

Articles of Association

Article 1: Name and Registered Office

1. Under the name:
“Drone Industry Association Switzerland”, “DIAS”,
“Schweizerische Drohnenindustrie Vereinigung”,
“Association Suisse de l’Industrie du Drone”,
“Associazione Svizzera dell’Industria del Drone”

exists a non-profit making association (Verein) in the meaning of articles 60 to 79 of the Swiss Civil Code. This Association is an independent legal entity with legal capacity. It is governed by Swiss law exclusively. Its duration is unlimited;

2. This Association is governed by the Articles of Association and alternatively by the law;
3. The Association is domiciled in Zurich, Switzerland;
4. The Association is registered with the Swiss Commercial Register;
5. The official language of the Association is English.

Article 2: Purpose

The purpose of the Association is to:

1. Embrace the use and acceptance of drones (aka Unmanned Aerial Systems);
2. Represent, support, defend and promote Swiss drone companies, specifically with a focus on export;
3. Engage with other associations and groups facing similar challenges;
4. The Association may engage in all activities and take all actions necessary and appropriate to carry out the above objectives.

Article 3: Membership

1. Full members of the Association (“Full Member”) can be natural or legal persons engaged in the fields of creating drone-related products or services exported from Switzerland.
2. Associate members of the Association (“Associate Member”) can be natural or legal persons engaged in the fields of drone-related academic research in Switzerland. They shall have no right to vote or to take part in elections. They shall not be entitled to be on the Board. They shall be entitled to join working groups, committees or sub-committees by invitation of the chairman, unless stated otherwise in the Article of Association.

Article 4: Membership Fees

1. Each Full Member must pay a yearly membership fee. The membership fee will be limited to CHF 300.00 (i.e. CHF 25.00 per month);
2. Each Associate Member must pay a yearly membership fee. The membership fee will be limited to CHF 300.00 (i.e. CHF 25.00 per month);
3. The Membership year runs from January 1st to December 31st. New Members shall pay the annual fee on a monthly pro-rata basis until the end of the current year, starting on the month when their Membership has been approved as provided for in Article 5 para;
4. If a Membership is approved between July and December, new Members shall pay the annual fee on a monthly pro-rata basis until the end of the following year;
5. Membership fees will be due on demand for payment and shall be paid within 30 days;
6. Members that join a working group can decide to create additional fees to fund their activities (i.e. project-based budgeting).

Article 5: Beginning and End of Membership

1. Membership commences upon appointment by the Board Article 15 para. (2);
2. Membership ceases on the date on which a member resigns, or is removed, from his or her functions as provided for in Article 15 para. (3);
3. Full Members and Associate Members may resign from the Association at any time by notifying the secretariat in writing. Resigning members have no rights against the assets of the Association.

Article 6: Resources

The Association derives its resources from:

1. Fees and contributions provided by the Full Members and Associate Members;
2. Donations, grants, and other payments;
3. Its assets and any other resources authorized by the law, such as the exercise of a small commercial industry.

Article 7: Liability

The Association's financial obligations can be satisfied only from its assets. The Full Members and Associate Members of the Association shall not be personally liable for the obligations or debts of the Association.

Article 8: Corporate Bodies

The corporate bodies of the Association are:

1. The General Assembly;
2. The Board.

The General Assembly

Article 9: Constitution

The General Assembly consists of the Members of the Association.

Article 10: Powers

The General Assembly is the supreme power of the Association. It shall have the following powers:

1. to adopt and amend the Articles of Association;
2. to elect and dismiss members of the Board;
3. to elect from within the Board, and dismiss the President, Treasurer and Vice President;
4. to approve the annual report pursuant and the accounts of the Association;
5. to adopt, after approval of the annual report, resolutions discharging the members of the Board from all liabilities;
6. to pass resolutions on matters which are by law or by the Articles of Association reserved to the General Assembly or validly submitted to it by the Board;
7. All residual competences are attributed to the General Assembly.

