

ARTICLES of ASSOCIATION for ACTIVEVOICE – A LIFESTYLE OF LEARNING

I. NAME and LOCATION

1) The name of this association is: ACTIVEVOICE – A LIFESTYLE OF LEARNING, hereinafter referred to as AV. AV is organized as an association according to Article 60 of the Swiss Civil Code.

2) AV has its legal seat in the city of Zürich. The official address is at the domicile of the Executive Coordinator.

II. PURPOSE

3) AV aims to address social and educational needs and sustain funding activities to do so.

4) Our social commitment is to help others so they can help themselves. AV aims to:

- a) Give financial aid and educational support to our local and international teachers and students who are in need of assistance by working directly with field workers
- b) Assist persons in our community deemed ‘unemployable’ by offering sources of encouragement, holding training workshops and outsourcing temp jobs
- c) Support neglected Members of our society by providing platforms of integration back into society where individuals can get help finding purpose and direction in life

5) To maintain and promote our social aid we must have sustainable funding. AV aims to:

- a) Collect donations and legacies
- b) Offer language-learning lifestyle products and services (e.g. private English classes, study programs, proofreading, publications, audio material, e-library, stationary, etc.)
- c) Invest association funds (i.e. derived from financial means mentioned in Article V. Assets & Liabilities) into social commitments and operational costs.
- d) Activate economic channels and mobilize human resources worldwide to further AV’s purpose and expand its infrastructure on a global scale.

6) AV is ethnically, denominationally, politically, gender and age neutral.

III. MEMBERSHIP

7) Persons and legal entities interested in AV’s work can become Members. The Board takes the final decision on membership. It can deny membership without indicating any reasons.

8) Precondition for membership is, as a rule, a desire to make a positive social change and to promote a conduct of patience, respect and dignity towards others.

9) AV League of Champions are persons who are informed about AV activities and who support it financially.

IV. ORGANIZATION

10) The Association’s organs are:

- a. the General Assembly
- b. the Board
- c. the Audit Office

a) General Assembly

11) The General Assembly meets on an ad hoc basis and once a year for an Annual General Meeting (AGM). The AGM takes place each year prior to March 31st. The Board invites Members to attend (via email, phone, written form or face-to-face) and includes an agenda.

12) The General Assembly has the following competences:

- a. To advise on matters pertaining to AV's development, improvement and sustainability and on any other business being presented by the Board
- b. To engage in and execute social and educational projects
- c. To amend the articles accordingly
- d. To approve financial reports (i.e. accounts, budgets, audits) to discharge the Board
- e. To elect the Executive Coordinator for a term of office of five years; re-election is possible

13) The General Assembly can take decisions, notwithstanding the number of Members present at the assembly. Circular decisions are possible.

14) The General Assembly may nominate Members to carry out tasks on behalf of AV.

b) Board

15) The board consists of at least two Members: an Executive Coordinator, and an Executive Assistant.

16) The board meets as frequently as necessary, upon the invitation of the Executive Coordinator; the invitation will include the agenda.

17) The decisions are taken by simple agreement. In a stalemate, the advice of the General Assembly is called upon and the Executive Coordinator takes the final decision.

18) The Board constitutes itself and has the following tasks:

- a. To manage AV affairs and present them externally
- b. To call upon individuals to support the management of affairs
- c. To distribute social aid based on advice from Members
- d. To task Members and others to realise social and educational projects
- e. To determine AV operational costs and honorariums for services rendered

19) The Executive Coordinator has the following tasks:

- a. To represent the Association externally
- b. To sign contracts on behalf of AV
- c. To take the final decision on all AV matters

- d. To elect the Executive Assistant
- e. To pay out money for expenses and honorariums for services rendered for AV.

20) The Board maintains the financial accounts for the AV association on a monthly basis.

c. Audit Office

21) The Audit Office (Auditor) is elected by the General Assembly. It audits on an ad hoc and annual basis: the accounting, the receipts, the cash balance and the account. The Audit Office writes a report for the attention of the General Assembly and League of Champions.

V. ASSETS & LIABILITIES

23) In order to fulfil its tasks, AV can use the following financial means:

- a. annual membership fees
- b. profits from the offering of language-learning lifestyle products and services
- c. profits from donations, collections, etc.
- d. donations and legacies
- e. interests on the association's funds
- f. financial contributions to projects

24) The Officials (Board) and Members work pro bono in matters of administration and organization for as long as there are no funds available. AV funding capacity permitting, the Officials and Members receive a refund for expenses which complies with expenses regulations.

The payment of adequate honorariums (salaries, fees and other remuneration) is solely limited to compensation for extra-work performed for AV. Such extra-work includes but is not limited to:

- a. contributing to, participating in, executing etc. AV social commitments
- b. creating, authoring, composing etc. AV products
- c. developing, managing, delivering etc. AV services

An honorarium will be given which is in compliance with Swiss law, based on a mutual and contractual agreement by all parties involved and approved by the Board.

25) All AV assets shall be acquired and used for the continued development of the AV purpose. The Board is responsible for the proper management of AV funds and will not go against its social, educational and lifestyle-enhancement commitments.

26) The annual membership fee according to Article 10 lit.a amounts to a maximum of CHF 100. - . Only AV's funds may be held liable for commitments of AV. Every personal liability of Members is excluded. And, under no circumstances shall AV carry on any activity that is harmful or damaging to any persons involved in its association responsibilities.

VI. RESIGNATION, DISSOLUTION and DEATH

27) AV Members require no official resignation. A Member is encouraged to pass on any personal know-how or key information necessary for other Members to carry on tasks.

28) The dissolution of AV is decided by the Board and the General Assembly with a two-thirds majority of the members present. The liquidation of AV is performed by the Board in case the General Assembly does not take any other decisions.

In case of a final dissolution of AV (without creation of a new legal entity), the liquidation proceeds, after all debts are paid must be transferred to charities or other tax-exempt organizations for the use of social or educational projects. The liquidator of AV determines the institution unless the General Assembly does not take any other decision.

If the reason for the dissolution of AV is the creation of a new legal entity (in particular a corporation) with a charitable, public or social purpose, assets shall be transferred into this new legal entity.

29) Upon the retirement or death of the Executive Coordinator, AV shall be passed on to the Executive Assistant.

VII. AMENDMENTS

30) The Board and General Assembly may propose amendments to these articles. Amendments will be considered, approved and adopted at an AGM or an ad hoc meeting.

place/date/signature:

Ms. May D. Gavini

place/date/signature:

Ms. Ines A. Haefliger