

## The Rules and Regulations of the Association Swiss Data Center Association / SDCA

### I. NAME

Under the name “Swiss Data Center Association – SDCA”, an Association of unlimited duration was formed. Its Head Office is in Crissier and it is controlled by article 60 of the Swiss Civil Code of Practice.

### II. HEAD OFFICE

The Head Office is situated Rue de la Vernie 12, 1023 Crissier

### III. OBJECTIVE

The object of the Swiss Data Center Association – SDCA is jointly to promote data hosting in Switzerland.

### IV. REGISTRATION IN THE CHAMBER OF COMMERCE

In pursuance of Article 61 al. 2CC, the Association is registered in the Chamber of Commerce, Canton Vaud.

### V. MEMBERSHIP

#### 1a. Types of Members

To become a Member, all companies should be able to host data and / or be able to provide services associated with the data and be registered in the Chamber of Commerce. They need to be committed to respect the Charter of the Association and to have already been accepted by the Committee.

The Association is entitled to provide for sub-categories of members for example Hosting Members, Integrating Members and Outsourcing Companies.

Only trusted persons having a registered office in Switzerland can become a Member of the Association.

#### 1b. Associate Members

To become an “Associate Member” the organizations and companies should have activities related to or complementary to those of Members, for example, Universities, Research Centers, Law Firms, Trustees, Economic agents or any other organization or company which the committee approve of.

Associate Members will not have the right to vote but can participate in General Meetings and give their opinions in an advisory capacity. They can also be part of the meetings with agreement of the Committee.

#### 1c. Accredited Partners

The “Accredited Partners” of the Association are organizations or businesses that share their knowledge, experience and conformity with the Association and have the same core values.

These partners will not have the right to vote. They can however, take part in certain meetings if accepted by the Committee.

#### 2. Admission and Appointment.

Applications for admission should be addressed to the Committee by the Member who is sponsoring the company wishing to become a member. The Committee shall decide on the admission of any new members and inform at the Annual General Meeting. Their decision should

not be influenced in anyway. The new Member receives a copy of this Statute and the Charter of the Association.

### **3. Resignation**

Resignation implies the loss of membership. A member may resign from membership of the Association by giving written notice to the Committee at least 6 months in advance. The rights and obligations of the resigning party cease from 1st January in the following year. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

### **4. Expulsion of a Member**

Members, Associate Members and Accredited Partners can be expelled from the Association in the event of:

- Failure to comply with the collective standards or guarantees of the Association.
- A member is breaching the rules or acting in a non-respecting manner towards the Association Charter.
- Non-payment of the annual membership fee.

Exclusion is the sole responsibility of the Executive Committee.

The Member concerned may appeal against the decision before the General Assembly. The period of appeal is 30 days after the notification of the decision from the Committee. The appeal has no suspensive effect.

### **5. Loss of Membership**

Loss of Membership occurs in the case of resignation, (cf. supra V.3.) exclusion, (cf. supra V.4.) death and removal from the Chamber of Commerce. It cannot be transferred or passed on to successors.

### **6. Rights and Responsibilities of Members**

Each Member has the following rights:

- To take part in the decisions of the Association and participate in the General Assembly either by voting or being elected.
- To be able to use all the services related to the Association.
- To use the brands determined by the Association in accordance with the regulations that govern it.
- To be able to seek justice, if the decisions made are not in coherence or have been violated in anyway resulting in damage to the Association.

The following Responsibilities:

- To comply with the Rules and Regulations of the Association.
- To defend and respect the interests of the Association and remain loyal and true towards it.
- Refrain from voting in the cases provided in the present articles of the Association (cf. infra VI. 15.)
- To inform the Cashier of any financial concerns about the Association.

## VI. Organization:

### 1 The organization of the Association.

The organization consists of:

- The Annual General Meeting
- The Committee
- The General Secretary
- The Supervisory Body
- The Special Committee
- The Strategic Committee

### 2. The General Assembly

The General Assembly is the supreme power of the Association.

