

Statute Swiss Quantum Hub

January 22th, 2020

TITLE 1. – Name – Registered office – Purpose - Activities

1. Name

The Association called

Swiss Quantum Hub

has been hereby created.

The association is nonpartisan and apolitical, with unlimited duration and no-profit, regulated under Part one, Title two, Chapter II of the Swiss Civil Code and by the present Charter.

2. Registered office

The association's registered office is established at:

EPFL Innovation Park, Bâtiment C, 1015 Lausanne, Switzerland

The Board of Directors has the right to move the association's registered office to any place deemed suitable for the pursuit of social goals..

3. Purpose

Swiss Quantum Hub, aka SQH, (hereinafter "Association") pursues the development of quantum technologies, products and services in Switzerland and worldwide.

Duties of the Association are the promotion of quantum-related topics and coordination of universities, labs, startups, corporates, investment funds and business angels in this subject matter.

The Association holds and protects the name and the brand "Swiss Quantum Hub» and its derivatives, like "SQH", "Swiss Quantum Computing Garage", "SQCG" "Swiss Quantum Academy", "SQA", "Swiss Quantum Investor Club" and "SQIC".

4. Activities

The Association promotes several activities to achieve its goals, in particular but not limited to:

- it realizes the potential of quantum computing and quantum technology, by bringing together the global community of labs, startups and corporates building the quantum hardware (computers, simulators, sensors, core technologies), the quantum software (stacks, development tools, algorithms) and the subject matter experts;
- it performs market researches and technology assessments;

- it animates this community (events, seminars, debates, study trips, foreign speakers in residence, publications, annual reports, workgroups);
- it coordinates the production of papers, whitepapers, reports, studies, manuals and tutorials related to this matter;
- it promotes the diffusion of quantum knowledge and awareness through the organization or participation in conferences, lectures, debates, seminars;
- it coordinates the publishing activities: publication of bulletins, newsletters, blogs, forums, conference proceedings, seminars, as well as studies and research, dissemination materials in general;
- it assists Quantum startups and labs spinoffs (technology and IP assessment, business development consulting, fundraising assistance, international development);
- it animates a club of enthusiasts and business angels interested by investing in quantum companies public or private equity;
- it coordinates the activities of building-up business cases, use cases, proofs of principle and proofs of concept in quantum computing and quantum security.

The Association can join industry organizations that promote quantum business or quantum technology.

5. Intellectual Property

All materials (software and documentation) controlled by the Association are strictly the property of the Member(s) who created them. The Association has no goal to create any own intellectual property except regarding its brands.

As part of any collaboration with Third Party, intellectual property will be handled on a case-by-case basis, with the following basic governing principles:

- Background IP will remain the property of the Third Party or Member which owns it, though licensing arrangements may be entered into as part of any project;
- The ownership of Foreground IP may be varied to take into account the contributions of Member(s) and Third Party to the project;
- License conditions for Foreground IP would be anticipated to allow both Parties to develop opportunities arising from its development;
- License agreements will be developed with the aim of minimizing the costs or complications arising.

TITLE 2. – Membership

6. Member Categories

The Association is open to individuals, corporates, universities, governments, agencies, variously organized groups who actively contribute to the achievement of the institutional goals and adhere to this Statute.

The members are divided into the following categories:

- **Founder:** shareholders who were the initiators of the project Swiss Quantum Hub and those who have participated in the founding of the Association as listed in the act of creation. The qualification of “founding member” is an irrevocable honorary title.
- **Partner :** shareholders who are committed to contribute to the development to the promotion and dissemination of the project. They have skills and resources useful to the project objectives; participate actively and continuously in project activities using their own resources in the strategic and operational activities; sign a “partnership agreement”.
- **Member:** shareholders who are committed to contributing to the development, promotion and dissemination of the project. The member partners are divided according to their contribution to the Association, according to increasing levels of involvement / membership. The levels of members, the involvement and participation required are established by the Board.

At the time of the constitution of the association the founding members which are not individuals are qualified as partner members.

Membership in the Association is public; the list of members is publicly available and will be disseminated through the official organs of the association, it will be updated periodically by the date of the shareholders’ ordinary meeting.

All the shareholders must contribute to the achievement of the aims with the economic and / or material contributions determined annually by the Board. The contribution may be, for example: economic (annual fee), materials (tools), or ability to work. The Board of Directors each year sets the objectives and modalities of participation for each partner category.

A member who does not contribute to the Association as determined, is considered expelled unless serious and motivated impediments be recognized and approved by the Board. The member’s expulsion is ratified by the Board.

The membership fee is not transferable except for transfers due to death and is not subject to revaluation.

7. Admission

Admission of members as “Member” is decided, at the request of the applicant, by any Director of the Board of Directors. Against the refusal of admission it is allowed to appeal to the General Assembly of shareholders.

Admission to “Partner” is decided, at the request of the applicant, by the Board of Directors, with a 2/3 majority of votes.

8. Revocation

All members are required to comply with the provisions of this statute, the rules and the decisions taken by the competent bodies. For diverging behavior which is prejudicial to the purposes and assets of the Association, the Board will have to intervene and may impose the following sanctions: recall, warning, expulsion.

The expelled member may appeal in writing to the General Assembly against the decision within thirty days.

Partner membership status may be revoked by the Board of Director with an unanimous vote, excluding the shareholder.

9. Resignation

A member may withdraw from participating in the association at any time by notifying its intention to the Board of Directors, subject to any obligations.

10. Voting

All the Partners and the Members of age are entitled to vote to approve and amend the Charter and the regulations and for the appointment of governing bodies. The right to vote cannot be excluded even in case of temporary participation in community life.

Legal persons may vote through a delegate appointed by the legal representative.

