
ARTICLES OF THE PNETWORK COMMUNITY ASSOCIATION

1. **Name, registered office, business year**

Under the designation "PNETWORK COMMUNITY ASSOCIATION" (hereinafter referred to as the "**Association**") an association for an unlimited duration is established pursuant to Articles 60 et seq. of the Swiss Civil Code and governed by these Articles of Association.

The registered office of the Association is in Lugano (Canton Ticino, Switzerland).

The Association's business year coincides with the calendar year.

2. **Purpose**

The purpose of the association is to support, develop and in any other matter assist the use of pNetwork by making scholarships, maintenance allowances, grants or awards tenable to entrepreneurs, students and individuals in industry and commerce.

It is non-profit oriented and does not pursue any gain.

3. **Membership**

Every person interested in pNetwork may ask to become a member of the association.

4. **Resignation**

Each member may resign for any and no reason with no notice at any time.

5. **Financial contributions and obligations**

An essential condition for membership is the payment of compulsory membership fees. The amount of compulsory membership fees, which shall be paid in PNT tokens and are due on a one-off basis, shall be determined by the General Meeting on the proposal of the Committee.

Members may also pay voluntary membership fees. The amount of these voluntary membership fees is at the discretion of the members.

6. **Association's assets**

The Association's assets are made up of compulsory and optional membership fees and of property that are subsequently acquired or held by the Association.

The Association's assets shall be administered diligently, with the view of achieving its purpose and in compliance with the principles of prudence and sustainability.

7. **Bodies**

The bodies of the Association are:

1. the General Meeting;
2. the Committee;
3. the Auditor (if appointed pursuant to Article 13).

8. **The General Meeting**

The General Meeting is the supreme governing body of the Association.

The General Meeting is composed of all the members. It normally meets once a year. The General Meeting may be convened in an extraordinary session upon proposal of the Committee or when at least one fifth (1/5) of the members make a written request to the Committee. Such a request must be signed and indicate the specific reasons for the extraordinary meeting.

The General Meeting shall be convened by the Committee by letter or e-mail with at least twenty (20) days' notice. The convocation shall indicate the items on the agenda, as well as the proposals of the Committee and the members who may have requested the convocation or the inclusion of an item on the agenda.

Each member is entitled to one vote.

9. **Powers of the General Meeting**

Responsibilities of the General Meeting are:

- a. to admit and exclude members of the General Meeting;
- b. the approval of the budget, the management report and the annual accounts;
- c. the election/deposition of the members of the Committee and the Auditor;
- d. the supervision of the management of the Committee;
- e. the discharge of the Committee and the Auditor;
- f. the resolution on amendments to the Articles of Association;
- g. the dissolution of the Association in accordance with Art. 15 of these Articles.

Meetings are held in presence or remotely through video call; when through video call each voting member must identify themselves via their webcam. Each decision is taken by a simple majority of those present. In the event of a tie, the vote of the President/member represented by the President shall be taken. In order to be valid, decisions require the vote of the majority of the members of the Association.

Decisions are recorded and signed by the President or Vice-President and the Secretary.

10. **The Committee**

The Committee is composed of at least 1 (one) individual chosen by the Members.

The Committee shall self-constitute itself and appoint the President. It also appoints the Secretary. The accumulation of offices is permitted.

Resignation as a Committee member must be submitted in writing to the President.

The Association is represented towards third parties by the President, who has the right to individual signature.

11. **Tasks of the Committee**

The Committee may take decisions on all matters expressly delegated to it by the General Meeting or in these Articles, including:

- a. looking after the interests of the Association and representing it in accordance with the powers granted by these Articles;
- b. ensuring the implementation of the decisions taken by the General Meeting;
- c. managing the Association's assets;
- d. representing the Association towards third parties;
- e. monitoring compliance with the articles of association and any special regulations;
- f. keeping the accounts for income and expenditure as well as the Association's balance sheet;
- g. evading the Association's tax obligations;
- h. examining and forewarning on applications for the admission of new members;
- i. form and operate one or more subsidiaries of the Association;
- j. convening the ordinary or extraordinary General Meeting;
- k. proposing to the General Meeting the nominations concerning the Committee and the Auditor;

l. proposing to the General Meeting the amount of compulsory membership fees.

12. **Organisation of the Committee**

The Committee meets whenever necessary, normally once a semester, on convocation by the President or Vice- President.

In addition to the President, at least half of the other members of the Committee must be present to deliberate.

Meetings are held in presence or remotely through video call; when through video call each voting member must identify themselves via their webcam. Decisions are taken by a simple majority of those present. In the event of a tie, the President's vote shall prevail. The President shall also have the power to take autonomous decisions to safeguard the good functioning and interests of the Association.

13. **The Auditor**

Insofar as there is no obligation to audit pursuant to Art. 69b of the Swiss Civil Code, the General Meeting may waive the appointment of the Auditor for one or more financial years. In this case it may decide to appoint an internal auditor, who will be represented by two members of the Association.

If appointed, the Auditor shall remain in office for one year and may be re-elected several times.

The resignation of the Auditor shall be submitted in writing to the Committee at least two (2) months before the next ordinary General Meeting.

If appointed, at least one Auditor must attend the ordinary General Meeting for the reading of the audit report and for any information to those present.

14. **Asset liability**

The association is exclusively liable for its obligations with its assets. The personal liability of members, Committee members and the Auditor is excluded.

In case of profit distributions made by the Association for any reason whatsoever, the members benefit from them in proportion to the total contributions (compulsory and optional) paid since the respective date of admission to the Association.

15. **Dissolution**

The dissolution of the Association takes place by resolution of the General Meeting.

Any net profit will be distributed to organisation(s) with a similar scope.

16. **Other provisions**

For anything not provided for in these Articles of Association, the provisions contained in Articles 60 et seq. of the Swiss Civil Code shall apply.

17. **Dispute resolution**

Any dispute arising within the Association, including those relating to the validity, effectiveness, interpretation, termination or execution of these statutes shall be submitted to the exclusive jurisdiction of the courts of the district of Lugano.

18. **Entry into force**

These statutes, approved by the constituent General Meeting on 09.12.2022, shall enter into force immediately.