



I. Foundations

Article 1 – Name

Under the name InsurAngels Suisse, a non-profit association pursuant to Art. 60 et seq. of the Swiss Civil Code is established for an indefinite period.

Article 2 – Registered Office

The association is headquartered in Zürich in the canton of Zürich, Switzerland

Article 3 – Purpose

The purpose association InsurAngels Suisse is:

1. to promote the establishment, development, financing, and transfer of companies whose activities are directly or indirectly related to technologies or economic sectors that can be strategic, regarding the insurance sector in the broadest sense:
 - Life and property insurance (including health insurance and general liability insurance);
 - bancassurance, brokers, assistance, reinsurance, insurance appraisals;
 - Care networks, telemedicine, platforms (including comparison platforms), marketplaces;
 - Contract/claims management, acquisition, administration, product (design/development, ...), risk management, actuarial, pricing/underwriting, distribution, financial investments, investors, regulation, user experience;
 - Data/big data, artificial intelligence, analytics, IoT, telematics, computer vision, blockchain, connected insurance, infrastructure, backend;
 - Insurance companies, mutual companies, captives;
 - B2B, B2C, P2P;
 - Education, resources, e-reputation.
2. to select and qualify for its members the investment projects of these companies based on criteria such as growth potential and high quality of the technologies presented, sometimes disruptive to the existing.



3. to unite the actions of "business angels" who wish to invest capital in the companies whose activity is described above. The aim of these actions is to enable companies to finance the market launch of their products and services and to provide them with financial resources, advice and support for their development and growth.

II. Funds

Article 4 – Fund

The association is financed by:

1. Membership fees,
2. Donations and Legacies,
3. Sponsoring,
4. Income from the association's assets,
5. Revenue from the service agreement,
6. income from the events and activities it organizes.

Article 5 – Membership Fees

The Board of the association shall determine the amount of the membership fees.

a) Publication of the membership fees:

The amount due shall be published on the official website of InsurAngels Suisse.

b) In the event of entry during the year, the annual fee will be invoiced pro rata to the beginning of the current month when the application is submitted.

III. Membership and Partnership

Article 6 – Categories of membership; rights and duties

Membership is possible in two categories:

- Active Members;
- Honorary Members;

a) Active Members:

Active members are usually natural persons acting as Angel Investor, an active member may be exceptionally a legal entity. They are included in investment opportunities and actively support the association's aims, along the Charta.

b) Honorary Members:



Honorary membership is awarded to natural persons who have rendered outstanding services to the associations aims in Switzerland. Their nomination is made by the General Assembly of the association on the proposal of the Board of Directors. Honorary members have the rights and duties of an active member but are exempt from membership fees for life.

All members are holding equal terms.

Article 7 – Categories of Partnership, rights, and duties

The following partnerships are possible:

- Supporting Partner
 - Associated Partner
- a) Supporting Partner can be any natural person or legal entity wishing to become a Supporting Partner upon request in writing to be admitted as a Supporting Partner.

Supporting Partners are listed separately and actively support the association's aims, along the Charta of IAS but have no voting rights within the association's annual general assembly nor a wish to participate in investments. They pay an annual supporting amount which is part of the affiliation process and discussed individually.

- b) Associated Partner may be any natural person or legal entity wishing to become an Associated Partner upon request in writing to be admitted as an Associated Partner.

They can be "associated professionals" who are professionals, legal or natural persons, who provide complementary services to the association or to the companies financed by the members of the association;

They can be "associated investors": Industrial or commercial companies and in particular investment funds, which wish to invest in companies. They complement the services of Active Members under certain circumstances, in a financing round and/or in companies that the association identifies, accompanies, or finances. Associated Partners are listed separately and support actively the associations aim, along the Charta but have no voting rights within the association's annual general assembly. Depending on their personal capabilities or their purpose as an entity, they may be contacted for support/consulting/investment by a delegation of active members. They may support the aims of the association in a manifold manner. They pay an annual service fee which is individually designed and contracted.

A. Beginning of the membership or partnership

Article 8 – Admission as Active Member or Honorary Member

- a) The board of directors decides on the admission as an Active Member. The board



can refuse admission without giving reasons.

- b) The acceptance as an honorary member is decided by the General Assembly of the association on proposal of the board of directors.

Article 9 – Admission of Supporting Partner or Associated Partner

- a) Supporting Partner,
The board of directors of the association decide on the admission as a supporting member.
The board can refuse admission without giving reasons.
- b) Associated Partner,
The board of directors decides on the admission of associated partners.
The board can refuse admission without giving reasons.

B. Ending of the Membership or the Partnership

Article 10 – Ending of an Active Membership or ending of Partnership

- a) Any member may resign with a notice period of three months, by the end of the calendar year.
- b) Supporting Partners may resign with a notice period of three month by the end of the calendar year.
- c) Associated Partners, the contract is binding.

