

# Bylaws of the association „Carpe Jus“

## **1. name and domicile**

- 1.1. „Carpe Jus“ is an association within the meaning of Article 60 et seq. ZGB (Swiss Civil Code) based in Zurich.

## **2. purpose**

- 2.1. The association intends to preserve the legal profession's reputation, to support its members' further education, to motivate, maintain and promote the cooperative relationship among its members as well as to defend its members' occupational and economical interests.
- 2.2. The purpose of the association shall be accomplished especially by consulting, exchange of experiences, training and further education, provision of know how plus supply of all the other services that support the association's purpose.
- 2.3. The association is confessional and politically neutral.
- 2.4. The association can partner with other associations or companies for the purpose's pursuance.
- 2.5. The association's language is German.

## **3. membership**

- 3.1. Natural or legal persons as well as private companies that practice activities of lawyers, tax consulting or fiduciary/accounting activities and support the association's purpose can become members of the association.
- 3.2. The management board decides on the provisional acceptance of members by majority vote after a submitted application to the president in written form. The application for acceptance can be refused by the management board without stating the reasons.
- 3.3. The president communicates the decision concerning the provisional acceptance by text form to all of the existing members of the association. Unless within 30 days after the distribution of the information regarding the provisional acceptance of the new member one-third of the

existing members refuses the acceptance in written form (receipt at the president's), the new member is regarded as definitely accepted. If at least one-third of the existing members militate against an acceptance the new member is regarded as definitely rejected. The president communicates the definite decision to the new member.

- 3.4. In case of definite acceptance of new members a one-time admission fee is owed. The acceptance occurs with immediate effect.
- 3.5. New members whose domicile is located within a radius of 50 km of a member's head office shall only be accepted provisional by the management board if the concerned member agreed explicitly to this ex ante.
- 3.6. The admission fee is determined annually by the general assembly and is at the beginning EUR 100.00.
- 3.7. The annual subscription for the members is determined annually by the general assembly and is at the beginning:
  - 3.7.1. for natural persons: EUR 400.00
  - 3.7.2. for legal persons: EUR 400.00
  - 3.7.3. for private companies: EUR 400.00
- 3.8. For the protection of the law offices' diversity and the representation of different jurisdictions the management board can completely or partly release the annual subscription in financial case of hardship upon request of a law office.
- 3.9. The membership extinguishes by:
  - 3.9.1. withdrawal
  - 3.9.2. exclusion
  - 3.9.3. death or incapacity to act of natural persons, loss of legal capacity, insolvency or liquidation of legal persons or private companies.
- 3.10. The withdrawal is made by written declaration to the management board. The membership can only be terminated at the end of the year after giving three months' notice.

- 3.11. At any time, a member can be excluded from the association because of important reasons. The management board decides about the exclusion by a unanimous decision. In case of unanimity of the management board the decision is ultimate otherwise the general assembly votes about the exclusion. A member can be excluded among other things if he/she damages the association's interests, disturbs the community life, is not paying the membership fee despite reminder or fails to appear more than two times in a row at the general assembly. Before an exclusion the member has to be heard.

## 4. institutions

- 4.1. The association's institutions are:

- general assembly
- management board
- auditor

- 4.2. The general assembly

4.2.1. The ordinary general assembly takes place every year within the first six months of the year.

4.2.2. The invitation to the general assembly is made at least 21 days in advance in written form or via mail by the management board including the information of the agenda items, place and time. Requests for the attention of the general assembly have to be addressed to the president at the latest ten days in advance and in written form.

4.2.3. An extraordinary general assembly has to be convoked upon decision of the management board, upon request of minimum a quarter of the members or upon request of the auditor. The invitation has to occur at least ten days before the assembly.

- 4.2.4. The function and competences of the general assembly are the following:

- permission of the last general assembly's proceedings;
- acceptance of the annual report, annual accounts and the auditor's report;
- discharge of the management board and the auditor;

- determination of the annual budget and the annual subscriptions;
- election of the president, the remaining executive committee members and the auditor;
- processing of requests from the management board and members;
- decision about important transactions submitted by the management board;
- decision about borrowing;
- decision about transactions that transcend the common association's business;
- change of the bylaws;
- liquidation of the association.

4.2.5. Decisions in the general assembly are made by open vote with a simple majority. The vote is only close if this is explicitly requested of a quarter of the attendant members. Except his/her own election the president has got the final ballot in case of tie of votes.

4.2.6. All of the attendant members have got the same suffrage. For natural persons substitution is not permitted. The legal persons and the private companies exercise suffrage through their institutions or an authorised representative.

4.2.7. In case of the resolution about the own Décharge-granting, a legal transaction or a legal dispute between a member and the association the concerned member is excluded from the suffrage.

#### 4.3. management board

4.3.1. The management board consists of at least three members and every board member is elected for a mandate of three years by the general assembly. A re-election is possible. With the exception of the president who is elected by the general assembly the management board constitutes itself.

4.3.2. The management board has the quorum if at least two members are attendant. It is convoked upon request of the president or upon demand of a board member. In case of tie of votes the president can give the final ballot. If all board members agreed, board resolutions can also be taken in circulation procedure.

4.3.3. The management board occupies at least the following authorities:

- president
- actuary
- cashier

4.3.4. The management board is entitled to all competences that are not explicitly transferred to another association's institution. These are in particular:

- the association's management;
- preparation and performance of the ordinary and extraordinary general assemblies;
- decree of regulations;
- acceptance and exclusion of members;
- accounting.

4.3.5. Decisions of the management board occur by simple majority of the attendees.

4.3.6. The management board represents the association externally. The president has got individual signature authorisation. The other board members have got collective signature authorisation in pairs.

4.3.7. The business year corresponds to the calendar year. On December 31, the annual financial statements are closed.

4.3.8. The management board can nominate one or more managing directors and transfer him/her/them the management board's authorities. The management board decides on the contracts of employment. Managing directors are obligated to follow the management board's instructions. The management board can empower the managing director for the external representation of the association.

4.4. auditor

4.4.1. The general assembly can elect a natural or legal person that doesn't have to be member of the association as auditor for in each case a mandate of three years. A re-election is permitted.

4.4.2. The auditor makes a report in written form for the general assembly about the check of the annual accounts and makes an application to the general assembly for grant or refusal of the Décharge towards the cashier and management board.

## **5. association's assets and liability**

- 5.1. The association's assets is composed of the members' annual subscription, a one-time admission fee, surplus of the profit and loss account, possible subsidies, donations, contributions of events and legacies.
- 5.2. The association's assets is exclusively liable for the association's commitments. The personal members' liability for the association's commitments is excluded.

## **6. amendment of bylaws and cancellation**

- 6.1. An amendment of the bylaws needs the agreement of at least three-fourths of all attendant members.
- 6.2. For the association's cancellation the attendance of minimum three-fourths of all members plus the absolute majority of votes cast is necessary.
- 6.3. If the attendance quorum is not achieved a second general assembly with the same agenda items has to be convoked within six weeks. This assembly has the quorum regardless of the number of attendant members.
- 6.4. In case of the association's cancellation the general assembly decides on the liquidation proceeds' utilisation.

## **7. taking effect of the bylaws**

- 7.1. These bylaws have been approved and immediately put into effect in the present form by unanimous resolution of all association's members as defined by Article 66 (2) ZGB (Swiss Civil Code).

The Actuary

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Thomas Wehrli