

Statutes of association



based in Dübendorf, Switzerland

Article 1

Digital for Planet - D4P - is a non-profit association governed by the present statutes and, secondly, by Articles 60 et seq. of the [Swiss Civil Code](#). It is neutral politically, and non-denominational.

Article 2

The Digital for Planet Association's (also referred to as the Association) headquarters are located in the Canton of Zurich, Switzerland.

The Association shall be of unlimited duration.

AIMS

Article 3

The mission of the Digital for Planet Association is to support the design, development and adoption of innovative digital technologies, systems and solutions empowering people, communities and both public and private organisations to effectively address the major social, economic and environmental challenges humanity must face.

While fostering the development of sustainable, open, inclusive, trustworthy, verifiable and ethical digital technologies and solutions, the Association intends to drive and promote their adoption across a variety of domains encouraging environmental awareness and sustainable development.

In agreement with its mission, the Association shall pursue the following aim(s):

- Boost and support the creation of a global body facilitating dialogue and liaising digital innovators, researchers and policy makers to civil society players, media and general audience to create better awareness and stimulate engagement.
- Encourage and facilitate the assessment, revision, and adoption of research and innovation results that advance the digital transformation of society while ensuring protection of the ethical, societal, and environmental common good.
- Liaise with like-minded associations and individuals of diverse expertise, acting as trusted ICT and Communication partner for them, in order to tackle complex multi-disciplinary challenges associated with innovation and digital transformation at large.
- Mentor and advise business entities and public institutions on innovation road mapping and technology transfer towards sustainable products, services, and business models.
- Assist and support policy makers, innovators, and grassroots movements in discussing, disseminating, and creating impact for praiseworthy initiatives through appropriate information and communication events and campaigns.

RESOURCES

Article 4

The Association's resources are derived from:

- donations and legacies;
- sponsorship;
- public and private subsidies;
- membership fees;
- tickets sales;
- fee for the services provided to members or non-members;
- any other grants or resources authorized by the law.

All the resources and assets that belong to the Digital for Planet Association are managed by its Executive Committee and shall be used in accordance with the Association's aims listed in Article 3.

Members who wish to utilise any of the Association's resources (including name, logo, equipment, human resources, funding, etc.) to conduct any activity must submit a formal request to the Executive Committee and obtain a written approval beforehand.

4.1 Fees

The amount of the Memberships fees as well as the payment terms thereof are decided annually by the Executive Committee and approved by the General Assembly in accordance with Article 8 and Article 12.

Unless explicitly otherwise set forth in these Statutes of the Association, each Member shall bear its own costs incurred in performing its obligations and responsibilities as a Member in accordance to these Statutes of the Association.

4.2 Liability

The liability of the Association is limited to the assets of the Association. Any personal liability of the Members for the liabilities of the Association is excluded.

For the individuals acting for the Association, article 55 para 3 of the Swiss Civil Code applies (personal liability in case of wrongful behaviour).

Should the Association be dissolved, the available assets will be transferred to a non-profit organisation pursuing public interest goals like those of the Digital for Planet Association and likewise benefiting from tax exemption.

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.

MEMBERS

Article 5

5.1 Categories and Conditions of Membership

The Association has three types of membership:

- Founding Members;
- Full Members;
- Associated Members.

Founding Members consist of the initial legal entities who have spent their efforts to make the formation of this Association possible. The founding members possess unlimited full membership with the Association, unless the membership is withdrawn by the member on their own wish, or the status is cancelled by the Executive Committee with a justified cause.

Full Members can participate in all the activities of the Association, have full voting rights in the General Assembly and one representative can be elected to be part of the Executive Committee.

This membership type will be divided into two categories of entities interested in steering and driving the D4P ecosystem.

1. SME / Startup/ Academia / Research / NGOs / Public Authorities
2. Large industry

Associated Members consist of Students and Individual persons. Associated Members can participate in all the activities of the Association included the General Assembly without voting rights and cannot be elected to be part of the Executive Committee.

5.1.2 Rights and obligations of Members

All categories of Full Members shall enjoy the following rights:

- attending the meetings of the General Assembly;
- voting at the General Assembly;
- calling for an extraordinary General Assembly;
- participating in the activities of the Association;
- being elected to the Executive Committee;

Associated Members shall enjoy the following rights:

- participating in the General Assembly as observers without voting rights;
- participating in the activities of the Association without voting rights;

All Members shall accept the following obligations:

- obey at any time to the Association statutes, the bylaws and to all decisions of its governing bodies;
- participate in the activities of the Association and demonstrate and discharge a willingness to promote and achieve the Aims of the Association (see Article 3);
- notify the Executive Committee of any changes regarding the status of the Member.

5.2 Application for Membership

- Applications for Membership shall be addressed in writing to the Executive Committee who will submit them to the next General Assembly.

- Membership is granted by the General Assembly upon the proposal of the Executive Committee.
- Due to the long period between two General Assemblies, applicants may be admitted as new Members on a provisionally basis by a resolution of the Executive Committee. Such provisional admittance needs to be confirmed by the next General Assembly, failure of which the application and the provisional admittance become null and void.
- All parties that want to become Member of the Association must apply for membership, based on principles of transparency and non-discrimination and agree to respect all legal provisions and these statutes concerning the Digital for Planet Association.

5.3 Termination of Membership

Membership ceases:

- On death;
- By written resignation thereby notifying the Executive Committee at least three months before the end of the financial year;
- By exclusion ordered by the Executive Committee, for just cause, with a right of appeal to the General Assembly. Appeals must be lodged within 30 days of the Committee's decision being notified;
- For non-payment of dues for more than one year.

