

INTERLEGAL

THE ARTICLES OF ASSOCIATION



Interlegal

Wherever your business takes you.

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Article 1 General Matters

- Sub 1. The law of the Switzerland will be applicable to these Articles of Association and to the operation of the Association. The Association is governed by articles 60 and following of the Swiss Civil Code, which apply with respect to any matter that has not been specifically provided for by the present Articles of Association or if the matter is subject to mandatory provisions of the applicable Swiss law.
- Sub 2. The name of the Association shall be INTERLEGAL (the “Name”).
- Sub 3. The Association shall have its domicile in Switzerland.
- Sub 4. The first address of the Association is at Route des Jeunes 4, 1227 Geneva – Les Acacias, Switzerland. The Executive Committee shall freely decide the address of the Association within Switzerland.
- Sub 5. The Executive Committee shall have power to decide to register the Association in the Registry of Commerce of its domicile if necessary.
- Sub 6. As used herein, the following terms shall have the following definitions:
- (a) “In writing” shall mean by letter, facsimile, e-mail or other electronic means capable of being printed.
 - (b) “Member” and “Honorary Member” shall have the respective meanings set forth in Article 4 and Article 5 and, where the context so requires, the term “Member” shall include an Honorary Member.

Article 2 Object

- Sub 1. The objects of the Association shall be to promote and develop the professional and economic activities of its Members both within their individual Jurisdictions and internationally and to improve the results and increase the caseloads achieved by its Members in the practice of their profession in accordance at all times with the law applicable to the countries in which they practice, and the rules of their governing Bar, Law Society or other professional body. The values of the Association are based on foremost professionalism, integrity and fellowship.

- Sub 2. Members shall ensure that at all times interests of their clients shall be paramount.

Article 3 Membership dues

- Sub 1. Each Member shall pay fees to the Association, including an initial entrance fee and an annual fee, the level of which shall be determined by the General Meeting.
- Sub 2. Until amended by General Meeting the entrance fee shall be 600 euro per Member payable and the annual fee shall be 1,200 euro. The annual fee falls due and will be payable on the 1st day of May in each year. If a candidate is approved to become a Member after September 30th of a calendar year, then the annual fee for such Member for the balance of the year that it becomes a Member shall be one half of the usual annual fee. The entrance fee and the annual fee of a candidate that has become a Member shall be due and payable in full within 20 days of the date that the candidate is approved to become a Member, and failure to timely pay shall void the candidate's prospective membership without the need for a vote, unless at the next subsequent General Meeting, having been provided with a satisfactory explanation for the late payment or non-payment by the candidate, the Members vote otherwise.
- Sub 3. A Member is not entitled to a refund of all or any part of the fees paid for the calendar year in which the membership of such Member terminates.
- Sub 4. Should a Member fail to pay the annual fee for a period of 60 days from the date that payment is due, then the payment shall be subject to a penalty of 1% of the amount of the fee for each month or portion of a month that the fee is remains unpaid.

Article 4 Regular Members

- Sub 1. A natural person practicing as a lawyer, or a legal person practicing as a lawyer or a firm of lawyers, including tax lawyers, is eligible for membership in the Association provided such person is duly recorded as a member of the Bar Association, Law Society or other professional body of their home country.
- Sub 2. Upon admission to membership and payment of the admission fee and applicable annual fee, such person shall be considered to be a

regular member of the Association (“Member”) and shall be entitled to the rights and benefits, and shall be responsible to meet the duties and obligations, associated with such membership.

- Sub 3. Each Member hereby agrees to be bound by these Articles of Association and by any alterations or amendments to it.
- Sub 4. No Member of the Association shall be responsible for or held accountable in respect of the actions of the Association or the actions of any one or more of its Members.
- Sub 5. Each Member shall only be liable for those debts of the Association that the Member has personally incurred, if any.
- Sub 6. No Member shall have the right to exclusivity of membership in its own Jurisdiction.
- Sub 7. In these Articles the expressions “Honorary Member” or “Member” shall include an individual associated with such Member or Honorary Member. The expression “Jurisdiction” shall mean a country that is a member of the United Nations.

Article 5 Honorary Members

- Sub 1. In addition to regular Members, the Association may admit honorary members (“Honorary Members”). Admission as an Honorary Member requires a nomination by the Executive Committee and election by the General Meeting in accordance with Article 6.
- Sub 2. Only
- natural persons having ceased to practice as lawyers and having been a Member or having worked as a lawyer (including a tax lawyer) for a Member; or
 - other natural persons that have made personally important and sustainable contributions to the development of the Association
- shall be entitled to be nominated as Honorary Members of the Association. Natural persons practicing as lawyers including tax lawyers shall be entitled to become Members only pursuant to Article 4 and shall not be entitled to become an Honorary Member.
- Sub 3. With the following exceptions, or unless otherwise provided in these Articles, Honorary Members shall receive the same rights and shall be subject to the same duties as Members:

An Honorary Member shall not be obliged to pay annual member fees or entrance fees according to Art. 3.

