



STATUTES

Art. 1 - Name and seat

1. takes the legal form of a Club/Association in the spirit of the Swiss Constitution the association called Wealth Way Club.
2. The club's registered office is in Via Salita al Collo 4, Gordola, Switzerland.
3. The transfer of the registered office does not imply a change in the articles of association, but the obligation to notify the competent offices.

Art. 2 - Statutes

1. The Association is governed by the present statutes and acts in accordance with the laws of Switzerland.
2. The assembly shall decide on any regulations for the implementation of the statute to regulate more particular organisational aspects.

Article 3 - Effectiveness of the statutes

1. The articles of association bind the organisation's members to comply with them; they constitute the fundamental rule of conduct for the organisation's activities.

Article 4 - Interpretation of the statutes

1. The articles of association shall be assessed according to the rules of contract interpretation and the criteria of Swiss law.

Art. 5 - Purpose

1. The association is non-profit-making.
2. The purpose of the Association is to:
 - Promoting blockchain technology;
 - Promoting basic financial education;
 - To train and constantly implement the socio-cultural and financial profile of the club members over time;
 - Encourage club members to get together and cooperate;
 - Encourage the sharing of movable and immovable property rented or owned by the association within and between members.
3. In particular, for the achievement of the purpose referred to in the preceding paragraph, the association proposes to:

Organising meetings and conferences in different countries around the world with blockchain specialists;

Organise international training events and meetings with high-profile coaches to increase the number of participants.



mental and psychological abilities of the members; sharing the car fleet among members only; carrying out regular meetings on tour.

4. The Association may not carry out any activities other than those mentioned above, with the exception of those that are instrumental and ancillary to the statutory activities, insofar as they supplement them.

Art. 6 - Members

1. The number of members is itself limited to founder members and other members who wish to join, with a maximum number of 250.

Article 7 - Admission of members

1. Any person wishing to be admitted as a member, after having received an invitation, shall submit the relevant application to the board of directors, undertaking to abide by the present statute and to observe any regulations and resolutions adopted by the organs of the club. The board of directors, or severally any of its members, may request from the prospective member any documentation useful for the purpose of assessing the application for admission.

2. Legal entities wishing to become members of the Club shall submit an application for membership signed by their legal representative.

3. The Managing Board shall decide, within thirty days of the application being submitted, whether or not the new member is to be admitted to the association.

4. Any decision rejecting an application for admission must be reasoned and sent to the interested party, who may ask for the application to be re-examined at the first useful meeting, accompanying the application with the documentation considered most appropriate.

5. Upon acceptance of the application by the Club, the applicant shall acquire full membership and shall be entered in the register of members.

6. Members may be:

a) Founding Members: Founding Members are the natural or legal persons who have signed the memorandum of association and those who will be subsequently admitted as such by an unquestionable and irrevocable decision of the Management Committee in relation to their active work in the Club's environment;

b) Ordinary members: operating members are natural persons who join the association by performing a predominantly free and voluntary activity in accordance with the procedures established by the board of directors and paying a specific fee set by the board;

c) Honorary members: Honorary members are natural and legal persons and bodies that have acquired particular merit for their work in favour of the Association or that are prevented from being effective members by an express legal prohibition;

d) Active members: supporting members are all those who contribute to the aims of the association free of charge or by contributing money or in kind.

7. Temporary membership is not permitted. The membership fee is non-transferable but inheritable.



Article 8 - Rights and obligations of members

1. The founder members of the Club are entitled to:

- to elect corporate bodies and to be elected to them;
- be informed about the organisation's activities and monitor their progress;
- be reimbursed by the expenses actually incurred and documented for the work carried out, in accordance with

law; 2. Active club members have the right to:

- take note of the agenda of the meetings, consult the minutes, participate in the training meetings;

2.1. The members themselves have the duty to:

- comply with these statutes and any rules of procedure;
- to carry out their activities in favour of the community and the common good in a personal, spontaneous and

free of charge, non-profit, even indirect, and exclusively for solidarity purposes;

- pay the membership fee in accordance with the amount established annually. The membership fee is personal, non-refundable and cannot be transferred to third parties or revalued.

