

Articles of Association

Swiss Association for Compliance and Competition Law (ACCL)

domiciled in Pfäffikon/SZ

1. Name and domicile

The **Swiss Association for Compliance and Competition Law (ACCL)** is an association under the terms of Article. 60 et seq. of the Swiss Civil Code, domiciled in Pfäffikon/SZ.

2. Purpose

The purpose of the association is to organize regular meetings and events in the area of national and international competition law. The association would like to develop and support its members in the area of competition law. The association can also make events available to non-members.

The association fosters close contacts with universities, in particular with the SML of the ZHAW, Winterthur, as well as other universities, authorities and businesses which operate in the areas of competition law and competition compliance.

The association supports the CAS "International Competition Law and Compliance" program of the ZHAW by means of non-pecuniary contributions.

The association uses the domain www.accl.ch, a web page designed to provide information about its activities and events.

AGON Partners (www.agon-partners.ch) can provide the association's members with exclusive offers and special conditions in respect of their services and products.

3. Award

The association can hold a competition each year and honour the best written thesis, at a Swiss university (Bachelor's or Master's thesis) in the area of competition law and/or competition economics, with a prize (award). To that end, the board of directors organizes a jury, sets out the general conditions for the competition and determines the value of the prize.

4. Means

In order to pursue the goals of the association, the association has at its disposal members' contributions which are determined yearly by the general meeting, as well as revenues from training events. AGON Partners shall present to the association a gratuitous capital loan of CHF 3'000.--, no later than 30 days after its incorporation.

5. Membership

All natural persons and legal entities who have an interest in the purposes of the association can enjoy an active membership with voting rights. AGON Partners will always have two active members at any one given time. Membership applications are to be submitted to the chairman; the final decision as to admission is made by the board of directors.

All participants of the CAS International Competition Law and Compliance program of the ZHAW, automatically become passive members without voting rights. These are exempted from paying a membership fee.

6. Termination of membership

Membership is terminated by resignation, exclusion, death or bankruptcy/insolvency.

7. Resignation and exclusion

Resignation from the association is always possible. The letter of resignation must be submitted to the chairman, by means of a registered letter, at least four weeks before the ordinary general meeting.

A member may be excluded from the association at any time without due reason. The board of directors have the authority to make the decision; members can appeal the decision at the association's general meeting.

8. The association's legal bodies

The legal bodies of the association are as follows:

- a) the general meeting;
- b) the board of directors;
- c) the auditors.

9. General meeting

The association's supreme body is the general meeting. An ordinary general meeting takes place annually in the first 6 months of the calendar year.

All members of the general meeting are to receive a written invitation to attend the general meeting, including the agenda, at least three weeks before the date of the meeting.

The general meeting has the following irrevocable duties:

- a) to elect or to remove the board of directors, as well as the auditors;
- b) to determine and alter the articles of association;
- c) to approve the annual accounts statements and the auditor's report;
- d) to decide on the annual budget;
- e) to determine the membership fee;
- f) to deal with exclusion appeals;
- g) to elect or to remove partners;

At the general meeting, each member has one vote; decision-making takes place by a simple majority. The approval of the representatives of AGON Partners is absolutely necessary in respect of each business decision..

10. The board of directors

The board of directors consists of at least 3 people, at least one of which is provided by AGON Partners and who possesses a comprehensive power of veto.

The board of directors represents the association toward the outside and takes care of running the day-to-day business of the association.

11. The auditors

The general meeting annually elects two auditors who have the task of doing the bookkeeping and carrying out an annual spot-check of the accounts.

12. Partners

The association can take up partnerships with both natural and legal persons.

13. Signature

The association's authorised signatory right shall be exercised by means of joint signatures, namely, that of the chairman and a further member of the board.

14. Liability

The association's debts are only covered by the association's assets. Personal liability of members is excluded.

15. Change to the regulations

The existing regulations can be altered if three quarters of the members present at the general meeting agree with the proposed changes.

16. Dissolution and liquidation of the association

The association can be dissolved by means of a majority decision, whereby three quarters of all members present at the general meeting vote in favour.

If less than three quarters of all members are present at the meeting, then a second meeting is to be held within a month. At this meeting, the association can be dissolved by a simple majority if less than three quarters of the members are present.

Where the association is dissolved, the association's assets are payable to an institution which pursues the same or similar purposes..

17. Entry into force

These articles of association were approved by the first general meeting held on the 2nd of April 2014 and came into force on this day.

Chairman:

Secretary:

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Prof. Patrick Krauskopf

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Sarah Umbricht