An Honorary Member is not entitled to serve as a member of the Executive Committee or the Disciplinary Committee, or as Auditor or any other instrument of the Association, except as a member of the Marketing Committee.

An Honorary Member shall not have any voting rights in the General Meeting and the Marketing Committee but has the right to be heard in the General Meeting or the Marketing Committee on any matter in the same manner as the other Members including matters which are to be voted upon.

Sub 4. Each Honorary Member hereby agrees to be bound by these Articles of Association and by any alterations or amendments to it.

Sub 5. No Honorary Member of the Association shall be responsible for or held accountable in respect of the actions of the Association or the actions of any one or more of its Members.

Sub 6. Each Member shall only be liable for those debts of the Association that the Member has personally incurred, if any.

Article 6 Admission and Withdrawal of Members, Protection of Name on Membership Ceasing

Sub 1. The General Meeting shall decide on the admission or expulsion of a Member and an Honorary Member, including the admission of a new Member practising in the same Jurisdiction as one or more existing Members ("a new Member in an existing Jurisdiction"), and on the inclusion of an office of a Member in a different Jurisdiction than that for which that Member is currently a Member where such office is in the same Jurisdiction as one or more other existing Members (an "office in an existing Jurisdiction").

For the avoidance of doubt, in case of a merger of a Member with a non-member with at least one office in an existing Jurisdiction this Article 6, Sub 1. shall apply to any office of the non-member in an existing Jurisdiction so that a vote on the inclusion of each office in an existing Jurisdiction is required. In a case where a Member with offices in a particular Jurisdiction joins a non-member law firm with offices only in the same Jurisdiction, or in the case of such a Member which merges with a non-member law firm with offices only in the same Jurisdiction, the joining or merging Member may

demand in writing to have its new firm considered as a Member in its place unless there is a reason provided for expulsion or non-admission of the new Member pursuant to Article 6, Sub 7.

Sub 2. The required vote to make a determination with respect to the admission or expulsion of a Member or Honorary Member, or the inclusion of an office in an existing Jurisdiction, shall be that as set forth in Article 8.

Sub 3. Members shall have the right to open and operate an office in an existing Jurisdiction whether that office is included within the Association or not.

Members with an office in an existing Jurisdiction may only describe that office as being included in the Association if the General Meeting has so decided and Members with an office in an existing Jurisdiction which has not been so included shall not be entitled to have that office described as included in Association publicity or other material (but Members may publicize that office in its own material provided they do not indicate that that office is a Member of the Association).

Sub 4. A Member desirous of opening or inclusion of an office in an existing Jurisdiction shall give notice to the President at least two months before the General Meeting and the President shall: (a) place any application for opening or inclusion in the Association before the next General Meeting and (b) inform any Member in a Jurisdiction which in the opinion of the President is likely to be affected. The President shall do the same where the General Meeting will be considering an application for membership where the potential Member, if admitted, would become a new Member in an existing Jurisdiction.

Sub. 5 Nothing contained in these Articles shall be construed to prevent the General Meeting from considering and approving two applications for membership from the same Jurisdiction at the same General Meeting. The required vote in this case, for each application, shall be that set forth in Article 8, Sub 4.

Sub 6. Any Member wishing to resign membership of the Association may do so by not giving not less than 3 months' notice in writing of such desire addressed to the President. Any Honorary Member wishing to resign membership of the Association may do so with immediate

effect by notice in writing addressed to the President without observing any notice period.

Sub 7. The General Meeting may expel a Member or an Honorary Member:

- on bankruptcy of the Member or Honorary Member; or
- by the failure of a Member to attend or to be represented at two successive meetings of the Association without good cause; or
- by expulsion of a Member from his or her local Bar or Law Society or other professional body as referred to in Article 4, Sub 1; or
- for non-payment of an annual fee for such period as shall be fixed by the General Meeting considering that non-payment;
- if the General Meeting decides that the conduct of the Member or Honorary Member is injurious to the interests of the Association or is of a kind which is otherwise unacceptable to the Association or that there is other good cause for expulsion.

Upon expulsion, a Member or Honorary Member shall forfeit all rights to be a Member or Honorary Member of the Association.

Sub 8. The Name belongs exclusively to the Association and not to any of its officers, Members or Honorary Members.

If a Member or Honorary Member of the Association desires to take protective measures in respect of the Name anywhere in the world, the member shall obtain prior approval of the General Meeting and, upon taking such measures, such Member shall be deemed to have done so on trust for the Association and throughout the membership of the Association of such Member, and thereafter, such duty of trust shall continue.

If, having taken such protective measures, a Member or Honorary Member ceases to be a Member of the Association for whatever reason, the Member, if the Member has not already done so, shall immediately take all such steps as shall be necessary to vest in the Association legal title to the Name pursuant to the protective measures that such Member or Honorary Member has taken.

Should a Member or Honorary Member who has ceased to be such fail to comply with this Sub 8 within 21 days of being required to do so such Member shall be deemed to have appointed the President

as his lawful attorney with full and irrevocable power to enable the President to comply on his or her behalf with the preceding paragraph.

