

BYLAWS OF THE LAWBOTICS ASSOCIATION

CHAPTER I. GENERAL PROVISIONS

Article 1. Name and applicable regime

1. Pursuant to the provisions of Article 22 of the Constitution and Organic Law 1/2002, regulating the right of association, "Lawbotics" (hereinafter, the Association) is constituted with full legal capacity to act.
2. The Association, a non-profit organization, shall be governed by the provisions of these Bylaws and the applicable legislation in force.

Article 2. Domicile and duration

1. The Association shall have its domicile in Madrid, at Calle Campoamor, 18 (28004, Madrid), which may only be altered by agreement of the General Assembly.
2. Its duration will be indefinite.
3. The Association shall extend its activities to the entire national territory. Without prejudice to this, it may act before public and private, foreign and international organizations, with full capacity to act.

Article 3. Aims of the association

The purposes of the Lawbotics Association are:

- a) The study and analysis of the different local, regional, national, European Union and international legislation and regulations, as well as decisions of administrative, regulatory and judicial bodies, in the fields of robotics, artificial intelligence, *Big Data*, virtual and augmented reality, and 3D printing, as well as political, economic, social and legal impact; the preparation of all kinds of works of analysis, proposals, modifications and assessments of such rules and resolutions, and of the problems posed by legal regulation in these areas, as well as the formulation of reports, opinions, theses, articles, monographs and publications on all of the above.
- b) Promote the constant adaptation, updating and improvement of Spanish, European and international legislation in these matters.
- c) To advise national, European and international legislative bodies, as well as public administrations and regulators, on the matters referred to in letter a) above.
- d) To serve as a forum for debate and exchange of knowledge for companies, professionals and experts in the legal, scientific, technological, business and social fields, especially in relation to the areas mentioned in letter a) above.

- e) Promote the widespread dissemination of scientific, technological, economic and legal knowledge in these areas.
- f) To collaborate with local, regional, national, European and international public administrations, and other public or private, national and international persons or entities, in order to maximize the scope of its activities and take advantage of synergies.
- g) The defense of the collective interests of its members and their representation before public authorities, in all types of legislative (national, European and international), regulatory, administrative and judicial processes.

Article 4. Activities

1. In order to its objectives, the Association shall carry out the following activities:

- a) The preparation, editing and publication of books, articles and other works in any format on subjects related to the areas of interest of the Association.
- b) The holding of congresses, workshops, conferences and any other means that allow greater dissemination of their studies and favor contact between professionals from different fields.
- c) The realization of collaborative projects with other persons or entities, public or private.
- d) The announcement of prizes or contests related to the object of the Association.
- e) The granting of awards or distinctions to persons or entities that have played a significant role in the development of matters of interest to the Association.
- f) Subscription to publications and databases that allow members access to information related to relevant subjects.
- g) The establishment and maintenance of web pages, online forums, blogs, social networks or any other electronic media that facilitate the exchange of knowledge and promote and expedite the actions of the Association.
- h) The organization of any fundraising events that, while respecting the non-profit nature of the Association, allow the achievement of its purposes.
- i) Participation in the global debate on robotics, artificial intelligence, virtual and augmented reality, and , and their impact on human life.
- h) The participation, as an interested party, in all legislative (national, European and international) regulatory, administrative and judicial processes, in defense of the interests it represents, and of the postulates of the Association, for which purpose, the Association shall be registered in all local, autonomous, national, European and international registries as necessary, as an interested party.
- j) The constitution of federations and confederations of associations with similar purposes and compatible with those of the Association, national, European and international, with a view to extending the activities of the Association beyond the borders of the Spanish State, and its integration and participation in

- as a full member, including in its administrative and management bodies.
- k) Exercise the right of participation referred to in Article 9.2 of the Spanish Constitution.
 - l) To join national and international arbitration bodies, including consumer arbitration bodies, even when its members are not parties to disputes submitted to them.
 - m) In general, as many other activities and actions in defense of the interests of its members as may be necessary or convenient in accordance with the purposes of the Association.