Art. 9 - Volunteers

1. The status of volunteer is incompatible with any form of employment or self-employment relationship and any other paid employment relationship with the organisation.

Article 10 - Loss of membership

1. Membership is lost by:

(a) death;

b) non-payment of membership dues: forfeiture shall take place by decision of the Assembly, following a proposal by the Executive Board, thirty days after non-payment of the annual membership dues;

c) resignation: any member may withdraw from the association at any time by giving written notice to the board of directors; such withdrawal shall take effect immediately. The obligation to pay the membership fee for the current year remains unaffected;

d) Expulsion: The Managing Board, after notifying the charges and consulting the member concerned, shall expel the member for acts committed in breach of the rules of ethics and the provisions of these articles of association or if serious reasons arise that make the continuation of the membership relationship incompatible.

2. Members who have ceased to belong to the association in any case will not be able to claim the contributions paid and will not have any right to the assets of the association.



Art. 11 - Corporate bodies

1. The organs of the association are:

- a) Members' meeting;
- b) Governing Council;
- (c) President;

Article 12 - Assembly

1. The assembly is composed of the members of the organisation and is the sovereign body.
2. It is convened at least once a year by the President of the organisation or his deputy by means of a written notice to be sent at least 10 days before the date fixed for the meeting and containing the date of the meeting, the time, the place, the agenda and the possible date of a second convocation.
3. Such communication may be by letter, fax, P.E.C. or e-mail (indicated in advance by the members), sent/disseminated at least 15 days (10 days in the case of e-mail) before the date set for the meeting to the address shown in the register of members or by means of a notice posted at the headquarters of the organisation.
4. The Assembly is also convened at the request of at least one tenth of the shareholders or when the administrative body deems it necessary.
5. Votes shall be open, except in respect of persons.
6. Minutes of the assembly meetings shall be drawn up, signed by the President and by the person taking the minutes and kept at the headquarters of the organisation, in free view of all members.
7. The Assembly may be ordinary or extraordinary. Extraordinary is the one convened for the modification of the statute and the dissolution of the organisation. It is ordinary in all other cases.

Article 13 - Tasks of the Assembly

The powers of the assembly are:

- a) appointing and removing members of the corporate bodies;
- (b) appoint and dismiss, where applicable, the person responsible for the statutory audit;
- (c) approve the budget;
- d) decide on the liability of members of the corporate bodies and bring liability actions against them;
- (e) decide on amendments to the memorandum and articles of association;
- (f) approve any rules governing the proceedings of the meeting;
- (g) decide on the dissolution, transformation, merger or division of the organisation;



(h) it shall decide on other matters assigned to it by law, the memorandum of association or the articles of association.

Article 14 - Ordinary Assembly

1. The Ordinary Meeting shall be duly constituted on first call with the presence of half plus one of the members, present in person or by proxy, and on second call whatever the number of members present, in person or by proxy.
2. The meeting shall decide by a majority of the votes of those present. Each member is entitled to one vote.
3. Members may only be represented at the meeting by other members by means of a written proxy. Each member shall be entitled to a maximum of five proxies.
4. Voting by correspondence or electronically is permitted, provided that the identity of the member participating and voting can be verified.
5. In resolutions approving the financial statements and in those concerning their responsibility, directors shall not be entitled to vote.

Article 15 - Extraordinary meeting

1. The extraordinary meeting shall amend the organisation's statutes with the presence of at least three quarters of the board and the favourable vote of the majority of those present, and shall decide on the dissolution and liquidation as well as the devolution of the assets with the favourable vote of at least three quarters of the board.
2. For the extraordinary meeting, with the exception of the provisions of the preceding paragraph, the rules of the ordinary meeting set out in the preceding article shall apply.