Article 7 Instruments and Representation of the Association

- Sub 1. Instruments. The instruments of the Association shall be the General Meeting, the President, the Vice President, the Treasurer, the Secretary, the Past President, the Auditor, the Executive Committee, the Marketing Committee and the Disciplinary Committee.
- Sub 2. Executive Committee. The President, the Vice President, the Treasurer, the Secretary and the Past President shall together form the Executive Committee. They shall have such powers to transact the business of the Association as these Articles of Association and as the General Meeting shall from time to time vest in them. The members of the Executive Committee except the Past President shall form the “*Vorstand*” pursuant to the articles 60 and following of the Swiss Civil Code.
- Sub 3. President. The duties of the President shall be to convene and chair the General Meetings and meetings of the Executive Committee and to act otherwise as described in these Articles of Association. In addition, the President shall have such other responsibilities and duties as are described elsewhere in these Articles of Association or which are not inconsistent with these Articles and that the General Meeting shall from time to time vest in him. The President, acting together with at least one other member of the Executive Committee, is the authorized representative of the Association with the power of representation.
- Sub 4. Vice President. The duties of the Vice President shall be to act in place of the President when, for whatever reason, the President is unavailable to act as such. In addition, the Vice President shall have such other responsibilities and duties as are described elsewhere in these Articles of Association, or which are not inconsistent with these Articles and that the General Meeting shall from time to time vest in him. This includes to act as authorized representative of the Association together with the Secretary or the Treasurer as set forth in the preceding Sub 3. when, for whatever reason, the President is unavailable to act as such.
- Sub 5. Treasurer. The duties of the Treasurer shall be to collect membership dues, operate the bank account of the Association,

settle the authorized liabilities of the Association (but only to the extent of the funds of the Association), and to maintain the accounts of the Association as set forth in Article 13, Sub 2. of these Articles of Association. In addition, the Treasurer shall have such other responsibilities and duties as are described elsewhere in these Articles of Association, or which are not inconsistent with these Articles and that the General Meeting shall from time to time vest in him.

Sub 6. Secretary. The duties of the Secretary shall be to notify the Members as to the date and time of the General Meetings, to keep the minutes of General Meetings and the meetings of the Executive Committee, and, where appropriate, to advise the Association on matters of practice and procedure relating to the conduct of the business of the Association. In addition, the Secretary shall have such other responsibilities and duties as are described elsewhere in these Articles of Association, or which are not inconsistent with these Articles and that the General Meeting shall from time to time vest in him.

Sub 7. Past President. The duties of the Past President shall be to advise and support the Executive Committee in relation to certain tasks to be determined from time to time by the President with the agreement of at least the majority of the other members of the Executive Committee. The Past President shall not have any voting rights within the Executive Committee but has the right to be heard in the Executive Committee on any matter in the same manner as the other members of the Executive Committee including matters which are to be voted upon.

Sub 8. Auditor. The duties of the Auditor shall be to verify that the Annual Accounts are faithful to Swiss law ("the accountancy shall be accurate, complete, clear and easy to consult with written receipts for all expenses"), to these Articles of Association and to the decisions voted by the Members. In case of any violation, the auditor shall immediately inform the Executive Committee who shall take such action as shall be necessary to remedy or otherwise deal with the violation. The Auditor shall make an annual written report to the General Meeting sixty days before the first General Meeting of a calendar year in which he or she shall advise on the result and give his or her recommendation with regard to the approval of the Annual Accounts or otherwise.

Sub 9. Term. The President, the Vice President, the Treasurer, the Secretary, the Past President, and the Auditor shall be elected for

a two-year period with the President, the Vice President and the Past President elected in odd numbered years, and the Treasurer, the Secretary, and the Auditor in even numbered years. Except where the Vice President shall have succeeded to the office of President due to a vacancy, the President may not serve more than one full two-year term in office. There is no restriction on the number of terms of office which may be served by the Vice President, the Treasurer, the Secretary and the Auditor. The Past President may serve no more than one two-year term.

Sub 10. Eligibility of Past President. The President, having served his or her full two-year term, depending upon his or her intention, is the only person eligible to be elected by the General Meeting to become a Past President. If the President does not intend to serve as Past President following his term as President, or is not elected by the General Meeting, or is elected but then later resigns or otherwise ceases to serve, the office shall remain vacant until the end of the next President's term.

Sub 11. Eligibility of Auditor. The Auditor shall be independent from any other permanent committee within the Association. A previous member of the Executive Committee is not eligible to be Auditor prior to two years after serving as a member of the Executive Committee.

Sub 12. Nominations. Two months before the General Meeting at which an election is due to take place the Secretary shall ask Members in writing for nominations for the positions of President, Vice President, Treasurer, and Secretary, the members of the Disciplinary Committee and the Auditor as the case may be.

Candidates may be nominated by any Member (not including the candidate's own firm) from the floor of the General Meeting or in advance of the General Meeting. A nomination in advance shall be made by the Member in writing addressed to the President and copied to the Secretary.

