



Scientific Blockchain Alliance e.V.

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The German original is the sole legally binding version; in case of any discrepancies, the German text shall prevail.

Articles of Association

(as at 6 March 2025)

§ 1 Name, Registered Office, Financial Year

- (1) The association bears the name "Scientific Blockchain Alliance e.V."; it is entered in the register of associations maintained by the Munich Local Court.
- (2) The registered office of the association is Munich.
- (3) The financial year is the calendar year.

§ 2 Purpose of the Association

- (1) The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code.
- (2) The purpose of the association is to promote science and research through blockchain technology.
- (3) The purpose set out in the Articles of Association is realised in particular through
 - networking international scientific organisations in the field of blockchain technology;
 - the organisation of specialist conferences and the publication of specialist publications;
 - establishing and strengthening international contacts;
 - the exchange of experience between academia, business, technology, administration and the judiciary.
- (4) The association operates on a non-profit basis; it does not primarily pursue commercial objectives.
- (5) The association's funds may only be used for purposes in accordance with the Articles of Association. Members shall not receive any payments from the association's funds.
- (6) No person may be favoured by expenditure unrelated to the association's purpose or by disproportionately high remuneration.

§ 3 Members

- (1) The following may be admitted as members of the Association:
 - a) scientific organisations with legal capacity that are primarily financed by public funds;
 - b) natural persons who are members of a scientific organisation or represent it, provided that the scientific organisation itself, or one of its members, or a person representing it, is not already a member.

If a scientific organisation joins as a member, any member previously admitted under subparagraph (b) who has a corresponding connection to that scientific organisation shall resign from the Association.

- (2) The Association may disclose to members the contact details of other members that have been provided to it (in particular in the form of a membership directory) for the purpose of fulfilling the objectives set out in the Articles of Association.

§ 4 Commencement and termination of membership

- (1) An application for membership of the Association is made by sending an application form to the Association.
- (2) The association's members shall decide on the admission of new members.
- (3) Members shall support the Association in the realisation of its purpose, in particular by:
 - participating in the advisory committees;
 - taking part in votes on the admission of new members.
- (4) Membership shall cease upon resignation or expulsion, as well as upon death, dissolution as a legal entity, or loss of legal capacity.
- (5) Resignation may only be declared with effect from the end of a calendar year. The intention to resign must be communicated to the Executive Committee.
- (6) The association may expel a member if they grossly breach their duties and obligations towards the association or its objectives. The expulsion of a member is decided by a vote of the association's members.
- (7) The amount and due date of the annual membership fee are determined by a resolution of the general meeting. In justified individual cases, the executive committee may decide to reduce the annual membership fee payable by the member. If the reason ceases to apply, the member must pay the standard annual membership fee.
- (8) A member who is in arrears with payment obligations despite two written or email reminders may be removed from the membership list by resolution of the Executive Committee. This may only be decided once two months have elapsed since the second reminder was sent and the consequence of expulsion was threatened in that reminder. The Executive Committee's decision shall be communicated to the member.
- (9) If more than 50% of the votes cast are in favour of expulsion, the membership of the member concerned shall be suspended at the end of the vote and shall terminate one month after the conclusion of the vote, unless the member requests a decision by the General Meeting.

§ 5 Governing Bodies

- (1) The bodies of the Association are:
 - a) the General Meeting (§ 6);
 - b) the Executive Committee (§ 7);
 - c) the Senate (§ 8);
 - d) the Advisory Board (Section 9).

- (2) All activities of the governing bodies are carried out on a voluntary basis. Members may belong to more than one governing body.
- (3) Meetings of the bodies may also be held virtually or in a hybrid format, i.e. in a manner where all or some participants are not physically present, provided that participants identify themselves sufficiently securely in accordance with the medium and the body, and provided that it is possible to participate in the meeting from any location via a two-way audio and video connection in real time. In such cases, all participants must be able to speak and take part in decision-making or elections. Alternatively, however, it is also sufficient if there is an opportunity to participate in the meeting from any location via a real-time audio and video connection, whereby the individual member can only follow the proceedings of the meeting but is otherwise enabled to speak during the meeting and to participate in decision-making or elections. Resolutions must be adopted through a sufficiently documented and secure procedure; voting in elections must also be conducted in this manner. The chair of the meeting may set appropriate time limits during the meeting for the submission of requests to speak (questions and motions).
- (4) Between its meetings, a body may also pass resolutions in writing by a circular resolution procedure, provided that all its members are given the opportunity to comment. The written procedure may be replaced by a sufficiently documented electronic procedure.