Article 11: Meetings of the General Assembly

1. The General Assembly will take place upon invitation by the President of the Association, or by the request of at least 20% of the Full Members. The notice shall state the place and time of the meeting, the items of the agenda as well as the motions for consideration, if any. Meetings must be called at least thirty days in advance. Full Members may attend meetings in person, by telephone conference call or any other digital equipment;
2. A quorum for meetings of the General Assembly shall be established by the participation or representation in the meeting of at least the absolute majority of all Full Members;
3. If a quorum is not present, the meeting shall be adjourned and no other business may be conducted. The Board shall immediately convene a new General Assembly within five to thirty days. The quorum shall then be established by the participation or representation in the meeting of at least one fourth of all Members;
4. No later than thirty days prior to the day of the ordinary General Assembly, the Board's annual report shall be made available to the Full Members for inspection at the registered office of the Association. Each Full Member may request a copy of such documents to be sent to him or her without delay. Reference thereto is to be made in the notice calling the General Assembly;

5. If no objection is raised, and provided all the Full Members are informed, the Full Members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the absolute majority of all Full Members is present in person or by telephone conference call or any other digital equipment, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting;
6. The General Assembly will be chaired by the President or, in the case of his inability, another Member from the Board attending the General Assembly (the "Chairperson").

Article 12: Voting Right

Each Full Member has one vote at the General Assembly. A Full Member can be represented at a General Assembly by another Full Member. The request must be made in writing and sent to the secretariat on paper or electronically before the General Assembly.

Article 13: Resolutions

1. Unless provided otherwise by mandatory provisions of the law or by the Articles of Association, resolutions shall be passed, and elections shall be made by the absolute majority of all votes represented at the General Assembly;
2. The Chairperson of the meeting will have the casting vote.

Board

Article 14: Election Term

1. The Board will be composed of three to seven representatives of Full Members.
2. The Association's President and Vice-President are optional positions, while Treasurer is a mandatory position, must be Full Members of the Association;
3. The Board makes decisions by simple majority, whereas every Full Member has a single vote (in other words if there are more than one representatives of Full Members in the board, they shall have only one vote).
4. In case of an even number of votes the President's vote will break the tie.
5. If no President is elected, the Board must be composed of a number of Members representing an odd number of votes.
6. Each member of the Board shall serve for a one-year term following his/her election, such term ending on the day of the respective ordinary General Assembly;
7. Members of the Board may be re-elected;

8. The members of the Board act voluntarily and will not receive a compensation for such voluntary office. They will be reimbursed for any out-of-pocket expenses reasonably incurred, however.

Article 15: Powers

The Board shall perform, inter alia, the following functions:

1. Develop an annual program and budget for the consideration and approval of the General Assembly;
2. Appoint new Full Members and Associate Members;
3. Exclude Full Members and Associate Members;
4. Perform any management decisions not directly handled by the Secretary General;
5. Review and supervise financial statements submitted by the Secretary General;
6. Establish, adopt and amend of the Association's organisational rules;
7. Establish and dissolve working groups and other bodies.

Article 16: Exclusion

1. Members shall not be revoked by the Board other than for just cause such as failure to pay their membership fees in time;
2. Excluded Members may, within 20 days of announcement of the exclusion, appeal to the General Assembly by registered letter addressed to the Secretary General;
3. Members leaving the Association or who are excluded from it, lose all rights to the assets of the Association in the meaning of article 73 of the Swiss Civil Code.

Article 17: Secretary General

1. The Board may employ a Secretary General who does not need to be a member of the Association, to be in charge of the daily management of the Association;
2. The Secretary General, in consultation with the Board, and in line with the approved program and budget of the Association, may hire secretariat staff to assist him/her in fulfilling the mission of the Association;
3. The Secretary General shall administer the affairs of the Association and represent the Association vis-à-vis third parties in accordance with organizational rules and policies established in consultation with the Board, with reserve to Art. 19;
4. The Secretary General shall have the right to be present, without vote, at all meetings of the General Assembly and Board.

Article 18: Administrative Procedures

1. The Board shall make an annual report on its activities and those of the Association;

2. The members of the Board may adopt procedures to implement internal administrative functions of the Association.

Article 19: Powers of Representation

The Association is legally bound by the collective signature of two board member that are Representative of two separate Full Members.

Article 20: Financial Year

The accounts of the Association will be established on December 31 each year, and for the first time on 31 December 2018.

Article 21: Dissolution and Liquidation

1. The Association will be dissolved:
 - a. by vote of the Full Members according to Article 13;
 - b. in the circumstances provided for by the law.
2. In case of dissolution of the Association, the Board must proceed to its liquidation. The Board shall distribute the assets of the Association to one or more non-profit organizations engaged in activities related to its Purpose or to the humanitarian use of drones.

Article 22: Entry into Force

The members have adopted the present Articles of Association at their ordinary General Assembly of 29 April 2021. The present Articles of Association have entered into force immediately.