

## **Statute**

### **Swiss Insurtech Hub**

#### **Name and headquarters**

##### **Article 1**

- a. The “Swiss Insurtech Hub” is a non-profit association governed by Articles 60 et seq. of the Swiss Civil Code and by the present statute.
- b. The association is politically neutral, it is not for profit (i.e., it is prohibited to distribute profits or operating surpluses) and any resource must be earmarked for the achievement of the institutional purposes referred to in the art. 3.

##### **Article 2**

- a. The Organization's headquarters are located in the Zurich Canton (Leisibüelstrasse 175, 8708 Männedorf).
- b. The Association is of unlimited duration.

#### **Purpose**

##### **Article 3**

- a. The Association has the following purpose:
  - To promote the digitization and innovation of the insurance sector;
  - To support the exchange of knowledge, skills and experiences developed by Insurtech companies (based in Switzerland and in other countries);
  - To promote diversity and to encourage a sustainable technological development.
- b. In order to reach this aim, the Association:
  - actively seeks-out members with specific skills and interests within the Insurtech sector;
  - provides curated “matchmaking” networking events, speaker series, pitch days and workshops for incumbents, start-ups and investors;
  - collaborates with universities and research institutes to provide state-of-the-art knowledge;
  - promotes and participates in events for the pursuit of the institutional purpose.
- c. The association can carry out any other type of activity as long as it is not for profit and it is aimed to the achievement of the association’s purpose.
- d. Any for-profit initiatives will be carried out by (and billed to) external legal entities or entrepreneurs.

## Resources

### Article 4

- a. The Association's resources are derived from:
  - membership fees;
  - sponsorship;
  - public subsidies;
  - donations and legacies;
  - any other resources authorized by the law.
- b. The funds shall be used in accordance with the Association's social aims.
- c. The assets of the association are indivisible among the members; in case of termination of the membership due to any cause, members cannot claim the proportional share.
- d. It is prohibited to distribute profits or operating surpluses, as well as funds, reserves, capital or any asset of the association.
- e. In case of termination of the association, its assets will be donated to associations that have similar purposes or will be donated for purposes of public utility.
- f. The financial year ends on December 31 of each year.  
Within six months from the end of each financial year, the Executive Committee prepares the operating annual accounts, which will be sent by e-mail to each member.

## Members

### Article 5

- a. Individuals and legal entities can become members of the association, assuming that:
  - they have interests and skills in the Insurtech sector;
  - they share the goal and purpose of the association;
  - they are willing to actively participate to the associative activities.
- b. Requests to become a member must be addressed to the Executive Committee (e-form available online on the Association website).
- c. The Executive Committee admits new members and informs the General Assembly accordingly.
- d. Membership status is not transferable (art. 70 SCC).
- e. All the members are required to:
  - comply with the Statute, any internal regulations and resolutions taken by the corporate bodies;
  - play an active role within the association, sharing their own specific skills.
- f. Membership ceases:
  - Upon death;
  - By written resignation thereby notifying the Executive Committee;

- By exclusion ordered by the Executive Committee, in case the member does not act in accordance with the interests and purposes of the association;  
A right of appeal to the General Assembly is provided. Appeals must be lodged within 30 days of the Executive Committee's decision being notified;
  - For non-payment of membership fees for more than one year.
- g. Members have no personal liability: only the Association's assets may be used for obligations/commitments contracted in its name.
- h. **Founding Members** will be the people signing this Statute.

## Organs

### Article 6

- a. The Association shall include the following organs:
- General Assembly;
  - Executive Committee;
  - Audit Committee.

## General Assembly

### Article 7

- a. The General Assembly is composed of **all the members of the Association.**
- b. The general Assembly is called by the Executive Committee (art 64 SCC).  
It shall hold an ordinary **meeting once each year.** It may also hold an extraordinary session whenever necessary, at the request of the Executive Committee.
- c. The General Assembly shall be considered **valid** regardless of the number of members present.
- d. The Secretary shall inform the members of the General Assembly of the **date** including the proposed **agenda** at least four weeks prior to the date of the meeting.

### Article 8

- a. The General Assembly:
- Appoints the members of the Executive Committee (art. 65 SCC);
  - Approves the annual budget and the accounting statements;
  - Appoints an auditor for the Organization's accounts;
  - Decides on any modification of statutes;
  - Shall decide about the exclusion of a member should this member appeal the decision taken by the Executive Committee;
  - Decides on the dissolution of the Association.

