

**Statutes  
of the SCION Association**

**dated 20 October 2022**

*In case of differences between the German version and this English translation, the German version has priority.*

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**Section I**

*Name, registered office and purpose of the association*

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**Article 1**

Name, registered office, duration

<sup>1</sup> In accordance with the provisions of the Swiss Civil Code an association has been established under the name of

**SCION Association**

with registered office in the city of Lucerne (the **Association**).

<sup>2</sup> The duration of the Association is unlimited.

**Article 2**

Purpose

<sup>1</sup> The purpose of the Association is to promote a novel, highly available, trustworthy, transparent, efficient, and affordable Internet architecture to ensure reliable and secure transport of electronic data assets over global networks (*Scalability, Control, and Isolation On Next-Generation Networks*, **SCION**) as well as to establish and further develop public standards for the uniform use of SCION.

<sup>3</sup> To this end, the Association may:

- a. provide a public and freely usable open-source implementation of SCION, and build and guide a community of developers to maintain, improve, extend, and add use cases to the open source source code;
- b. build and maintain an international ecosystem of researchers, developers, academia, research institutions, vendors, and users of SCION;
- c. audit and certify vendors and service providers of SCION;
- d. organise and host international events and conferences; and
- e. provide services related to SCION.

<sup>4</sup> The Association may establish branches and subsidiaries in Switzerland and abroad and participate in other companies in Switzerland and abroad. Where subsidiaries and holdings are involved, a clear organisational and personnel separation between the Association and the relevant company must be maintained in accordance with the relevant practice. One liaison officer is generally permitted on the boards.

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## Section II

### *Membership, membership categories and preferential rights*

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#### Article 3

Membership,  
admission, register of  
members

<sup>1</sup> Members of the Association may be Swiss and foreign legal entities, including institutions and corporations under public law.

<sup>5</sup> Following founding, the Association Board may, in exceptional cases, also admit natural persons eligible of acting as members and may determine conditions and criteria of such admission. Natural persons participating in the founding meeting are not affected by the restriction as set out in paragraph 1 and are automatically members.

<sup>6</sup> The request for admission as a member of the Association shall be made in the form determined by the Association Board and addressed to the Association Board, which shall pass the final decision on admission at its discretion. The Association Board may reject the request without giving reasons.

<sup>7</sup> The Association Board shall keep a register of members in which the members shall be entered with their company name (in the case of natural persons, surname and first name), address and email address. In relation to the Association, only those persons entered in the register of members shall be deemed to be members.

<sup>8</sup> If a person entered in the register of members changes their company name (in the case of natural persons, their surname or first name), their address or their email address, they shall notify the Association Board accordingly. Notices from the Association shall be deemed to have been validly given if they are submitted to the contact details as set out in the entry in the register of members.

#### Article 4

Resignation,  
exclusion, suspension

<sup>1</sup> Membership shall be terminated by resignation, exclusion and death (in the case of natural persons) or loss of legal personality (in the case of legal persons).

<sup>9</sup> Resignation from the Association is possible in compliance with a notice period of three months to the end of a month. The notice of resignation shall be addressed to the Association Board in writing or in another form determined by the Association Board. A resignation shall not affect the obligation to pay the membership fee for the current business year.

<sup>10</sup> The Association Board may definitively expel a member from the Association who fails to meet its obligation to pay the membership fee in due time even after a written reminder has been sent. Instead of an exclusion, the Association Board may also order a suspension of membership (including the right to vote) until the outstanding amount has been paid in full.

<sup>11</sup> Furthermore, the Association Board may exclude a member who, in the opinion of the Association Board, acts contrary to the interests of the Association. In this case, the exclusion shall be effected by a resolution passed by a two-thirds majority of all members of the Association Board and written notice to the member concerned, stating

the reason for the exclusion. The exclusion of members of the category “Founding Member” requires the consent of all members of the Association Board.

