

Articles of Association of the Swiss Carbon Removal Platform

Translation of the original document in German

I Basics

Art. 1 Name

Within the meaning of Art. 60 ff of the Swiss Civil Code (ZGB) an association exists under the name **Swiss Carbon Removal Platform**.

Art. 2 Seat

The Swiss Carbon Removal Platform is based in Zurich.

Art. 3 Purpose

The Swiss Carbon Removal Platform association is committed to the sustainable and jointly supported use and expansion of methods and infrastructures for carbon dioxide removal (CDR) in Switzerland. In particular, *sustainable* means that in addition to a consistent reduction in emissions, CDR is also needed to achieve net-zero greenhouse gas emissions (and net-negative in the long term) in Switzerland. *Jointly supported* means that this requires the collective efforts of the various stakeholders, e.g. research, civil society, authorities and industry, and an approach that is open to all technologies.

Art. 4 Orientation

The association is a non-profit organization and is politically and denominationally neutral. The association does not pursue any commercial purposes and does not seek to make profit.

Art. 5 Association year

The association year starts on January 1 and ends on December 31.

II Membership

Art. 6 Membership rights and acquisition of membership

- 1 Only juridical persons can be members of the association.
- 2 The association membership is aimed in particular at public law organizations, research and teaching, companies and civil society actors with a connection to CDR in Switzerland who support the purpose of the association.
- 3 To become a member, interested parties must submit a membership application. The Executive Office decides on admission within the framework of the purpose of the association and the Articles of Association. The Executive Board has the right to veto membership admissions (see Art. 22). Membership only becomes effective upon payment of the membership fee.
- 4 Membership may be refused in particular if the applicant's connection to the purpose of the association cannot be sufficiently proven or if the applicant pursues activities that are in direct conflict with the purpose of the Association (e.g. support of fossil fuels).

Art. 7 Membership fees

Members are obliged to pay the annual membership fees.

Art. 8 Members' voting rights

Each member has one vote. Members are only entitled to vote on condition that they have paid the membership fee due for the respective year.

Art. 9 Termination of membership

- 1 Resignation from the association is possible at any time, but must be declared at least three months before the end of the association year (see Art. 5). The resignation is to be made through a written notice submitted to the Executive Office.
- 2 In the event of resignation, the membership fees for the year of resignation remain due. Resigning members have no claim to the association's assets or the use thereof.

Art. 10 Expulsion of members and appeal

- 1 Members who do not comply with the duties of the association or who act in gross violation of the Articles of Association, resolutions or interests of the Association may be expelled by the Executive Board.
- 2 An expelled member has the right to lodge a written appeal against the expulsion within 30 calendar days. The appeal has no suspensive effect. The General Assembly shall make a final decision on the appeal by at least a 2/3 majority of those members present and entitled to vote.
- 3 In any case, the membership fees for the year of expulsion remain due. Expelled members have no claim to the association's assets or the use thereof.

Art. 11 Partnership and sponsorship

1 Members who support the association financially well in excess of the membership fees can be listed as partners of the association. The Executive Board defines the necessary conditions for this in accordance with Art. 22 and the partnership must be in accordance with Art. 28 regarding the association's funds.

2 Juridical and natural persons who wish to support the association financially without being members of the association may do so as sponsors. The Executive Board defines the necessary conditions for this in accordance with Art. 22 and the sponsorship must be in accordance with Art. 28 regarding the association's funds. Sponsors have access to the association's information and can participate in its activities. Sponsors have no voting rights.

III Bodies and responsibilities

Art. 12 Bodies

The bodies of the association are:

- the General Assembly
- the Executive Board
- the Executive Office
- the auditors (if required)

III-1 General Assembly

Art. 13 Ordinary General Assembly

1 The Ordinary General Assembly takes place once a year, at the latest 6 months after the end of the association year.

2 All members are invited to the Ordinary General Assembly.

3 The invitation with the agenda must be sent to the members in electronic form at least 20 calendar days before the Ordinary General Assembly.

4 No resolutions can be passed at the Ordinary General Assembly on business that is not on the agenda.

5 Members with voting rights may add items to the agenda by submitting motions. Their motions must be submitted to the Executive Board in electronic form at least 14 calendar days before the Ordinary General Assembly.

