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Ethereum World's Constitution of 2021

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Article 1: Name

Under the name Ethereum World, a not-for-profit association (Verein) exists in the sense of article 60 to 79 of the Swiss Civil Code. This association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.

The official language of the association is English.

Article 2: Registered office

The association has its registered office and administration in Zug. The association may also have offices in other locations.

Article 3: Purpose

The purpose of the association is to grow the Ethereum ecosystem and to maintain and tend to the Ethereum World platform. The association may generally take all necessary and appropriate actions to implement the purposes of the association as set out above.

The association can plan and implement initiatives and – even only financially – participate in initiatives of other organizations or support initiatives carried out by other organizations with similar purposes. The association does not pursue commercial purposes and does not strive for profit.

Article 4: Membership

Any natural or legal person owning an Ethereum address and being able to prove ownership by means of a cryptographic signature, can become an ordinary member of the association if they acknowledge and support the purpose of the association.

The membership criteria to remain a member is proposed by the membership panel and approved by the treasury panel. The membership panel and the treasury panel (together) may waive the collection of membership fees.

The membership panel may issue regulations, in which it defines, inter alia, but not limited to, admission criteria for membership, criteria to remain a member, and extraordinary situations that lead to a temporary suspension of processing new applications.

4.1. Admission

Applications for admission as a member must be addressed to the membership panel. The membership panel renders the final decision on the admission of new members based on criteria that are in line with the purpose and in the interest of the association.

4.2. End of membership and expulsion

Members immediately and automatically lose their voting rights if they do not control the assigned cryptographic signature anymore or do not anymore meet the membership criteria set out in the regulations, and automatically lose their membership per the end of the calendar year in which they lost their voting rights.

Members may resign from the association at the end of each calendar year by giving notice (mail, e-mail, or any other method of communication as determined by the membership panel) to the secretariat before the year-end.

The members assembly together with the membership panel may decide to expel a member with immediate effect by vote without stating any reason. In addition, the membership panel together with the ethics panel may decide to expel a member for cause if, in the opinion of the membership panel and the ethics panel, such member acts against the values of the association, harms the reputation of the association, or prevents the association from pursuing its purpose.

Resigning or excluded members must pay the current annual fee (if any is levied) until the end of the calendar year in which they leave the association.

The membership panel can exclude members whose accounts have not been active for a period of more than one year or have failed to pay the membership fees (if any).

Resigning or excluded members have no rights to the assets of the association.

Article 5: Financial resources and liability

The financial resources of the association shall in particular consist of membership fees, income from use of the association's app platform, royalties from apps and services, the association's fundraising initiatives, contributions (incl. donations and legacies), and subsidies from public authorities or non-profit organizations, if applicable.

The association's financial obligations can be satisfied only from its assets. The members of the association shall not be personally liable for the obligations or debts of the association.

Article 6: Bodies

The bodies of the association are:

- a. the members assembly;
- b. the administrative panel;
- c. the treasury panel;
- d. the membership panel;
- e. the governance panel;
- f. the ethics panel;
- g. the technical panel;
- h. the grants & projects panel;
- i. the appointments panel;
- j. other panels (if elected by the members assembly); and
- k. the auditors (if elected by the members assembly or required by law).

Article 7: The members assembly

The members assembly is the supreme body of the association. It comprises all of the members of the association.

7.1. Power

The members assembly has the following powers:

- a. to adopt and amend the articles of association;
- b. to create and dissolve panels;
- c. to elect and dismiss the members of the membership panel and the governance panel;
- d. to amend the membership criteria;
- e. to support a new version of the open source software protocol underlying the Ethereum World ecosystem;
- f. to approve any merger, demerger or conversion of the association;
- g. to appoint the auditors by vote;
- h. to approve the annual report issued by the administrative panel, the financial statements of the association created by the treasury panel and reviewed by the governance panel as well as the report issued by the auditors;
- i. to grant discharge to the members of the panels;
- j. to pass resolutions on matters which are by law or according to the articles of association reserved for decision by the members assembly or validly submitted to the members assembly by the administrative panel.

7.2. Resolutions by means of written/electronic referendum (Urabstimmung)

The members assembly convenes in members assemblies that can be held as virtual (telephone or video conference) or physical meetings. It is possible to hold the members assembly as a mixed physical and virtual meeting, in which the members can decide whether to participate physically or virtually.