§ 6 General Meeting

- (1) The General Meeting is the supreme body of the Association. It decides on
 - the election, dismissal and discharge of the Executive Committee, the Senate and the auditors;
 - the annual reports and statements of accounts of the Executive Committee, the Senate, the advisory committees and the auditors;
 - Proposals from the advisory committees;
 - Amendments to the Articles of Association;
 - the dissolution of the association;
 - all matters on which the decision is assigned to you by law, the Articles of Association or a resolution of the Executive Committee.
- (2) The ordinary general meeting shall take place at least every two years. The executive committee may convene extraordinary general meetings. It must do so if requested in writing or by email by 20% of the members, stating the agenda. An extraordinary general meeting must also be convened if the executive committee resigns.
- (3) General meetings shall be convened by the Executive Committee, who shall publish the provisional agenda. The meeting shall be convened electronically by email (to the email address provided by the member to the Association) or via another electronic communication service (e.g. a messaging service). The notice period is one month; it begins upon dispatch of the invitation.

- (4) Any member may propose amendments or additions to the agenda in writing or by email no later than two weeks before the meeting. Such proposals require the approval of the Executive Committee or the General Meeting.
- (5) The General Meeting shall be chaired by the Chair of the Executive Committee, or alternatively by a Deputy Chair of the Executive Committee or another member of the Executive Committee. The meeting may elect a different chairperson (e.g. for Executive Committee elections).
- (6) The general meeting is not open to the public. The chair of the meeting may admit guests and representatives of the press.
- (7) Unless otherwise stipulated, resolutions shall be passed by a simple majority of valid votes. Only valid votes cast shall be counted; abstentions shall be deemed invalid votes. Each member shall have one vote. Members may be represented; natural persons may only be represented by other members. Representation requires a written power of attorney to be submitted to the chair of the meeting. No member may represent more than three members. A 75% majority of the votes cast is required to amend these Articles of Association. A 75% majority of the votes cast is also required to amend the association's purpose and to dissolve the association, and furthermore a majority of the votes of all members. If, in this case, fewer than half of the members are present, a General Meeting reconvened shall in any event constitute a quorum.
- (8) In the case of legal entities, the respective governing body shall determine who represents them within the association. If a new representative is appointed by the legal entity to the association, the previous representative shall cease to hold any position within the association.
- (9) In the case of personnel decisions, 10% of the members present may request a secret ballot. If none of the candidates has obtained an absolute majority, a run-off vote shall take place between the two candidates who received the most votes in the first round. In the event of a tie, the chair of the meeting shall draw lots to decide.
- (10) The chairperson shall draw up minutes of the proceedings and resolutions of the general meeting and shall send these to the members by email (to the email address provided by the member to the association) or via another electronic communication service (e.g. a messaging service). Resolutions may only be challenged by bringing an action at the association's registered office within two months of receipt of the minutes.

§ 7 Executive Committee

- (1) The Executive Committee consists of the Chair and up to two Deputy Chairs. The Chair alone, or the two Deputy Chairs jointly, represent the Association in and out of court.

- (2) The Executive Committee is responsible for all matters of the Association that are not assigned to another body. In particular, it has the following duties, in the performance of which it shall – as far as practicable – seek the views of the Senate and the Advisory Board:
- Preparing and convening the General Meeting and implementing its resolutions;
 - coordinating the work of the Association, in particular the planning of scientific and technical activities;
 - strategic planning and clarification of fundamental issues regarding financial requirements;
 - Drawing up a budget for each financial year, bookkeeping, and preparation of an annual report;
 - Concluding and terminating employment and service contracts.
- (3) The members of the Executive Committee are elected by the General Meeting for a term of two years, commencing on the date of the election. However, upon expiry of their term of office, members of the Executive Committee shall remain in office until a successor has been elected. Each member of the Executive Committee must be elected individually. Only members of the Association are eligible for election. Re-election is possible without restriction. If a member of the Executive Committee resigns from the Executive Committee or the Association before a successor has been elected, the Executive Committee may elect a replacement member by a simple majority for the remainder of the term of office.
- (4) The Executive Board shall adopt rules of procedure governing, in particular, the allocation of duties and the passing of resolutions.