6 The final agenda is confirmed by the Executive Board and sent to the members in electronic form at least 7 calendar days before the Ordinary General Assembly.

Art. 14 Extraordinary General Assembly

1 Extraordinary General Assemblies are convened by the Executive Board or at the written request of at least 1/5 of the members entitled to vote.

2 All members are invited to the Extraordinary General Assembly.

3 The invitation to Extraordinary General Assemblies with the agenda must be sent to the members in electronic form at least 10 working days before the Extraordinary General Assembly.

4 No resolutions can be passed at the Extraordinary General Assembly on business that is not on the agenda.

5 Members with voting rights may add items to the agenda by submitting motions. Their motions must be submitted to the Executive Board in electronic form at least 7 working days before the Extraordinary General Assembly.

6 The final agenda is confirmed by the Executive Board and sent to the members in electronic form at least 4 working days before the Extraordinary General Assembly.

Art. 15 Resolutions of the Ordinary General Assembly and Extraordinary General Assembly

The General Assembly has a quorum regardless of the number of members present. The General Assembly is chaired by a member of the Executive Board.

The General Assembly is responsible for

- a) Approval of the minutes of the last General Assembly;
- b) Approval of the annual report and the annual financial statements;
- c) Acknowledgment of the budget;
- d) Determination of the annual membership fees;
- e) Discharge of the Executive Board;
- f) Election of the Executive Board members;
- g) Election of the Presidency;
- h) Election of the auditors (if required);
- i) Resolution on amendments to the Articles of Association;
- j) Resolution on motions of the Executive Board;
- k) Resolutions on motions from the Executive Office;
- l) Resolution on motions by members;
- m) Resolution on appeals against expulsions from the association;
- n) Resolution on the merger with other associations;
- o) Resolution on the dissolution of the association.

Art. 16 Resolution of the Ordinary and Extraordinary General Assembly

1 Resolutions of the General Assemblies are passed by a simple majority of the members with voting rights present.

2 In the event of a tie, the member of the Executive Board chairing the General Assembly has the casting vote.

3 Resolutions on amendments to the Articles of Association, appeals against expulsion from the association, resolution on the merger with other associations and the dissolution of the association can only be passed with a majority of at least 2/3 of the members with voting rights present.

4 Minutes are kept of all resolutions of the General Assembly.

Art. 17 Open voting

Voting is open unless at least 1/3 of the members present request a secret ballot.

III-2 Executive Board

Art. 18 Composition of the Executive Board

1 The Executive Board consists of a minimum of 3 and a maximum of 7 members. The General Assembly may temporarily increase the number. The members must be natural persons (i) with residence in Switzerland or (ii) a registered office/branch office in Switzerland.

2 The Executive Board works on a voluntary basis and is only entitled to compensation for its actual expenses and cash outlays. Appropriate compensation may be paid for special services rendered by individual members of the Executive Board.

Art. 19 Self-constitution

1 The Executive Board is self-constituting and may allocate tasks itself.

2 The Executive Board meets as often as business requires.

Art. 20 Authorization to sign

The Executive Board has joint signatory powers with two signatures and may grant other third parties signatory powers with two signatures.

Art. 21 Term of office

The term of office is 3 years. Executive Board members can be re-elected.

Art. 22 Powers of the Executive Board

1 The Executive Board:

- Prepares and conducts the General Assembly;
- Elects the Executive Office for a term of 3 years;
- Supervises the Executive Office;
- Has the right to veto the admission of members planned by the Executive Office;
- May exclude members in accordance with Art. 10;
- Approves the budget;
- Defines the conditions for partnerships and sponsorships
- May appoint an Advisory Board or other advisory bodies (these have no decision power)
- May decide on the association's membership in networks.

2 All other business in connection with the activities of the association that is not listed in these Articles of Association or assigned to other bodies of the association is the responsibility and decision-making authority of the Executive Board, which may delegate it to the Executive Office if necessary.

Art. 23 Resolution of the Executive Board

1 The Executive Board is only able to pass resolutions if at least half of the members of the Executive Board are present. The Executive Board passes resolutions by a simple majority of the members present. Minutes must be kept of the resolutions. In the event of a tie, the board member chairing the meeting has the casting vote.

2 Resolutions of the Executive Board may also be passed by way of written or electronic consent to a motion submitted, unless a member requests an oral discussion.