In all cases the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

ORGANS

Article 6

The Association shall include the following organs:

3. The General Assembly,
4. The Executive Committee,
5. The Auditor,
6. The Operational Team.

GENERAL ASSEMBLY

Article 7

The General Assembly is the Association's supreme authority. It is composed of all the members. 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 or at least of one-fifth of its members. The General Assembly shall be considered valid regardless of the number of members present.

The Executive Committee shall inform the members in writing of the date of the General Assembly at least six weeks in advance. The notification, including the proposed agenda, shall be sent to each member at least 10 days prior to the date of the meeting.

Article 8

The General Assembly:

- Shall approve the admission and expulsion of members;
- Appoints the members of the Executive Committee and elects, at a minimum, the President, the Vice-President and the Treasurer;
- Notes the contents of the reports and financial statements for the year and votes on their adoption;
- Approves the annual budget;
- Supervises the activity of other organs, which it may dismiss, stating the grounds therefore;
- Appoints an Auditor for the Organization's accounts;
- Decides on any modification of statutes;
- Decides on the dissolution of the Association;
- Approves the annual membership fees.

Article 9

The General Assembly is presided over by a member of the Executive Committee of the Association. For any given meeting, the Executive Committee chooses one member to preside, the chairperson, and designates one member to record the minutes of the meeting. The minutes are signed by the chairperson and by the writer of the minutes.

Article 10

The General Assembly may only pass resolutions on items that have been brought to the agenda.

Decisions of the General Assembly shall be taken by a majority vote of the members present. In case of deadlock, the President of the Association shall have the casting vote.

Decisions concerning the amendment of the Statutes and the dissolution of the Association must be approved by a two-third majority of the members present.

Article 11

Full Members shall have one vote in the General Assembly, which must be made in person. The Full Member delegates its representative in the General Assembly with the power of attorney signed by a legal representative of the Full member. Associated members have no voting rights.

Votes are by a show of hands. Voting can also take place by secret ballot, if at least five members request it.

Article 12

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 annual Activity Report
- Approval of the report of the Treasurer and of the Auditor
- Approval of membership fees
- Approval of the budget
- Approval of reports and accounts
- Election of Executive Committee members and Auditor
- Miscellaneous business

EXECUTIVE COMMITTEE

Article 13

The Executive Committee is authorized to carry out all acts that further the purposes of the Association. It has the most extensive powers to manage the Association's day-to-day affairs. It may delegate its competences to members of the Operational Team. The following responsibilities cannot be delegated:

- the adoption of general directions, regulations and guidelines that directly affect members as a whole;
- the presentation to the Assembly of the political and financial long-term planning;
- the budget and the summary of accounts;
- the supervision and monitoring of the Operational Team;
- the selection, appointment and dismissal of the Director;
- the delimitation of the competences between the Committee and the Operational Team.

Article 14

The Executive Committee is composed of at least the President, the Vice-President and the Treasurer, all elected by the General Assembly.

Each member's term of office shall last for three (3) years. Re-election shall be possible. The Executive Committee meets as often as the Association's business requires.

Article 15

The Executive Committee members work on a volunteer basis and as such can only be reimbursed for their actual expenses and travel costs.

For activities extending well beyond the function expected from Executive Committee members, they can hire a salaried Director for an indefinite period. The Director is in charge of the daily tasks of the Association and the formation of the Operational Team. The Operational Team can be composed of volunteers or salaried employees.

The paid employees of the Association have only a consultative vote on the Committee and General Assembly.

Article 16

The functions of the Executive Committee are:

- to take the appropriate measures to achieve the goals of the Association;
- to convene the ordinary and extraordinary General Assemblies;
- to fix the annual membership fees;
- to take decisions about admission of new members as well as the resignation and possible expulsion of members;
- to ensure that Statutes are applied, to draft rules of procedure, and to administer the assets of the Association.

OPERATIONAL TEAM

Article 17

The Executive Committee hires a salaried Director for an indefinite period. The latter is accountable to the Committee for the activities of the Operational Team. The Director is in charge of the daily tasks of the Association. These include:

- the settlement of agreements in the framework of the projects of the Association, within the limits of Article 13;
- the formation of the Operational Team composed of volunteers or salaried employees;
- all tasks that are not explicitly listed amongst the competences of the Executive Committee.

To hire salaried staff, the Director requires the approval of the Executive Committee.

AUDITOR

Article 18

Each year the General Assembly appoints a fiduciary company as external Auditor.

The Auditor shall check the operating and annual accounts prepared by the committee and present a written and detailed report to the annual ordinary general meeting.

SIGNATURE AND REPRESENTATION

Article 19

The signature of the President, Vice President and Treasurer of the Executive Committee shall validly bind the Association. The Committee may delegate this competence to the Director for the management of the daily tasks of the Association, within the limits that it sets by means of directives or ad hoc decisions.

VARIOUS PROVISIONS

Article 20

The financial year shall begin on 1 January and end on 31 December of each year.

The Treasurer is responsible for the Association's finances. In accordance with the requirements of Article 69 of the Swiss Civil Code, the General Assembly shall appoint an external Auditor who will audit the Association's accounts.

The present Statutes have been approved by the Constituent General Assembly on 18 November 2019 in Dübendorf Switzerland.

For the Association

President
Dr. Monique Calisti

Treasurer
Sandra Wittwer