

Statutes

of the Digital Equity Association

TITLE 1: CONSTITUTION; SEAT; DURATION

Art. 1. Constitution

The "Digital Equity Association" is a non-for-profit association within the meaning of Articles 60 et seq. of the Swiss Civil Code (the "Association").

The Association acquires legal personality through the adoption of these statutes.

The Association is solely responsible for its debts. Members have no personal liability.

Art. 2. Seat

The seat of the Association is in Biel, Switzerland.

Art. 3. Duration

The Association shall be of unlimited duration.

TITLE 2: PURPOSES AND ACTIVITIES

Art. 4. Purposes

The Association has no economic purpose.

The purpose of the Association is to contribute to a digital society that is just, fair, democratic, open, and value based. Due to the fundamental belief that any digital society also falls under the rule of law, the Association promotes the idea of digital-self-determination of every individual as a basic human right.

On an international level, digital societies should foster peaceful collaboration. Hence, the Association advocates for making digitisation an integral part of development cooperation and humanitarian aid. It promotes digitization, raise awareness of current and foreseeable digital opportunities and their benefits,

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and raise awareness of the existing and anticipated risks around the use of digital technologies and particularly the processing of personal data in the context of humanitarian and development work in Switzerland and abroad. In particular, in this context, the Association aims to:

- (a) help reduce inequality within and among countries by promoting access to the benefits of digital technologies and digital information channels, including for disadvantaged and marginalized populace;
- (b) help build local capacities to manage the strengths and weaknesses of the specific location and societal ecosystem;
- (c) help relevant parties build capacities to maximise the inclusion of the local population within the economic system;
- (d) help countries make decisions taking account of informed efficiency, effectiveness and economic considerations;
- (e) conduct research that facilitates the appropriate and ethical sharing and processing of information and data, and encouraging its wider distribution and use by those from whom it is collected and by others in the global market economy;
- (f) develop, or manage third parties who develop, tools, systems and/or platforms that serve the purpose of the Association;
- (g) create and/or support the creation of digital solutions that help countries bring data collection, usage and exploitation into their fiscal and regulatory planning and management; and
- (h) provide advocacy in support of its research, information and data tools by informing debate without taking position on national policy choices.

Art. 5. Activities

The Association may engage in all activities and take all necessary or appropriate measures to carry out its purposes, in particular by:

- a) promoting the view that the digital revolution should benefit all;
- b) promoting the view that a digital identity is necessary for the enjoyment of all civil and political rights, access to services, engaging in all types of online transactions, and socio-economic inclusion in general;
- c) working towards a balanced system that maximises opportunities whilst ensuring data privacy, promoting fair value among participants, and fostering competition and innovation; and
- d) Advocating for transparent and fair principles adopted by the Members from time to time to promote information systems that are inclusive, universally trusted, democratically governed, equity promoting secure, useable and self-managed, privacy protecting, relevant, and affordable.

Within the framework of its activities, the Association may hold bank accounts and maintain other

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commercial relationships, including receiving research grants, providing technical assistance to developing countries and stakeholders, developing intellectual property, standards and tools that may be licensed to further the Association's purpose.

TITLE 3: MEMBERS

Art. 6. Members

The Association comprises the following categories of members:

- a) founding members, who are Dr. Richard Wilcox, Karl Steinacker, Valerie Khan
- b) active members;
- c) representatives of States;
- d) institutional members representative of non-State actors; and
- e) honorary members.

The Committee shall decide upon the admission and exclusion of all member types.

The Committee shall keep a register of members that includes the name and address for each person.

Members must promptly inform the Committee of any name and/or address change. When a member is a legal entity or an unincorporated partnership, a representative must be appointed to whom any notifications can be validly made. The identity of the representative shall be recorded in the register of members.

Art. 7. Beginning and end of membership

Admission as a member bestows the rights and responsibilities provided for in these statutes.

Membership and its associated rights and responsibilities cease:

- a) three months from receipt by the Committee of a written and tracked resignation notice by a member;
- b) upon exclusion by the Committee, which can be ordered in the case of:
 - (i) non-payment of membership fees when due;
 - (ii) behaviour or activities which in the opinion of the Committee may damage the Association's reputation or jeopardise its ability to fulfil its purposes;
- c) upon exclusion by the General Assembly, at its absolute discretion and without providing the grounds for the decision; and
- d) upon death, for individuals; upon loss of legal personality, for legal entities; upon termination of the

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partnership agreement, for unincorporated partnerships.

If membership terminates during a financial year, the Association remains entitled to the membership fees paid for the relevant year.

TITLE 4: FINANCIAL MEANS

Art. 8. Financial means

The Association derives its financial means from:

- a) membership fees;
- b) as the case may be, donations or legacies including funding from OECD countries as overseas development assistance;
- c) contributions in kind or financial contributions from members;
- d) revenues generated from the assets of the Association; and
- e) as the case may be, grants or contributions, including from public institutions, and countries supporting the Association through overseas development assistance recognized by the OECD.

The Committee may set annual membership fees or, if needed, one-off membership fees to cover the operating expenses of the Association. The amount of the membership fees shall be decided by the Committee.