The governance panel may in consultation with the membership panel instead decide that all items on the agenda (including elections) shall be voted on by means of written / electronic referendum (by mail, e-mail, or any other method of communication as determined by the governance panel) "Urabstimmung". In such cases, the administrative panel shall inform the members about the results. The option to pass resolutions by means of written/electronic referendum (Urabstimmung) is also available to the governance panel in the case of a request to convene a members assembly by another body or 20 % of the votes of members.

7.3. Convening and holding the members assembly

The virtual or physical members assembly will take place upon invitation by the administrative panel, by request of another body, or by request of at least 20 % of the votes of members. The notice can be made electronically (e-mail or other means of communication) or in writing and shall state the place (if not a virtual assembly) and/or the access information (if a virtual assembly) and time of the assembly, the items of the agenda as well as the motions for consideration, if any. Assemblies must be called at least 20 days in advance.

If not otherwise determined by the governance panel, the ordinary members assembly of the association takes place once a year, at the latest six months after the end of the association year.

No later than 10 days prior to the day of the ordinary members assembly (as set out in the notice calling the members assembly), the administrative panel's annual report, the financial statement created by the treasury panel and reviewed by the governance panel as well as the auditors' report shall be made available to the members for inspection online.

If no objection is raised by any member, the members may hold a members assembly without observing the prescribed formalities for calling a meeting.

The members assembly will be chaired by a member of the administrative panel attending the members assembly.

7.4. Organisation of written/electronic referendums (Urabstimmungen)

Voting by written / electronic referendum (Urabstimmung) takes place upon invitation by the administrative panel. The voting window shall be no less than 10 days and the deadline for submitting votes shall be communicated in the invitation.

The invitation to participate in the written / electronic voting has to be sent out at least 20 days before the deadline for submitting votes and can be made electronically (e-mail or other means of communication) or in writing. It shall include the items on which resolutions shall be taken as well as the motions of the administrative panel.

In the case of a written / electronic voting in lieu of an ordinary members assembly, the annual report issued by the administrative panel, the financial statement created by the treasury panel and reviewed by the governance panel as well as the report issued by the auditors have to be disclosed at the same time as the invitation is sent out.

Alternative motions f can be sent to the governance panel within 5 days after receipt of the voting material with or without a reasoning. The administrative panel shall publish the alternative motions and any reasonings together with the final voting material, which allows the members to vote on all motions received, at least 10 days before the deadline for submitting votes.

7.5. Voting rights

Subject to article 4.2, each member has one vote at the members assembly and for written / electronic referendums (Urabstimmung).

Delegation of votes is only permitted if the governance panel has enacted regulations that set out the procedure to delegate votes.

- Public or private sessions

- Extraordinary legislative sessions
- Telecommunications

- Legislative oversight of the executive

- Referenda
- Telecommunications

- Telecommunications
- Claim of universal suffrage

7.6. Majority requirements

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

The following matters require that $\frac{2}{3}$ of all members represented at the members assembly vote in favour of such matter:

- section 7.1 a), if the ethics panel or the governance panel oppose a proposal to adopt and amend the articles of association;
- section 7.1 b), if the ethics panel or the governance panel oppose a proposal to create or dissolve panels;
- section 7.1 d), if the membership panel or the governance panel oppose a proposal to amend the membership-criteria;
- section 7.1 e), if the ethics panel, the governance panel or the technical panel oppose a proposal to support a new version of the open source software protocol underlying the Ethereum World ecosystem;
- section 7.1 f), if the ethics panel or the governance panel oppose a proposal to any merger, demerger or conversion of the association;

The following matters require that $\frac{2}{3}$ of all members of the association vote in favour of such matter:

- any amendment of Article 3 of the articles of association;
- The dissolution of the association according to Article 18;

The above majorities for decisions of the members assembly shall apply likewise to decisions taken by written / electronic communication (Urabstimmung).

Article 8: Governance Panel

8.1. Composition and election term

The governance panel shall constitute itself and designate one responsible member for each function. The maximum number of members of the governance panel is seven. All governance panel members must be members of the association.

Each member of the governance panel shall serve for a one-year term following their election, such term ending on the day of the next governance panel member election. After expiry of their term they may be re-elected.

8.2. Powers

The governance panel shall perform, inter alia, the following functions:

- a. provide an opinion on proposals to amend the articles of association (section 7.1a);
- b. provide an opinion on proposals to create and dissolve panels (section 7.1b);
- c. appoint and dismiss members of the administrative panel (section 10.1);
- d. provide an opinion on proposals to amend the membership criteria for members (section 7.1d);

- e. provide an opinion on proposals to support a new version of the open source software protocol underlying the Ethereum World ecosystem (section 7.1e);
- f. provide an opinion on proposals to any merger, demerger or conversion of the association (section 7.1f);
- g. review of the financial statements prepared by the treasury panel;
- h. approval of regulations of other bodies; provided that such regulations are in line with the purpose in interests of the association;
- i. other tasks assigned to the governance panel by the articles of association.

The governance panel issues regulations for the performance of its duties.

The governance panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two governance panel members and depending on the business load, with a five day notice period.

Governance panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the governance panel, unless the law mandatorily requires otherwise or a member of the governance panel demands an oral deliberation.

8.3. Majority requirements

The resolutions of the governance panel are adopted by the majority of votes cast (one person one vote).

Article 9: Membership Panel

9.1. Composition and election term

The membership panel shall constitute itself and designates one responsible member for each task. The maximum number of members of the membership panel is seven. All membership panel members must be members of the association.

Each member of the membership panel shall serve for a one-year term following their election, such term ending on the day of the next membership panel member election. After expiry of their term they may be re-elected.

9.2. Powers

The membership panel shall perform, inter alia, the following functions:

- a. proposals for the determination of the annual membership fees, which is subject to an approval by the treasury panel (Article 4);
- b. admission of new members (section 4.1);

- c. exclusion of members (section 4.2);
- d. prior approval of motions to the membership criteria (section 7.1d);
- e. other tasks assigned to the membership panel by the articles of association.

The membership panel issues regulations for the performance of its duties.

The membership panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two membership panel members and depending on the business load, with a five day notice period.

Membership panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the governance panel, unless the law mandatorily requires otherwise or a member of the membership panel demands an oral deliberation.

9.3. Majority requirements

The resolutions of the membership panel are adopted by the majority of votes cast (one person one vote).

Article 10: Administrative Panel

10.1. Composition and term

The administrative panel shall constitute itself and designates one responsible administrative panel member for each task. The maximum number of administrative panel members is seven. Administrative panel members do not have to be members of the association.

Each member of the administrative panel shall serve for a [one-year] term following their appointment, such term ending on the day of the next administrative panel election. After expiry of their term they may be re-elected.

10.2. Powers

The administrative panel is responsible for the administrative activities within the association and performs the tasks assigned to it by law (unless otherwise specified in the articles of association) or the articles of association.

The administrative panel issues regulations for the performance of its duties, which must be approved by the governance panel.

The administrative panel shall prepare an annual report on the past activities as well as providing insight on the forward-looking annual program of the association to be submitted to the ordinary members assembly.

The administrative panel may register the association in the commercial register and define the signatory rights.

The administrative panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two administrative panel members and depending on the business load, with a five day

notice period.

Administrative panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the administrative panel, unless the law mandatorily requires otherwise or a member of the administrative panel demands an oral deliberation.

10.3. Majority requirements

The resolutions of the administrative panel are adopted by the majority of votes cast (one person one vote).

Article 11: Treasury Panel

11.1. Composition and term

The treasury panel shall constitute itself and designates one responsible member for each task. The maximum number of members of the treasury panel is seven. All treasury panel members must be members of the association.

Each member of the treasury panel shall serve for a one-year term following their election, such term ending on the day of the next treasury panel member election. After expiry of their term they may be re-elected.

11.2. Powers

The treasury panel is responsible for the administration of the association's assets according to the association's purpose, risk tolerance, and cash flow needs (in particular considering the requests from the grants & projects panel), for the compensation of panel members and administrative panel and for the preparation of an annual budget, as well as regularly monitoring and comparing the actual revenues and expenses incurred against such budget. In addition, the treasury panel performs the tasks assigned to it by the articles of association.

The treasury panel issues regulations for the performance of its duties, which must be approved by the governance panel.

The treasury panel generally holds one meeting at least every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two treasury panel members and depending on the business load, with a five day notice period.

Treasury panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the treasury panel, unless the law mandatorily requires otherwise or a member of the treasury panel demands an oral deliberation.

11.3. Majority requirements

The resolutions of the treasury panel are adopted by the majority of votes cast (one person one vote).

• Powers of cabinet

• Telecommunications

Article 12: Ethics Panel

12.1. Composition and term

The ethics panel shall constitute itself and designates one responsible member for each task. The maximum number of members of the ethics panel is seven. All ethics panel members must be members of the association.

Each member of the ethics panel shall serve for an initial term of 18 months and thereafter for a term of one year following their election, such term ending on the day of the next ethics panel member election. After expiry of their term they may be re-elected.

