined by Art. 60 ff. ZGB has been established under the name “Blockchain Club UZH” [hereinafter referred to as: “the association”. Its registered office is at Rämistrasse 62, 8001 Zürich, Switzerland. The association shall be non-profit and independent in terms of politics and religion.

2. Objective and purpose

The association’s purpose is to bring together UZH students that work on or are interested in Blockchain technology and create a platform for collaboration and exchange between students, industry and academia.

3. Resources

The association shall draw on the following resources to pursue its purpose:

- Membership contributions
- Income from organising events
- Sponsorship from academic and industry partners
- Income from service agreements
- Donations and grants of any kind

The membership contributions shall be determined once a year by the general meeting. The financial year is consistent with the calendar year.

4. Membership

The association shall be open to all Zurich University students interested and engaged in Blockchain technology, independent of the faculty and level of education (Bachelor, Masters and PhD).

- Members shall consist of students currently enrolled at Zurich University and legal entities who support the association’s purpose.
- Active members with voting rights shall consist of natural persons who use the association’s services and facilities.
- Applications for joining shall be addressed to the board of directors which shall decide upon acceptance or non-acceptance.

5. Membership expiry

Membership shall expire

- Upon resignation, exclusion or death in the case of natural persons.
- Upon resignation, exclusion or dissolution in the case of legal entities.

6. Membership resignation and exclusion

Resignation from the association is possible anytime. A resignation letter shall be sent to the board of directors at least four weeks before the effective membership resignation date. The full membership contribution shall be payable even if the last year is incomplete.

Members may be excluded from the association at any time on grounds of infringement of the articles of association, infringement against the objectives of the association, unauthorised action with serious financial, practical or reputation consequences for the association.

The board of directors may exclude members at any time for reasons beyond the ones listed at the above paragraph. Such exclusion shall be justified and clearly communicated to the members concerned.

The board of directors is responsible for taking the decision regarding the exclusion of members; the respective member may address an appeal against the decision to the general meeting.

7. Association's governing bodies

The governing bodies of the association shall consist of:

1. The general meeting
2. The board of directors
3. The office (the body may be established if required according to the practical and financial circumstances).

8. General meeting

The general meeting is the association's supreme governing body. Ordinary general meetings shall take place every year in the month of March.

Members shall be invited to the meeting at least 15 days in advance in conjunction with a written list of the agenda items. Invitations may be sent out by email.

Submissions to the general meeting shall be sent in writing to the board of directors 5 days before the general meeting at the latest.

The board of directors, or one-fifth of the members, may request the convocation of an extraordinary general meeting at any time if they state the purpose of the meeting. The meeting shall take place no later than four weeks after receipt of the request.

The general meeting has the following non-withdrawable responsibilities and powers:

- 1) Approval of the minutes of the last general meeting.
- 2) Approval of the annual report of the board of directors.
- 3) Reception of the audit report and approval of the annual accounts.
- 4) Discharge of the board of directors.
- 5) Election of the chairperson and the remaining board of directors. Board members may also be elected individually.
- 6) Determination of the membership contributions.
- 7) Taking note of the annual budget.
- 8) Taking note of the programme of activities.
- 9) Resolution on submissions by the board and the members.

- 10) Amendments of the articles of association.
- 11) Decision on exclusion of members.
- 12) Resolution on dissolution of the association.

All duly convened general meetings shall have a quorum if at least one third of members are present.

The members shall pass resolutions with a relative majority of the votes cast. Abstentions and invalid votes shall not count. In the case of tied votes, the chairperson shall cast the deciding vote.

Amendments of the articles of association shall require the approval of a qualified majority, which is a two-third majority of the votes cast.

A record shall be prepared of the resolutions that have been passed.

9. Board of directors

The board of directors shall consist of a minimum of four members. Their term in office shall amount to 2 years. Re-elections shall be possible.

The board of directors shall

- manage the association's current affairs and represent the association externally.
- pass the regulations.
- may establish working groups (specialised groups).
- may employ or engage individuals to achieve the association's objectives in return for appropriate compensation.
- has all of the powers that are not entrusted to another body by or pursuant to these articles of association.

The following positions are represented on the board:

1. Chairperson
2. Deputy chairperson
3. Finance officer
4. Secretary
5. Technology officer
6. Social media officer
7. Marketing officer

Board members may hold several positions. The board of directors shall be able to constitute itself.

The board of directors shall convene as often as the association's affairs require. All members may request the convocation of a meeting, stating grounds for this request. If none of the members requests an oral discussion, resolutions may be passed in writing (including Teams or E-mail).

The members of the board of directors shall principally perform their duties on a voluntary basis. They are entitled to the reimbursement of their actual expenses.

10. Office

If the specific practical and financial circumstance require it, an office of the association may be established.

The board of directors shall define the objectives, finances and all logistical and personnel aspects of the office. The members of the office shall be elected by the board of directors

The general meeting shall approve the creation of the office and endorse its members.

The office shall submit a report and motion to the board of directors for the attention of the general meeting.

11. Authorised signatories

The association shall be bound by the collective signatures of the chairperson and a further board member.

12. Liability

The association's assets shall be solely liable for the association's debts. Personal liability of the members is excluded.

13. Dissolution of the association

The dissolution of the association may be decided by resolution of an ordinary or extraordinary general meeting. Dissolutions require a voting majority of two-thirds of the members present.

If less than half of all members are present at the meeting, a second meeting shall be convened within a period of one month. At this meeting, the association may be dissolved by simple majority if less than three-quarters of the members are present.

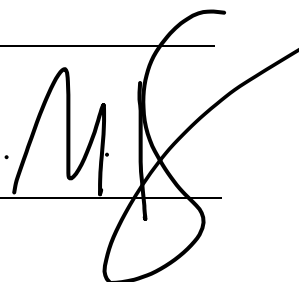
Upon dissolution of the association, the association's assets shall be transferred to a tax-exempt organisation that pursues the same or a similar purpose. Distribution of the assets among the members is excluded.

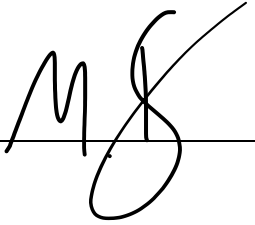
14. Entry into force

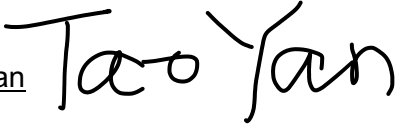
These articles of association were adopted at the foundation meeting on 22 February 2022 and entered into force on the same date.

Date, place: 22.02.2022, Zurich

Keeper of the minutes: Kiril Mitrov



Chairman: Kiril Mitrov 

Technology officer and Marketing officer : Tao Yan 

Social media officer: Shengnan Li 

Deputy chairman and Finance Officer: Benjamin Kraner 