<sup>12</sup> The excluded member may lodge an appeal against the Association Board's resolution on their exclusion as set out in paragraph 4 to the next General Assembly within 30 calendar days from the date of the written notice. The appeal shall be submitted to the Association Board in writing. The member concerned shall be suspended (including voting rights) until the next General Assembly. The General Assembly shall take a final decision on the acceptance of the appeal by the usual majority. In the case of an exclusion of a member of the category “Founding Member”, the dismissal of the appeal shall require the consent of all members of the category “Founding Member” (excluding the vote of the suspended member concerned). If the appeal is approved, the membership of the expelled member shall be revived and the member concerned may not be expelled again for the same reason for one year from the date of the decision of the General Assembly.

### Article 5

Membership categories

<sup>1</sup> The Association has two categories of members:

- a. the category “Founding Member”; and
- b. the category “Regular Member”.

<sup>13</sup> Founders present at the founding meeting of the Association are automatically members of the “Founding Member” category.

<sup>14</sup> Members who (1) have submitted their request for membership by 24 August 2023 at the latest and (2) have substantially supported the Association during this phase (e.g., by contributing financial resources, other resources or manpower) may be admitted to the category “Founding Member” by Association Board resolution.

<sup>15</sup> A member in the category of “Founding Member” may change to the category of “Regular Member” by written declaration to the Association Board.

### Article 6

Preferential rights

<sup>1</sup> Due to its central role in pursuing the SCION project and founding the Association, ETH Zurich is entitled to the following preferential rights as long as it is a member of the Association, regardless of its membership category:

- a. ETH Zurich has the right to appoint an Association Board member at its discretion and to dismiss them at any time. The appointed member of the Association Board cannot be dismissed by the General Assembly and cannot be suspended by the Association Board.
- b. ETH Zurich is exempt from paying the membership fee.

<sup>16</sup> Members of the category “Founding Member” are entitled to the following preferential rights due to their supporting role in the initial phase of the Association, which are, however, limited in time until 24 August 2025, i.e., all preferential rights described below expire without replacement after this date:

They have the right to appoint one Association Board member or one Association Board observer each and to dismiss them at any time. An Association Board observer has the right to attend all Association Board meetings and to express an opinion. However, they shall have neither the right to vote nor any other rights of an Association Board member. The appointed Association Board member, or Association Board observer, must be a body, employee or other permanent representative of the member. In the case of natural persons, the founding member may also be an Association Board member or Association Board observer. The preferential right to appoint an Association Board member exists only until the maximum number of seven Association Board members is reached. The preferential right to appoint an Association Board observer is not limited by the number of Association Board members or the number of Association Board observers. An Association Board member appointed in accordance with this provision or an Association Board observer appointed in accordance with this provision may not be dismissed by the General Assembly and may not be suspended by the Association Board.

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### **Section III**

#### *Bodies*

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#### **Article 7**

Bodies

<sup>17</sup> The bodies of the Association are:

- a. the General Assembly; and
- b. the Association Board; and
- c. the Audit Panel.

<sup>18</sup> The Association Board may, by means of organisational regulations (Article 22 (3)) establish further bodies, such as the Management, Advisory Boards or Technical Committees.

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#### **A. The General Assembly**

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#### **Article 8**

Powers of the  
General Assembly

The supreme body of the Association shall be the General Assembly of Members. It shall have the following powers:

- a. to adopt and amend of these Statutes;
- b. to elect and dismiss the members of the Association Board and the Audit Panel;
- c. to approve the annual financial statements

- d. to discharge the members of the Association Board and the persons entrusted with the management of the Association from liability;
- e. to decide on appeals against resolution passed by the Association Board to exclude members of the Association;
- f. to pass resolutions on the dissolution of the Association;
- g. to pass of resolutions on matters which are reserved for the General Assembly by law or by these Statutes or which are submitted to it by the Association Board.