TITLE 3. – Assets and Organization

11. Financial Resources

The association's financial resources consist of:

- ownership of the trademark, logo and brands;
- property, real estate and furniture;
- contributions;
- donations, grants and bequests;
- refunds;
- marginal commercial and productive activities;
- all other types of revenue.

The contributions of the members shall be the annual membership fees, established by the Board, and any extraordinary contribution established by the Assembly, which determines the amount.

Donations in cash, donations, and legacies, are accepted by the Board of Directors, which decides on the use of them, in harmony with the statutory purposes of the Association.

The Association can promote fundraisings to finance activities and for the implementation of the statutory purposes.

It is forbidden to distribute, even indirectly, profits or operating surpluses as well as funds, reserves or capital during the life of the Association, unless the use or distribution is required by law.

12. Budget

The fiscal year begins on January 1 and ends on December 31 of each year.

The Board of Directors must draw up the budget and the final balance.

The budget and balance sheet must be approved by shareholders' ordinary meeting each year by April.

The final balance must be deposited at the headquarters of the Association within 15 days prior to the session to be consulted by each member. The budgets must be available for consultation also in electronic format.

13. Bodies

The bodies are:

- the General Assembly,
- the Board of Directors,
- the Advisory Board
- the President.

14. Voting

The General Assembly aimed to ensure the proper management of the Association and it consists of all the members, each of whom is entitled to vote according to their qualifications:

Founding Member: 10 votes

Partner Member: 3 votes

Regular Member: 1 vote

The assembly is convened at least once a year in ordinary session and in extraordinary session when necessary or requested by the Board or by at least one tenth of the members.

The first call of the shareholders' ordinary meeting is valid if there is a majority of members, and shall be effective with the majority of votes; on second call the validity is irrespective of the number of present members.

The extraordinary assembly deliberates in first convocation with the presence and the favorable vote of the majority of members; on second call the validity is irrespective of the number of present members.

The summons must be made with public notice on the official organs of the Association at least 15 days prior to the date.

Resolutions of the shareholders' assemblies must be made public by publication on the official organs of the association of the relevant minutes.

Any member may be represented at the meeting by a delegate who is member in turn. Each member can have a maximum of three proxies.

15. Meeting Locations and Communications

The places for the meetings of the shareholders, of the Board of Directors and of any governing body of the Association can be: the registered office of the Association, any place considered appropriate to encourage participation, a "digital virtual room" which allows the remote participation, in this case more associated may be present in a connection point.

Communications between the Association and its members and among the members should preferably take place via digital instruments (corporate website, email, newsletter).

16. General Assembly

The General Assembly has the following duties:

- to elect the Board of Directors and the external Auditor(s) in any;
- approve the budget and final accounts;
- approve the rules.

The extraordinary general meeting resolves on amendments to the Statute and the possible dissolution of the Association.

At the opening of each session, the assembly shall elect a chairman and a secretary who will sign the final report.

17. Board of Directors

The Board of Directors consists of 3 to 7 members, depending on the number of members elected by the Assembly a majority among the candidates. The list of candidates is expressed by the assembly of Partner members.

The number of members of the Board is determined by the shareholders at the time of renewal in relation to the total number of members.

The Board has a quorum of 2 present members.

The members of the Board carry out their activities for free and remain in office for three years. The Board of Directors may be dismissed by the Assembly with a 3/4 majority of votes.

18. Governance and Management

The Board of Directors is the governing and management body of the Association. It meets as request by the President and is convened by:

- the President;
- at least two of the components, on a reasoned request;
- a motivated and written request by at least the 30% of members.

The Board of Directors has all the powers of ordinary and extraordinary administration.

The Board of Directors appoints the President a majority among its members.

In the ordinary administration its tasks are:

- to prepare the documents to be submitted to the Assembly;
- to formalize the proposals for the management of the Association;
- to draw up the final accounts, which must contain the individual expenditures and revenues for the period of one year;
- to draw up the budget, which must contain, divided into individual items, the estimates of expenditure and revenue relating to the exercise of next year;
- to determine the amounts of the annual fees and of the activities of the various categories of members;
- to guide and coordinate the development of the Association

For each meeting a report must be drawn to be published on the Association's official organs.

In order to carry out its functions the Board of Directors can choose collaborators both among Members or external to the Association.

Collaborations with the Board of Directors are exercised for free by the Members.

19. Advisory Board

The Advisory Board is the advisory body of the Association.

The Advisory Board is appointed and dismissed by the Board of Directors according to the rules.

The Advisory Board consists of the heads of the sectors of interest for the development and pursuit of the aims of the Association.

The Advisory Board meets in plenary session at least once a year.

Collaborations to the Advisory Board are exercised for free.

20. President

The President remains in office for three years and is the legal representative of the Association in all respects.

He convenes and presides over the Board of Directors, signs all the administrative acts performed by the Association; can open and close bank accounts and postal accounts and proceed to collections.

He gives special powers to members for the management of various activities, with the approval of the Board of Directors.

21. Auditor

A external legal Auditor may be enlisted by the Board of Directors.

It checks annually the formal and substantial regularity of accounting, and draw up a special report to be attached to the budget and final accounts.

22. Dissolution

The dissolution of the Association is approved by the extraordinary assembly. The institution's remaining assets must be donated to organizations with similar purposes or for public purposes, after consultation with the legal public tax body.

23. Member Expenditures

All elected offices are for free.

Members are eligible only for reimbursement of miscellaneous expenses regularly documented and approved by the Board.

24. Other Legal Matters

Matters not covered by this Statute are subject to the applicable legal regulations regarding Swiss laws. The '*for judiciaire*' is the jurisdiction of Lausanne, Canton of Vaud, Switzerland.