Article 16 - Structure of the Assembly

1. The Assembly is chaired by the President of the Association or, in his absence, by the Vice-President or, in his absence, by a member of the Defective Council appointed by the same Assembly.
2. The functions of secretary are carried out by the secretary of the association or, if he is prevented from doing so, by a person appointed by the assembly.
3. The minutes of the assembly shall be drawn up by the secretary, and signed by the president and the secretary.
4. Decisions taken by the assembly, whether ordinary or extraordinary, are binding on all members, whether dissenting or absent.
5. Each member has the right to consult the minutes of the proceedings drawn up by the secretary and signed by the president; he/she has the right of information and control established by law, and the right to access the documents, resolutions, budgets, accounts and registers of the association.



Article 17 - Governing Council

1. The Executive Board is elected by the Members' Assembly and consists of at least three and at most ten members. It remains in office for three years and its members may be re-elected. They lapse if they are absent unjustifiably for three consecutive times.
2. The Governing Council at its first meeting elects a President and a Vice-President, or several Vice-Presidents, from among its members.
3. The Governing Council shall meet, as convened by the President, at least once every three months and when requested to do so by at least two thirds of its members. In the latter case, the meeting must take place within twenty days of receipt of the request. External experts and representatives of any internal working sections may be invited to attend the meetings with an advisory vote. The meetings of the Board are valid when the majority of its elected members are present. Minutes of each meeting shall be recorded in the register of Governing Council meetings.
4. It shall be the responsibility of the Governing Council:
 - a) perform all acts of ordinary and extraordinary administration;
 - b) establish the rules for the functioning of the Association;
 - c) submit the budget to the Club for approval, if possible by the end of December and in any case with the balance sheet by the end of the following April of the year concerned;
 - d) determine the work programme on the basis of the guidelines contained in the general programme approved by the Assembly, promoting and coordinating the activity and authorising expenditure;
 - e) elect the President and Vice-President(s);
 - f) appointing the Secretary (possibly the Treasurer and/or the Secretary/Treasurer), who may also be chosen from among non-members or from among non-members; g) accepting or rejecting applications from aspiring members;
 - h) ratify, at the first subsequent meeting, the measures within the competence of the Council adopted by the President for reasons of necessity and urgency;
 - i) hire the staff strictly necessary for the continuity of the management not ensured by the members and in any case within the limits allowed by the availability of the budget;
 - l) set up working section groups whose coordinators, if they have no other right to a deliberative vote, may be invited to attend Council meetings and Assemblies with an advisory vote;
 - n) deciding on the expulsion of members.
5. The Governing Council may delegate the ordinary administration to the President or to an executive committee. The meetings of the executive committee, if any, must be recorded in the appropriate register. Any replacement of members of the executive committee during the three-year period must be validated by the first assembly convened after the appointment. The term of office of members thus appointed expires with that of the other members.



Article 18 - Presidency

1. The chairperson legally represents the association and performs all acts that commit it externally. He/she shall be chosen on the basis of the requirements of integrity, professionalism and independence, also with reference to the requirements in this regard laid down in codes of conduct drawn up by representative associations.
2. The president shall be elected by the Governing Council from among its members by a majority of those present.
3. The president shall hold office for a period of 10 years and shall cease to hold office on expiry of his term of office, by voluntary resignation or by revocation decided by the board of directors by a majority of those present.
4. At least one month before the expiry of the term of office, the President shall convene the Assembly for the election of the new President and the governing body.
5. The president shall convene and chair the Assembly and the administrative body, carry out the ordinary administration on the basis of the directives of these bodies, and report to the administrative body on the activity carried out.

Article 18a

6. The Vice-President shall replace the President in all his duties whenever the latter is prevented from exercising them.

in the exercise of its functions.

