

Articles of Association

§ 1 – Name and Domicile

The «Swiss Marketplace Lending Association» (SMLA) is an association with a non-commercial and non-profit purpose according to articles 60ff. of the Swiss Civil Code with legal domicile in Zug.

§ 2 – Purpose

The association promotes the evolution of marketplace lending in Switzerland. More specifically, the goals are to increase

- a) the publicity of marketplace lending in Switzerland
- b) the transparency of the asset class for professional and private investors
- c) the cooperation within the sector

§ 3 – Mission

The Swiss Marketplace Lending Association is the leading association in the marketplace lending sector in Switzerland. It brings together all stakeholders of marketplace lending.

The association is a joint initiative of marketplace lending platforms and investors in Switzerland and the Lucerne University of Applied Sciences and Arts. The association cooperates with the Lucerne University of Applied Sciences and Arts in research and other services.

§ 4 – Fiscal Year

The association shall operate with the calendar year as its fiscal year.

§ 5 – Members

The following institutions or companies can become members of the association

- a) Marketplace lending platforms: Platforms that are providing debt-based finance via electronic platforms between investors and borrowers. The platforms have to comply with the code of conduct, be duly incorporated as a Swiss legal entity and operate in Switzerland.
- b) Professional investors with a substantial investment in marketplace lending which are duly incorporated as a Swiss legal entity and operate in Switzerland.
- c) Academic institutions conducting research in marketplace lending or closely related fields that operate in Switzerland.

§ 6 – Membership Admission

The membership is granted based on a written application. The board decides on the admission if the criteria in § 5 are fulfilled.

§ 7 – Ending the Membership

The membership ends

- a) if a member cancels the membership. A written notice has to be given at least one month before the end of the fiscal year.
- b) if the board revokes the membership if the criteria in § 5 are not fulfilled anymore. The board can grant a continuation of the membership in duly justified and exceptional cases.
- c) if the board revokes the membership in case the membership fee for the current fiscal year is overdue by the end of the fiscal year despite a written payment reminder.
- d) if the board revokes the membership based on duly justified reasons after an official hearing of the member by the board.

§ 8 – Membership Fee and Liability

Members pay an annual membership fee. The membership fee is set at the annual general meeting of the members. It is due after the general meeting, respectively after the member is admitted to the association.

The association is liable for its obligations with its assets. Members, including those at the board, are only liable up to the annual membership fee during their membership. A further liability of members, included those of the board, is excluded.

§ 9 – Sponsors and Strategic Partners

- a) Sponsors are companies or institutions supporting the association with an annual financial contribution. The board defines the annual minimum contribution for sponsors.
- b) Strategic partners are companies or institutions that are linked to the subject of marketplace lending. They are supporting the association with an annual contribution. The board defines the annual minimum contribution for strategic partners. Contributions can also be in the form of expertise or services.

§ 10 – Activities of the Association

- a) The activities of the association are in line with its purpose as stated in §2.
- b) The association can organize other events in addition to the annual general meeting.
- c) The association can contribute to political consultation processes that are linked to activities of its members.

§ 11 – Bodies

The bodies of the association are

- a) general meeting of the members
- b) board
- c) secretariat
- d) auditor

§ 12 – General Meeting

1. The general meeting consists of the members. Every member has one vote.
2. Sponsors and strategic partners may participate in the meeting without vote.
3. The general meeting takes place within four months after the end of the fiscal year. The general meeting decides on the following issues:
 - a. Approval of the annual report by the president
 - b. Approval of the annual financial statement
 - c. Notice of the annual budget for the current year
 - d. Approval of the minutes of the previous general meeting
 - e. Approval of the board's discharge
 - f. Annual election of the board
 - g. Annual election of the auditor
 - h. Decision on changes of the articles of association
 - i. Decision on the annual membership fees
4. An extraordinary general meeting can be convened by a majority of the board or written request of one fifth of the members
5. The invitation to the general meeting is sent out by the president at least 14 days before the meeting. The invitation is sent out written or via e-mail including the agenda of the meeting.
6. The general meeting decides with a simple majority of the members attending the meeting. In case of a tie, the president of the board has the deciding vote. If the president of the board is not present, the vice president has the deciding vote.
7. Minutes have to be taken of the general meeting.

§ 13 Board

1. The board is elected from the members.
2. The board consists of a president, a vice president and at least three more members.
3. The following stakeholders receive one seat each:
 - a. Professional investors as defined in § 5, b.
 - b. Academic institutions as defined in § 5, c.
4. The other seats on the board are reserved for platforms as defined in § 5, a. If possible, different forms and business models should be represented in the board.
5. The board constitutes itself.
6. The board decides with a simple majority of the members attending the meeting. In case of a tie, the president of the board has the deciding vote. If the president of the board is not present, the vice president has the deciding vote.
7. The board decides on the policy of the association, conducts all the business that is not subject to the general meeting, represents the association to the public and reports its activities and the annual programme to the members at the general meeting.
8. The board conducts the business of the association unpaid. Expenses can be paid by the association but are subject to approval by the board.
9. The board can establish committees for specific tasks. A committee can also consist of persons, who are not members of the association. Every committee reports to the board on its activities. The board decides on the use of results from committees.
10. Powers to sign are assigned by the board, signatories sign jointly.

§ 14 – Audit

1. The auditor is elected annually.
2. The auditor reports annually to the board for the attention of the general meeting.

§ 15 – Secretariat

The board has the right to appoint a Secretariat. The secretariat is responsible for the administration of the association. This includes for example invitations to events and meetings in due time, maintaining the membership list, the accounting, and the website of the association.

§ 16 – Dissolution

The dissolution of the association can be decided on an extraordinary meeting of the members, which is organized specifically for this purpose. The invitations for the meeting are to be sent out with at least one month notice. The dissolution requires a qualified majority of the votes of two thirds of all members present at the meeting.

The articles of association were approved by the meeting of the members on 12th December 2017 and shall become effective on 1st January 2018.