

ARTICLES OF ASSOCIATION

of

Swiss LegalTech Association (SLTA)

(the "Articles of Association")

A. NAME – REGISTERED OFFICE – PURPOSE- REGISTRATION IN THE SWISS COMMERCIAL REGISTER – OFFICIAL LANGUAGE

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 (the "**Association**").

Art. 2 Registered Office

The Association has its registered office in Zurich, Switzerland.

Art. 3 Purpose

1. The Association's purpose is to lead the transformation of the legal industry in Switzerland by promoting innovative technology, fostering a collaborative ecosystem, and driving access to justice.
2. In particular the Association represents its Members vis-à-vis government agencies, public and private institutions and other stakeholders in Switzerland and in other countries. The Association can cooperate with or join other organizations that represent the same or similar interests.

3. The Association may offer services to its Members, their affiliated organizations, or third parties, insofar as these activities are consistent with its purpose and promote its objectives.
4. The Association shall not pursue commercial purposes and shall not seek to make a profit.

Art. 4 Registration in the Swiss Commercial Register

Upon a decision of the Leadership Board, the Association can be registered in the Swiss Commercial Register.

Art. 5 Official Language

The Association's official language is English.

B. MEMBERSHIP

Art. 6 Members

1. Natural persons, legal entities as well as organizations under public law, from Switzerland and abroad, can become members of the Association (the "**Members**").
2. Legal entities and organizations under public law with an active membership (see Article 8) shall appoint a representative who exercises membership rights at the General Assembly.
3. All Members of the Association shall act in an honorary manner.

Art. 7 Categories

The categories of Members are as follows:

- (a) Active Members (Article 8)
- (b) Honorary Members (Article 9)

Art. 8 Active Members

Any natural persons, legal entities as well as organizations under public law, from Switzerland and abroad, may become Active Members, provided that they have an interest in the Association's purpose as specified in Article 3.

Art. 9 Honorary Members

Natural persons that have distinguished themselves by outstanding achievements for the Association or by their work and/or their extraordinary achievements in the areas relevant for the purpose under Art. 3 can become Honorary Members.

Art. 10 Becoming a Member

1. Active Members become Members upon approval of the application by the Leadership Board, acceptance of the Articles of Association, and payment of the annual membership fee.
2. Upon application and submission of a student's registration card, students can be released from the obligation to pay the annual membership fee.
3. The Leadership Board approves applications for Active Members at its discretion and no grounds for a rejection need to be given.

4. The Leadership Board can, at its discretion, request references from the applicant or make admission dependent upon terms and conditions.
5. Honorary Members become Members upon election by the General Assembly and acceptance of the Articles of Association.
6. The Leadership Board can create sub-categories of Active Members, as needed. If the Leadership Board changes the conditions to become an Active Member, the Leadership Board will set a deadline for the applicant to agree to the new conditions or withdraw the application.

Art. 11 Member Rights

1. The Members have voting rights and the right to elect and to be elected at the General Assembly.
2. The Members have the right to participate in activities and events organized by the Association under the specific terms and conditions set forth and at member rates. The right to apply restrictions on participation is reserved.
3. The Members may avail themselves of the services that the Association offers to its Members.

Art. 12 Member Duties

1. Without any prejudice for Article 10 Paragraph 2 of the Articles of Association, Active Members have the duty to pay the annual membership fee as established by the Leadership Board.
2. Honorary Members are exempted from the duty to pay the annual

membership fee.

3. All Members expressly waive any and all claims to the Association's assets.

C. TERMINATION OF MEMBERSHIP

Art. 13 Termination of Membership

Membership expires upon:

- (i) Resignation (Art. 14);
- (ii) Cancellation (Art. 15); or
- (iii) Exclusion (Art. 16).

Art. 14 Resignation

1. Active Members can resign from the Association by giving three (3) months prior written notice, with effect as of December 31 of any calendar year. The resignation can be submitted by registered letter or email to the attention of the Leadership Board.
2. Honorary Members resign from the Association in the same manner as the Active Members, but without the need to comply with the three (3) months prior written notice.
3. The membership fee remains payable in full for the current financial year and the Member shall not be entitled to any refund of membership fees already paid.

Art. 15 Cancellation

1. Membership from the Association is automatically cancelled:
 - (i) In the event of the death of an individual Member;
 - (ii) In the event of bankruptcy, liquidation and/or deletion of the company or organization from the commercial register or equivalent;
 - (iii) In the event that a company or an organization ceases to carry on business.

2. The membership fee remains payable in full for the current financial year and the Member shall not be entitled to any refund of membership fees already paid.

Art. 16 Exclusion

1. Exclusion of a Member occurs by a decision of the Leadership Board, taken by simple majority.

2. Grounds for exclusion are as follows:
 - (i) Repeated violation of the Article of Association and/or the Association's interests;
 - (ii) Non-payment of the membership fee despite two (2) written reminders (email sufficient);
 - (iii) Actions that significantly harm the reputation or interests of the Association, in the reasonable opinion of the Leadership Board.