### 3. The Managing Committee

The General Assembly is formed by all the Members of the Association. It is led by the President or by the vice President of the Committee.

### 4. Notice of Meeting

Notices of meetings are given 20 days in advance by the Committee. In some exceptions, the Committee can summon a General Meeting when it feels necessary or if a fifth of its Members request one in which case the Meeting has to take place within the month that follows.

### 5. The Responsibilities of the General Assembly

The duties of the General Assembly are as follows:

- Authorization of The Annual Report
- Approval of the accounts
- Approval of the Controlling Body
- Removal of a Member from the Committee
- Allocation discharge of special Committees
- Election of the President
- Election of the Vice President
- Election of Members of the Committee
- Setting standard rates of membership
- Setting standard contributions of Members
- Naming a controlling body
- Having the right to appeal
- Executing duties assigned by the Statutes or by law.
- The General Assembly may be seized of any object which it has not been entrusted to.

## 6. Decisions

The General Committee can only take decisions if a fifth of its members are present. If the minimum numbers of members are not reached, the Committee shall convene a new General Meeting in the three months that follows. No quorum is then required.

The decisions of the General Assembly are taken by a simple majority of the members present. The invalid votes and the abstentions do not count. In the case of equal votes, the President has the casting vote.

Votes are taken by raised hand unless the Committee or a third of its Members ask for a secret ballot.

The decisions are not valid unless they are a subject on the Agenda for the day. If they do not appear on the agenda, they can be discussed but no decision is taken or can be validated unless all the Members or the Association are present and in agreement.

Decisions concerning the amendments to the statutes and the dissolution of the Association can only be made by a majority of two thirds of the members present.

## 7. Dates for General Meeting

The General Meeting takes place once a year and is summoned by the Committee. The Committee / or Secretary sends out a written or email notice indicating the agenda items to each Member at least 10 days in advance of the Meeting.

## 8. Right to Vote

Each Member present at the Meeting has the right to vote and counts for one voice. Voting by proxy is not accepted.

A Member does not have the right to vote when his objectivity could be in doubt, notably because the interests of the association are opposed to those of himself or those of its partners or administrators.

Votes take place by raise of hand unless the Committee or a third of its Members ask for a secret ballot.

## 9. Agenda of the General Meeting

The Agenda includes:

- The approval of the minutes from the previous General Meeting
- The Report of the Committee on the activities of the Association during the previous year
- The Treasury Report from the accounting body
- The Election of Members of the Committee and of the auditors of the accounts
- Points of view concerning the development of the Association
- Individual Proposals.

The committee will take into account any additional proposals or topics that require being included in the Agenda. These need to be submitted at least 10 days in advance.

## 10. Conduct of Elections.

In the case of an election, the candidate who obtains the least votes is eliminated from the next round. If there are equal amount of votes the President has a casting vote.

## 11. The Minutes of the Meeting.

The secretary or the Member who calls the meeting takes the minutes.

The minutes should include all the decisions taken.

It is signed by the President and the originator of the Meeting and is submitted for approval at the following General Meeting.

## 12. The Committee

The Committee applies the decisions made at the General Assembly Meeting. It takes all the measures necessary to ensure that the objectives are reached. It has the extended power to ensure that the goals are achieved. The Committee acts upon all the points that are not expressly reserved to the General Assembly.

## 13. The Structure of the Committee

The Committee is made up of three to ten Members that have been nominated for four years by the General Assembly. They may be re-elected three times. The Committee elects its members itself.

## 14. Meeting

The Committee meets whenever the Association requires.

It meets at the request of either the President or two of the members of the Committee, in which case the meeting is held twenty days following the request.

An application for the meeting can be made orally, written or by e-mail.

The Members of the Committee are required to be present at all meetings or to give a formal apology if unable to attend.

## 15. Decisions

The Committee are unable to take decisions unless the majority of Members are present.

