

1bank4all founding association founding association for an innovative, social bank according to article 60 ff. of the Swiss civil code

Legal entity, Purpose, Location

Art.1

The name “1bank4all Gründungsverein” refers to a not for profit organization with reference to the following constitution and to Article 60 ff. of the Swiss Civil Code.

Art.2

The following points describe the purpose of the association

- Founding of a bank in Switzerland with subsidiaries
- Undertake promotional activities to attract supporters and shareholders
- Development of a highly performant Information Technology platform for the bank
- Raising the necessary equity amount of 10 Million Swiss Francs

Art.3

The headquarters of the association are located at Oberwilerstr. 35., CH-4054 Basel

Organisation

Art.4

The main organs of the association are:

- The General Assembly;
- The Board, including an executive committee as required, which manages the business activities of the association;
- The Audit committee;

Art.5

The funds of the association consist of ordinary and extraordinary membership fees, donations or legacies, and proceeds from the association’s activities.

The fiscal year begins on the 1st of January and ends on the 31st of December. The liabilities of the association will be limited to the association’s assets. There will be no liabilities undertaken personally by the association’s members.

Membership

Art. 6

Membership is open to all legal entities and individuals, who have an interest in achieving the purpose mentioned above in Art.2. Depending on the available funds, the association considers to publish a newsletter that will be distributed to members as well as interested 3rd parties.

Art.7

The association consists of legal entities and individuals (minimum age 18 years). The board defines member categories, their fees and advantages, these shall take effect 30 days after announcement.

Art. 8

Membership applications should be directed to the board. The board takes decisions regarding the admission of new members and informs the general assembly of these decisions.

Art. 9

Membership expires under the following conditions:

- a) Withdrawal by the member - The membership fees for the current year must be paid in full and paid fees will not be reimbursed.
- b) Expulsion due to "Serious reasons". The board is responsible for taking decisions regarding expulsion. The person being expelled may file a complaint against this decision with the general assembly. Repeated failure (after 2 notices) to pay membership fees will result in expulsion of the member from the association.

General Assembly

Art.10

The general assembly is the supreme organ of the association, and consists of all members of the association.

Art.11

The General Assembly is responsible for the following tasks:

- The adoption and amendment of the constitution;
- Election of members to the board of directors and the auditing committee;
- Determining the orientation of work activities and management of the association's activities;
- Approval of reports, financial statements and budget decisions;
- Decisions regarding the discharging of members of the board and auditing committee;
- Determining the membership fees for individual and group members;
- Commenting on other projects/issues on the agenda;

The General Assembly may comment on, or may be asked to comment on, any issue that it has not delegated to another organ.

Art. 12

The General Assembly will be asked to convene by the board of directors with a minimum of 20 days advance notice. If necessary, the board may call an extraordinary session.

Art. 13

The General Assembly will be led by the President of the board or by another board member.

Art. 14

Decisions of the General Assembly will be taken by vote, and decided by a simple majority of those present. In case of a tie vote, the deciding vote will be taken by the chairman.

Students, apprentices, individuals and high income individuals have one vote. Couples and families have two votes. Small organisations have three votes, medium-size organisations have four votes and large organizations five votes.

Amendments to the constitution as well as the decision to dissolve the association require a quorum of 75% of all members present.

Art.15

Voting will take place by a show of hands. Upon request by a minimum of 5 members, a secret ballot may be used.

Absent members may cast their vote by proxy using a representative. Representatives may cast proxy votes for a maximum of three other members.

Art. 16

The General Assembly shall be held at least once per year, and is convened by the board. All duly convened meetings of the General Assembly constitute a quorum, providing, a minimum of 10 members participate.

Art. 17

The agenda of the annual (read ordinary) General Assembly includes:

- Report from the board about the association's activities in the past year;
- Exchange or decisions concerning the future development of the association;
- Report from the treasurer and the auditing committee;
- Election of board members and members of the auditing committee;
- Miscellaneous;

Art. 18

The board must include in the agenda any suggested topic coming from a member, provided it is received in written form a minimum of 10 days before the general assembly (ordinary or extraordinary).

Art. 19

An extraordinary General Assembly may be convened either by the board or by at least a fifth of the association members.

Board of Directors

Art. 20

The board is responsible for the execution and implementation of decisions taken by the General Assembly. The board manages the association, and takes all measures necessary to achieve the purpose of the association.

Art. 21

The board consists of a minimum of three association members, who are elected by the General Assembly for a period of one year. Board members may be re-elected. The board meets as often as the ongoing activities of the association require.

Art. 22

The board creates a set of regulations, which govern the rights and obligations of board members.

Art. 23

The responsibilities of the board are:

- Take the necessary measures to achieve the purpose and goals of the association;
- Convene ordinary and extraordinary sessions of the General Assembly;
- Take decisions regarding the admission, resignation and any possible expulsion of association members;
- Ensure compliance with the constitution, create regulations and manage the assets of the association.

Art. 24

The board is responsible for the financial accounting of the association.

Art. 25

The board is responsible for the hiring (and dismissal) of the association's paid and voluntary workers. Time-limited contracts may be delegated to an association member or outsourced to a 3rd party.

Auditing committee

Art. 26

The auditing committee reviews the association's accounting and presents their report to the General Assembly. The committee consists of two auditors elected by the General Assembly.

Dissolution

Art. 27

The orderly dissolution of the association will take place upon fulfillment of its purpose and will take place on 31.12. following the founding of the bank. All assets and liabilities will be transferred to the Bank. The extraordinary dissolution of the association can be decided on by the General Assembly and requires a majority 75% of members present. All assets should be transferred to a nonprofit organization. In this case the board shall submit three proposals to be voted on.

This constitution has been approved by the Founding association on 15.08.2015 in Basel and have been revised by the General Assemblies on 18.03.2016 and 30.10.2016.

On behalf of the association

The President



Christian Heyner

The Secretary



Dani Balzer

Please note: This constitution is a translated version of the original constitution in German. In case of doubt, the German version shall apply!