12.2. Powers

The ethics panel is responsible for promoting transparency, accountability, and integrity within the association and shall use its best efforts to ensure honest and non-discriminatory conduct by the association, its members, and its bodies.

The ethics panel will identify and discuss ethical considerations in the context of the association's purpose and activities to determine and maintain a statement of values (principles) and code of conduct (rules) to best champion and effect ethical behaviour across all activities. In addition, the ethics panel performs the tasks assigned to it by the articles of association.

The ethics panel issues regulations for the performance of its duties, which must be approved by the governance panel.

The ethics panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two ethics panel members and depending on the business load, with a five day notice period.

Ethics panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the ethics panel, unless the law mandatorily requires otherwise or a member of the ethics panel demands an oral deliberation.

12.3. Majority requirements

The resolutions of the ethics panel are adopted by the majority of votes cast (one person one vote).

Article 13: Technical Panel

13.1. Composition and term

The technical panel shall constitute itself and designates one responsible member for each task. The maximum number of members of the technical panel is seven. Technical panel members do not have to be members of the association.

Each member of the technical panel shall serve for a one-year term following their election, such term ending on the day of the next technical panel member election. After expiry of their term they may be re-elected.

13.2. Powers

The technical panel is responsible for the review of changes, updates or patches to the Ethereum World software protocol, app submission according to the respective guidelines and any other technical matter relating to the association or the Ethereum World software protocol and the tasks assigned to it by the articles of association.

The technical panel issues regulations for the performance of its duties, which must be approved by the governance panel.

The technical panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two technical panel members and depending on the business load, with a five day notice period.

Technical panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the technical panel, unless the law mandatorily requires otherwise or a member of the technical panel demands an oral deliberation.

13.3. Majority requirements

The resolutions of the technical panel are adopted by the majority of votes cast (one person one vote).

Article 14: Grants & Projects Panel

14.1. Composition and term

The grants & projects panel shall constitute itself and designates one responsible member for each task. The maximum number of members of the grants & projects panel is seven. All grants & projects panel members must be members of the association.

Each member of the grants & projects panel shall serve for a one-year term following their election, such term ending on the day of the next grants & projects panel member election. After expiry of their term they may be re-elected.

14.2. Powers

The grants & projects panel is responsible for designing and maintaining the process for submitting, reviewing, and evaluating project applications in connection with the Ethereum World ecosystem and for the allocation of project grants. In addition, the grants & projects panel performs the tasks assigned to it by the articles of association. The granting of grants to persons closely associated with the association or any exceeding the amount specified in the regulations for a specific application requires the prior approval of the governance panel.

The grants & projects panel issues regulations for the performance of its duties, which must be approved by the governance panel.

The grants & projects panel generally holds at least one meeting every six months. Such meetings can be held as physical meetings, by telephone conference or video conference call. Additional meetings may be held at the request of at least two grants & projects panel members and depending on the business load, with a five day notice period.

Grants & projects panel resolutions may also be passed by way of circular resolution by mail, e-mail, or any other method of communication as determined by the grants & projects panel, unless the law requires mandatory otherwise or a member of the technical panel demands an oral deliberation.

14.3. Majority requirements

The resolutions of the grants & projects panel are adopted by the majority of votes cast (one person one vote).

Article 15: Appointment Panel

The appointment panel constitutes itself temporarily and is responsible for appointing the members of the administrative panel, the treasury panel, the ethics panel, the technical panel and the grants & projects panel.

Except for members of the membership panel and the governance panel, members of a specific panel may be appointed to one additional panel in parallel, provided that such an additional panel does not already have (a) more than 2 members from the other panel and (b) all members from the other panel represent less than 50 % of the total members in the additional panel.

15.1. Composition – appointment ethics panel

The appointment panel for the appointment and dismissal of members of the ethics panel is made up as follows:

- one representative of the governance panel;
- one representative of the membership panel;
- one representative of the technical panel;
- one representative of the treasury panel;
- one representative of the grants & projects panel.

15.2. Majority requirements – appointment ethics panel

The resolutions of the appointment panel are adopted by the majority of votes cast (one person one vote).

15.3. Composition – appointment other panels

The appointment panel for the appointment and dismissal of members of the administrative panel, the treasury panel, the technical panel and the grants & projects panel is made up as follows:

- two representatives of the governance panel;
- two representatives of the membership panel;
- two representatives of the ethics panel.

