

# Articles of Association

of the Association *normativ* (the «**Association**»),

based in Basel

## I. Name and registered office

An Association exists under the name "*normativ*" within the meaning of Article 60 ff. of the Swiss Civil Code (ZGB) with its registered office in Basel.

The Association is a non-profit organisation.

## II. Purpose

Normativ is a legal think tank that promotes the rule of law and encourages the exchange of normative ideas. The purpose of the Association is to classify socio-political issues from a legal perspective, contribute to informed discourse, and identify and help shape possible legal solutions. In order to fulfil its purpose, it operates independently of any religious or party-political Associations and is active both nationally and internationally.

Normativ's working methods are value-based, participatory, dialogue-oriented, cooperative, interdisciplinary and focused on practical cases and solutions.

## III. Membership

Any person may become a member of the Association.

New members may be admitted at any time. The Board shall decide unanimously on the admission of new members.

Members may resign from the Association at any time.

The Board may expel a person from the Association for important reasons. The person concerned shall be heard by the Board prior to expulsion. The expulsion decision requires the approval of all members of the Board.

Members pay an annual membership fee, the amount of which is determined at the General Assembly for the coming year.

The founding members Carl Jauslin, Johanna Jean-Petit-Matile and Lukas Gysin are honorary members for life.

## IV. Organs of the Association

The organs of the Association are:

- i) the General Assembly;
- ii) the Board; and
- iii) the Auditors.

## **V. The General Assembly**

The General Assembly is the supreme organ of the Association.

The ordinary General Assembly is convened at least once a year at the invitation of the Board. The invitation is sent to members at least 30 days before the date of the General Assembly.

An extraordinary General Assembly is convened by decision of the Board or at the request of at least one fifth of the members. The invitation must be sent at least ten days before the meeting.

The tasks and competencies of the General Assembly are as follows:

- i) Approval of the minutes of the last General Assembly;
- ii) Approval of the annual report, the annual financial statements and the report of the auditors;
- iii) Discharge of the Board and the auditors;
- iv) Election of the Board members and information on the composition of the Board;
- v) Election of the auditors;
- vi) Consideration and decision of motions submitted by the Board and the members;
- vii) Amendment of the Articles of Association;
- viii) Dissolution of the Association.

Unless otherwise specified in the Articles of Association, the General Assembly shall pass its resolutions by a majority of the votes cast by the members present (simple majority). Proxy representation is only permitted with a proven and valid power of attorney.

Each member has one vote. In the event of a tie, the President of the General Assembly shall have the casting vote.

When deciding on the granting of discharge to itself, on a legal transaction or on a legal dispute between a member and the Association, the member concerned shall be excluded from voting.

## **VI. The Board**

The Board consists of at least three members. The members of the Board are elected by the General Assembly for a term of one year. Re-election is permitted without restriction. The Board shall decide among itself how to divide its tasks.

The Board shall constitute a quorum if all members are present. It shall be convened at the request of any member of the Board. Resolutions of the Board shall be passed by a simple majority of those present and may be taken by circular resolution.

The Board shall have all competencies not expressly assigned to another body of the Association. These include in particular:

- i) Preparation and implementation of the ordinary and extraordinary General Assembly;

- ii) Implementation of the resolutions of the General Assembly;
- iii) Project management; acceptance of future projects and decisions on the orientation of the projects (thematic; implementation; dissemination);
- iv) Decision-making on all association matters that have not been expressly or by law delegated to the General Assembly;
- v) Accounting.

The Board represents the association externally. Two members of the Board sign collectively. The work of the members of the Board is voluntary and unpaid.

## **VII. The Auditor**

The Association does not meet the requirements for either a regular audit (see Art. 727 para. 1 no. 2 CO in conjunction with Art. 69b para. 1 ZGB) or a limited audit (see Art. 69b para. 2 ZGB), which is why it refrains from electing an auditor and conducting an audit.

Should the Association meet one of these two requirements in the future, the following shall apply:

The General Assembly may elect a natural or legal person, who does not have to be a member of the association, as auditor for a term of office of two years. Re-election is permitted.

The financial year coincides with the calendar year. The annual financial statements are closed on 31 December and an inventory is drawn up. The annual financial statements are audited by the auditor.

The auditor submits a written report on the audit of the annual financial statements to the General Assembly and proposes to the General Assembly that the treasurer and the Board be granted or denied discharge.

## **VIII. Association Assets and Liability**

The Association's assets consist of membership fees, project contributions and any donations.

The Association's liabilities are covered exclusively by the Association's assets. Members are not personally liable for the Association's liabilities.

## **IX. Amendment of the Articles of Association and Dissolution**

An absolute majority of the votes cast is required to amend the Articles of Association. If this quorum is not reached, a second General Assembly with the same agenda must be convened within one year.

The dissolution of the Association requires the presence of at least three quarters of all members and a unanimous decision. Any funds remaining after the dissolution of the Association shall be transferred to a tax-exempt institution based in Switzerland with the same or similar objectives. Distribution among the members is excluded.

**X. Versions and Translations of the Articles of Association**

The Board provides an English translation of the Articles of Association. Only the German version is legally binding.

**XI. Entry into force of the Articles of Association**

The founding meeting of the Association "*normativ*" took place on 16 July 2023. These Articles of Association were approved in their present form at the General Assembly on 12 October 2025 and entered into force immediately.

Basel, 15 November 2025

Carl Jauslin

Johanna Jean-Petit-Matile

Lukas Gysin