

# Our Statutes

(Amendment 5)

Lovelstzy Association Switzerland Statutes

## **I. NAME, LOCATION, VISION, PURPOSE AND MISSION**

Art. 1: Name and Location

Art. 1.1.

Lovelstzy Association is a not-for-profit association according to Articles 60 (and following) of the Swiss Civil Code based in Stäfa (Canton Zurich)/Switzerland.

Art. 1.2.

The Association is operating from the founders location. Grundstrasse 55, 8712 Stäfa Jasmine and Nicolas Radcliffe

Art. 1.3.

Lovelstzy® is a privately registered trademark owned by Jasmine Lovelstzy (Radcliffe) and may be used with permission for all purposes aligned with Lovelstzy Association.

Art. 2: VISION, PURPOSE, MISSION [Proposing new Art. 2 (in blue)  
original is left below]

Art. 2.1.  
VISION: A Harmonized Humanity + Love

Art. 2.2.  
PURPOSE: To stimulate the communication with effective listening and learning between local and foreign residents, tourists and different generations, in order to support Humanity to Harmonize with Love

Art. 2.2.1.  
The purpose of the association is to bridge the gap on both the local and global levels to support individuals and organizations, who are concerned with earth and all its inhabitants and who feel they don't have all the support they need to usher our civilization forward into the world where, among other things, we co-exist together with the advancement of technology, equality, collaboration, cooperation and transparent communication.

Art. 2.2.2.  
The Association may act as an umbrella, partner or host for various global and local non-profit, charitable, philanthropic projects and events. It works collaboratively with local and global organizations who match the Lovelstzy Association Vision.

Art. 2.2.3.  
The association may acquire smoke free properties in different locations around the world that can support both a local and a traveling team to fulfill the goals of Lovelstzy Association.

Art. 2.3.  
MISSION: To build a future in which human civilization lives in harmony with each other, by:

Art. 2.3.1. Utilizing Film and Multimedia technology to provide a platform for people of different cultures and generations to tell their side of the story and share their knowledge and expertise

Art. 2.3.2. Educating each side that another side exists that may be accustomed to different local laws, customs, ethics or lifestyles and have different knowledge and expertise

Art. 2.3.3. Building Bridges with common law & love between all sides, where each side contributes equally their expertise to build the bridge

Art. 2.3.4. Getting an approval from Public & Private land owners for the planting of Nut Trees & Fruits for the following reasons:

Art. 2.3.4.1 To symbolize that foreign residents need time to grow their roots in Swiss soil and need water which represents knowledge and learning in order to Integrate.

Art. 2.3.4.2 To sustainably support a common food that most cultures can eat throughout the year in order to lay the first brick on the road to harmony for the next generation

Art. 2.3.5. Utilize LoveLsTzy® Film Studios to support both foreigners and local people to fulfill the purpose of LoveLsTzy® Association.

Art. 2: Purpose

## **II. MEMBERSHIP**

Art. 3: Categories of members

The members of the association are:

- As founding members, Jasmine and Nicolas Radcliffe;
- Individual and juristic persons supporting the vision, purpose and mission of the association according to Art. 2;
- Natural persons as individual members or member families.
- All members can join either with an active or a passive membership.

## Art. 4: Start and end of membership

### Art. 4.1.

Membership will be decided and enacted when The Board decides.

### Art. 4.2.

Based on suggestions from the board, individuals who have supported the association and the intercultural field in an outstanding manner may be granted honorary membership at the Annual Members' Meeting.

### Art. 4.3.

New members can be approved at any time. Requests for membership have to be addressed to the executive board, which informs the members of the association.

### Art. 4.4.

By joining, members recognize the Articles of Association (Statutes).

## Art. 5: Exit and exclusion

### Art. 5.1.

Members may give up their membership at any time by a written notice of resignation addressed to the executive board.

### Art. 5.2.

The executive board decides about the exclusion of an individual member or a member family. Exclusions may result due to important reasons or without further explanation. The member can pass on the decision about exclusion to the next Annual Members' Meeting. The Annual Members' Meeting decision is final.