15.4. Majority requirements – appointment other panels

The resolutions of the appointment panel are adopted by the majority of votes cast (one person one vote), subject to the condition that the majority includes at least one vote of each panel involved.

• Counter corruption commission
• Head of state selection

• Counter corruption commission

• Counter corruption commission

• Head of state removal
• Head of state selection

• Head of state removal
• Head of state selection

- Head of state removal
- Head of state selection

15.5. Lack of representation

If a panel cannot be represented because all members of such panel have resigned or their term of office has expired, the votes will be assigned to the members assembly.

- Transitional provisions

15.6. Initial composition (bootstrapping)

Initially all members of the panels shall be appointed during the inaugural members assembly held by written/electronic means (Urabstimmung, see Article 7). Thereafter, the appointment is made according to the other provisions of these articles of association.

Article 16: Auditors

16.1. Election, term of office

The auditors shall be appointed for a term of office of one year. After the expiry of their term they may be re-elected.

Auditors may be one or two natural persons or a legal person. The auditors shall audit the accounts and examine the books of the association according to Swiss law. They are entitled to require such evidence as they deem appropriate.

One annual audit is to take place within three calendar months after the close of each financial year (article 10.2). The auditors' report shall be submitted to the members assembly for approval.

- Structure of the courts

Article 17: Online Dispute Resolution

17.1. Scope

All disputes and claims against and between the association, the members, and bodies from and in connection with the association, including matters of voluntary jurisdiction, will be decided by an arbitration institution supporting the ERC792 arbitration and the ERC1497 evidence standards (or the successor standards) according to the rules of such arbitration institution.

- International law
- Official or national languages

17.2. Place, language, and applicable law

The arbitration proceedings will be held as Online Dispute Resolution. The place of arbitration is Zurich, Switzerland. The language of the proceedings is English. Swiss substantive law is applicable. The provisions of the Swiss Private International Law Act, as amended from time to time, shall apply as *lex arbitri*.

- Powers of cabinet

17.3. Initiation of proceedings

The party wishing to appeal to the arbitration court must notify the governance panel of its decision through a notice in accordance with the instructions of the governance panel, so that the governance panel can initiate the procedure with the arbitration institution. If the governance panel does not initiate the procedures within reasonable time, the party wishing to appeal to the arbitration court is permitted to initiate the procedure with the arbitration institution by itself.

The first arbitration institution seized will have jurisdiction over the dispute and any matter related to the dispute.

The notification must contain the sufficiently specified motions, a justification, and other information specified by the governance panel.

17.4. Arbitration Court

The arbitration court consists of three arbitrators or another number as defined by the rules of the arbitration institution. Each arbitrator shall remain impartial and independent. To the extent possible within the arbitration institution, each arbitrator shall abide by the International Bar Association Guidelines on Conflicts of Interest in International Arbitration, as amended from time to time.

The relevant specialized court within the arbitration institution will be determined by the governance panel based on the subject area.

If no specialized court yet exists for a subject area, the governance panel shall initiate the creation of such specialized court within the arbitration institution if possible. If the governance panel itself is involved in a dispute, the membership meeting shall take over the determination of the specialized court respectively the initiation of the creation of a specialized court.

To the extent permitted by applicable law, the association, the members, and bodies shall and hereby expressly waive their right to appeal to the Swiss Federal Tribunal, against any awards rendered within the arbitration institution (article 192 para. 1 of the Swiss Private International Law Act).

17.5. Matters having the force of res judicata

In the case of disputes which are decided with legally binding effect, the governance panel shall inform all persons concerned within two weeks of the initiation of the proceedings and request them to declare within two weeks by letter, e-mail or another method of communication determined by the governance panel whether and on which side they wish to join the proceedings. In case of a challenge of a resolution, a declaration of joining the proceedings is possible at least until the expiry of the deadline according to article 75 of the Swiss Civil Code.

The information is deemed to have been delivered as follows: (a) letter post, with delivery to Swiss Post or an international courier, (b) fax or e-mail or any other method of communication as determined by the governance panel, on the day it is sent or published (e.g. Swiss Official Gazette of Commerce or online).

The appointment of the members of the specialized court is made by the arbitration institution according to its rules.

Members who register within the specified period shall join the proceedings as a party with full rights. Members who join the proceedings after the expiry of the period for registration shall take up the proceedings as they find them; there shall be no right to repeat procedural acts. In exceptional cases, however, the specialized court may order a repetition or give the members who joined the proceedings after the deadline for registration the opportunity to comment.