The Secretary shall circulate to Members details of all nominations then received one month before the General Meeting and any other nominations received later in due course.

Sub 13. Election Procedure. Where there are only one or two candidates for any of the following positions, then notwithstanding the provisions of Article 8, Sub 6., only a simple majority of votes will be required

to elect such candidate: the President, the Vice President, the Treasurer, the Secretary, and the Auditor.

Where there is more than one candidate for any of such positions, before a vote is taken, any candidate may make a statement to the General Meeting in support of his or her candidacy of not more than 5 minutes in length. The President shall determine the order of the statements in his or her discretion.

If, after a vote has been taken, no candidate has achieved $\frac{3}{4}$ of the Members' votes in his or her favor at the General Meeting where there is more than one candidate for such position, the two candidates with the most number of votes shall be invited by the President to participate in a further vote and, notwithstanding the provisions of Article 8, Sub 6., on the further vote only a simple majority will be required to elect one of the two candidates so participating.

Where no candidate is elected by a simple majority of votes (whether a single candidate or otherwise) the President shall, notwithstanding the provisions of Article 8 Sub 6., consider at the General Meeting concerned how best to deal with the vacancy, whether by an alternative voting procedure to that specified in these Articles of Association, by postponing the election to the next General Meeting, by calling a postal ballot of the Members, or by such other manner as he or she in his or her absolute discretion shall think fit, provided that the President shall not be entitled in exercising his or her discretion to nominate a member of his or her own firm for such vacancy.

- Sub 14. Vacancy – President. If a vacancy shall occur in the office of President before the end of the usual term of office, the Vice President shall immediately become President and shall serve until the next General Meeting. At the next General Meeting a special election shall take place to elect the President for a term expiring on the date when the term of office would have expired had there been no vacancy, except that if that next General Meeting is one where an election for President would normally have been held pursuant to Article 7, Sub 8., then no special election shall be required. During the period beginning with the date that the Vice President becomes President, and ending on the date of the next General Meeting when a regular or special election for President shall take place, the office of Vice President shall remain vacant. Where a special election to fill the office of President is required, the

person serving as President who succeeded to that position from the Vice Presidency may stand for election as President and, if elected, then a special election for the office of Vice President shall be held immediately after the special election for President and the person then elected Vice President shall serve for a term expiring on the date when the term of office would have expired had there been no vacancy. If the person serving as President who succeeded to that position from the Vice Presidency does not stand for election as President in the special election, or if such person does stand for election as President and is defeated, then he or she shall resume the office of Vice President and no special election for Vice President shall then be required.

Sub 15. Vacancies – Other. Except where a vacancy in the office of Vice President shall occur because the Vice President succeeds to the office of President pursuant to Sub 14. above, if a vacancy shall occur in any of the offices of Vice President, Treasurer, Secretary, or Auditor before the end of the usual term of office, such vacancy shall immediately be filled by such person as the Executive Committee shall appoint as a replacement and such person shall serve until the next General Meeting. At the next General meeting, a special election shall take place to fill the vacancy for a term expiring on the date when the term of office would have expired had there been no vacancy, except that if that next General Meeting is one where an election would normally have been held for that office pursuant to Article 7, Sub 8., then no special election shall be required.

Sub 16. Removal. The Members, at a General Meeting, may remove from office any person holding the office of President, Vice President, Treasurer, Secretary, Past President, or Auditor, and any person who is a member of the Executive Committee, the Marketing Committee or the Disciplinary Committee:

- if the conduct of such person is injurious to the interests of the Association or is of a kind which is otherwise unacceptable to the Association or if the Members decide there is other good cause for removal;
- if such person is unable to perform his or her duties due to ill-health or other incapacity for an aggregate period of six months in any period of twelve months.

Sub 17. Urgent Removal. Where the President (or if the decision relates to him, the Vice President) determines that removal under Sub 14. may be justified and may, in the best interests of the Association,

need to be decided prior to the next General Meeting, the President (or Vice President as the case may be) may call for a postal or e-mail ballot of the Members to decide the matter. If a postal ballot or e-mail ballot is called, the ballot papers shall be sent to the Members with a full statement of the findings of fact by the President or Vice President as the case may be, or by a different Member designated by the President or Vice President, justifying the proposed removal to the Members. If the person subject to removal supplies a statement explaining his or her position in relation to the matter within 14 days of a request to do so by the President (or the Vice President as the case may be), that statement shall be circulated to the members with the ballot papers also.

Sub 18.

Summary Removal. Any person holding the office of President, Vice President, Treasurer, Secretary, Past President, or Auditor, and any person who is a member of the Executive Committee, the Marketing Committee or the Disciplinary Committee shall be summarily removed from his or her position upon a unanimous finding of fact by the Executive Committee that the person:

- has filed or has been subject otherwise of a petition for bankruptcy;
- has failed to attend two successive General Meetings of the Association or four Executive Committee meetings in any one year without good cause;
- has been expelled from his or her local Bar or Law Society or other professional body as referred to in Article 4, Sub 1.;
- is suffering from a mental disorder as diagnosed by a physician or has become a patient under the mental health legislation of the country where he or she resides;
- has become unqualified to be a Member according to Article 4, Sub 1., or if firm of which that person is a member has become unqualified to be a Member according to Article 4, Sub 1., or if either the person or the firm otherwise ceases to be a Member for any reason.