Membership fees proposed by the Committee shall become mandatory for all members once set. Honorary members shall be exempt from membership fees.

Membership fees can also be paid on a voluntary basis by non-members and members exempt from paying membership fees.

The Association may borrow funds from its members or from third parties.

The Association's resources shall be used toward the fulfilment of its non-profit purposes.

Art. 9. Financial year

The Committee shall determine the start and end of the financial year.

Art. 10. Accounts and financial statements

The Association shall maintain accounts and establish financial statements in accordance with Title 32 of the Swiss Code of Obligations.

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TITLE 5: CORPORATE BODIES

Art. 11. Corporate bodies

The corporate bodies of the Association shall be the following:

- a) the General Assembly;
- b) the Committee;
- c) the Advisory board; and
- d) the Auditor.

A. The General assembly

Art. 12. Convocation

The General Assembly is the Association's supreme authority. It is composed of all members of the Association.

The General Assembly shall be held at least once a year and within 100 days after the ending of the financial year.

Extraordinary assemblies may be held whenever deemed necessary by the Committee, or upon request of at least 75% of the General Assembly, or as required by law.

The General Assembly must be convened by the Committee at least fifteen days prior to the date of the assembly, by notice to all persons recorded in the membership register. The invitation shall include the place, date and time of the assembly, as well as the agenda set by the Committee and Committee's proposals. The invitation may be sent by postal mail, telefax, electronic mail or by similar means of communication.

Art. 13. Proceedings

Except in the situation provided for in Article 15, of these statutes, the General assembly shall be considered quorate regardless of the number of members present.

A member may be represented by another member by way of a written proxy. A member may not represent more than one other member during an assembly.

The Committee shall set the means of legitimisation at the General Assembly. It may require that proxies be granted on the forms provided by the Association.

The General Assembly is presided over by the chair of the Committee. In the absence of the chairperson, the General Assembly is presided over by the vice-chair of the Committee, by another Committee member,

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or by a person appointed by the assembly.

The chair of the General Assembly shall appoint the secretary of the assembly. He or she may also appoint one or more scrutineers.

Art. 14. Powers

The powers of the General Assembly are as follows:

- a) to approve the annual financial statements;
- b) to remove Committee members (save for founding members, who are designated members for life, unless the applicable founding member(s) resign in writing from Association membership);
- c) to approve membership fees set by the Committee;
- d) to remove members as provided for in Article 7, paragraph 2, letter c) of these statutes;
- e) to vote on amendments of these statutes proposed by the Committee;
- f) to vote on the dissolution of the Association if proposed by the Committee.

Art. 15. Decisions

The General Assembly deliberates on the items included in the agenda.

The assembly may decide to convene an extraordinary assembly, provided that all founding members are present or represented by proxy given to another founding member.

With the exception of honorary members, who do not have the right to vote, each member has one vote at the General Assembly.

Unless otherwise provided for by these statutes, decisions of the General Assembly shall be taken by a majority of the votes cast by the members present or represented.

Members who are represented on the Committee shall observe the Association's conflicts of interest policy adopted by the Committee from time to time.

The following decisions require the approval of a majority of two-thirds of those represented at the General Assembly at which at least half of all members are present or represented (excluding honorary members) and, in addition, the approval of all founding members:

- a) removing a member in accordance with Article 7, paragraph 2, letter c) of these statutes;
- b) designate new founding members;
- c) removing a Committee member in accordance with Article 14, paragraph 1, letters b) and d) of these statutes;

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d) the amendment of the following provisions of these statutes:

- i) Article 4;
- ii) Article 6, paragraph 1, letter a);
- iii) Article 6, paragraph 2;
- iv) Article 14, except for the provisions applicable to or affecting founding members;
- v) Article 15, paragraph 5; and
- vi) Article 17.

Votes are taken by a show of hands, unless the chair of the assembly or half of the members present (excluding honorary members) decide upon a secret ballot or another means of voting.

The decisions of the General Assembly are recorded in minutes, which are signed by the chair and the secretary of the General Assembly.

The decisions of the General Assembly may also be taken in the form of a written consent of all members (excluding honorary members) to a proposal of the Committee.

B. The Committee

Art. 16. Composition

The Committee shall be composed of minimum three, and maximum seven individuals, including the three founding members. Committee members that are not founding members do not need to be members of the Association.

The founding members of the Committee are named in these Statutes. They shall be appointed for an unlimited period.

New members of the Committee shall be elected by then- serving members of the Committee. The Committee shall determine for new Committee members in each case the duration of the term of office. There is no limit to the number of terms for which a Committee member can be re-elected.

Art. 17. Powers

The Committee is the executive decision-making body of the Association.

The Committee has the power decide all matters that do not fall within the remit of the General Assembly or the Auditor.