CHAPTER II. MEMBERSHIP

Article 5. Classes and Qualifications of Members

1. Members may be of the following types:

- a) Founding Members, who are those who have participated in the act of incorporation of the Association, in accordance with the Founding Charter.
- b) Full Members, who shall be those persons or entities that, having requested and obtained the status of member once the Association has been validly constituted, develop business or professional activities in the fields of robotics, artificial intelligence, *Big Data*, virtual and augmented reality, and 3D printing referred to in letter a) of Article 3 of these Bylaws.
- c) Individual Members, who shall be those persons or entities that, having requested and obtained the status of member once the Association has been validly constituted, and not carrying out any business or professional activity of those referred to in the preceding paragraph, have an interest in participating in the life of the Association.
- d) Honorary Members, who shall be those who, due to their special relationship with the Association, for their contributions to the development of activities, or because of their personal, professional or business merits in the fields of robotics, artificial intelligence, *Big Data*, virtual and augmented reality, and printing, have become worthy of such distinction.

2. Any natural or legal person may be a Full Member, who, not being subject to any cause that prevents them from exercising the right of association, meets the requirements referred to in letter b) of number 1 above, and who, because they are interested in the purposes of the association, wish to participate in the same.

They must apply to join the Association by means of a written communication addressed to the Association's Governing Council, using the formulas approved by the Governing Council, and must also present the endorsement of at least two Founding or Full members.

In order to acquire and maintain the status of Full Member, it shall be necessary to be carrying out the professional or business activities referred to in category One, of letter b) of number 1 above, both at the time of applying for membership and during the entire time such status is maintained. To this end, in their application for admission they must declare in their application under oath or oath on their honor, whether or not they are engaged in any of the aforementioned activities. The Governing Council may request from applicants for Full Membership, and from Full Members, accreditation of the development of the aforementioned activities at any time, as a requirement for the acquisition or maintenance of the status of Full Member. The admission or rejection of a new Full Member, or the reclassification of a Full Member as an Individual Member, corresponds to the Governing Council, and the resolution may be appealed before the General Assembly.

3. Individual Members may be any natural or legal persons who, not being subject to any cause that prevents them from exercising the right of association, and not carrying out the professional or business activities referred to in category One of letter b) of number 1 above, either at the time of submitting their application, or because they have ceased such activities subsequently, because they are of interest to the purposes of the association, wish to participate in the life of the association.

They must apply to join the Association by means of a written communication addressed to the Association's Governing Council, and must also present the endorsement at least two Founding or Full Members. The condition of Individual Member shall also be acquired by the reclassification of a Full Member to Individual Member, either because, in the opinion of the Governing Council, the exercise of the professional or business activities referred to in category One, of the letter

b) of number 1 above, or because they have ceased to hold such positions.

4. Honorary members shall be appointed by unanimous agreement of the Governing Council and shall be exempt from dues.

Article 6. Loss of membership status

1. The condition of associate may be lost:

a) By voluntary resignation, which shall be communicated in writing to the Governing Council.

b) By resolution of the Governing Council when the member has neglected the duties corresponding to him/her according to the Bylaws, has acted in a manner contrary to the purposes of the Association or in any other way has seriously harmed it. This resolution may be appealed before the General Assembly.

2. In particular, the non-payment of two consecutive annual dues in the case of ordinary dues, or the non-payment of an extraordinary dues for two consecutive years, shall be sufficient cause for the loss of membership.

Article 7. Rights of Members

1. All members of the Association shall enjoy the following rights:

- a) To actively participate in the activities carried out by the Association, and to form part of the Working Committees created for such purposes, in accordance with these Bylaws and the Regulations governing their constitution, composition and activities.
- b) To any benefits offered by the Association.
- c) To attend, with voice and vote, the General Assembly. Honorary Members shall have no vote. At the General Assembly, the system for weighting the votes of the Founding Members, Full Members and Individual Members provided for in these Bylaws shall be applied.
- d) To elect the members of the governing and representative bodies and to be part of them, with the exception of the Individual and Honorary Members.
- e) To be informed of the composition, accounts, activities and resolutions of the governing bodies.
- f) To exercise any powers entrusted to them by the organs of the Association.
- g) To challenge resolutions that they consider contrary to the law or the Bylaws.

