STATUTES

DECIDIM SWITZERLAND

I. Name, Seat, Purpose & Means

Article 1 – Name and Seat

An association exists under the name "Decidim Switzerland" (hereinafter the "Association") within the meaning of Art. 60 et seq. of the Swiss Civil Code ("SCC"), with its registered office in Bern. It is politically and religiously independent.

Article 2 – Purpose & Means

The Association is created to support, promote and apply the mission of the participatory democracy project Decidim in Switzerland as expressed in the Decidim Social Contract. It is created as an official Decidim local chapter.

The Association may pursue all lawful activities to achieve its purpose.

In particular, the Association may undertake the following:

- **3.a** Function as a social interface for the Decidim community in Switzerland
- **3.b** Centralise needs of technical adaptations to the Decidim Software to a Swiss context
- **3.c** Fund and organize community activities such as hackathons and workshops
- **3.d** Contribute with translations and documentation
- **3.e** Sponsorship of the Decidim project
- **3.f** Support of studies and research conducted by Swiss research institutions or on the Swiss Decidim ecosystem
- **3.g** Provide transparency on its operation and governance on a Decidim instance

The Association has no profit purposes and does not seek to make a profit. The Board works on an honorary basis.

Article 4 – Limitations

The association may not pursue activities that compete with existing structures within the Decidim project, specifically:

- **4.a** Actions and committees concerning the overall Decidim project and established within the Decidim Free Software Association
- **4.b** Actions directly competing with rights granted by Decidim's Partnership Policy, such as providing services aimed solely at specific Decidim instances.

Article 5 – Resources

To pursue the association's purpose, the association has the following resources at its disposal:

- Membership fees
- Income from its own projects / events
- Grants / subsidies / project and sponsorship contributions
- Income from service agreements
- Donations and contributions of all kinds

All resources of the Association shall be used exclusively for its not-for-profit purposes.

Article 6 – Trademark Agreement

The association shall enter into a trademark agreement with the Decidim Free Software Association.

The trademark agreement regulates the use of the resources and potential contributions to the Decidim Free Software Association.

II. Members

Article 7 – Members

Members of the Association (the "**Members**") shall consist of individuals or institutions who have an interest in the purpose and the activities of the Association and wish to support them.

If a legal entity becomes a member, it has only one vote, which it may have represented by alternating delegates.

Article 8 – Beginning of membership

The founders are the initial Members of the Association.

Additional Members may join the Association by submitting a written application to the Board.

The Board can review and approve applications.

Article 9 – End of membership

Withdrawal from the association is possible at any time. The notice of withdrawal must be submitted in writing to the Board at least four weeks in advance. The full membership fee is due for the current year, unless the Board grants an exception.

Membership ceases upon death of the Member if such Member is an individual (art. 70 al. 3 CC) or upon dissolution of the Member if such Member is an institution.

A member may be expelled from the association at any time for violation of the statutes, breaches of the purpose and objectives of the association, or misuse of the association's knowledge and data. A member may also be automatically expelled by the Board if they owe membership fees. The member may appeal the Board's expulsion decision to the General Assembly.

The General Assembly may expel a member without stating reasons if the expulsion motion is approved by two-thirds of the members present.

A resigning or expelled Member has no right to the Association's assets.

Article 10 – Membership fees

The General Assembly decides on the principle of membership fees and their amount.

III. Organisation and Governance

Article 11 – Bodies of the association

The bodies of the Association are:

- **11.a** The General Assembly.
- **11.b** The Board, composed of at least 3 people.
- **11.c** The External Auditors, composed of at least one member of the Coordination Committee of the Decidim Free Software Association.
- **11.d** The Office (optional, may be established if needed).

The General Assembly can appoint additional working groups.

IV. The General Assembly

Article 12 – Principles

The General Assembly is the supreme authority of the Association within the meaning of article 64 et seq. CC.

It is composed of all the Members.

Article 13 – Powers

The General Assembly delegates to the Board the power to administer and represent the Association.

The General Assembly remains with the following inalienable powers:

- **13.a** Adoption and amendment of the present Statutes;
- **13.c** Nomination, surveillance and revocation of the External Auditors;
- **13.b** Approval of annual reports and audited accounts;
- **13.d** Admission and exclusion of Members;
- **13.e** Nomination, election, discharge and revocation of Board members;
- **13.f** Decision on the dissolution or merger of the Association and the use of the liquidation proceeds.
- **13.g** Management of all matters that are not the responsibility of other bodies.
- **13.h** Appoint and dissolve thematic groups and set their scope of autonomy.