The effects of the arbitration decision shall extend to all members irrespective of their participation in the proceedings.

17.6. Plea of arbitration and concentration of proceedings

The association, the members, and the bodies shall defend themselves against actions brought against them before the national courts by an arbitration plea (Schiedseinrede) in matters falling within the scope of this arbitration clause.

- Powers of cabinet
- International law

- Judicial independence

The specialized court is authorized to join several separately filed claims on factually identical or related matters, provided that a joint assessment can help to simplify or coordinate the proceedings.

17.7. Time limits

Insofar as the observance of certain deadlines is important in the case of several parties, the course of such deadlines shall, in case of doubt, commence at the point in time at which the event triggering the deadline has occurred for all parties concerned.

The specialized court may exceptionally extend the time limits upon reasoned request of a party.

17.8. Costs of proceedings

The arbitrators may require the parties to make an advance payment of up to half of the amount of the remuneration expected to be due. In the case of claims for payment to the association, the specialized court can impose the advance payment requirement on the association at the request of the claiming members, who together must represent at least 20% of the votes in the members meeting, provided that they can prima facie demonstrate the claims and the claim does not contradict an overriding interest of the association. The specialized court, in consultation with the governance panel, decides on the imposition of the advance on costs in an interlocutory decision at the beginning of the proceedings.

The costs of the proceedings consist of the fees and expenses of the members of the specialized arbitration court as well as possible costs for ordered expert opinions, called in experts and the like. The arbitration institution's rules are decisive for determining the fees.

Subject to the next paragraph, the costs of arbitration shall in principle be borne by the losing party. The governance panel may order a different apportionment or order the costs of the proceedings to be borne by the association if it deems it appropriate in light of the specific circumstances.

In the case of claims for performance to the association, the specialized court can, at the request of claimant members who together represent at least 20% of the votes in the members meeting, order the costs of the proceedings to be borne by the association, provided that they can prima facie demonstrate the claims and the claims do not contradict any overriding interests of the association. The specialized court in consultation with the governance panel decides on the imposition of the procedural costs in an interlocutory decision at the beginning of the proceedings.

Concerning party costs and legal fees, the specialized court is free to decide on the payment or apportionment of costs and legal fees, taking into account the specific circumstances of the case

The costs of the arbitration procedure shall be borne by the parties on the claimant or defendant side. The specialized arbitration court may provide for a different distribution upon request.

17.9. Confidentiality

The arbitral award, the circumstances of the proceedings and all documents submitted by the parties in the course of the arbitration proceedings must be kept confidential, unless and to the extent that disclosure is necessary to preserve or fulfill a legal obligation or claim or to challenge or enforce the arbitral award or according to the arbitration institution's rules. This obligation applies to all parties involved in the proceedings, including non-participating persons who have been informed about the proceedings and the members of the specialized court.

17.10. Severability

If one or more provisions of this arbitration clause are or become invalid, this shall not affect the validity of the remaining provisions. The invalid provision shall be replaced by a provision which comes closest to the meaning and purpose of the invalid provision.

If no arbitration institution supporting the ERC792 arbitration and the ERC1497 evidence standards (or the successor standards) exist anymore, the members meeting shall vote on a new dispute resolution solution. In case no new dispute resolution solution is adopted within three months from the notice to the governance panel according to clause 1.3, all disputes and claims against and between the association, the members, and bodies from and in connection with the association, including matters of voluntary jurisdiction, will be decided by arbitration in accordance with the Swiss Rules of International Arbitration of the Swiss Chambers' Arbitration Institution in force on the date on which the Notice of Arbitration is submitted, by a sole arbitrator and by way of expedited proceedings, in English, the seat of the arbitration being Zurich.

Where the governance panel itself is a party to a proceeding, the duties assigned to the governance panel shall be performed by the membership panel or in case the membership panel is also part of the proceedings, any other body of the association.

Article 18: Dissolution and liquidation

The association will be dissolved:

- a. when it has fulfilled its purposes;
- b. by vote of the full members;
- c. in the circumstances provided for by the law.

In case of the dissolution of the association, the administrative panel together with the treasury panel must proceed to its liquidation.

In the event of dissolution of the association, the assets of the association (after payment of all debts) shall be donated to another legal entity domiciled in Switzerland, which is tax-exempt due to its non-profit status or public purpose and which pursues a similar purpose to that of the association. The distribution of the association's assets among the members is excluded.

Article 19: Entry into force

The founding members have adopted the present articles of association. The present articles of association have entered into force today.

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