

# Articles of Association - Center for Emerging Risk Research

## Article 1: Name and registered office

<sup>1</sup> Association founded in accordance with Article 60 et seq. of the Swiss Civil Code (ZGB) with the name of «Center for Emerging Risk Research» (abbreviated as CERR).

<sup>2</sup> The association is domiciled in Basel, Switzerland.

## Article 2: Purpose

<sup>1</sup> The association aims to improve the quality of life of future generations to the best possible extent. For this purpose, the association in particular promotes the research and implementation of approaches for the prevention of technological risks. Subject areas of particular relevance for this are artificial intelligence, decision and game theory, prioritisation research, moral philosophy and population ethics as well as peace and conflict research.

<sup>2</sup> The association realises its purpose in particular by pursuing scientific research and procuring and granting subsidies. It employs scientific methods to achieve its goals in the most cost-efficient way. The association operates both in Switzerland and abroad.

<sup>3</sup> It does not pursue any commercial interests and is not profit-oriented.

## Article 3: Membership

<sup>1</sup> The membership in the association is open to all natural persons, who share the aims of the association and the purpose set out in Article 2.

<sup>2</sup> Membership applications shall be submitted to the Board and can be approved or rejected without specification of grounds.

<sup>3</sup> Members may resign from the association at any time by sending a written notification to the President.

<sup>4</sup> The General Meeting can exclude Members by a two thirds majority.

## Article 4: Bodies of the association

<sup>1</sup> The bodies of the association are:

- the General Meeting,
- the Board,
- and the Auditor (where the General Meeting decides on the appointment of an Auditor).

## Article 5: General meeting

<sup>1</sup> The highest body of the association is the General Meeting. An ordinary General Meeting is called in once a year by the President.

<sup>2</sup> Extraordinary General Meetings can be called in in writing by a Member of the Board or requested by one fifth of the Members by submitting a written request to the President.

<sup>3</sup> The day of the General Meeting must be announced one month in advance.

<sup>4</sup> Members may submit applications for items on the agenda up to two weeks before the General Meeting.

<sup>5</sup> The President will forward the agenda to the Members one week before the General Meeting.

<sup>6</sup> The General Meeting may only vote on applications included on the agenda. All Members present have one vote.

<sup>7</sup> Unless other provisions apply, elections and votes will be passed by an absolute majority (i.e. more than half of the votes, including invalid votes and abstentions). Where no option obtains the absolute majority, a run-off will be held between the two options that obtained most votes in advance.

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<sup>8</sup> Each Member may request to speak at the General Meeting without announcing this in advance.

<sup>9</sup> The General Meeting has the following functions:

- approval of the annual report, the annual financial statement and the association's budget by the Board,
- election of the Board,
- election of the Auditor (where the General Meeting decides on the appointment of an Auditor),
- determination of the membership fee,
- passing of resolutions on additional applications,
- amendment of the articles of association.

### Article 6: Board

<sup>1</sup> The Board consists of:

- one or several Managing Directors, who represent the association externally,
- the President, who manages the business of the association,
- the Vice-President, who supports the President with his/her functions,
- the Financial Officer (who can be identical to the above persons).

<sup>2</sup> The Members of the Board are elected at each ordinary General Meeting.

<sup>3</sup> The Board may establish departments and appoint the heads of these departments.

<sup>4</sup> The Board may employ persons for carrying out the functions of the association.

<sup>5</sup> The Board may recognise other associations as associated organisations.

<sup>6</sup> The Members of the Board work on an honorary basis, can however receive a compensation for their work and expenses, where this is decided by the General Meeting.

<sup>7</sup> The Board constitutes a quorum if at least half of its Members are present. It passes resolutions by a simple majority of the votes cast. In case of a tie vote, the President will have the casting vote.

### Article 7: Auditor

<sup>1</sup> The association is not obligated to appoint an Auditor.

<sup>2</sup> All Members are entitled to request the appointment of an Auditor at the General Meeting. If the General Meeting agrees, it will elect an Auditor, who may not be a Member of the Board. The Auditor may but must not be a Member of the association.

<sup>3</sup> The Auditor reports to the General Meeting.

<sup>4</sup> The General Meeting decides on whether the Auditor will continue to carry out their activities for an additional year or whether the position of Auditor is abolished again.

### Article 8: Funding and liability

<sup>1</sup> The association is funded by membership fees, donations and income generated by events.

<sup>2</sup> The membership fee is determined by the General Meeting.

<sup>3</sup> The accounting period corresponds to the calendar year.

<sup>4</sup> The debts of the association are covered solely by the assets of the association.

<sup>5</sup> The official signing of contracts on behalf of the association requires the signatures of at least two Members of the Board. All Members of the Board are authorised to sign.

<sup>6</sup> The Financial Officer represents the association in dealings with banks and is also authorised to manage the association's account.

### Article 9: Dissolution

<sup>1</sup> If duly and properly listed on the agenda, the association can be dissolved by a two thirds majority at the General Meeting.

<sup>2</sup> In the event of a dissolution of the association, the association's assets will be donated to a tax-

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exempt, non-profit organisation domiciled in Switzerland, whose purpose comes as close as possible to that of the association at the time of its dissolution.

### Article 10: Coming into force

<sup>1</sup> Any and all changes to the articles of association require a two thirds majority in the General Meeting.

<sup>2</sup> The articles of association have been accepted by the founding Members and come into force with immediate effect.

Basel, 16 July 2019

Jonas Vollmer  
(Member of the Board)

Daniel Kestenholz  
(Member of the Board)

This text is a true and accurate translation of the attached document from German into English.

....., 23 July 2019

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