### Article 9

Ordinary and  
Extraordinary General  
assembly, procedure

<sup>1</sup> The Ordinary General Assembly shall be held annually within six months of the end of the Association's financial year.

<sup>2</sup> Extraordinary General Assemblies shall be held if

- h. the Association Board or the Audit Panel deem it appropriate; or
- i. a General Assembly so decides; or
- j. at least 20 per cent of all members jointly request such an assembly in writing or in any other form determined by the Association Board, stating the subject of the meeting and the motion, and in the case of elections, the names of the proposed candidates.

<sup>19</sup> General Assemblies may be held physically, virtually or in hybrid form. The Association Board shall determine the details.

### Article 10

Convening

<sup>1</sup> General Assemblies shall be convened by the Association Board or, if necessary, by the Audit Panel, no later than 30 calendar days before the date of the assembly. The Association Board may delegate the right to convene an assembly to individual members of the Association Board or to a Management by means of organisational regulations.

<sup>20</sup> The notice of convocation must contain the provisional items for negotiation (agenda items) as well as the motions of the Association Board and of the member or members who, in accordance with Article 9 (2) Letter c of these Statutes, have requested that a General Assembly be held and that an item be placed on the agenda, and, in the case of elections, the names of the proposed candidates.

<sup>21</sup> No later than 10 calendar days before the date of the assembly, the convening body shall send the binding agenda with the definitive items to be negotiated to the members as well as the motions of the Association Board and of the member or members who have requested the inclusion of an item on the agenda in accordance with Article 11 (1) of these Statutes and, in the case of elections, the names of the proposed candidates.

<sup>22</sup> The business report and any auditors' report - if applicable - shall be made available for inspection by the members no later than 30 calendar days before the Ordinary General Assembly. The Association Board shall determine the details. The members shall be informed thereof in the notice of convocation.

<sup>23</sup> The convening of the General Assembly as well as the service of the binding agenda shall be made in accordance with Article 30 of these Statutes.

### **Article 11**

Agenda

<sup>1</sup> At least 20 per cent of all members may jointly request the inclusion of an item on the agenda. A request for an item to be placed on the agenda must be made at least 20 calendar days before the date of the meeting in writing or in such other form as the Association Board may determine, stating the subject matter of the meeting and the motions of the members, and in the case of elections, the names of the proposed candidates.

<sup>24</sup> Subject to the provisions set out in Article Artikel 11 of these Statutes, the General Assembly may not pass resolutions on motions relating to negotiation items which have not been duly announced, with the exception of motions made at a General Assembly for the convocation of an Extraordinary General Assembly and for the election of an Audit Panel in response to a request by a member if no Auditors have yet been elected.

<sup>25</sup> No prior announcement shall be required for the submission of motions within the scope of the items on the agenda or for negotiations without the adoption of resolutions.

### **Article 12**

Universal assembly

If no objection is raised, all members may hold a General Assembly without complying with the formal requirements for convening an assembly. At this assembly, all matters falling within the business of the General Assembly may be validly discussed and resolutions passed as long as all members are present and the members of the Association Board have been invited and are either present or have waived their right to attend.

### **Article 13**

Chair, teller, minutes

<sup>1</sup> The President of the Association Board shall preside at the General Assembly. In his/her absence, the Vice-President of the Association Board, another member or a person designated by the Association Board shall preside. If no member of the Association Board is available and the Association Board has not designated a representative, the Chairperson shall be elected by the General Assembly.

<sup>26</sup> The Chairperson of the General Assembly shall designate a minute taker and tellers, all of whom need not be members. The minutes shall be signed by the chairperson and the minute taker.

<sup>27</sup> The Chairperson of the General Assembly shall have all powers of direction conducive to the proper conduct of the General Assembly.

<sup>28</sup> Any member may raise procedural motions during the General Assembly. The General Assembly shall decide procedural issues by immediate resolution; in so doing, it may deviate from the instructions of the Chairperson.