Article 11 – Exclusion of a Member or a Partner

The Board of Directors may expel a member or Partner from the association if the member or partner violates the interests of the association or the Charta, brings the association into disrepute, or fails to provide promised services.

The exclusion must be justified.

Through the exclusion, the excluded member or partner loses his or her status as a member. Thus, he loses the right to participate in meetings or events of the association and is no longer obliged to pay any outstanding membership fees.

Article 12 – Appeal the exclusion of members or partners.

An expelled member or partner may contest the expulsion by means of an objection within one month.



The objection must be in writing and submitted to the Board.

The Annual General Assembly shall make a final decision on the objection at the next general assembly on the objection concerning the exclusion.

If the association assembly cancels the exclusion, the excluded member or partner becomes a member or partner again retroactively to the time of the exclusion. The member or partner shall be reinstated in their previous role within the association.

As a result, the obligation to pay the agreed contributions and the right to participate in all events of the association shall be revived; no interest on arrears or any other form of compensation shall be owed for the period between the exclusion and the approval of the objection.

Article 13 – Extraordinary termination of a membership or a partnership

The membership or partnership of natural person also expires by their death. The obligation to pay membership or service fees is not inheritable; heirs are not obligated to pay unpaid membership or service fees.

The membership or partnership of legal entities expires through their dissolution or through their constitutive deletion from the federal commercial register.

Article 14 – Effects of the termination of a membership or a partnership

Membership or partnership fees already paid shall not be refunded. Withdrawn members or Partners of any kind have no claim to the association's assets or the use thereof.

Any outstanding membership- or service fees shall no longer be owed upon the withdrawal of the resigning member.

IV. Organization of the Association

Article 15 – Bodies

The bodies of the association are:

1. The General Assembly,
2. The Board,
3. The Controlling or Auditing body.



Article 16 – Conducting Meetings

Whoever takes the chair at the General Meeting or at a meeting of the Board of Directors shall appoint:

1. the secretary for the meeting, and
2. the vote counter for the meeting.

The same person may chair the meeting, take the minutes, and count the votes at the same time.

Article 17 – Minutes

General meetings and meetings of the Board of Directors are recorded in minutes. The chairperson and the secretary sign the minutes jointly. The protocol shall contain at least:

1. The type of the meeting (General assembly or Meeting of the board of directors),
2. The date of the Meeting,
3. the number of persons present or absent,
4. the name of the secretary,
5. resolutions.

A. General Assembly

Article 18 – Duties

The General Assembly is the supreme body of the association. It is the meeting of the association members.

The General Assembly is responsible for:

1. electing and dismissing the members of the Board of Directors;
2. election of the Controllers and Auditors;
3. acceptance of the association's financial statements;
4. passing resolutions on the adoption and amendment of the articles of association;
5. passing resolutions on the dissolution of the association;
6. granting discharge to the Board of Directors;
7. determining the contributions to be paid by the members;
8. Decisions on disputed resolutions of the Board of Directors on the exclusion of member;



9. passing resolutions on matters reserved for it by law or the articles of association or submitted to it by the Board of Directors.

Article 19 – Convocation

The regular General Meeting of the association takes place annually within six months of the end of the calendar year; extraordinary meetings are convened as required.

The General Meeting is convened at least 20 days before the date of the meeting. Meetings are convened by the Board of Directors, the Liquidators, or the auditors.

One fifth of the members request that an issue be included on the agenda. Convening and agenda items are requested in writing, stating the item to be discussed and the motions.

The convening of a General Meeting may also be requested by one fifth of the members. If the Board of Directors refuses to convene a meeting, the members are entitled to bring an action before the relevant court to convene a general meeting.

The notice convening the General Meeting must state the items on the agenda as well as the motions of the Board of Directors and the members who have requested that a general meeting be held or that an item be included on the agenda.

At least 20 days before the ordinary General Meeting, the report of the auditors must be made available for inspection by the members at the registered office of the association. The members' attention shall be drawn to this in the notice convening the meeting.

No resolutions may be passed on motions relating to items of the agenda that have not been duly announced, apart from motions to convene an extraordinary general meeting and to elect a controlling or auditing body at the request of a member of the association.

No prior announcement is required for the submission of motions within the scope of the items on the agenda or for negotiations without a resolution.

Article 20 – Implementation

The General Meeting can be held as a physical meeting, in the form of a written vote, in the form of an electronic vote or as an electronic meeting.

In the case of an electronic meeting, it must be ensured that the video and audio of all participating members are transmitted.

The Board of Directors decides on the form of the meeting.

Article 21 – Universal assembly

If no objection is raised all members may hold a universal assembly without complying with the formal requirements for convening a meeting.



At this meeting, all matters falling within the scope of the universal assembly may be validly discussed and resolutions passed as long as all members are present.

Article 22 – Chair

The Board of Directors determines among themselves which member of the Board of Directors will chair the meeting. As a rule, this is the President or, if he or she is unable to do so, the Vice President. If no member of the Board of Directors is present, the General Meeting elects a chairperson for the day.

