

ARTICLES

I. NAME AND DOMICILE

Article 1

The "Vereinigung Schweizerischer Unternehmensjuristen"/Association Suisse des Juristes d'Entreprises" is an Association of Swiss Corporate Lawyers (hereinafter referred to as "Association") pursuant to Arts. 60 seq. of the Swiss Civil Code having its domicile in Zurich

II. PURPOSE

Article 2

The purpose of the association shall be to exchange experience in legal matters relating to the activities of industrial, trading and services companies, to promote postgraduate education, to support trainees, to maintain relations among the members and to preserve professional ethics.

The Association shall contribute to form the public opinion about corporate lawyers' activities.

III. MEMBERSHIP

Article 3

Members of the association can include natural persons performing legal work for a company or working in the In-house legal department of a company with its registered office in Switzerland.

Furthermore, companies having their registered office in Switzerland may become a member if they employ one or more lawyers according to the first paragraph of this provision.

The membership is not transferable.

Article 4

Membership shall be granted upon written application to and approval by the Executive Committee. The Executive Committee may reject an application for membership without giving any reason therefor. The Executive Committee's rejection may, however, be reversed by a resolution passed by the General Meeting of the Members.

A member may resign as of the end of a calendar year by prior written notification to the Executive Committee.

If a member no longer fulfils the membership requirements, notification has to be made to the Executive Committee and its membership will cease as of the end of the respective calendar year. The Executive Committee may, however, grant exceptions. Retirement does not lead to loss of membership.

Article 5

A member may be expelled definitely from the Association by a resolution passed by the General Meeting of the Members if its behaviour is contrary to the purpose, the interests or the standing of the Association. The Executive Committee is entitled to exclude members who have not paid their membership fees or event fees after expiration of the second reminder period.

Furthermore, a membership may be cancelled by decision taken by the Professional Ethics Commission.

IV. FUNDS

Article 6

The Association's fund shall be made up of:

- The annual membership fees, not exceeding the amount of CHF 150.-- for each lawyer and CHF 500 for each company,
- The profit resulting from seminars and other activities of the Association;
- other contributions.

V. ORGANIZATION

Article 7

The structure of the organization shall be:

- a) The General Meeting of the Members
- b) The Executive Committee
- c) The Auditors

A. THE GENERAL MEETING OF THE MEMBERS

Article 8

The General Meeting of the Members shall be called by the Executive Committee by ten days' prior written notice to all members.

The annual General Meeting of the Members shall be held within six months following the end of the business year.

Special General Meetings of the Members may be called upon the resolution by the General Meeting of the Members or the Executive Committee, or upon the written request of one fifth

of all members to be delivered to the Executive Committee. Such written request shall state the agenda item for the meeting.

Article 9

Resolutions shall be passed by a majority of all the members being present at the General Meeting of the Members and entitled to vote. Each member shall have one vote, independent of the member being a natural person or a company.

Votes can be delegated to another member.

Resolutions on the modification or amendment of the Articles of Association, the dissolution of the Association or its merger with other organizations shall require the majority of at least two thirds of the members being present and entitled to vote at the General Meeting of the Members.

Article 10

The matters to be acted upon by the General Meeting of the Members shall be as follows:

1. Electing the Chairperson and the other members of the Executive Committee;
2. Electing two Auditors and a substitute;
3. Election of the members and substitute members of the Professional Ethics Commission as well as the determination of the Orders of Professional Ethics according to article 15.
4. Approving and accepting the annual report and the annual financial statements;
5. Determining the amount of the annual membership fee taking into account Article 6 hereof;
6. Modifying and amending the Articles of Association;
7. Deciding upon all other matters for which it is competent responsible pursuant to the Articles of Association or which have been referred to it by the Executive Committee;
8. Passing resolutions on proposals submitted by members prior to the General Meeting of the Members;
9. Passing resolutions on proposals submitted by members with respect to applications for membership which have been rejected by the Executive Committee;
10. Passing resolutions on the cancellation of memberships;
11. Deciding on the dissolution of the Association or its merger with other organizations.

B. THE EXECUTIVE COMMITTEE

Article 11

The Executive Committee shall consist of the Chairperson of the Association being also the Chairman of the Executive Committee and of five to seven members.

The term of office shall be three years. The Chairperson and the members of the Executive Committee may be reelected. Vacancies caused by resignation during the term of office shall be filled for the unexpired term.

Article 12

Except for the Chairperson of the Executive Committee who shall be appointed by the General Meeting of the Members, the Executive Committee shall elect its officers. The Executive Committee shall decide on the power of its members to sign on behalf of the Association.

The meeting of the Executive Committee shall be called by the Chairperson or, if unable to do so, by any other member of the Executive Committee.

No resolution of the Executive Committee shall be valid unless concurred in by the majority of its members. Executive Committee resolutions may also be passed by written consent.

Article 13

The matters to be acted upon by the Executive Committee shall be as follows:

1. Establishing and carrying out the annual programme of activities of the Association;
2. Carrying out of the resolutions passed by the General Meeting of the Members;
3. Passing the resolutions on any matters of the Association except such as are expressly conferred upon the General Meeting of the Members;
4. Managing the Association and safeguarding its interests;
5. Representing the Association towards third parties;
6. Calling the General Meeting of the Members.
7. Request to the General Meeting of the Members to determine the annual membership fees.
8. Formation of specialist and interest groups.

C. AUDITORS

Article 14

The Auditors shall be elected by the General Meeting of the Members for a three years' term of office. The Auditors shall examine the annual financial statements and shall report to the General Meeting of the Members on the accounting and assets of the Association; they shall submit to the General Meeting of the Members a proposal as to the approval of the annual report and annual financial statements.

VI. ORDERS OF PROFESSIONAL ETHICS

Article 15

The General Meeting of the Members shall establish canons of professional ethics and shall be based thereon elect the professional ethics commission. The orders or professional ethics shall be binding to all members of the Association.

VII. THE BUSINESS YEAR OF THE ASSOCIATION

Article 16

The business year of the Association shall be the calendar year.

VIII. WINDING UP**Article 17**

The General Meeting of the Members may at any time resolve to dissolve the Association provided that such resolution is concurred in by two thirds of the members present and entitled to vote and that the respective proposal is contained in the notice of the General Meeting of the Members.

The dissolution of the Association shall be carried out by the Executive Committee, unless other liquidators will be appointed by the General Meeting of the Members. The powers of the General Meeting of the Members shall not be affected during the dissolution.

A surplus, if any, resulting from the dissolution shall be left to a Swiss public welfare institution.

IX. MISCELLANEOUS**Article 18**

The Association shall be entered in the Commercial Register. It shall be incumbent on the Executive Committee to have this done.

Article 19

The present Articles of Association have been adopted at the foundation meeting of the Association on December 13, 1982, and have been amended on June 28, 1989 and on September 3, 2020.

Zurich, June 19, 2024

The Chairperson:
Claudia Biedermann

VSUJ

Vereinigung Schweizerischer
Unternehmensjuristen
Association Suisse
des Juristes d'Entreprises

This is a translation of the original German version of these Articles.