In particular, the Committee has the following powers:

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- a) to attend to the general administration and the day-to-day management of the Association;
- b) to determine the internal organisation;
- c) to define the benefits which the different categories of members can expect to receive;
- d) to ensure that the Association's activities and projects are properly financed, by setting the membership fees, by securing donations, contributions, or by other means of financing (including loans, if necessary);
- e) to ensure that the accounts of the Association are properly held and to prepare the annual financial statements;
- f) to designate persons authorised to act on behalf of the Association toward third parties and to set the means of representation;
- g) to enter into any contracts necessary for the purposes of the Association (including banking contracts, potential loan agreements, as well as service agreements whenever required);
- h) to appoint and remove members, subject to the General Assembly's powers to remove members, and maintain the register of members;
- i) to appoint and remove members of the Committee, excluding the founding members;
- j) to appoint and remove members of the Advisory board;
- k) to appoint and remove members of the Secretariat; and
- l) to convene General Assemblies and to implement the decisions of such assemblies.

Art. 18. Compensation

Committee members shall not receive any compensation for their activities as Committee members.

Committee members will be reimbursed for expenses that they may have incurred in the performance of their duties, so long as such expenses are reasonable and supported by receipts, all in accordance with the travel policy adopted by the Committee from time to time.

Art. 19. Organisation

The Committee is self-governed. The Committee shall appoint a chairperson from among its founding members. It may appoint a vice-chair. It shall appoint a secretary and a treasurer, who need not be members of the Committee.

The vice-chair shall assume the duties of the chairperson in the event of the chairperson's incapacity to serve, as that term is construed in Swiss law. If both the chairperson and vice-chair are unable to act, the remaining members of the Committee shall appoint an ad hoc chair.

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The Committee may delegate specific tasks to one or more of its members, or to the Secretariat or to one or more third parties.

Art. 20. Meetings

The Committee shall be convened by the chairperson at least 5 days prior to the day of the meeting.

Any member of the Committee may request that the chairperson convene a meeting, if the activities of the Association so require.

The meeting invitation shall include the place and date of the meeting, as well as the agenda.

Provided that the meeting has been validly convened, the Committee shall be quorate if all founding members and a majority of the Committee's members overall are present.

Committee members may not attend a meeting by proxy, except for founding members. Those members who attend a meeting by telephone, videoconference or by similar means of communication are deemed to be present.

The Committee shall adopt organisational regulations and operational policies, which set out how the Committee operates, and in particular the voting procedures.

Except where otherwise provided for in these statutes or in the organisational policies and regulations, Committee decisions shall be taken by a majority of the members present. In the event of a tie, the chairperson shall have the casting vote. Amendments to the organisational regulations require an unanimity of all members.

The Committee's decisions are recorded in minutes, which are signed by the chairperson and the secretary.

The decisions of the Committee may also be taken in the form of a written consent to a proposal, unless a Committee member requests a discussion.

C. The Advisory board

Art. 21. Composition

The Advisory Board shall be composed of one or more individuals, who need not be members of the Association.

The members of the Advisory Board shall be appointed by the Committee. They shall be appointed for a period of up to one year and may be re-appointed subsequently at the discretion of the Committee.

Art. 22. Activities

The Advisory board shall advise the Committee on strategic and technical matters relating to the activities

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of the Association.

D. The Auditor

Art. 23. Appointment

The Association may, or if required by law or a majority of Members, shall, elect an Auditor for a term of office of one year, which ends when the financial statements for the financial year for which the Auditor is elected are approved.

Unless the General assembly decides otherwise, upon termination, the term of office of the Auditor is automatically reconducted for a new one-year period.

Individuals or audit firms that have been approved as expert auditor or auditor within the meaning of the Federal Act on the Authorisation and Supervision of Auditors are eligible as Auditor.

Art. 24. Report

In the case an auditor is mandated, the Auditor must submit a written report to the General assembly summarising the results of the review.

Unless an in-depth audit is required by law, Article 729b of the Swiss Code of obligations shall apply by analogy.

TITLE 6: DISSOLUTION - LIQUIDATION

Art. 25. Dissolution

The dissolution of the Association shall be decided by the General Assembly.

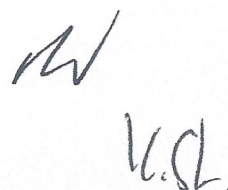
Art. 26. Liquidation

In the event of dissolution, liquidation shall be carried out by the Committee, unless the General Assembly elects one or more liquidators.

After payment of debts, any available assets shall be used to reimburse members' contributions. Any remaining balance shall be transferred to an organisation pursuing similar objectives to those of the Association.

TITLE 7: GOVERNING LAW; LANGUAGE

Art. 27. Governing law

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The Association is governed by Swiss law, in particular Articles 60 et seq. of the Swiss Civil Code, which apply unless otherwise provided in these Articles of Association.

Art. 28. Language

The version of these statutes is written in English only.

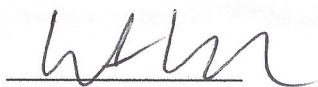
These statutes were adopted at the constitutive assembly of Digital Equity.

The President

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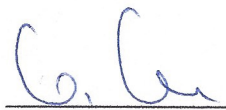
Dr. Richard Wilcox

The Vice-President

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Karl Steinacker

The Vice-President

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Valerie Khan