



## **ARTICLES OF ASSOCIATION**

of

### **Swiss LegalTech Association**

#### **I. NAME, REGISTERED OFFICE, AND PURPOSE**

##### **Art. 1 Name**

Under the name of

**“Swiss LegalTech Association (SLTA)”**

an association within the meaning of Article 60 et seqq. of the Swiss Civil Code exists for an indefinite term.

##### **Art. 2 Registered Office**

The Association has its registered office in Zurich.

##### **Art. 3 Purpose**

The Association has the goal of acting as a link between the legal profession and the LegalTech ecosystem in order to create a better understanding among all market players for the opportunities and risks of the digital transformation in the legal market. Within this framework, the Association’s purpose is to preserve, promote, and represent the economic, business and industry policy, ethical, and professional interests of its members and member organizations.

It represents them in politics, vis-à-vis government agencies, public and private institutions, customer organizations and other partner organizations in Switzerland and in other countries. The Association can cooperate with or join other organizations that represent the same or similar interests.



The Association can provide services for the benefit of its members and member organizations or third parties and do anything that directly or indirectly promotes the interests of the members.

The Association shall not pursue commercial purposes and shall not seek to make a profit. The executive bodies shall act in an honorary capacity.

## **II. MEMBERSHIP**

### **Art. 4 Members**

Natural persons or legal entities as well as organizations under public law can become members of the Association.

Legal entities and organizations under public law with an Active Membership (see Art. 7) shall appoint a representative who exercises membership rights at the Members' Meeting.

### **Art. 5 Categories**

The categories of members are as follows:

- Active membership with voting rights (Art. 6)
- Honorary members (Art. 8)

The Executive Board can provide additional categories of members as needed.

### **Art. 6 Active Membership**

Any natural person and legal entity, as well as organizations under public law, that has an interest in the Association's purpose as specified in Article 3 and makes an active contribution to fulfill the Association's purpose can become an active member.

### **Art. 7 Honorary Membership**

Honorary membership will be awarded to natural persons who have distinguished themselves by outstanding achievements for the Association or by their work and/or their extraordinary achievements in the area of LegalTech.



## **Art. 8            Becoming a Member**

Membership is acquired upon approval of the application by the Executive Board and payment of the membership fee.

Upon application and submission of a student's registration card, students can be released from the obligation to pay a membership fee.

The Executive Board approves applications for membership. No grounds for a rejection need be given.

The Executive Board can at its discretion determine the membership category, request references from the applicant or make admission dependent upon terms and conditions. In the latter case and if the Executive Board changes the category, the board will set a deadline for the applicant to agree to the conditions or withdraw the application.

## **Art. 9            Member Rights**

Active members have voting rights and the right to elect and to be elected at the Members' Meeting.

The members have the right to participate in activities and events of the Association at member rates. The right to apply restrictions to participation is reserved.

The members may avail themselves of the services that the Association offers to its members.

## **Art. 10           Member Duties**

Active members have the duty to pay the annual membership contribution established by the Executive Board.

### **III.    TERMINATION OF MEMBERSHIP**

#### **Art. 11           Resignation**

Active members can announce their resignation from the Association by giving three months' notice to 31 December of any calendar year. The resignation can be submitted by letter or email to [info@swisslegaltech.ch](mailto:info@swisslegaltech.ch).

Honorary members can announce their resignation in the same manner, but without needing to comply with the three-month notice period.



## **Art. 12 Cancellation**

Membership of the Association is automatically cancelled:

- In the event of the bankruptcy, liquidation and/or deletion of the company or organisation from the Commercial Register.
- If the organisation is confirmed to have been liquidated or the legal status, if any, of the company or organisation has been cancelled.
- In the event of the death of a member.

The membership fee remains payable in full for the current financial year.

## **Art. 13 Exclusion**

Exclusion of a member occurs by unanimous decision of the Executive Board or by the Members' Meeting upon request of the Executive Board by a simple majority. Grounds for exclusion are as follows:

- repeated violation of the Association's interests
- non-payment of financial obligations despite two written reminders
- other good cause in the opinion of the Executive Board.

Exclusion of a member need not be explained.

Lapsed memberships and resigned or excluded members shall have no claim to the Association's assets.

## **IV. FINANCES**

### **Art. 14 Membership Contributions and Other Fundraising**

The Association is primarily financed by the contributions of its members. The member contributions of the active members and passive members will be set annually by the Executive Board.

The Association is additionally financed by contributions from sponsors and patrons as well as compensation for services provided by the Association.

Additional contributions can be adopted by the Members' Meeting for special campaigns; advances can be required if needed.



A member newly accepted during the fiscal year pays the member contribution for the current year pro rata temporis; the month in which acceptance occurred is counted as a full month.

**Art. 15      Fiscal Year**

The fiscal year is identical to the calendar year.