#### Article 14

Voting rights,  
representation of  
members

<sup>1</sup> Each member shall have one vote.

<sup>29</sup> A member may be represented at the General Assembly by its legal representative or, by proxy, by another authorised representative who must also be a member of the Association. However, the Association Board may also admit third parties who are not members of the Association as authorised representatives. If the member is a legal entity, the above restriction does not apply to its organs, employees and other permanent representatives.

<sup>30</sup> The Association Board may issue procedural rules on attendance and representation at the General Assembly and shall regulate the requirements for proxies and instructions.

#### Article 15

Resolutions, votes

<sup>1</sup> The General Assembly shall constitute a quorum if at least one third of all members are present or validly represented. In the event of insufficient attendance, the Association Board shall convene a second General Assembly which shall not be held before ten days have elapsed since the first. This second General Assembly shall constitute a quorum irrespective of the number of members present or represented.

<sup>31</sup> The General Assembly shall pass resolutions and elect members by an absolute majority of the valid votes (excluding abstentions), unless otherwise provided by law or by these Statutes.

<sup>32</sup> If the first ballot does not result in an election and if more than one candidate is standing for election, the Chairperson of the General Assembly shall order a second ballot in which the relative majority shall decide.

<sup>33</sup> Votes and elections shall be by open ballot unless the General Assembly or its Chairperson decides that they shall be by secret ballot.

<sup>34</sup> The Chairperson of the General Assembly may have a vote or election repeated at any time if in their opinion there is any doubt as to the result of the vote, in which case the previous vote or election shall be deemed not to have taken place.

#### Article 16

Important resolutions

<sup>1</sup> A resolution passed by the General Assembly, with at least two-thirds of the valid votes (excluding abstentions), and the approval of all members in the category of "Founding Member" (Article 5 (1)), is required for:

- a. the change of the purpose of the Association;
- b. the dissolution of the Association;
- c. the dismissal of members of the Association Board; and
- d. the amendment of Article 6 of the Statutes.

<sup>35</sup> Provisions of the Statutes which require a majority greater than that prescribed by law for the passing of certain resolutions may only be introduced or repealed by the required majority.

### Article 17

General membership  
vote

If the Association Board orders a general membership vote, the written or electronically submitted consent of the applicable majority of the validly responding members (excluding abstentions) to a motion shall be equivalent to a resolution of the General Assembly.

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## B. The Association Board

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### Article 18

Members of the  
Association Board

**1** \_\_\_\_\_The Association Board shall consist of a minimum of three and a maximum of seven members.

**2** All natural persons capable of acting who are bodies, employees or other permanent representatives of a member of the Association, who are themselves members of the Association, or who are proposed by the majority of the members of the Association, may be elected to the Association Board.

**3** In general, the members of the Association Board shall perform their duties on an honorary basis. The Association Board may regulate the reimbursement of expenses and the conclusion of insurance policies for the benefit of its members.

**4** All members of the Association Board shall disclose their vested interests in an appropriate form; candidates proposed for election shall disclose their vested interests prior to election.

### Article 19

Election and term of  
office

**1** \_\_\_\_\_The members of the Association Board appointed by the Founding Members in accordance with Article 6 (2) shall be elected for a fixed term of three years starting from the foundation of the Association. Thereafter, ordinary elections for members of the Association Board shall be held every three years by the General Assembly for a term of three years. Members of the Association Board who are elected to the Association Board by the General Assembly within the scope of an extraordinary assembly, i.e. at an assembly not held on an ordinary election date, shall be eligible for re-election only for the remaining term of office until the next ordinary election date.

**5** No member of the Association Board may be a member of the Association Board for more than nine years without interruption.

**6** The General Assembly may dismiss members of the Association Board at any time. Claims for compensation of the dismissed members shall remain unaffected.