## Article 9

- a. The General Assembly is chaired by *the President of the Association*.

## Article 10

- a. Decisions of the General Assembly shall be taken by a majority vote of the members present. (art 67 SCC). In case of deadlock, the President shall have the casting vote;
- b. Decisions concerning the amendment of the Statute and the dissolution of the Association must be approved by a two-third majority of the members present.

## Article 11

- a. Votes are by a show of hands and All members have equal voting rights at the general assembly (art 67 SCC).

## Article 12

- a. The agenda of the ordinary annual session of the General Assembly must include:
- Approval of the Minutes of the previous General Assembly;
  - Approval of the Executive Committee's annual Activity Report;
  - Approval of the report of the Treasurer and of the Audit Committee;
  - Approval of the budget;
  - Election of Executive Committee members;
  - Nomination of the Audit Committee;
  - Miscellaneous topics.

## Executive Committee

### Article 13

- a. The Executive Committee is authorized to carry out **all acts to achieve the purpose of the Association**. It has the most extensive powers to manage the Association's day-to-day affairs.

### Article 14

- a. The Executive Committee is composed by a minimum of 3 members (President, Secretary, Treasurer) and at maximum of 12 members covering the following roles:
1. President;
  2. Vice President;
  3. Secretary;
  4. Treasurer;

5. VP Execution Strategy (PMO);
6. VP Comms (incl. Social media);
7. VP IT Platform (website);
8. VP Partnerships development (Gov., Univ.);
9. VP Start-up scouting and onboarding;
10. VP Incumbent relationship lead;
11. VP Services and Events;
12. VP Assurance (Legal, Compliance, Audit).

- b. In order to guarantee adherence to the “Manifesto” principles, Founding members will represent the majority of the Executive Committee** (in case of an Executive Committee of 12 people, 7 will be necessarily chosen amongst the Founding Members).
- c. Each member's term of office shall last for 2 years and it is renewable unlimited times. In case of impediment it will be possible for a member to resign after 1 year.
- d. The Executive Committee meets as often as the Association's business requires.
- e. The Executive Committee will be supported and counselled by an Advisory Board** formed by industry leaders and experts.
- f. Members of the Advisory Board shall be elected by the members of the Executive Committee but shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Executive Committee.
- g. Advisory Board members may attend said meetings at the invitation of a member of the Executive Committee.

## Article 15

- a. The Executive Committee members work on a **volunteer basis**.

## Article 16

- a. The mandate of the Executive Committee is to:**
  - maintain the association’s business ledgers (art. 69 SCC);
  - Design the strategy and take the appropriate measures to achieve the goals and the vision of the Association;
  - take the appropriate measures to achieve the goals of the Association;
  - take decisions (accept /decline) regarding admission of new Associate members;
  - take decisions (accept/decline) regarding the attribution of the qualification of Honorary member and the inclusion in the Advisory Board;
  - take decisions (accept/decline) regarding the attribution of the qualification of Honorary member;
  - take decisions regarding possible expulsion of members;

- fix and decide the annual membership fee;
- convene the ordinary and extraordinary General Assemblies;
- prepare the operating annual accounts of the association within six months from the end of each financial year;
- take decision regarding the hiring of employees;
- take decision regarding the purchase or sale of goods, the acceptance of donations and any other financial transaction under the responsibility of the association;
- ensure that Statutes are applied, to draft rules /procedures, and to manage the assets of the Association;
- organize periodic meeting among members;
- ensure that Statutes are applied, draft rules /procedures, and manage the assets of the Association.

## **Audit Committee**

### **Article 17**

- a. Each year the General Assembly appoints an Audit Committee.  
It may also entrust this task to a fiduciary company.
- b. The Audit Committee shall check the operating annual accounts prepared by the Executive committee and present a written and detailed report to the annual ordinary general meeting.

## **Signature and representation**

### **Article 18**

- a. The Association is legally bound by the joint signature of the founding members.

## **Various provisions**

### **Article 19**

- a. The financial year shall begin on 1<sup>st</sup> January and end on 31<sup>st</sup> December of each year.

### **Article 20**

- a. Should the Association be dissolved, the available assets should be transferred to a non-profit organization pursuing public interest goals similar to those of the Association and likewise benefiting from tax exemption.
- b. Under no circumstances should the assets be returned to the founders or members. Nor should they use a part or a total of assets for their own benefit.**
- c. The present Statute has been approved by the Constituent General Assembly during the meeting held on December 3<sup>rd</sup>, 2020.