Article 8. Duties of members

All members shall:

- a) Comply with the Bylaws and with the resolutions adopted by the organs of the Association.
- b) Be up to date with the payment dues or other contributions that may be established.
- c) To diligently perform the functions entrusted to them or which, by virtue of their position, correspond to them.
- d) To promote and facilitate the attainment of the purposes of the association by providing, as far as possible, its collaboration.

CHAPTER III.- GOVERNING BODIES

Article 9. Governing bodies

1. The governing bodies of the Association are

- a) The General Assembly
- b) The Governing Council

2. The Association shall be chaired by the Chairman of the Governing Council.

3. The General Assembly, at the proposal of the President, may appoint one or more Vice Presidents.

Article 10. The General Assembly

1. The General Assembly is the supreme body of the Association and is composed of all members.

Meetings of the General Assembly

1. The General Assembly, chaired by the President of the Association, shall meet at least a year in ordinary session no later four months after the end of the financial year.

2. Likewise, as many extraordinary sessions as deemed necessary may be held when circumstances so require.

3. They may promote meetings of General Assembly:

- a) The President of the Association, or
- b) All members of the Governing Council, with the exception of the Chairman, or
- c) Twenty-five percent of the Members, between Regular and Founding Members, representing at least forty percent of the votes of the Assembly.

4. The agenda shall be set by the person promoting the meeting. However, a minimum of twenty percent of the Founding and Full Members may request the Governing Council to include in the agenda matters they consider relevant.

5. Meetings shall be called by the Governing Council, on first and second call, with at least 10 calendar days' notice, and shall be held at the place, date and time agreed upon by the Governing Council. The notices shall be sent by e-mail or electronic messaging system chosen to ensure that all Members are aware of them, and shall be published on the Association's website.

6. No less than 2 hours shall elapse between the first and second summons.

Article 12. Conduct of General Assembly Meetings

1. The valid constitution of the General Assembly shall require the attendance at first call of at least one quarter of the members with voting rights present or represented and, at second call, it shall be validly constituted regardless of the number of members attending with voting rights.

2. Attendees attending on behalf of a member must be duly accredited for such purpose, being necessary to accredit the representation individually for each Assembly, by the means to be determined by regulations.

3. The meetings of the Assembly shall be conducted by the President assisted by the Secretary, who shall take note of the attendees and shall ensure, for the first call, that the necessary quorum is present.

4. The Secretary shall take the minutes of the meeting, which shall be authorized by the Chairman and signed by all those attending at the end of the meeting, unless it is unanimously agreed that this procedure is not necessary, the Secretary's faith being sufficient.

5. The General Director shall attend the Assembly with voice, but without vote.

Article 13. Voting at the General Assembly

1. Voting at the General Assembly shall be public in general and by a show of hands, unless the President decides otherwise. Before voting begins, the President may ask the members with voting rights present or represented whether they wish to vote by secret ballot, in which case the voting shall be held by any system that guarantees the secrecy of the vote, whether electronic or analogical.

2. In any case, voting on the appointment of the Governing Council bodies shall be secret.

Article 14. Adoption of resolutions at the General Assembly

1. Any Member with the right to vote and who is not suspended in the exercise of his rights may attend the General Assembly in person or by proxy granted to another Member, in writing and specifically for the meeting in question. In no case shall more than three proxies be admitted in favor of the same Member. Representative, represented or represented must belong to the same class of Member.

The certificates evidencing the proxy must be received by the Company at least three working days prior to the date set for the Meeting. Only the proxy granted on the model form to be drawn up for this purpose by the Governing Council shall be valid.

2. The resolutions of the Assembly shall be understood to be adopted by simple majority of those in attendance, unless otherwise provided in these Bylaws and with the exception of the following, which shall require a majority of three-fifths of the Members with voting rights:

- a) Appointment or removal of the members of the Governing Council
- b) The confirmation or revocation of an agreement of the Governing Council
- c) Modification of the Bylaws

3. The dissolution of the Association shall require the unanimous agreement of all members entitled to vote in the first vote. If this agreement is not reached, a second vote shall be taken in which a four-fifths majority shall be sufficient to declare the dissolution of the Association.

