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This translation is provided for information purposes only and has no legal force.

Association “Lucee Association Switzerland”

1. Name and company headquarters

The association is known as “Lucee Association Switzerland” (abbr. LAS) with the company headquarters in Möriken AG. It is politically independent and non-confessional.

2. Objective and scope of business

The association’s objectives comprise the maintenance, further developments and publication of the computer software “Lucee”, distributed under LGPL v2.1, and its add-ons.

3. Means

For the association’s objectives the following means are available:

- membership fees
- Earnings from own events
- Subsidies
- Earnings from SLAs
- Donations and grants of any kind

The membership fees are yearly determined by the general meeting. Honorary members and acting board members are qualified for exemption of fees.

The fiscal year corresponds the calendar year.

4. Membership

Members can become natural or legal persons to support the purpose of the association.

The management and the general meeting can determine the admission of new members.

The management can grant the honorary membership to any member furthering the company’s interests.

Requests for admission are to be directed to the management board; the management board determines the admission.

The membership fees are yearly determined by the general meeting. Honorary members and acting management board members are qualified for exemption of fees.

5. Termination of membership

The membership terminates

- with natural persons with withdrawal, exclusion or death.
- with legal persons with withdrawal, exclusion or dissolution of legal person.

6. Withdrawal and exclusion

The cancellation of membership is possible anytime, the notice period of membership is determined by the general meeting.

It cannot exceed 6 months.

Advance payments cannot be reimbursed.

A member can be excluded from the association any time due to violation of laws or the articles, based on failure to comply with the objectives of the association.

The management determines the exclusion; the member can refer the exclusion decision to the general meeting, the membership can last until the general meeting makes the final decision.

If a member owes the membership fee in spite of reminder, it can be automatically excluded from management; referring to the general meeting is not possible in this case.

7. Bodies of the organisation

Firmly integrated bodies of the association:

- a) General meeting
- b) Management board
- c) Auditors

Optional bodies of the association (dependent on course of business)

- d) Local office

8. The general assembly

The supreme body of the association is the general assembly. An ordinary meeting takes place in the first quarter every year. The members are invited to the general

assembly 30 days in advance by email, including the individual items. There is no written invitation.

The proposed agenda items for the general assembly are to be directed via email to the board members latest 10 days before the general meeting takes place.

NO exceptions concerning the proposed agenda items are accepted after the deadline.

The management or $\frac{1}{5}$ of the members can call an extraordinary general meeting anytime upon stating the purpose. The meeting shall be held latest 30 days following such request.

The general assembly has the following unalienable tasks and competencies:

- a) Approval of the last general meeting's protocol
- b) Approval of the management's annual report
- c) Reception of the auditor's report and approval of the consolidated financial statements
- d) Discharge of the management boards
- e) Election of the president and the other members of the board as well as the control body
- f) Determination of the membership fees for each category
- g) Determination of the voting rights for each category (will enter into force after completing the general meeting)
- h) Approval of the annual budget
- i) Resolution regarding the program of activities
- j) Resolution regarding further members or business brought in for management
- k) Amendment of the statutes
- l) Decision on the exclusion of members
- m) Resolution regarding the dissolution of the association and the use of the liquidation proceeds

Every general assembly convened in accordance constitutes a quorum, regardless of the number of the present members.

The members do not need to be physically present, they can also take a vote in advance via email, online platform or by any other means permitted by the management.

The items of the agenda are provided to all members latest 7 days in advance.

The members have the possibility to take a vote for the individual items on the agenda latest 24 hours before the general meeting.

This preceding vote CANNOT be revised at the general meeting. A written vote by a member counts as being present at the general meeting.

The members adopt resolutions by simple majority. (A request is approved if it includes more yes- than no- votes, abstentions are not included. In case of a tie, the chairman of the meeting shall have the casting vote.

Amendments of the statutes require the approval of $\frac{2}{3}$ - majority of the voting rights.

Minutes are kept of the resolutions on any decision taken.

9. Language

All official written communication of the association with its members is in English. The only exception are official documents which are required in one of Switzerland's official languages. These documents can be provided in English upon request by any member.

10. The management board

The term of office of each executive board member is not limited. Re-election is possible. The management runs current business and represents the association to the outside world. He may issue regulations.

He may set up working parties (specialist groups). He can employ or engage persons for reasonable compensation to reach the association's goals.

Further management tasks and competencies:

The management board has all competencies, which are not either transferred by law or set forth in these articles of the Association by another body. The following ministries are represented in the management:

- a) Presidium
- b) Vice-presidents
- c) Ministry of finance
- d) Actuary department
- e) (Others)

Cumulations of jobs is possible. The management constitutes itself except for the presidium.

The management gathers as often as business requires. Every executive board member may call a meeting, providing the reasons.

Provided no board member requires oral deliberation, the resolution is valid by means of circular letter (via email also). The management works on a voluntary basis (tax exemption requires working on a voluntary basis), it is entitled to compensation of actual expenses.

11. The auditors

The general meeting elects auditors or a legal person who control accounting and carry out occasional checks at least one time every year.

The auditors report to the executive committee care of the member council.

Each member of the Audit committee is elected for the term of one year and may be re-elected to successive terms.

12. **Signing authority**

The management is allowed to define by protocol the signing authority.

13. **Liability**

The responsibility of the association is limited to the association's assets and to the exclusion of any personal liability of members.

14. **Dissolution of the association**

The association can be dissolved in an ordinary or extraordinary member assembly convened for this purpose with two-thirds of majority of the members present.

A second member assembly is to be convened within one month if less than 75 % of all members attend the member assembly. On this second assembly the association may dissolve upon affirmative vote of a simple majority even if less than 75 % of the members are present in person.

In case of the dissolution of the association, the association's assets go to a tax-exempt organisation with similar objectives. The distribution of the association's assets among the members is excluded. (For tax exemption it is required that the assets go to non-profit organisation, and not distributed to the members.)

15. **Entry into force**

These articles were approved in the first meeting (launch date) and and came into force on this date.

Date, Place _____

President:

Minutes secretary:
