



## **STATUTES**

Swiss Data Center Association / SDCA

A national non-profit Organization

## **I. NAME**

Under the name "Swiss Data Center Association – SDCA", a national non-profit Organization of unlimited duration was formed. Its Head Office is in Dielsdorf (ZH) and it is controlled by article 60 of the Swiss Civil Code of Practice.

## **II. HEAD OFFICE**

The Head Office is situated at Niederhasistrasse 4C, CH-8157 Dielsdorf.

## **III. OBJECTIVE**

SDCA is the Swiss data centers umbrella association. SDCA represents the interest of the members, in particular of data centers, towards political authorities and increases their exposure with marketing and promotion. The association fosters exchange with the scientific community. Furthermore, the exchange of expertise with other members is highly stimulated.

## **IV. REGISTRATION IN THE CHAMBER OF COMMERCE**

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

## **V. MEMBERSHIP**

### **1. Types of Members**

The qualification for membership and the different membership types are specified in a separate Charter.

### **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 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 Board
- 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.

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 Board.

### 3. Notice of Meeting

Notices of meetings are given 20 days in advance by the Board. In some exceptions, the Board can summon a General Assembly 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.

#### 4. 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 Board
- Allocation discharge of special Committees
- Election of the President
- Election of the Vice President
- Election of Members of the Board
- Setting standard rates of membership
- Setting standard contributions of Members
- Naming a controlling body
- Having the right to appeal
- Modifications of the Statutes
- 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.

#### 5. Decisions

The General Assembly can only take decisions if a fifth of its members are present. If the minimum numbers of members are not reached, the Board shall convene a new General Assembly 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 Board or a third of the 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 made by a majority of two thirds of the members present.

#### 6. Dates for General Assembly

The General Assembly takes place once a year and is summoned by the Board. The Board / or Secretary sends out a written or email notice indicating the agenda items to each Member at least 20 days in advance of the General Assembly.

#### 7. Right to Vote

Each Member present at the General Assembly 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 itself or those of its partners or administrators.

Voting shall be by a show of hands, unless the Committee or one-third of the Members request a secret ballot.

## **8. Agenda of the General Assembly**

The Agenda includes:

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

The Board 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.

## **9. 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.

## **10. The Minutes of the General Assembly.**

The secretary or the Member who calls the General Assembly takes the minutes.

The minutes should include all the decisions taken.

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

## **11. The Board**

The Board applies the decisions made at the General Assembly. 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 Board acts upon all the points that are not expressly reserved to the General Assembly.

## **12. The Structure of the Board**

The Board is made up of 3 to 8 Members that have been nominated for four years by the General Assembly. They may be re-elected three times. The constitution of the Board except the President and Vice President is done by its members.

## **13. Board Meetings**

The Board meets whenever the Association requires.

It meets at the request of either the President or two of the members of the Board, in which case the Board 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 Board are required to be present at all meetings or to give a formal apology if unable to attend.

#### **14. Decisions**

The Board acts in a collegial manner.

The Board is unable to take decisions unless the majority of Board 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 Board.

#### **15. Powers of the Board**

The Board 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.

#### **16. Minutes**

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

#### **17. Administration**

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

#### **18. 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 Board 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 Board.

## 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.

### 2. Financial Resources

The financial resources of the association come from:

- Membership fees of members and partners
- Contributions from Members 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

The membership fees are fixed in a separate fee regulation document.

The amount of the fees are voted in the general assembly.

### 3. Utilization of Financial Funds

The funds are used in accordance with the need of the association.

## 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 General Assembly.

### 3. Revision of Statutes

The statutes can be modified by a decision taken at the Annual General Assembly 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 Assembly.

### 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 Board 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 Assembly 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 23<sup>rd</sup> May 2025.

Melano, 23.05.2025



Sergio Milesi  
President



Yves Zischek  
Vice President