**Art. 16      Liability**

The assets of the Association shall be solely liable for the obligations of the Association. Personal liability of the members beyond the regularly adopted contributions is excluded.

**V.      ORGANIZATION**

**Art. 17      Governing Bodies**

The Association's governing bodies are:

- the Members' Meeting
- the Executive Board (EB)
- the Advisory Board
- the Statutory Auditors

**Art. 18      Executive Board (EB)**

The Executive Board constitutes itself.

The term of office of the President and the Vice-President is two years. Re-election is possible.

The Executive Board meets on invitation and under the chairmanship of the President when needed, but at least three times per year. Invitations are sent out in writing. The Executive Board is quorate if at least half of its members are present. It passes resolutions by absolute majority of the votes of the members present. If votes are tied, the President has the casting vote, while elections are decided by drawing lots.

Resolutions concerning a motion may also be adopted in writing by circular letter or fax or electronic mail as well as via telephone or video conference, provided that none of the members requests oral deliberation.

The Executive Board decides on all matters that are not reserved for the General Meeting of Members. It has the following tasks in particular:



- a. Representing the Association externally. The duty of representing the Association can also be transferred to an individual member of the Executive Board or to the President.
- b. Keeping the Association's books.
- c. Deciding on the admission and exclusion of members.
- d. Determining the strategic focus and the focal points of the Association's activities.
- e. Preparing and convening the General Meeting of Members and formulating the motions.
- f. Determining the signatory authority.
- g. Determining the amount of the membership fees.
- h. Discussing and passing resolutions on all matters that are not reserved for another governing or executive body by the law or the Articles of Association.

#### **Art. 19 Advisory Board**

The members of the Advisory Board support the Association in connection with the possibilities available to them. They are available to the Executive Board as advisors and help to publicize the Association. The Advisory Board shall meet with the Executive Board at least once per year

#### **Art. 20 Members' Meeting**

The Members' Meeting shall be the highest governing body of the Association. It is chaired by the president or, when the president is unavailable, by another member of the Executive Board.

The Members' Meeting shall have the following duties:

- a. Electing the Executive Board
- b. Appointing the Statutory Auditors
- c. Approving the financial statements and the annual report
- d. Granting discharge to the members of the Executive Board and other officers
- e. Adopting resolutions on amending the Articles of Association
- f. Deciding on committees and their members
- g. Adopting resolutions on dissolving the Association and using the liquidation proceeds

Resolutions shall be adopted by a simple majority of the members present at the individual Members' Meeting. *If need be, quorums for voting out members.*

#### **Art. 21 Convocation**

The Members' Meeting shall be convened annually in the first half of the year by the president by a written or electronic invitation at least 20 days in advance. The invitation shall announce the place and time of the meeting as well as the agenda.



When needed, the Executive Board can convene an extraordinary Members' Meeting in writing with a 14-day announcement period. 20% of the members with voting power can bindingly demand of the Executive Board at any time that it convene an extraordinary Members' Meeting.

The notice of the meeting shall include the list of agenda items. A matter that is not on the agenda can only be discussed if the Members' Meeting consents to do so by a simple majority of the members present with voting power.

**Art. 22        Motions**

Motions from members must be submitted to the attention of the Executive Board at least 20 days prior to the Members' Meeting in writing and with justification, and shall then be placed on the agenda by the Executive Board.

**Art. 23        Participation**

All members or their nominated representatives are permitted to participate in the Members' Meeting, whether or not they hold voting rights. The Executive Board can require a written proxy.

One voting rights card will be submitted per member with voting power as identification.

Candidates for membership or guests can be invited by resolution of the Executive Board.

**Art. 24        Adoption of Resolutions**

The Members' Meeting has a quorum with the members present with voting power.

Resolutions of the Association require a simple majority of the members present with voting power. This shall be subject to quorum requirements stipulated by law or these Articles of Association.

In case of a tie in an election, the decision shall be made by lot. In case of a tie in voting on an issue, the chairman casts the deciding vote.

**Art. 25        The Statutory Auditors**

The statutory auditors are elected by the Members' Meeting for a term of two years. They audit the annual financial statements and submit their report to the Members' Meeting.



## **VI. DISSOLUTION**

### **Art. 26 Adoption of Resolution**

A resolution to dissolve the Association can be adopted with a majority of two-thirds of the members present at a Members' Meeting of the Association.

### **Art. 27 Liquidation**

Liquidation shall be carried out by the Executive Board or by an external office commissioned by the Executive Board.

The remaining assets of the Association shall be transferred to an organization pursuing the same or a similar purpose. The distribution of the Association's assets among the members is excluded.

## **VII. FINAL PROVISIONS**

### **Art. 28 Entry into Force**

These Articles of Association enter into force immediately.