## Art. 6: Rights and duties

### Art. 6.1.

Participation in the association of individuals who are not on The Board are primarily considered volunteers and do not have voting rights unless agreed by the members of the board.

### Art. 6.2.

Active members with voting rights are individual or juristic persons using the offerings of the association and can belong to the following categories:

1. Members
2. Junior Members (e.g., interns, students, apprentices)
3. Corporate Members

### Art. 6.3.

Passive members can be individual or juristic persons supporting the association financially or in nonmaterial ways. They do not have a voting right.

### Art. 6.4.

Each member is entitled to participate in the General Meeting, submit proposals and exercise his voting right as an active member.

## **III. GOVERNING BODIES**

### Art. 7. Oversight

The governing bodies of Lovelstzy Association are:

- A) The Annual Members' Meeting (AMM)
- B) The Executive Board
- C) The Advisory Board
- D) The Managing Director
- E) The Auditor

## **A) The Annual Members' Meeting**

### Art. 8 Significance

The AMM is the highest governing body of the association. It oversees the activities of the other bodies and consists of all members of the association.

### Art. 9 Meetings

#### Art. 9.1.

The AMM takes place on an annual basis in the first quarter of the business year. The board will invite the members in writing with the agenda at least 7 days before the AMM. Invitations by email, phone, Skype, WhatsApp, Viber, in person and other forms of communication are valid.

#### Art. 9.2.

Extra-ordinary AMM are convened by a decision of the Executive Board or at the request of a founding member or several collective members jointly representing at least one fifth of the individual members based on their votes. Invitations shall be published in the same way as for the ordinary AMM.

#### Art. 9.3.

The president also reserves the right to call special last minute members meetings without prior notice. Available members may communicate via various forms including but not limited to, In-person, Phone, Skype, WhatsApp, or Viber.

### Art. 10: Tasks of the Annual Members' Meeting

The AMM has the following tasks:

1. Adoption and Changes of the statutes
2. Approval of Guidelines
3. Approval of the minutes of the last AMM

4. Approval of the annual statements of the board
5. Acceptance of the auditor's statement and approval of the annual accounts
6. Election of the President
7. Election of the other members of the Executive Board
8. Annual appointment of the Auditor
9. Setting annual membership fees
10. Dismissal of Executive Board members
11. Annual Discharge of the Executive Board
12. Decisions on appeals of individual and collective members against exclusions decided by the Executive Board
13. Decisions concerning the dissolution of the Association
14. Approval of the Executive Board remuneration rules.
15. Approval of the Annual budget.

Art. 11 Chair, decision-making

Art. 11.1. The AMM is hosted by the president of the association. If the president cannot attend, one of the board members shall preside at the meeting.

Art. 11.2.

Motions of the members have to be sent to the board at least 7 days before the AMM in writing. Emails are valid.

Art. 11.3.

All members holding a voting right are entitled to vote.

Art. 11.4.

Every ordinary AMM constitutes a quorum independent of the number of present members. Members and Junior Members have one vote.

Art. 11.5.

Corporate Members can be represented by one person at the AMM who receives voting rights.

Art. 11.6.

The members accept rulings with the absolute majority of present eligible voters.

## **B) The Board**

Art. 12 Meetings

Art. 12.1.

The Board meets as often as its business requires, generally once a quarter. Meetings are convened by the President or at the request of at least one third of the Board members; invitations shall be sent in good time and in writing, indicating the items on the agenda for the meeting.

Art. 12.2.

It decides questions, which do not require explicit consent of the AMM. As long as none of the board members require oral discussion, decision making by email is possible.

Art. 13 Composition

Art. 13.1.

The Board consists of a minimum of 2 and a maximum of 12 persons or groups.

Art. 13.2.

The Board consists of passive board members and the more active Executive Board members.



### Art. 13.3. Passive Board Members

#### Art. 13.3.1.

These consist of Honorary Board Members and Witness Board Members. There is no limit to the amount of participating Passive Members.

#### Art. 13.3.2.

Honorary Board Members have no obligation.