3. The Member may appeal the decision of the Leadership Board to the General Assembly within thirty (30) days of receiving the exclusion notice. The appeal must be submitted in writing to the Leadership Board and shall be treated at the next scheduled meeting of the General

Assembly. The decision of the General Assembly shall be final.

4. The membership fee remains payable in full for the current financial year and the Member shall not be entitled to any refund of membership fees already paid.

D. FINANCES

Art. 17 Membership Fee and Other Fundraising

1. The Association is primarily financed by the annual membership fees of its Active Members. The annual membership fee will be set annually by the Leadership Board and may vary between sub-categories.
2. A new Active Member pays the full annual membership fee, unless the new Active Member joins the Association during the last six (6) months of the financial year, in which case the Active Member will pay only half of the annual membership fee.
3. The Association is additionally financed by contributions from sponsors and partners as well as by compensation for the services provided by the Association.
4. Additional contributions can be adopted by the General Assembly for special campaigns; advances can be required if needed.

Art. 18 Financial Year

The financial year is identical to the calendar year.

Art. 19 Liability

The assets of the Association shall be solely liable for the obligations of the Association. Personal liability of the Members beyond the payment of the membership's fee is excluded.

E. ORGANIZATION

Art. 20 Governing Bodies

The Association's governing bodies are:

- (i) the General Assembly
- (ii) the Leadership Board
- (iii) the Administrative Office
- (iv) the Advisory Board
- (v) the Auditor

Art. 21 General Assembly

Art. 21.1 In General - Duties

1. The General Assembly shall be the highest governing body of the Association. It is chaired by the (Co-)President(s) of the Association or, when the (Co-)President(s) is(are) unavailable, by another member of the Leadership Board chosen by the Leadership Board.
2. The General Assembly shall have the following competences and duties:
 - a. Electing and dismissing the Leadership Board
 - b. Appointing Honorary Members
 - c. Appointing the Auditor

- d. Adopting the budget
- e. Approving the financial statements, including the annual report
- f. Granting discharge to the members of the Leadership Board and other offices (if any)
- g. Adopting resolutions on amending the Articles of Association
- h. Adopting resolutions on dissolving the Association
- i. Any other duty pursuant to these Articles of Association or the applicable law

Art. 21.2 Convocation

- 1. The ordinary General Assembly shall be convened annually in the first half of the year by the Leadership Board, in writing (which for the purposes of this Article shall include e-mail) at least twenty (20) days in advance.
- 2. When needed, the Leadership Board can convene an extraordinary General Assembly in writing (which for the purposes of this Article shall include e-mail) with a fourteen (14) days prior notice period.
- 3. Additionally, one-fifth (1/5) of the Members with voting power can request the Leadership Board, at any time, to convene an extraordinary General Assembly. The Leadership Board shall then convene such an extraordinary General Assembly in writing (which for the purposes of this Article shall include e-mail) with a twenty (20) days prior notice period.
- 4. Each invitation to a General Assembly shall include the place and time of the meeting as well as the agenda.
- 5. Meetings of the General Assembly can be held in presence or online through video-conferencing systems such as MS Teams or Zoom.

Art. 21.3 *Agenda - Motions*

1. A matter that is not on the agenda can only be discussed if the General Assembly consents to do so by a simple majority of the Members present with voting power.

2. Motions from Members must be submitted in writing (which for the purposes of this Article shall include e-mail) to the attention of the Leadership Board at least fifteen (15) days prior to the foreseen General Assembly and with relevant justifications; to the extent that they comply with the aforementioned criteria, they shall then be placed on the agenda by the Leadership Board.

Art. 21.4 *Participation*

1. All Members or their nominated representatives (not applicable for natural persons / individual Members), are permitted to participate in the General Assembly. The Leadership Board can require a written proxy.

2. The Leadership Board can decide that candidates or guests can also attend the General Assembly, without any voting right.

Art. 21.5 *Adoption of Resolutions*

1. Unless otherwise indicated in these Articles of Association or in the law, resolutions shall be adopted by a simple majority of the votes of the Members present at the General Assembly.

2. In case of a tie in voting on an issue, the (Co-)President(s) casts the deciding vote.

3. In the event that the General Assembly has to vote on proposals or issues concerning the work of the Leadership Board (such as granting them discharge), the members of the Leadership Board shall abstain from such decisions.

Art. 22 Leadership Board

Art. 22.1 In General - Duties

1. The Leadership Board is responsible for the strategic direction, oversight, guidance and positioning of the Association as well as support of the management and the activities of the Association.
2. The Leadership Board decides on all matters that are not reserved to the General Assembly or the Administrative Office. In particular, the Leadership Board shall have the following competences and duties:
 - a. Prepare the budget
 - b. Prepare the annual financial statement
 - c. Decide on the admission and exclusion of Members
 - d. Determine the strategic focus and the focal points of the Association's activities
 - e. Prepare and convene the General Meeting and formulate the motions
 - f. Determine the Active Membership sub-categories and the amounts of the annual membership fees
 - g. Hire, instruct, and supervise external contractors within the budget
 - h. Discuss and pass resolutions on all matters that are not reserved to another governing body by the Articles of Association or the law