4. The vote of the Members at the Ordinary and Extraordinary General Meetings shall be weighted according to the following system:

- i. Members shall vote by class, with Individuals voting first, then Full Members and finally Founders.
- ii. Once this is done, all the votes for and against each class will be added up.

iii. The votes for and against the different classes shall then be multiplied according to the following weighting factors:

- a) Individual Members= 1
- b) Full Members= 3
- c) Founding Partners = 4

iv. Finally, the Secretary shall count the votes in favor and the votes against, and proclaim the result of the vote, recording it in the corresponding minutes, mentioning the votes cast for and against.

Article 15. Functions of the Ordinary General Assembly

1. The Ordinary General Assembly shall be responsible for the following:

- a) Approve annual accounts
- b) Review the management of Governing Council
- c) Approve the budget for the following fiscal year
- d) Appointing or dismissing the members of the Governing Council
- e) Any others not specifically attributed exclusively to the Extraordinary General Assembly.

Article 16. Functions of the Extraordinary General Assembly

1. It is the responsibility of the Extraordinary General Assembly:

- a) Approve any amendment to the Bylaws
- b) Approve, as the case may be, the dissolution of the Association.
- c) Resolve appeals filed against resolutions of the Governing Council.
- d) To fix the extraordinary quotas when they have not been fixed by the Ordinary General Assembly.

2. The resolution of the appeals shall consist of a vote on the confirmation or revocation of the resolution of the Governing Council.

Article 17. The Governing Council

1. The Governing Council acts as the governing, management and representative body of the Association.

2. It shall consist of a minimum of eight and a maximum of twelve members, from which a President, one or more Vice Presidents, a Treasurer and a Secretary shall be elected. The remaining members shall be members of the Governing Council. All the members of the Governing Council must be Founding Members or Full Members.

3. The offices of the Governing Council shall be free of charge and have a term of office of four years, renewable for the same periods.

Article 18. The President

1. The Chairman of the Governing Council shall act as President of the Association and shall act as the Association's representative in its relations with third parties.
2. He/she shall be elected by and from among the members of the Governing Council by simple majority for a term of four years, renewable for the same terms.
3. The President shall be elected from among the Founding Members. In the absence of Founding Members, the President shall be elected from among the Full Members.

Article 19. The Director General

1. If it is convenient for the development of the activities of the Association, and upon proposal of the President, a Director General may be appointed. In such case, the Director General shall be a technical position of trust, who may be remunerated, if so agreed by the Governing Council, in which case he/she shall have voice but no vote in the meetings of the Governing Council and in the General Assemblies of the Association.
2. The Director General shall be appointed by the Governing Council of the Association on the proposal of the President, and may be removed from office by decision of said Governing Council, also on the proposal of the President, without prejudice to the provisions of labor legislation, if applicable.
3. The General Director, if appointed, shall have the following duties and powers:
 - a) The administrative and technical organization of the Company and the promotion and monitoring of its activities, on an ongoing basis and in accordance with the instructions of the Governing Council and its Chairman.
 - b) The proposal to the Chairman, for his study and approval, as the case may be, of all matters attributed to the competence of said body.
 - d) The hiring of personnel subject to labor legislation, within the framework of the staff approved by the Governing Council, and the suspension and termination of corresponding contracts, including dismissal, all of which shall be reported to said body at the first meeting held.
 - e) The proposal to the Governing Council, for signature by the President, of such acts, contracts and agreements as may be necessary for the development of the activities of the Association.
 - f) And all other duties delegated to him/her by the Governing Council and/or the President.
4. In the event of vacancy, absence or accidental impossibility of the General Director, he shall be replaced by the Secretary of the Association.