If the person to whom this section may apply is a member of the Executive Committee, he or she shall not vote on the matter and shall not be permitted to attend the meetings of the Executive Committee where discussion of the matter takes place.

Article 8

General Meeting

Sub 1.

Except as provided in Sub 12., each official gathering of the Association shall be a General Meeting if there are physically present (and not by proxy) ten Members or the number of Members that represent at least 3/10 of the Members of the Association, whichever is greater, provided that not less than 30 days' notice of the meeting has been given to each Member in writing. Upon vote of the Executive Committee, the notice period may be shortened in case of emergency.

In every year there shall be held at least one ordinary General Meeting. Moreover, a General Meeting shall be convened if a decision of the General Meeting should become necessary according to these Articles, or to statutory laws, or upon demand in writing of at least 1/5 of the Members (not including any Honorary Members), or if in the opinion of the President such a General Meeting appears necessary in the interest of the Association.

The General Meeting shall be convened by the President (or, at the President's direction, by the Secretary) in writing by communication addressed to the latest address the respective Member provided to the Association or which was stated in the application form of such Member.

The General Meeting shall be chaired by the President or, in the absence of the President, by the Vice President or, in the absence of both the President and the Vice President, by the Secretary or, in the absence of the President, the Vice President, and the Secretary, by the Treasurer.

Unless otherwise specified in these Articles, where a vote of members is required at any General Meeting for any purpose, if no Member present or represented at the General Meeting and entitled to vote, votes in the negative on the matter being considered, or if no such Member in attendance objects to a proposed mode of voting at the meeting or the failure to meet any technical requirement in connection with such a vote, then all Members shall be deemed to have waived any objection to the decision or the vote on the basis of any failure to meet technical requirements, or in any agreed changes to such requirements, including, but not limited to, failure to observe notice periods, inadequacies of the form of presentation of the matter voted upon, issues with publishing notice of the matter on the agenda of the meeting, or the like, then no

Member (whether or not such Member had been present or represented at the meeting) may later object to such vote of the General Meeting.

- Sub 2. Each Member shall be entitled to one vote and in the event that several persons representing one and the same Member take part in a meeting, the right to vote shall be vested in only one such person; provided, however, that if a Member who has received a dues invoice no later than 60 days prior to the date of the General Meeting has nevertheless failed to make payment of the amount of dues stated in the invoice, then the right of such member to vote shall be suspended until payment is received.

Unless prohibited by applicable law or as otherwise provided in these Articles, any person representing a Member shall be entitled to vote even if the matter being voted upon shall relate to a transaction, disciplinary matter, or other matter that involves the behavior of that person or the Member of which he is associated, or is in regard to any other matter related to such person or Member.

- Sub 3. Any person representing a Member and taking part in a General Meeting is entitled to represent and vote on behalf of one or more other Members of the Association if he or she has been granted a written proxy by such other Members and a copy of the proxy certified by the Member so represented has been presented to the President or the Secretary at or prior to the General Meeting. One individual may not hold or vote more than ten proxies simultaneously.

- Sub 4. Each decision shall be reached by a simple majority of the Members present or represented, and voting, at a General Meeting unless otherwise stated in these Articles of Association.

- Sub 5. The following decisions shall require the affirmative vote of either (a) a majority of 2/3 of those present or represented at a General Meeting at which those present or represented constitute at least 50% of all of the Members of the Association or (b) a majority of 2/3 of all of the Members of the Association if the procedure described in Sub. 8 below is applicable:

- amendments to these Articles of Association;
- the dissolution of the Association.

- Sub 6. The following decisions shall require the affirmative vote of either (a) a majority of 3/4 of those present or represented at a General Meeting at which those present or represented constitute at least

50% of all of the Members of the Association or (b) a majority of 3/4 of all of the Members of the Association if the procedure described in Sub. 8 below is applicable:

- the admission of a new Honorary Member;
- the expulsion of an Honorary Member or a Member;
- the appointment or removal of the President, the Vice President, the Past President, the Treasurer or the Secretary.

Sub 7. Except where Sub 10. of this Article is applicable, the following decisions shall require the affirmative vote of either (a) a majority of 3/5 of those present or represented at a General Meeting at which those present or represented constitute at least 50% of all of the Members of the Association or (b) a majority of 3/5 of all of the Members of the Association if the procedure described in Sub. 8 below is applicable:

- the admission of a new Member in an existing Jurisdiction;
- the inclusion of an office in an existing Jurisdiction.