Article 14 – Meetings

- **14.a** Ordinary meeting of the General Assembly. The Ordinary meeting of the General Assembly shall be held at least once a year.

- **14.b** Extraordinary meeting of the General Assembly. Extraordinary meetings of the General Assembly may be called by the Board or at the request of at least 20 percent of all Members, in accordance with article 64 para. 3 CC.
- **14.c** Convocation. The Board shall convene the meetings of the General Assembly with a one-month notice. The agenda of the meetings must be sent with the invitations.
- **14.d** Quorum. The General Assembly is validly instituted if at least one fifth of the members are present.
- **14.e** Meeting modes. Meetings can be held either digitally or on-site.

Article 15 – Decision making and voting rights

- **15.a** Voting rights. Each Member shall have an equal voting right at the General Assembly.
- **15.b** Power of attorney. Members may vote in person or by proxy.
- **15.c** Process. Voting takes place by a show of hands or through an electronic voting process.
- **15.d** Majority of votes. Amendments to the statutes of the association require a two/thirds majority of all votes expressed. All other decisions shall require a simple majority of all votes expressed (including votes by proxy).
- **15.e** Pursuant to Article 68 of the Swiss Civil Code, a member may not vote on a resolution where there is a conflict of interest. In such cases, the member must recuse themselves.

V. The Board

Article 16 – Principles

- **16.a** The Board is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it in accordance with the Statutes (art. 69 CC). In particular:
  - the Board shall take all necessary measures to achieve the purposes of the Association,
  - ensure the correct application of the present Statutes and any other internal regulations,
  - administer the property, assets and resources of the Association,
  - manage the accounts,
  - create internal regulations,
  - employ or commission persons against reasonable compensation to achieve the association's objectives,
  - oversee the Office (if necessary),
  - and convene and organise the General Assembly.
- **16.b** Board members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses.
- **16.c** The Board meets as often as business requires. Any Board member may request that a meeting be convened, stating the reasons. Provided no Board member requests an oral deliberation, resolutions may also be validly passed by circular (including email).

Article 17 – Composition
The Board shall be composed of at least 3 and at most 7 members.

The Board designates amongst its members any function as it may deem necessary.

Article 18 – Term
The Board members are appointed for a one year term. Re-election is possible.

Article 19 – Signing Authority
The Board governs joint signing authority by two.

Article 20 – Removal and resignation

- **20.a** Removal. Board members may be removed by the General Assembly for just cause, in particular if the Board member has violated his/her obligations towards the Association or if the Board member is not in a position to exercise his/her functions correctly.
- **20.b** Resignation. Board members may resign at any time by submitting a written declaration to the Board, specifying when the resignation shall take effect.

VI. Miscellaneous and final provisions

Article 21 – External Auditors

The General Assembly shall appoint the External Auditor in charge of (i) verifying the annual accounts of the Association and to submit a detailed report to the General Assembly and (ii) to ensure that the statutory rules of the Association (Statutes and internal regulations) are respected.

At least one External auditor shall be member of the Decidim Free Software Association's Coordination Committee.

Article 22 – Bookkeeping

- **22.a** Accounts. The Board must prepare for each financial year accounts as required by the applicable laws.
- **22.b** Transparency. The accounts of the association must be made transparent and be publicly available.
- **22.c** Fiscal year. The fiscal year begins on January 1st and ends on December 31st of each year.

Article 23 – Code of conduct

A code of conduct shall be defined, ensuring the interactions within the association are respectful, inclusive and non-violent.

Article 24 – Liability

The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its Members.

Article 25 – Dissolution

The dissolution of the association may be resolved by decision of an ordinary or extraordinary General Assembly and dissolved by a two-thirds majority vote of the members present.

In such a case, the Board shall proceed with the liquidation of the Association.

The assets of the Association shall first serve to pay its creditors.

Remaining assets will be entirely assigned to a non-profit entity, which pursues similar public interest purposes and which is tax exempted.

In no event may the assets of the Association be returned to its founding members or Members, nor should they use some or all of the assets for their own benefit in any way.

The original German version shall prevail.

Article 26 – Entry into Force

These statutes were adopted at the founding assembly on June 11th 2026 and entered into force on that date.

Secretary of the constituent assembly

Board

~~President~~ of the association