The Secretary and the Treasurer

1. The Secretary is the guarantor of compliance with the law in the development of the activities of the Association and custodian of the archives and other documents of the Association, taking minutes at all meetings of the Governing Council and at the sessions of the General Assemblies.
2. Among the functions of the Secretary is the keeping of the books and other legal documents of the Association, with the exception of those attributed to the Treasurer, and acting as the Association's trustee.
3. He shall be elected by and from among the members of the Governing Council by simple majority for a term of four years, renewable for the same terms.
4. The Treasurer of the Association shall perform all functions of an accounting nature, including the keeping of the books of account, the collection and custody of the funds of the Association and the preparation of the proposed budget.
5. He shall be elected by and from among the members of the Governing Council by simple majority for a term of four years, renewable for the same terms.
6. If the Council has appointed a Director General, the duties of the Treasurer shall be assumed by the Director General, with the Treasurer exercising control and supervision of the performance of the Director General with respect to the financial life of the Association.

Article 21. The Vice Presidents

1. The Vice-President(s) shall substitute the President in all his/her functions in the event of vacancy, absence or illness. They shall also assume such other duties as may be assigned to them by the President with the prior approval of the Governing Council.
2. He/she shall be elected by and from among the members of the Governing Council by simple majority for a term of four years, renewable for the same terms.

Functioning of the Governing Council

1. The Governing Council shall meet periodically when deemed necessary and in any case prior to the holding of the Ordinary or Extraordinary General Assembly.
2. The resolutions of the Governing Council shall be understood to be adopted by a simple majority of the members attending or represented, unless otherwise provided in these Bylaws. The President shall have the casting vote.
3. For the adoption of any resolution and for its valid constitution, the attendance of at least half of its members is required, including the Chairman, or, in his absence, the Vice-Chairman, except for those resolutions requiring qualified majorities, in which case the attendance of all members present or represented shall be necessary.

4. The members of the Governing Council may be represented either by other members or by any person they designate. Such representation must be accredited in a reliable manner and the power of attorney must clearly specify its limits, without the possibility of a general power of attorney.

5. The President shall call and conduct the meetings of the Governing Council, which shall be held at a date, time and place chosen by the President or, failing this, at the headquarters of the Association.

Functions of the Governing Council

1. The Governing Council directs and promotes the ordinary functioning of the Association and has, in particular, the following attributions:

- a) To designate, from among its members, the President
- b) At the proposal of the President, to appoint Vice Presidents, as well as the General Manager, Secretary and Treasurer of the Association, and to exercise permanent and direct control over the management of such positions,
- c) To constitute Commissions and Working Groups for the development of the activities of the Association, and to exercise permanent and direct control of their development.
- d) To admit new Full and Individual Members, to agree on the loss of a Member's membership status in accordance with these Bylaws, and its reclassification from Full to Individual and vice versa.
- e) Appoint Honorary Members
- f) Fix the ordinary dues and other contributions to be made by the Members
- g) To agree on the exercise of legal actions or any other procedure for the defense of the rights and interests of the Association. In this case, an absolute majority of the members of the Board, including the President, shall be necessary.
- h) Comply with and enforce the provisions of the Bylaws and other resolutions adopted by the organs of the Association.
- i) To prepare the annual accounts and the budget for the corresponding fiscal year.
- j) To be accountable to the General Assembly
- k) To order the expenditure and authorize the payments of the Association.
- l) Draft and approve the internal regulations of the Association, to be ratified by the General Assembly.
- m) Propose to the General Assembly any amendment to these Bylaws.
- n) At the proposal of the President, to constitute and appoint juries within the Association for the granting of Awards and Distinctions.
- o) Any others not attributed to the General Assembly and which are necessary for the proper functioning of the Association.

2. The power provided for in letter g) of the preceding paragraph may be vested in the President and/or the Treasurer on a revocable basis when so decided by the majority of its members, in order to facilitate a more expeditious procedure.

Article 24. Working Committees

1. For the better organization of the work of the Association, as many Working Committees may be formed as the Governing Council deems appropriate at the proposal of any of its members.
2. The Governing Council is the competent body approving the constitution of the Working Committees, as well as for approving Operating Regulations. These agreements may be adopted by a simple majority of the members of the Governing Council.
3. The Governing Council may form as many working committees as are necessary to carry out the activities of the Association.
4. The Committees shall be formed by a minimum of three members, and shall be chaired by a full or founding member.