#### Art. 13.3.3.

Witness Board members need to minimum acknowledge the receiving of the minutes and report newsletter (one email) once per year after the AMM.

### Art. 13.4. Executive Board Members

The Executive Board is divided into the Global Executive Board, The Local Executive Board and the Hands-on Executive Board.

#### Art. 13.4.1.

A Global Executive Board Member has a minimum commitment of attending at least one meeting per year, either in person or online.

#### Art. 13.4.2

A Local Executive Board member has a minimum commitment of attending a board meeting at least once per month.

#### Art. 13.4.3

A Hands-on Board Member must attend a board meeting at least once per week.

#### Art. 13.3.

The president and CEO can be members of the board.

## Art. 14: Tasks of the Board

### Art. 14.1.

The Board is the senior management body of the Association. The board runs the business, legality and accounting of the association, represents the association in public and in the committees of Lovelstzy Association in Switzerland and Internationally. It takes all necessary actions to achieve the association's cause. The board can work with committees / working groups to achieve this goal.

It is particularly responsible for:

1. Preparing the Guidelines for the AMM;
2. Convening the AMM;
3. Strategy;
4. Issuing rules of procedures for the Management
5. Issuing and regularly updating regulations;
6. Appointing the Managing Director (CEO);
7. Appointing the members of the Management Board at Managing Director's proposal;
8. Appointing the Association representatives to the governing bodies of other organizations;
9. Implementing the resolutions of the AMM;
10. Approving the business plan, budget and financial statements;
11. Accepting the Annual report;
12. Overseeing the Management board, the activities of the Association and its finance;
13. Excluding individual and collective members subject to their right of appeal to the AMM;
14. Purchase and sale of real estate property.
15. Appointing committees / working groups consisting of experts who support the purpose of the association. Committees / working groups can consist of active and passive members.

Art. 14.2.

Duties that are not specifically assigned to the AMM, the Advisory Board or the Management Board fall within the tasks of the Executive Board.

Art. 14.3.

The mandate for board members is one year and for the President two years. A reelection (of the President) is allowed as many times as they are reelected.

Art. 15. Chair, decision-making

Art. 15.1.

The members of the board, including president and CEO, if part of the same family, they have only one voting right.

Art. 15.2.

Founders have 1 vote out of 12 in a group.

Art. 15.3.

All Board Members present must equally agree on a decision.

Art. 15.4.

All votes require The Founders vote and must be present at least once per month at a meeting, if not available at that meeting, The Founders have an obligation to view the recording and make a decision after viewing the events of the meeting.

Art. 16 Remuneration

Art. 16.1.

The members of the Board serve on an honorary basis and are only entitled to the reimbursement of their actual substantiated expenses.

Art. 16.2.

The President and the delegates appointed by the Board may be paid a remuneration if justified by the time committed. The Board shall approve such remuneration.

16.3

The organs of the association are entitled to claim effective expenses.

Art. 17: Amendments of the Statutes

17.1

These statutes can be amended through the AMM or special meeting.

A change in the Statutes needs to be approved by 2/3 of the people present at such a meeting, as well as the President and CEO must agree to the change request and changes.

## **C) Advisory Board**

Art. 17. Meetings

The minimum commitment of an Advisory Board member is to acknowledge the receiving of the minutes annually and one other newsletter every 6 months.

## **D) Managing Director and Management Board**

Art. 18 Tasks of the Managing Director and Management Board

Art. 18.1.

The Managing Director (CEO) bears the overall responsibility and reports to the Executive Board. She/he chairs the Management Board, if such one is created.

Art. 18.2.

The Management Board is responsible for the conduct of operational activities with the framework of the strategic orientation of the Association. The duties, competences and responsibilities of the Management Board are set out in separate Rules and Procedure adopted by the Executive Board.

Art. 18.3.

The Management Board supports the Executive Board in its decision-making and implements its decisions. It informs the Executive Board comprehensively and in good time about all matters relevant to its activities.

Art. 18.4.

The Management Board meet at least once per week.

Art. 18.5.

The Members of the Management Board attend the AMM in an advisory capacity.

Art. 18.6.