Art. 22.2 Composition and Election

1. The Leadership Board is composed by a minimum of five (5) and a maximum of nine (9) people.
2. The Leadership Board is composed at last by one (1) President, one (1) Vice-President and one (1) Secretary General.
3. The members of the Leadership Board are elected by the General Assembly among the Members, in particular, for their qualities such as:
 - a. Initiative leaders, who are thematic representatives of the Association that initiate and lead projects and initiatives that share the Association's purpose, mission and vision.
 - b. Chapters heads, who are regional representatives of the Association representing at least the main linguistic regions of Switzerland.
4. All roles within the Leadership Board (including, the (Co-)President(s), the Vice-President(s) and the Secretary General) will be decided directly by the Leadership Board itself.
5. All members of the Leadership Board are elected for a period of two (2) years. Re-election is possible.
6. The (Co-)President(s) is(are) the head of the Association, representing the Association externally and presiding over the meetings of the Leadership Board and the General Assembly.
7. The Secretary General is the chief operational officer (COO) of the Association, overseeing the day-to-day operations and ensuring the implementation of the decisions and resolutions passed by the Leadership Board and the General Assembly.

Art. 22.3 Convocation

1. The Leadership Board meets on written (which for the purposes of this Article shall include e-mail or similar instruments, such as MS Teams) invitation and under the chairmanship of the (CO-)President(s) when needed, but at least three (3) times per year.
2. Meetings of the Leadership Board can be held in presence or online through video-conferencing systems such as MS Teams or Zoom.
3. The Secretary General takes the minutes of such meetings.

Art. 22.4 Adoption of Resolutions

1. The Leadership Board is quorate if at least one third (1/3) of its members are present.
2. The Leadership Board passes resolutions by simple majority of the votes of the members present.
3. In case of a tie in voting on an issue, the (CO-)President(s) casts the deciding vote.
4. Resolutions concerning a motion may also be adopted in writing, by circular letter or e-mail, provided that none of the members requests oral deliberation.

Art. 22.5 Resignation and Exclusion

1. The provisions covering the resignation of Active Members apply *mutatis mutandis* to the resignation of members of the Leadership Board.

2. The provisions covering the exclusion of an Active Members apply *mutatis mutandis* to the exclusion of a member of the Leadership Board, provided that in such event the member of the Leadership Board who is the object to the exclusion's decisions shall not take part in such decision.
3. In the event of resignation or exclusion of a (Co-)President, the other (Co-)President or, in the hypothesis that there is only a President, the Vice-Presidents shall assume the President's duties, unless otherwise decided by the Leadership Board.
4. In the event of resignation or exclusion of the Secretary General, the (Co)President(s) or the Vice-President(s) shall assume the Secretary General's duties, unless otherwise decided by the Leadership Board.

Art. 23 The Administrative Office – Other Committees

Art.23.1 Administrative Office

1. The Administrative Office consists of the (Co)President(s) and the Secretary General.
2. The Administrative Office is an administrative committee of the Leadership Board who is responsible for the daily administration and representation of the Association.
3. The Administrative Office meets as often as required. Meetings of the Administrative Office can be held in presence or online through video-conferencing systems such as MS Teams or Zoom.

Art.23.2 Other Committees

In addition to the Leadership Board and the Administrative Office, the Leadership Board can decide to create other committees composed of Leadership Board members and also external people.

Art. 24 Advisory Board

1. The Advisory Board is the consultative body (sounding board) of the Association, responsible for providing expert advice, feedback, and recommendations to the Leadership Board on matters related to the Association's purpose, mission and vision.

2. They are available to the Leadership Board as advisors, provide support with their knowledge and network and help to publicize the Association.

3. The Advisory Board does not have any decisional power.

4. The members of the Advisory Board are elected for a term of two (2) years by the Leadership Board, which selects them among professionals with relevant experience and expertise – *inter alia* - in the field of legal, legal technology and innovation. Members of the Advisory Board do not necessarily need to be Members of the Association. Re-election is possible.

5. The Advisory Board shall meet with the Leadership Board, as required by the Leadership Board but at least once per year.

Art. 25 The Auditor

1. The Auditor is elected by the General Assembly for a term of two (2) years.

2. As Auditor can be elected either a Swiss audit firm or two (2) Members of the Association.
3. The Auditor audits the annual financial statements and submits its report to the General Assembly, through the Leadership Board.

F. DISSOLUTION

Art. 26 Adoption of Resolution

A resolution to dissolve the Association can be adopted with a majority of two-thirds (2/3) of the Members present at a General Assembly of the Association.

Art. 27 Liquidation

1. Liquidation shall be carried out by the Leadership Board or by an external officer, commissioned by the Leadership Board.
2. The remaining assets of the Association shall be transferred to an organization pursuing the same or a similar purpose, decided by the General Assembly. The distribution of the Association's assets among the members is excluded.

G. FINAL PROVISIONS

Art. 28 Entry into Force

These Articles of Association have been adopted by the General Assembly on June 25, 2025 and they immediately enter into force.

Swiss LegalTech Association

June 25, 2025