### Article 20

Organisation

**1** \_\_\_\_\_The Association Board shall constitute itself. It shall appoint its President from among its members and, as required, one or more Vice-Presidents and delegates.

<sup>7</sup> A member of the Association Board may be suspended in his/her function by a resolution of the Association Board with a majority of two thirds of all members of the Association Board (except the member concerned) for important reasons. In this case, the Association Board shall immediately convene an Extraordinary General Assembly for which the dismissal of the suspended Association Board member shall be placed on the agenda. If the General Assembly rejects the dismissal, the suspension shall lapse without further consequences.

**8** \_\_\_\_\_The Association Board may also regulate its organisation and decision-making by means of organisational regulations.

### Article 21

Convening,  
resolutions, minutes

<sup>1</sup> Meetings of the Association Board shall be convened by the President or, in his/her absence, by the Vice-President or another member of the Association Board, as often as deemed necessary, but at least twice per business year or when requested by a member of the Association Board stating the reasons for the convening.

<sup>9</sup> Unless otherwise provided for in the organisational regulations adopted by the Association Board, the presence of a majority of the members of the Association Board shall constitute a quorum.

<sup>10</sup> Unless otherwise provided for in the organisational regulations adopted by the Association Board, the Association Board shall adopt its resolutions by a majority of the votes cast and the Chairperson shall have the casting vote.

<sup>11</sup> The resolutions shall be recorded in the minutes, which shall be signed by the Chairperson and the secretary.

<sup>12</sup> Resolutions may also be passed in writing unless a member requests verbal deliberation.

### Article 22

Powers of the  
Association Board

<sup>1</sup> The Association Board may pass resolutions on all matters which are not assigned to another body of the Association by law, these Statutes or a regulation.

<sup>13</sup> Among other things, it shall have the following duties:

- a. to carry out the overall management of the Association and issue of the necessary directives;
- b. to determine the organisation of the Association;
- c. to fix the membership fees;
- d. to organise the accounting system;
- e. to appoint and dismiss persons entrusted with the management and representation of the Association;
- f. to carry out the ultimate supervision of the persons entrusted with the management of the Association, in particular with regard to compliance with the law, the Statutes, regulations and directives;
- g. to prepare the annual report as well as the preparation of the General Assembly and the execution of its resolutions;

h. to carry out other duties and powers reserved to the Association Board by law or by these Statutes.

<sup>14</sup> The Association Board may delegate the management and representation of the Association within the scope of these Statutes and the provisions of the law in whole or in part to one or more of its members or to third parties by issuing organisational regulations.

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## C. The Audit Panel

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### Article 23

Audit Panel and audits

<sup>1</sup>\_\_\_\_\_The General Assembly shall elect the Audit Panel for a term of office until the conclusion of the next ordinary General Assembly. A re-election is possible.

<sup>2</sup> The General Assembly may dismiss the Audit Panel at any time. This shall not affect any claims for compensation of the Audit Panel.

<sup>3</sup> The Audit Panel must comply with the legal requirements. The Audit Panel shall have the powers and duties assigned to it by law.

<sup>4</sup> The Association Board may at any time instruct the Audit Panel to carry out special investigations, in particular interim audits, and to report thereon.

<sup>5</sup> The General Assembly may expressly or tacitly waive the election of an Audit Panel if the Association is under no obligation to have either a regular audit or a limited audit. The waiver shall also apply to subsequent years.

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## Section IV

### *Financing, liability and financial year*

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### Article 24

Financing of the Association, liability

<sup>1</sup>\_\_\_\_\_The funds of the Association for the pursuit of the purpose of the Association shall be made up of:

- a. membership fees;
- b. voluntary contributions from members or third parties (including gifts, bequests, research grants, sponsorships, etc.);
- c. income from the Association's activities and assets;
- d. dividends and other distributions from subsidiaries.

<sup>6</sup> The funds may only be used for the promotion of the Association's purpose. A distribution of funds to members (through dividends or similar transactions) is expressly excluded.