The Founders can be part of the Management Board and one may be the Managing Director.

## **E) Accounting and Auditor**

Art. 19: The Auditor

Art. 19.1.

If needed The Annual Members' Meeting elects an auditor. The Board decides whether an Auditor is necessary for the Association.

Art. 19.2.

The auditor reviews the accounts and the annual statement. As a result of his or her review, the auditor issues a statement that is sent to the AMM with the invite and agenda of the meeting.

Art. 19.3.

The mandate of the auditor is two years. It is possible to re-elect the auditor.

#### IV. FINANCE

Art. 20: Financing

Art. 20.1.

The association's purpose is financed through the following sources of income:

1. Sponsorships;
2. Donations and contributions of all kinds;
3. Legacies / Inheritance;
4. Special fund-raising activities
  - a. Profits from events;
  - b. Paid for product placements in videos and movies.
  - c. Auctions (including art)
  - d. Selling products from donations

Art. 20.2.

The Association is to partner with different companies who commit at least a portion of their business towards an area outlined in Article 2.

Art. 20.3

The association reserves the right to charge a membership fee in the future in which further details will be outlined and highlighted for this purpose.

#### Art. 20.4

Members of the executive board shall be entitled to accept, by way of donations, inheritances, or fund raising activities of any kind, as additions to the association's assets.

#### Art. 20.5

The income and property of the association shall not be distributable to members of the executive board, except as reasonable compensation for service rendered or as paid employment. This includes compensation for any financial investment including but not limited to:

- 20.5.1 Transportation
- 20.5.2 Domain registration and hosting
- 20.5.3 Event space rental
- 20.5.4 Liability insurance
- 20.5.5 Food and Beverage during any association activities of the board members
- 20.5.6 Accommodation of the board members.
- 20.5.7 Hiring teachers and experts.
- 20.5.8 Administration online and offline
- 20.5.9 Useful equipment and services including computers, tablets, projectors, sound systems, instruments, cameras, phones, Sim Cards and phone and internet plans.
- 20.5.10 Furniture, decorations and other interior and exterior signs and advertisements.

- 20.5.11 Any items to be purchased and resold for the purpose of income of the association.

#### Art. 21: Liability

The liability of the Association is limited to its assets.

Personal liability of the members are excluded.

### **V. FINAL PROVISIONS**

#### Art. 22: Signatory Power

The association will be represented by at least 1 signature of either the president or CEO. (This can be changed by the Executive Board if needed for at least 2 signatures)

#### Art. 23: Publication

Board members are publicly displayed on the Lovelstzy Association website as well as any other agreed official document.

#### Art. 24: Closure of the association

##### Art. 24.1.

Closure of the association can be agreed by an extraordinary members' meeting called solely for this purpose by the Executive Board. It must be agreed by all executive board members or groups.

##### Art. 24.2.

If it has been decided to liquidate the Association, the AMM shall elect a committee to implement the liquidation. Such a committee can be proposed to the AMM by the Executive board



Art. 24.3.

After closure of the association, the remaining assets of the association will be transferred to a similar association or foundation with a similar objective by the board. An allocation of assets among the members is excluded. The registered name “Lovelstzy®” will be returned to the trademark owner, Jasmine Radcliffe.

Art. 25: Implementation (Effective date)

Art. 25.1.

These statutes have been accepted by founding members’ and will be implemented on the date of the association’s official registration.

Art. 25.2.

The founding members have adopted the present Articles of Association by way of correspondence. The present Articles of Association have entered into force today.

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Date: Thursday, June 23rd, 2016

On behalf of the founding members

President

(Jasmine Radcliffe)

Alternative names:

Jasmine Lovelstzy

CEO

(Nicolas Brandon Radcliffe)

Alternative names:

Nicolas Lovelstzy

Original Statute Date: Thursday, June 23rd, 2016

1st Amendment Date: Monday, June 27th, 2016

2nd Amendment Date: Sunday, March 12th, 2017

3rd Amendment Date: Tuesday, March 14th, 2017

4th Amendment Date: Monday, March 20th, 2017

5th Amendment Date: Monday, March 4th, 2019