

Statutes

of the Association

Catallaxy Institute

based in 7500 St. Moritz

*(This document is a translation from German. It is for information purposes only.
The German original is the only legally binding version of the statutes.)*

1. Name and Registered Office

Under the name Catallaxy Institute exists an association according to Art. 60 ff. of the Swiss Civil Code (ZGB) with a registered office in St. Moritz.

2. Purpose

The association promotes the principles and values of classical liberalism.

3. Financing

The association is financed by:

- Membership fees
- Donations, legacies and endowments
- Sponsor and advertisement revenues
- Revenues from sale of goods and services
- Revenues from events

The financial year ends on the 31 December.

4. Members

4.1 Membership Types

Physical and legal persons can become members of the association. Legal persons can only be affiliated as sustaining members. Sustaining members are not entitled to the association's equipment and do not participate in the decisions on the association's activities.

4.2 Admission and Exit of Members

- a) Following a written application, membership is gained by the board's decision. Written applications can be submitted at any time.
- b) The Board, as well as any other institution of the association, can refuse membership without stating the reasons. The applicant, as well as any member of the association, can appeal against such decision. The Board informs the general assembly that a membership was refused and that appeal was presented. The general assembly has the final decision power.
- c) Membership ends upon leaving, exclusion or death. In addition, legal persons lose membership also upon losing their legal identity. Leaving is only possible at the end of the month, and requires a written declaration addressed to the Board respecting a four weeks notice period.
- d) Membership fees are not reimbursed.

4.3 Expulsion of Members

- a) A member can be expelled provisionally by the Board, if he or she acts, despite a warning, contrary to the association's aims or whether ignores the situation. The member is entitled to make a statement before the decision of expelling him or her is taken.
- b) Against a decision to expel a member, an appeal can be made within four weeks since the date of communication of this decision. In this case, the final decision is taken by the general assembly. The expelled member has to be given the chance to comment on the expulsion in written or orally.
- c) During the provisional exclusion the rights of the expelled member are suspended.
- d) If a member, despite a warning, falls short of paying his fees for twelve months, the board can expel it with immediate effect.

4.4 Membership Fees

The membership fees are fixed by the general assembly. The maximum membership fee is CHF 500.--.

The board can decide whether to relieve a member from the liability to contribute fees.

The Minimum duration of membership is one year; fees have to be paid in advance.

Members who act as volunteers are freed from paying a membership fee.

5. Institution of the Association

5.1 Board

- a) The Board consists of two main positions, the President and the Vice President. The Board acts on a voluntary basis and it is in charge for one year.
- b) If a member of the Board resigns or retires, a successor is elected. If within one year no successor can be found, the association is to be dissolved.
- c) The board decides on the association's affairs, as long as they do not require a resolution made by the general assembly. It executes the resolutions made by the general assembly.
- d) The board represents the association vis-à-vis third parties. Each of the board member's has the right to give legally binding signatures.
- e) The board can make resolutions at meetings or remotely via electronic mail or other means of communication.
- f) A decision is valid if the majority of attendees agree to it or, in case the resolution is taken remotely, if a simple majority is obtained. In case of an equality of votes, the vote of the President counts twice.
- g) The association is judicially and extrajudicially represented by the President.
- h) Through a resolution the board can employ a full-time executive secretary that leads the daily business of the association.

- i) The board elects a president from its members. The term is one year. Reelection is admissible.

5.2 General Assembly

- a) The general assembly is constituted by all members. Sustaining members have the right to participate and speak at the general assembly. Sustaining members do not have an active or passive voting right. All other members of the association have an active and passive voting right and one vote each.
- b) The general assembly takes place annually. The board calls for a general assembly by announcing its agenda. The announcement can be made in writing or electronically with one month notice starting on the day after dispatching the announcement, whereas the date of the postmark or, in case of electronic transmission, the date of dispatch applies. The invitation letter is considered to be delivered to a member if it is addressed to the most recent address that was provided by the member to the association or if it is addressed to the most recent e-mail address that was entered by the member in its profile.
- c) An extraordinary general assembly has to be called for, if the association's interests require it. An extraordinary meeting can be initiated if a fifth of all members express' this demand to the board in a statement of the agenda for the meeting. In this case the board has eight weeks to call for the extraordinary general assembly. Extraordinary general assemblies can be held electronically.
- d) Every general assembly that was correctly called for, is competent to make resolutions independently of the number of members that is present. If at least 10% of the attendees request secret votes, these are carried out. Resolutions on statutes, change of statutes and dissolution of the association require a two third majority; all other affairs require a simple majority of all attendees.
- e) Members proposing motions to the general assembly have to do it in writing to the board, fourteen calendar days before the day of the general assembly.
- f) The board has to notify the motions presented to all members seven calendar days before the general assembly.
- g) The general assembly is the supreme institution of the association and therefore responsible for all affairs, unless these affairs are directed to other institutions of the association as laid out in the statutes.

In particular, the general assembly is responsible for:

- Fixing the membership fees
- Affairs of the association
- Participation/investment in businesses
- Taking credits from one Swiss Frank onwards
- Approval of the annual report
- Reelection and resignation of board members
- Expulsion of members
- Change of statutes
- Dissolution of the board
- Dissolution of the association

5.3 Supervision

The general assembly can appoint one or more auditors. The auditors shall audit the annual statement and all accounts that are subordinated to the association.

6. Miscellaneous

6.1 Dissolution of the association

If an asset surplus is left after the dissolution of the association, it is donated to a charitable organization. If the association is immediately replaced by an association with a comparable goal, all funds are completely transferred to this association.

If after a general assembly the board cannot be filled according to the statutes or if the association is bankrupt, the association is dissolved without calling a general assembly.

6.2. Liability

Only the assets of the association are liable for the association's liabilities. Personal liability of the members is excluded.

6.3 Protocol

All negotiations and resolutions of the association's institutions are recorded. This is done by the keeper of the minutes. If the keeper of the minutes is not present, the board nominates a replacement from their own ranks. The protocols are available to the members.

6.4 Ending- and transitory provisions

These statutes were accepted by the inaugural meeting on 10. March 2009 and therefore immediately come into effect.

St. Moritz, 10. March 2009

The President

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Giovanni Birindelli

The keeper of the minutes

.....
Alexander Wulf