7. The secretary shall execute the resolutions of the president and the board of directors, draw up the minutes of the meetings, attend to correspondence and, as treasurer, take care of the administration of the association and be in charge of the book-keeping as well as of the collections and payments to be carried out upon mandate of the board of directors. The auditor is appointed by the general meeting from among members or third parties with appropriate economic and accounting skills.
8. The auditor may not at the same time be a member of the Executive Board or of the Board of Arbitrators.
9. The Auditor shall hold office for three years and may be re-elected.
10. The Board of Auditors has the task of controlling the administrative/accounting management on a quarterly basis, to examine the financial statements in advance, and to draw up a report accompanying them. The Auditors are entitled to participate, even individually, in the meetings of the Board of Directors without voting rights.
11. The activities of the Board of Auditors shall be recorded in the minutes book of the Board of Auditors, which shall also contain the reports on the financial statements.
12. The Auditor is responsible for carrying out a quarterly audit of the administrative/accounting management, for a preliminary examination of the financial statements and for drawing up a report accompanying them.



13. The activity of the Auditor shall be recorded in the minutes book of the Board of Auditors, which shall also include the reports on the financial statements.

Art. 19 - Economic resources

1. The economic resources of the association shall consist of:

- membership fees;
- public and private contributions;
- donations and testamentary legacies;
- asset returns;
- fundraising activities (not intended as public collection of savings);
- reimbursements from conventions;

Article 20 - Assets

1. The assets of the association are immovable property, movable registered property and movable property. Immovable property and registered property

furniture can be purchased by the organisation, and is in its name.

2. Immovable property, registered movable property as well as movable property which is located at the seat of the organisation shall be

listed in the inventory, which is deposited at the headquarters of the organisation and can be consulted by members.

Article 21 - Prohibition of profit distribution and use of assets

1. The organisation is prohibited from distributing, even indirectly, profits and operating surpluses as well as funds, reserves or capital during its life, as well as the obligation to use the assets, including any revenues, rents, proceeds, income however denominated, to carry out the statutory activity for the exclusive pursuit of the intended purposes.

Article 22 - Accounting records and balance sheet

1. Every year, the Board of Directors shall draw up the budget and the balance sheet for the approval of the Assembly by 30 April. The budgets shall be brought to the attention of the Board of Auditors at least 30 days prior to their submission to the Assembly.

2. The balance sheet shall show the assets, contributions and legacies received and the expenditure by chapter and item.

3. The budget must coincide with the calendar year.

Article 23 - Publicity and transparency



1. The Managing Board shall ensure the substantial publicity and transparency of the acts relating to the association's activity, with particular reference to the annual balance sheets or accounts and to the compulsory social books, i.e. the register of members, the book of meetings and resolutions of the assembly of members and of the Managing Board. These social documents must be made available to members for consultation even if they are kept by professionals employed by the association. Requests for access to the documents are addressed to any director.

Article 24 - Paid staff

1. The association may make use of paid staff for the achievement of the social purpose.
2. Relations between the organisation and the paid staff shall be governed by law and by specific rules adopted by the organisation.

Article 25 - Liability and insurance of members

1. Volunteer members performing voluntary work are insured for illness, accident, and third party liability.

Art. 26 - Liability of the association

1. The association is liable with its own economic resources for damages caused by non-compliance with the agreements and contracts concluded.

Art. 27 - Association insurance

1. The association may take out insurance against damage arising from the contractual and non-contractual liability of the organisation itself.

Only the assets of the association are liable for the debts of the association. The personal liability of the members is excluded.

Art. 28 - Dissolution

1. In the event of dissolution and liquidation, the name and assets of the association shall be devolved, in accordance with the rules, methods and timeframes laid down by the assembly, to another association that is able to guarantee allocation to purposes similar to those of these articles of association.

Article 29 - Referral rules and final provisions

1. For matters not provided for in these Articles of Association, reference shall be made to the relevant legal provisions of the Swiss Civil Code.



Wealth Way
CLUB