Sub 8. Where a decision of the kind referred to at Sub 5., Sub 6., or Sub 7. was considered at a General Meeting and could not be approved because, and only because, the number of Members present or represented at the General Meeting at which the matter was to have been considered did not constitute at least 50% of the Members of the Association ("First Meeting"), then the matter shall be placed on the agenda of the next subsequent General Meeting ("Second Meeting") where it shall be further considered and discussed and where a second vote shall be taken. The matter, in this case, shall be considered approved if, at the Second Meeting there are present or represented a sufficient number of Members not present or represented at the First Meeting which, when added to the number of Members present or represented at the First Meeting, constitute at least 50% of all of the Members of the Association, and the number of Members voting in the affirmative at the First Meeting and the Second Meeting combined constitute the required majority of the votes as set forth in Sub 5., Sub 6., or Sub 7., respectively; provided that the vote of any Member who voted in the affirmative at both the First Meeting and the Second Meeting shall be counted only once, and provided further that any Member present or represented and voting at the First Meeting may change his or her vote at the Second Meeting. Where this procedure is required, the President shall take care to record the identity of each Member voting at the First Meeting and that Member's vote. Should a

Member who voted on the matter at the First Meeting no longer be a Member as of the time of the vote on the matter at the Second Meeting, the vote of such Member shall not be counted in deciding such matter, nor shall that Member be counted in determining the number of Members of the Association at the time of the vote at the Second Meeting. Should a new Member be first admitted to the Association at the First Meeting and, as a result, was not yet accorded the right to vote on the matter at the First Meeting, then such Member shall nevertheless be permitted to vote on the matter at the Second Meeting.

- Sub 9. Notice of the items described in Sub 5., Sub 6., Sub 7., and Sub 8. must be included on the agenda of the General Meeting, which shall be sent to all Members in writing not less than 30 days before the meeting at which such a proposition is to be considered, or if the Executive Committee shall determine that an item shall be considered on a shorter notice due to the impracticality of meeting on 30 days' notice, then the Executive Committee shall allow such items to be heard upon seven days' notice before such General Meeting.
- Sub 10. If, prior to the meeting where a vote on a matter described in Sub 7. is to take place, the President has received a written waiver from each Member practicing in the same Jurisdiction in respect of which it is proposed to add a new Member, or from each Member practicing in the same Jurisdiction where one or more existing Members has proposed to include an office, then Sub 7. shall have no applicability and the decision on such matter shall be in accordance with Sub 4. of this Article.
- Sub 11. The decisions of the General Meeting shall be recorded in minutes prepared by the Secretary and signed by the Secretary and the person who served as chair of the meeting. A copy of the minutes shall be sent to all Members.
- Sub 12. By the affirmative vote of at least five Members already in physical attendance (and not by proxy) at a General Meeting, even if the minimum attendance required by Sub 1, has not been achieved, or by a vote of all of the voting members of the Executive Committee whether or not in attendance at a meeting thereof, it may be determined that Extraordinary Circumstances exist which require an exception to the physical attendance requirements of Sub. 1. Extraordinary Circumstances shall be those circumstances which are determined to be such at the time of the vote of the General

Meeting or the Executive Committee to invoke this Sub 12., and that make it extremely difficult or impossible to meet the physical attendance requirements of Sub. 1. Such Extraordinary Circumstances shall be those which substantially limit the ability of Members to travel to attend the General Meeting and shall include, but not be limited to, the following: pandemic, war, hurricanes, cyclones, windstorms, winter storms, flooding, or other acts of God, or political or labor unrest, or other international calamity or similar circumstances in which there are implemented widespread governmental restrictions on international travel or in which international travel is otherwise not available; or in circumstances where travel is similarly limited to or from the country of, or at or near the venue of, a scheduled or proposed General Meeting. Should this Sub 12. be invoked then the General Meeting may proceed to be scheduled or held notwithstanding that fewer than the number of Members required by Sub 1. are or can be in physical attendance; provided, however, that the required minimum number of Members must nevertheless attend the General Meeting either physically or through alternative means. Such alternative means of attendance shall be implemented in such manner that those Members not in physical attendance shall be able to utilize video, audio, or other electronic connections to the venue of the physical meeting that will permit all those participating in the meeting to hear each other and speak to each other. Should this Sub 12. be invoked, then the Executive Committee may alter any applicable requirements as to notice of the General Meeting if deemed necessary, and the venue of the General Meeting shall be considered to be the place where the greatest number of Members are physically together in one place or, if this can not be determined, then the place of attendance by the President.

Article 9

Executive Committee

- Sub 1. The Executive Committee shall have such powers to transact the business of the Association as the applicable law, these Articles of Association, and the General Meeting shall from time to time vest in them.
- Sub 2. Notwithstanding the powers set forth in Sub 3., the Executive Committee shall not have authority to incur expenditure of an amount greater than 5000 euro on any item of expenditure or individual project without the authority of a decision in a General Meeting.