<sup>7</sup> Only the assets of the Association shall be liable for the liabilities of the Association. A personal liability of the members is excluded.

### Article 25

Membership fee

<sup>1</sup> The membership fee shall be determined by the Association Board for each financial year.

<sup>8</sup> The Association Board may create different levels of membership fees. It shall determine the criteria according to which members are assigned to a contribution level and shall publish or communicate them prior to joining. These criteria shall be based on the size or economic capacity of the members or other objective parameters.

<sup>9</sup> In justified cases, the Association Board may exempt a member from paying the membership fee.

<sup>10</sup> The Association Board shall communicate the membership fee for the following year no later than four months before the end of the current financial year.

### Article 26

Financial year,  
management report

1 The financial year of the Association shall end on 31 December unless another date is fixed by the Association Board.

11 The Association Board shall prepare a management report with annual accounts (consisting at least of an income statement and balance sheet) for each financial year.

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## Section V

### *Dissolution, liquidation*

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### Article 27

Dissolution,  
liquidation

<sup>1</sup> The General Assembly may resolve to dissolve and liquidate the Association in accordance with the provisions of the law and the Statutes at any time.

<sup>12</sup> The liquidation shall be carried out by the Association Board, unless the General Assembly delegates it to other persons.

<sup>13</sup> The liquidation of the Association shall be carried out in accordance with the provisions of the law. The liquidators shall be authorised to sell assets (including real estate) by private contract.

<sup>14</sup> After the debts of the Association have been paid, the assets shall be transferred to one or more non-profit legal entities domiciled in Switzerland and pursuing objectives similar to those of the Association, as determined by the General Assembly.

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## Section VI

### *Applicable law, settlement of disputes*

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### Article 28

Applicable law            These Statutes, any further regulations and decrees of the Association as well as legal relationships between the Association and its members shall be governed exclusively by Swiss substantive law, excluding the rules of private international law.

**Article 29**

Settlement of  
disputes

<sup>1</sup>            All disputes, differences of opinion or claims

- a.        in matters relating to the Association
- b.        between the Association and its members; and
- c.        arising out of or in connection with these Statutes or any other regulations or enactments of the Association

shall be settled by arbitration in accordance with the Swiss International Arbitration Rules (Swiss Rules) of the Swiss Arbitration Centre. The version of the Arbitration Rules in force at the time of filing the Notice of Arbitration shall apply.

<sup>15</sup>            The arbitral tribunal shall consist of three members.

<sup>16</sup>            The arbitration proceedings shall take place in Lucerne, Switzerland.

<sup>17</sup>            The language of the arbitration proceedings shall be English, although evidence in the original German, French or Italian may be submitted without translation.

<sup>18</sup>            The provisions of Chapter 12 of the Federal Act on Private International Law shall not apply; instead, the provisions of Part Three of the Swiss Code of Civil Procedure shall apply.

<sup>19</sup>            Admission to the Association shall be subject to express consent to this arbitration clause.

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**Section VII**  
*Miscellaneous*

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**Article 30**

Notifications

<sup>1</sup>            Written notifications of the Association shall be served by letter to the last address of the member entered in the register of members. Where neither the law nor these Statutes require written notification, the Association may also deliver notices to the member's last email address as recorded in the register of members or by any other appropriate means.

<sup>20</sup>            Where the law or these Articles require notices by members to the Association to be in writing, notices shall be sent by registered post or internationally recognised courier to the official address of the Association and shall be signed by hand.

**Article 31**

Entry into force

These Statutes were adopted at the Universal Assembly of 20 October 2022 and came into force on that date.

Lucerne, 20 October 2022

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Prof. Dr. Vanessa Wood, President and representative of ETH Zurich

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Dr. Uli Sigg, Vice President and Founding Member

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Prof. Dr. Reto Francioni, Member of the Association Board