Article 23 – Resolution

Each member has one vote.

The General Meeting passes its resolutions and conducts its elections by a relative majority of the votes submitted, unless otherwise stipulated by law or the articles of association; any abstentions do not count as votes submitted. In the event of a parity of votes, a motion is deemed to have been rejected. The chairperson is not entitled to a deciding vote.

Provisions of the articles of association that require larger majorities than those prescribed by law to pass certain resolutions can only be introduced and revoked with an increased majority.

The dissolution of the association, as well as the revocation of the dissolution, requires the approval of one vote of more than half of the members of the association attending the General Meeting.

B. Board

Article 24 – Duties

The Board of Directors is the supreme management and administrative body of the association. It consists of at least three members.

The Board of Directors is responsible for activities relating to the fulfillment of the purpose of the association.

1. Preparation of the General Meeting;
2. implementing the resolutions of the General Meeting;
3. deciding on the admission and exclusion of members of the association;
4. dealing with suggestions, applications, and complaints from members of the association;
5. drawing up the budget and annual accounts;



6. management of the association's assets;
7. the management of the association unless it has delegated it.

In addition, it is entitled to all other authority that is not expressly reserved by law or the articles of association to another body of the association.

Article 25 – Election

The General Meeting elects the members of the Board of Directors for a term of two years. Newly elected members accept the term of office of the members they replace. Re-election is possible without restriction.

Artikel 26 – Establishment

The founding General Meeting or the General Meeting may establish the Board of Directors when the election of the Board of Directors. The Board of Directors is bound by this establishment. Anyone who is not assigned a function in a Board election with partial constitution is a member of the Board without a special function. Instead of a president, a co-presidency can also be elected. Otherwise, the Board of Directors shall establish itself.

Article 27 – Representation of the Association

The Board of Directors has joint signatory powers with two signatures and may grant other third parties' signatory powers with two signatures.

Article 28 – Passing of resolutions

The Board of Directors shall meet at the invitation of the President as often as business requires. It is obliged to do so if at least half of its members request it. In this case, the meeting must take place within one month of receipt of the request.

The Board has a quorum if at least half of its members are present. It passes its resolutions by an absolute majority of the members present and voting, unless otherwise stipulated in the articles of association. In the event of a tie, the President shall cast the deciding vote.

Resolutions may also be passed by way of written consent to a proposal unless a member of the Board of Management requests oral deliberation.

C. The Controlling or Auditing body



Article 29 – Controlling Body

The controlling body audits the annual financial statements. It records the results in a written report for the attention of the General Meeting.
It consists of one or more natural persons; it may also consist of a single legal entity, for example a fiduciary company.

Article 30 – Election

The controlling body is elected annually by the General Meeting. Re-election is possible without restriction.
No member of the Board of Directors may be a member of the Control Body at the same time.
The General Meeting may unanimously waive the election of a control body, provided it is not obliged to conduct an audit.

Article 31 – Auditors

The association may elect an auditor in place of the controlling body to conduct a limited audit in accordance with the provisions of the Swiss Code of Obligations. This must be a licensed auditing company. It must elect such an auditor if a member of the association who is subject to personal liability or an obligation to make additional contributions requests this.
If the association is obliged to have an audit, the General Meeting must elect an auditing body instead of a controlling body; this must be a licensed auditing expert or a state-supervised auditing company in accordance with the provisions of the Auditor Oversight Act.

V. Final Provisions

Article 32 – Notifications

Notifications to the members of the association shall be made by letter, e-mail or any other form that allows proof by text.
Convocations to the General Meeting are deemed to be notices.

Article 33 – Year of the Association

The association's accounts are closed annually.
The association year and the budget year correspond to the calendar year.



Article 34 – Liability

Only the association's assets are liable for the association's liabilities. Any personal liability of its members is expressly excluded.

Article 35 – Dissolution

If it is decided to dissolve the association, the Executive Board shall conduct liquidation. However, the General Meeting may elect special liquidators instead. The liquidators then conduct the liquidation instead of the Board of Directors.

Unless the General Meeting decides otherwise, the liquidators shall each have individual signatures; this also applies if a member of the Board of Directors is expressly appointed as liquidator.

The net assets remaining after payment of all debts and other charges and after settlement of other obligations shall be allocated to a purpose in accordance with the purpose of the General Meeting by resolution of the General Meeting.

In all other respects, the provisions of company law on liquidation shall apply mutatis mutandis.

VI. Approval and entry into force

These statutes replace those dated August 25, 2023, and were approved by the entire Board of Directors on November 1, 2023. They enter into force on the same day.

Signature of two members of the Board of Directors:

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Michel Ruggaber – President

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Eugen Balogh – Treasurer

This is an unofficial English translation of the IAS Statutes, only the original German text of the IAS Statutes is valid in legal cases.