



Association „wiLearn 4 Life“

Art. 1:

Name, Place of Office

1. Under the designation **wiLearn 4 Life** (Short version **wiLearn**), there is an association in accordance with the provisions of Art. 60-79 of the Swiss Civil Code (ZGB).
2. The board defines the place of office.

Art. 2:

Purpose

1. The purpose of the association is to facilitate the creation of digital learning platforms for people who's education is disrupted by poverty, humanitarian crisis, and conflict. By providing access to quality education resources we support life long learning for all generations. The association promotes staff and financial support for projects worldwide.
2. This is based upon:
 - a. the collaboration with humanitarian organization, education institutions, Christian organizations and other partners.
 - b. the deployment of Information and Communication Technologies promoting learning skills in the digital age.
 - c. the provision and configuration of digital resources to impart competencies
 - d. Services, consulting and project development
 - e. the collection of donations
 - f. the promotion of staff
3. The association is a non-profit organization and does not pursue any economic interests. It is charitable, politically neutral and is of service to anyone eager to learn living in a fragile context, regardless of race, religion, gender or ethnic origin.
4. To serve the purpose the association informs about it's activities and projects globally, organises events and other activities that support the purpose. The association can acquire, manage and sell real estate, as well as buying, constructing and selling property.

Art. 3

Membership:

1. Members of the association can be individuals or legal entities that recognise and support the association favourably.
2. The board decides on the acceptance and exclusion of members with a 2/3rd majority.
3. The membership ends with the exit, death, or exclusion. The exit declaration must be submitted to the board in written form. The board decides on the exclusion with a 2/3rd majority. A reason for the exclusion is not required. The member may lodge an appeal to the general assembly within 30 days of such a decision.

Art. 4:

Organisation:

The association organs are the general assembly (GA), the board and the auditor.

1. The general assembly

- a. The general assembly constitutes the highest association organ. It is convened at least once per year within the first 6 months of the calendar year.
- b. The invitation to the general assembly is due in writing by the board no later than 21 days before the assembly, including the agenda.
- c. General assembly meetings must be convened by the decision of the board or a request of from at least 1/3rd of the registered members.
- d. Every member has one vote. Legal persons designate a delegate. Delegation of voting rights is acceptable, whereby one member can only represent one other member. Every properly announced general assembly is quorate. Decision made by the general assembly will be reached by open vote and the simple majority. The secret vote must take place if at least one member specifically request such. In the event of a tied vote the president may cast the deciding vote.
- e. By the passing of a resolution about the discharge of the board, a legal transaction or a legal dispute the associated members must withdraw from the debate.
- f. The responsibilities of the general assembly are
 - Final acceptance of the GA -minutes
 - Final acceptance of the annual report
 - Final acceptance of the financial report, annual budget and the auditors report
 - The discharge of the board and auditors

- Selection of the auditor
- Selection of the members of the board and their president
- Acquisition, disposition of or loan against property
- Transactions forwarded by the board to the general assembly
- Statute amendments
- Dissolution of the association

g. For decision to statute amendments and the dissolution of the association at least 2/3rd of the members must be present or represented to have quorum. The decisions require a 2/3rd majority vote to pass. Should the quorum not be reached, another general assembly has to be convened within six weeks with the same agenda. This assembly reaches quorum with members present and decides with a simple majority vote.

h. The members work voluntarily and without payment. They do not receive financial benefits from the funds of the association except the reimbursement of expense claims. Members leaving the association have no rights to claim assets from the association. (Ref. ZGB Swiss Civil Code)

2. The Board

a. The board consists of a president and at least 2 other members. It is elected by the general assembly for a duty period of 4 years. The board constitutes itself with the exception of the appointment of the president elected by the general assembly.

b. Should the number of board members drop below 3 people between annual general assembly meetings, the replacement election will be on the next general assembly meeting.

c. The board has a quorum with at least 3 members present. The board convenes upon the invitation of the president or the request of a board member. Decisions are binding with a 2/3 majority.

The board executes all powers which are not specifically reserved for another body. These powers include:

- External representation of the association. The principle of joint signature of two is applied.
- Execution and management of all operations and current business
- Decision on acceptance and exclusion of members
- Preparation and execution of ordinary and extraordinary general assembly meetings
- All other business in pursuit of the association's purpose

- d. The board can delegate his tasks and competencies.
- e. Board members work pro bono and do not receive financial benefits from the funds of the association except the reimbursement of expense claims.

3. The auditor

The financial year matches the calendar year. The annual accounts are closed by 31. December.

- a. The auditor examines the annual accounts and delivers a written report to the general assembly.
- b. The general assembly selects the auditor according legal provisions of the Swiss Audit Supervision Act (Revisionsaufsichtsgesetz, RAG) The auditor carries out a limited audit according Art. 727a OR (Swiss Code of Obligations).

Art. 5:

Financial resources:

1. The association's financial resources are generated by membership fees, donations and other contributions such as endowments, income, legacies, and possible income on assets.
2. The membership fee is 500 CHF per year.
3. The financial resources will be exclusively invested to achieve the purpose of the association

Art. 6:

Liability:

1. Liable for the associations commitment is solely the wealth of the association; the personal liability of the members is excluded.

Art. 7:

Dissolution:

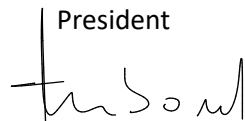
1. In case of a dissolution of the association all assets and capital will be donated to another charitable organisation or a public purpose, tax exempted legal person registered in Switzerland.

Art. 8:

Note on the legal provisions

1. In general the provision Art. 60 –79 ZGB. (Swiss Civil Code) are applied
2. The current statutes have been approved on 15. Jul 2018 from the foundation assembly of the association.

Lufingen, 15. Jul 2018

President

André Mebold

Actuary

Christine Diethelm