§ 8 Senate

- (1) The Senate shall consist of two or three members of the Association. The term of office shall be three years. In all other respects, the provisions governing the election of members of the Executive Committee (§ 7(3)) shall apply *mutatis mutandis* to the election and replacement of members of the Senate. Members of the Executive Committee may not simultaneously be members of the Senate.
- (2) The Senate has the following duties:
- the establishment and dissolution of advisory committees;
 - the appointment and dismissal of ambassadors;
 - assisting the Executive Committee in formulating the work programme.
- (3) The Chair of the Senate and the Deputy Chair of the Senate shall be elected by the Senate from among its members. The Senate may prescribe further positions (e.g. Secretary or assessor) in its rules of procedure and fill them itself.
- (4) The Senate shall meet at least once a year. It must be convened if at least one third of its members or the Executive Committee request this by email. Members of the Executive Committee may attend its meetings and have the right to speak, but no voting rights. The Executive Committee must be informed of the Senate's decisions without delay.

§ 9 Advisory Board

- (1) The Advisory Board shall consist of three individuals each from the fields of science, business and politics, who represent the association's professional spectrum. They need not be members of the association. The term of office is three years. In all other respects, the provisions governing the election of members of the Executive Board (§ 7(3)) shall apply *mutatis mutandis* to the election and replacement of members of the Advisory Board.
- (2) The Advisory Board has the following tasks:
- To contribute the experience of its members to the work of the Association;
 - Advising the Senate and the Executive Committee on the implementation of the Association's objectives;
 - Reporting to the General Meeting.
- (3) The Chair of the Advisory Board and the Deputy Chair of the Advisory Board shall be elected by the Advisory Board from among its members. The Advisory Board may prescribe further positions (e.g. Secretary or assessor) in its rules of procedure and fill them itself.
- (4) The Advisory Board shall meet at least once a year. It must be convened if at least one third of its members or the Executive Board request this by email. Members of the Executive Board may attend its meetings and have the right to speak, but no voting rights.

§ 10 Advisory Committees

- (1) The Senate may establish and dissolve advisory committees. It appoints the chairs of the advisory committees. Any member of the Association may join as many advisory committees as they wish; to do so, they need only send an email to the address of the chairperson of the relevant advisory committee, which is published on the Association's website. The chairpersons may also invite non-members of the Association to participate.
- (2) The advisory committees work in close consultation with the Executive Board or in accordance with the Executive Board's guidelines. They are required to report regularly to the Executive Board on the progress of their work.
- (3) Advisory committees have the following tasks:
- advising the Executive Board and the Senate on subject-specific issues and the association's tasks;
 - to support the Executive Board in formulating the work programme.

§ 11 Ambassadors

- (1) The Senate may appoint ambassadors from among the association's members.
- (2) Ambassadors are tasked with supporting the Executive Board in realising the Association's objectives, particularly in the following areas, whilst representing the Association:
- Informing the public about the possibilities and benefits of blockchain technology in support of science and research;
 - Recruiting new members;
 - Establishing and strengthening international contacts.

§ 12 Audit

- (1) The auditors shall be elected in the same manner as the Executive Board (§ 7(3)).
- (2) The auditors are responsible for verifying compliance with the budget, the use of funds, the bookkeeping and the management of assets, and for reporting the results of the audit to the General Meeting.

§ 13 Liquidation/Disposal of Assets

- (1) The General Meeting shall decide on the dissolution of the Association. Unless the General Meeting decides otherwise, the Chairperson or the

Chair of the Executive Committee shall be the liquidator with sole power of representation.

- (2) In the event of the dissolution of the association or the cessation of tax-privileged purposes, the general meeting shall decide on the disposal of the assets. These must be used directly and exclusively for charitable purposes in the field of research funding, or transferred to another tax-privileged body for the purpose of promoting science and research. The relevant resolution of the general meeting may only be implemented after approval by the competent tax office.