Sub 3. In addition to any powers that the provisions of applicable law, these Articles, or the General Meeting may give to the Executive Committee, the Executive Committee shall have the following powers to transact the business of the Association:

- power to regulate the Agenda of General Meetings;
- power to take such steps to attract candidates for membership in the Association, including by way of delegation, and to induce the applications of new Members but only in accordance with a budget set by the General Meeting;
- power to take such steps as shall be necessary to market the services of the Association and its Members in any medium and personally but only in accordance with a budget set by the General Meeting;
- power to appoint such staff to serve the Association as they deem appropriate but only following appropriate authority from the General Meeting, and power to dismiss such staff;
- power to protect the assets of the Association;
- power to facilitate relationships among Members and/or Honorary Members.

Sub 4. Any decision of the Executive Committee shall require at least a simple majority of all of its members, and in the event of a tie the President's vote shall be decisive. The quorum for a meeting of the Executive Committee shall be three persons who are entitled to vote.

Article 10 Marketing Committee

Sub 1. The Marketing Committee shall be responsible for all matters relating to the marketing of the Association and shall ordinarily receive its authority from the Executive Committee but may take its authority directly from the General Meeting when the Members in General Meeting so decide.

Sub 2. The Marketing Committee shall be comprised of a Chairperson, who shall be appointed by the President and who shall not be a Member of the Executive Committee, the President, and such other persons (who are representatives of Members) as the President shall appoint from time to time. The Chairperson and members of

the Marketing Committee shall serve at the pleasure of the President.

- Sub 3. The quorum for a meeting of the Marketing Committee shall be five members. Any decision shall require at least a simple majority of the members of the Marketing Committee in attendance at any meeting thereof and in the event of a tie the Chairperson's vote shall be decisive.
- Sub 4. Minutes of meetings of the Marketing Committee shall be taken and submitted to the Members after each meeting together with any request for authority to each of the Executive Committee and/or General Meeting.
- Sub 5. Subject always to the authority of the General Meeting to promulgate rules and regulations pursuant to Article 15, the Marketing Committee may devise and promulgate regulations and rules of procedure that are not inconsistent with this Article 10.

Article 11 Disciplinary and Disputes Committee

- Sub 1. The Disciplinary and Disputes Committee ("the Disciplinary Committee") shall (unless otherwise specified in these Articles of Association) deal with discipline of Members and Honorary Members and, where Members and/or Honorary Members are unable to resolve disputes between or among themselves, with disputes between or among them.
- Sub 2. The Disciplinary Committee shall be comprised of the President and two other persons representing two different Members nominated by the President who (apart from the President) shall not be members of the Executive Committee and the two persons so nominated shall be elected by a majority of the Members present or represented in General Meeting.
- Sub 3. The President, in nominating persons for election in General Meeting, shall take into account the experience of prospective nominees for the Disciplinary Committee and the length of time they and the Member who they represent have been associated with the Association. The President may only nominate representatives of Members which has not less than five consecutive years of membership of the Association up to the date of nomination.

- Sub 4. The term of nominees elected to the Disciplinary Committee shall be four years but if the commencement of their term does not coincide with the election of the President they shall only serve until such election and if there is more than one nominee the nominees shall draw lots and the winner shall serve a term of four years and the loser a term of two years.
- Sub 5. Notwithstanding the preceding, in cases of emergency where there are less than two persons (apart from the President) elected and serving as members of the Disciplinary Committee, then the remaining members of the Disciplinary Committee may act together or, where the President is the only member, the President may act alone.
- Sub 6. In matters where the dispute or discipline involves or affects the President or President's Member firm, the Vice President will replace the President in the Disciplinary Committee for that matter only.
- Sub 7. The Disciplinary Committee shall adhere to the following procedures:
- The Disciplinary Committee shall be chaired by the President (or the Vice President in a matter affecting the President or the President's Member firm)
- The quorum for the Disciplinary Committee shall be two except when the President (or Vice President) is the only member of the Disciplinary Committee, in which case he or she may act alone.
- Telephone meetings of the Disciplinary Committee shall be permitted.
- Any decision shall require at least a simple majority of the members of the Disciplinary Committee and in the event of a tie the President's (or the Vice President's, as the case may be) vote shall be decisive.
- To the extent legally permitted, in the event of a dispute between one or more Members and/or Honorary Members of the Association such dispute shall be decided on the application of any party in dispute by the Disciplinary Committee whose decision shall be final and binding. The Members involved in the dispute shall make a genuine attempt to resolve it themselves prior to bringing the matter to the attention of the Disciplinary Committee. The Disciplinary Committee may proceed to resolve a dispute in such manner as its members shall deem appropriate.

Any Member or Honorary Member may bring a complaint before the Disciplinary Committee regarding a potential disciplinary matter by submitting a summary of it by facsimile, e-mail or letter to the President, or the Disciplinary Committee may, on its own motion, commence a proceeding regarding a potential disciplinary matter.

A Member or Honorary Member named in a complaint or otherwise the subject of disciplinary proceedings shall be given at least seven days' notice of the complaint or of the subject of the disciplinary matter or dispute before a response is required or any hearing scheduled. The notice shall include a copy of the complaint or a written summary of the substance of the disciplinary matter in a case where there is no complaint, and shall otherwise inform the Member or the Honorary Member of the nature of the charge against the Member or Honorary Member, or the dispute, including the name of the person who makes the charge or who refers the dispute. After the notice period has expired, the Disciplinary Committee shall investigate the matter and shall thereafter hold one or more meetings to resolve it.