III-3 Executive Office

Art. 24 Responsibilities of the Executive Office

The Executive Office manages the day-to-day business of the association and carries out the tasks assigned to it by the other bodies of the association. It determines the use of the necessary measures and resources within the framework of the budget and the planning instruments. It works under the supervision of the Executive Board.

III-4 Auditors

Art. 25 Audit

If there is no need for an ordinary or limited audit, any audit may be dispensed with.

Art. 26 Auditors

1 The auditors shall audit the association's accounts, report to the General Assembly and propose the approval of the annual financial statements.

2 If required, the auditors are elected by the General Assembly for a period of 3 years and constitute themselves. Re-election is possible.

Art. 27 External auditors

1 In case the General Assembly appoints external auditors if required, they must have the qualifications required by law, in particular with regard to licensing and independence.

2 In case the General Assembly appoints external auditors if required, the auditors must submit a report on the association's accounts after the audit. The report shall inform the General Assembly in particular about the correct and proper accounting and the use of the association's funds in accordance with the purpose of the association.

IV Funds

Art. 28 Association funds

1 In order to pursue the purpose of the association, the association shall dispose of donations and income of all kinds. Exceptions are defined in paragraphs 2-3.

2 Contributions from third parties may be accepted if they are made under conditions that correspond to the purpose or the Articles of Association, its non-profit status or independence.

3 The maximum annual contribution of an individual member, partner or sponsor may generally not exceed 20% of the association's annual budget. This limit does not apply to subsidies or other funding from the public sector or charitable donors.

4 Possible surpluses may, in compliance with charitable requirements, be allocated in whole or in part to a reserve in order to be able to sustainably fulfill any charitable statutory purposes. The payment of surplus shares to members is excluded.

5 The General Assembly determines the annual membership fees to be paid by the members of the association (see Art. 15). The Executive Board shall submit at least one proposal to the General Assembly. In order to cover costs, these contributions must be in a fair proportion to the budget for activities and costs for the benefit of the association members.

6 The expenses for the financial compensation of the Executive Office and other external costs shall be financed from the association's funds in accordance with the budget approved by the Executive Board.

Art. 29 Liability

The association's liabilities are covered solely by its assets. The personal liability of members is excluded. Members are only obliged to pay the fixed annual membership fees.

V Other provisions

Art. 30 Dissolution of the association

1 The association may be dissolved with the consent of at least 2/3 of the members with voting rights present at the specially convened General Assembly. In the event of dissolution, the governing bodies shall remain in office until the last General Assembly.

2 If the association is dissolved with liquidation of the association's assets, the Executive Board shall carry out the liquidation and prepare a report and the final accounts for the attention of the General Assembly.

3 The funds remaining after the dissolution of the association shall be donated to a non-profit and tax-exempt institution domiciled in Switzerland with the same or a similar purpose. Distribution among the members is excluded.

Art. 31 Non-compete clause, confidentiality and integrity

1 Within the scope of the association's activities, members shall refrain from any unlawful behavior, commentary or exchange of information that constitutes a violation of laws relating to competition, professional secrecy, trade secrets, confidentiality agreements or patent and trademark law.

2 The activities of the association must not constitute competition with market participants.

3 The Executive Board guarantees that the income and assets of the association will not be used to offer, promise or grant an unjustified advantage to representatives of the public or private sector, one of its relatives or a third party, which constitutes an act of corruption, regardless of the form or amount.

Art. 32 Disputes

An attempt shall be made to reach a consensus on all disputes arising from the association relationship between the members and the association bodies or between the members themselves during the term of the association or its dissolution. If necessary, the courts of the canton in which the association has its registered seat shall have jurisdiction. Swiss law shall apply exclusively.

Art. 33 Translations of the Articles of Association

In the event of inconsistencies or conflicts between the German version and other language versions of the Articles of Association, the German version shall be deemed the original.

Art. 34 Entry into force of the Articles of Association

These Articles of Association were adopted at the founding meeting of the association on 19.02.2025 in Zurich and were changed on the Extraordinary General Assembly on 08.05.2025.

Zurich, 14.05.2025



Stephanie Bischof
Board Member



René Estermann
Board Member



Cyril Brunner
Board Member



Sophie Dres
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