CHAPTER IV. ECONOMIC RESOURCES

Article 25. Administration of resources

1. The Association shall manage its resources with full capacity and independence in accordance with the principles of economy and efficiency.
2. The resources of the Association shall consist of the following items:
 - a) Ordinary or extraordinary membership dues.
 - b) Donations or subsidies received from public or private persons or entities.
 - c) The interest, fruits or income yielded by the resources previously owned.
 - d) The registration fees for courses, conferences and other events organized by the Association, as well as for the preparation of studies, reports and opinions that may be requested, always respecting the non-profit nature of the Association.
3. The Association does not have initial assets.

Article 26. The budget

1. For each fiscal year, the Governing Council shall prepare a budget to be approved at the first Ordinary General Assembly.
2. The Treasurer, or the Director General, as the case may be, shall be responsible for preparing a preliminary draft of the budget to be submitted to the Governing Council for adoption and subsequent approval by the General Assembly.
3. The budget shall adjust expenditures to take into account income and projected needs based on previous fiscal years.

4. The budget shall cover each fiscal year, understood as the calendar year, beginning on January 1 and closing on December 31. The budget of the previous fiscal year shall be automatically extended until the budget for the new fiscal year is approved.

Article 27. The annual accounts

1. The annual accounts shall be prepared by the Governing Council and approved by the first ordinary General Assembly.
2. They shall be available for consultation within 10 days prior to the holding of said General Assembly at the registered office of the Association.
3. The annual accounts shall consist of a Balance Sheet and an Annual Report and shall reliably reflect the Association's assets and liabilities.
4. Once approved, they shall be deposited with the Secretary and may be consulted by any full or founding member upon request.

Article 28. Membership dues

1. Membership dues may be ordinary, extraordinary or registration dues.
2. Ordinary dues shall be paid annually by the members in such amounts as may be stipulated by the Ordinary General Assembly.
3. Extraordinary dues shall be paid within the term and in the manner determined by the General Assembly and be used to cover extraordinary expenses of the Association, including those oriented to the fulfillment of its purposes.
4. The registration fees shall be the same amount as the ordinary membership fee and shall be a one-time payment. Their payment shall be a necessary requirement to formalize the acquisition of membership status. Failure to pay the registration fee for a period of 1 month from the date of notification of the award of membership shall result in the ineffectiveness of such resolution.

CHAPTER V. DISSOLUTION OF THE ASSOCIATION

Article 29. Causes for dissolution

1. The Association shall be dissolved:
 - a) By resolution of the Extraordinary General Assembly called for such purpose, in accordance with the provisions of Article 14 of these Bylaws.
 - b) For the causes foreseen in the Law.
 - c) By final judicial sentence.

Article 30. The liquidation

1. Once the dissolution has been agreed upon, the Governing Council shall be constituted as the Liquidation Board and shall be in charge of ensuring the full liquidation of the Association and of giving the destination foreseen in these Bylaws to the assets and rights of the Association.
2. The assets and rights of the Association shall be assigned to the payment of debts owed by the Association to third parties or to its members. The credits that are collected during the liquidation phase shall be immediately earmarked for this purpose. All outstanding obligations and credits that could not be collected at the time shall be conveniently insured.
3. The remainder shall be donated to other non-profit entities, public or private, that pursue similar purposes to those of the Association or to other public cultural or educational entities at the discretion of the Extraordinary General Assembly at the time of agreeing to the dissolution.

CHAPTER VI. MODIFICATION OF THE BYLAWS

Article 31. Amendment of the Bylaws

1. These Bylaws may be amended in whole or in part by resolution of the Extraordinary General Assembly convened for this purpose by a majority of 3/5.

SINGLE ADDITIONAL PROVISION

In all matters not provided for in these Bylaws, the current Organic Law 1/2002 of March 22, 2002, regulating the Right of Association, and the Complementary Provisions shall apply.

In Madrid, on June 16, 2016.