The Member or Honorary Member who is the subject of the proceeding shall be invited to attend a meeting, whether the meeting is by telephone or otherwise, and/or shall make written representations in response on his own behalf prior to the meeting.

In the case of discipline pending final determination of the complaint, the Disciplinary Committee may, if it is of the view that the nature of the complaint is such that it would be appropriate, suspend the Member or Honorary Member pending final determination.

Having investigated a disciplinary matter, whether or not the Member or Honorary Member accepted the invitation to appear or make a written submission, and in the case of a dispute, the Disciplinary Committee shall make a decision (which shall be a final decision except in the case of expulsion) and explain the reasons in a written report. The written report shall be circulated to the Members and Honorary Members; provided that in the case of a decision on a dispute where the parties all state that they are satisfied with the resolution by the Disciplinary Committee and that they prefer that the written report shall not be circulated, then the written report shall not be circulated and it shall remain confidential. In the case of any recommended expulsion, the General Meeting shall review the Disciplinary Committee's report and make a final decision.

The General Meeting may overrule any decision of the Discipline Committee.

Proceedings of the Disciplinary Committee and any preliminary findings or preliminary reports shall be confidential, except for those put before a General Meeting for a recommendation of expulsion, in which case the same shall be confidential to the General Meeting and kept strictly confidential by all Members and Honorary Members.

The Members and Honorary Members shall be notified of any discipline to be imposed or in the case of expulsion, recommended to be imposed on an Honorary Member or Member or the final determination of any dispute.

- Sub 8. The Disciplinary Committee may discipline a Member or an Honorary Member if the Disciplinary Committee decides that the conduct of a Member or Honorary Member is injurious to the character or interests of the Association or is of a kind which is otherwise unacceptable to the Association; or where a Member or Honorary Member has committed a breach or contravention of these Articles of Association or the rules, regulations or codes of the Association from time to time in force; or where there is other good cause for discipline.
- Sub 9. The powers of the Disciplinary Committee to discipline shall include:
- a reprimand of a Member or a Honorary Member;
 - suspension of a Member or a Honorary Member for such period as the Disciplinary Committee sees fit;
 - a recommendation to the General Meeting that a Member or a Honorary Member shall be expelled from the Association;
 - such other disciplinary action short of expulsion as the Disciplinary Committee sees fit.
- Sub 10. Subject always to the authority of the General meeting to promulgate rules and regulations pursuant to Article 15, the Disciplinary Committee may devise and promulgate regulations and rules of procedure that are not inconsistent with this Article 11.

Article 12 The Specialist Groups

Sub 1. The purpose of the Specialist Groups is for the promotion and learning of specialist topics to be presented at meetings held adjacent to General Meetings with preparation taking place between meetings.

The Executive Committee shall decide from time to time how many Specialist Groups there shall be and their nature unless the General Meeting decides otherwise. The Vice President shall co-ordinate their meetings unless otherwise decided by the General Meeting.

Sub 2. Each Specialist Group shall be comprised of a Chairperson, who shall be appointed by the President and who shall not be a member of the Executive Committee, and such other persons (who are representatives of Members) as the President shall appoint. The Chairperson and members of each Specialist Group shall serve at the pleasure of the President unless otherwise decided by the General Meeting.

Sub 3. Subject always to the authority of the General meeting to promulgate rules and regulations pursuant to Article 15, Specialist Groups shall regulate their own procedures, save that meetings will be open to Honorary Members and to all representatives of the Members.

Article 13 Annual Accounts

Sub 1. The financial year of the Association shall be 1st January to 31st December in each year.

Sub 2. The Treasurer shall on an ongoing basis keep accurate accounts and records of the Association's financial affairs showing all assets and liabilities, which accounts and records are to be available for inspection at any time by the President and the Auditor. The Treasurer shall also prepare a balance sheet and an income and expenditure statement for presentation at each General Meeting and at such other meetings of the Association as directed by the President.

Article 14 Dissolution

- Sub 1. To the extent legally permitted, on the dissolution of the Association, and following the fulfillment of all open obligations of the Association, the assets of the Association shall be divided equally among all Members provided all monies due from each Member have been paid in full at the date of dissolution.
- Sub 2. Unless otherwise decided by the General Meeting, and provided it is permitted by law, the President shall be the liquidator.

Article 15 Rules and Regulations

The General Meeting may decide from time to time on rules and regulations as to any matters contained in these Articles, provided such rules and regulations are not inconsistent with these Articles. In addition, the General Meeting may supplement, amend, or repeal regulations or rules of procedure that may be adopted under these Articles by the Marketing Committee, the Disciplinary Committee, and the Specialist Groups.

Article 16 Amendments

These Articles of Association may be amended from time to time by a vote of the General Meeting in accordance with Article 8, Sub 5.

* * *

Thus adopted on 11 December 2021 by the General Meeting.

Certified true Articles of Association

The President

The Secretary