It takes its decisions by a simple majority of the members present. Invalid votes and abstentions do not count.

In the case of equal votes, the President has the casting vote.

The Association is validly bound by the collective signature of two members of the Committee.

## 16. Powers of the Committee

The Committee is empowered:

- To take suitable measures to reach its objectives
- To implement all decisions taken by The General Assembly
- To represent the Association in respect of third party proceedings
- To convene both General Assembly and ad hoc meetings
- To make decisions about the admission and the resignation of members as well as to their possible exclusion
- To take decisions relating to the distribution in the various data centers of new data collections
- To ensure the application of the Statutes, to write the regulations and to administer the wellbeing of the Association
- Election of Special Committee Members
- Election of Strategic Committee Members
- To maintain the Accounts of the Association.

## 17. Minutes

Each Member of the Committee can stipulate that minutes are taken and signed by either the secretary or the person designated by the committee but not the President. The minutes must contain all decisions taken.

## 18. Administration

The administration consists of a secretary as well as additional administrative support when necessary. It is dependent on what the Committee asks of it.

## 19. Audit

The Auditors verify the financial management of the Association at the end of each financial year and present a report to the General Assembly.

The Committee and the cashier supply all the relevant required data to the Auditors.

The Auditors present a written report ten day in advance of the General Assembly. It contains:

- Proposals for approval of the accounts
- An indication of any breach of the law within the association or business principles in the keeping of the accounts

The General Assembly appoints as the supervisory body either:

- Two scrutineers of accounts within normal members of the association
- Or another Legal entity

The person nominated for this control must be qualified to accomplish the tasks as well live in or have its headquarters in Switzerland.

The concerned persons are appointed each year and are eligible for re-election up until a five-year period, unless it is a Legal entity

It shall be held incommunicado except in respect of the General Assembly and the Committee.

## VII. Functions

### 1. Accounting

The accounts relate to the calendar year. The closure of the annual accounts is 31st December.

The cashier is in charge of preparing the accounts for the Association in accordance with the law, the Articles of Association and commercial principles.

Each Member is obliged to inform the cashier at the earliest opportunity of any element concerning the finances of which the Association is unaware of.

### 2. Financial Resources

The financial resources of the association come from:

- Membership fees of CHF 2'000 for members and partners
- Contributions from Members fixed at CHF 2'000 per year
- Contributions from Partners fixed at CHF 1'000 per year
- Royalties relating to the use of the collective mark SDCA
- Donations and gifts
- Sponsorship
- Public and private subsidies
- Other resources authorized by law

### 3. Utilisation of Financial Funds

The funds are used in accordance with social needs.

## VIII. Concluding Provisions

### 1. Annual Accounts

Start date: 1<sup>st</sup> January – End date 31st December.

### 2. Statutes

The present Statutes come into force upon their adoption by the Association.

### 3. Revision of Statutes

The statutes can be modified by a decision taken at the Annual General Meeting with a minimum two-thirds majority of its members present. Invalid votes and/or abstentions do not count.

The Articles of Incorporation and the Proposed Amendments are annexed in their entirety to the Notice convening the General Meeting.

**4. Dissolution of the Association**

The dissolution of the Association is decided upon by the General Assembly with a minimum of two thirds of its members present. Invalid votes and/or abstentions do not count.

**5. Liquidation of the Association**

The Committee or one or more persons designated by the General Assembly carry out the Liquidation in accordance with the provisions of the Swiss Civil Code of Law.

On the proposal of the Liquidator, the General Meeting decides on how the balance of the assets are to be allocated.

In the case of a merger with another Association, the General Assembly takes the decision on how this is to be achieved.

These statutes were unanimously approved by the General Assembly of the Swiss Data Center Association - SDCA on 17<sup>th</sup> June 2021.

Vevey 17.06.2021

Sergio Milesi  
President

Jean-Marc Waldmeyer  
Secretary