

Articles of Association

Many Isles Association



1. Name and Seat

Under the name "Many Isles Association" exists an Association [Verein] in the sense of Art. 60 ff. ZGB with domicile in Zurich, Switzerland. It is politically and religiously independent.

2. Aim and Purpose

The Association is dedicated to creativity in the fantasy genre. It offers non-profit tools that help people create worlds or interact with them, with activities including worldbuilding, playing tabletop RPG games, and publishing fantasy work.

3. Means

In order to pursue the purpose of the Association, the Association has the following means at its disposal:

- Membership fees
- Subsidies
- Donations and grants of all kinds
- Income from events
- Income from services and other activities

The membership fees are determined annually by the General Assembly. All Members must pay the membership fee.

The Association may have income from activities of its bodies.

The fiscal year corresponds to the calendar year.

4. Membership

Natural and legal persons who support the purpose of the Association can become Members [Mitglieder].

Members with voting rights are natural persons who use the offers and facilities of the Association.

Applications for admission are to be addressed to the Board; the Board decides on admission. There is the possibility of applying for Membership and paying membership fees at Members' Assemblies.

Honorary Members

The Members' Assembly may, during [current Point 11] of the Process, elect Honorary Members. Honorary Members must have been engaged Members of the Association for at least one year beforehand. Honorary Members attain Membership for life, and must not pay membership fees.

Termination of Membership

Memberships expire

- for natural persons by resignation, exclusion or death.
- for legal entities by resignation, exclusion or dissolution of the legal entity.

Resignation [Austritt] from the Association is possible at any time. The resignation must be communicated to the Board. The full membership fee for the current period must be paid.

A Member may be expelled [ausgeschlossen] at any time by the Board for violation of the Articles of Association, violation of the goals of the Association, failure to pay membership fees, or betrayal of trust or responsibilities to the Association. The Member may appeal the decision to the Members' Assembly.

5. Bodies of the Association

The Bodies [Organe] are:

1. The Members' Assembly [Mitgliederversammlung]
2. The Board [Vorstand]
3. The Auditor [Revisionsstelle]

Members' Assembly

The Members' Assembly is the highest Body of the Association. It may be attended by all Members with voting rights.

The General Assembly [Generalversammlung, GV] is held annually in the month of February. The Board or 1/3 of all Members may call for an Exceptional Assembly [ausserordentliche Mitgliederversammlung] by indicating the reason. The Exceptional Assembly must be held within four weeks of the request.

All Members are invited to the Members' Assembly in written form under indication of the agenda points [Traktanden] at least two weeks before the event. Invitations per E-Mail are valid. Motions for the Assembly must be delivered to the Board in written at least two weeks beforehand.

Every duly arranged Members' Assembly requires a quorum of 4 Members. Votes are passed with the simple majority [einfaches Mehr]; votes on changes to the Articles of Association require a 2/3 majority. In case of equal votes, the Chairman [Vorsitzender] arbitrates.

Process of a Members' Assembly

The Members' Assembly is the supreme Body of the Association. It has the following inalienable tasks and competences:

1. Accept the protocol of last meeting
2. Have an overview of the activities in the previous year, including a yearly report. Present the programme for the coming year.
3. Review the Auditors' report and the annual budget report.
4. Changes to the membership fee.
5. Review and passing of the budget for the coming year.
6. Motions of Board and members
7. Make requirements and restrictions for all activities of the Association, and change existing requirements and restrictions.
8. Change the Articles of Association.
9. Votes to appoint members of the Board, as well as appointing board positions and the Auditor. Elections may be waived and the existing terms of office renewed by majority vote.
10. Decide on the expulsion of Members.
11. Decide on the dissolution of the Association.

Protocol

A complete protocol [Protokoll] of the Assembly should be kept. There must at minimum be a record of decision [Beschlussprotokoll].

Board

The Board consists of 2 to 7 Members. The term of office is two years, and reelection is possible. Board Members may be deposed before the end of their term by a 2/3 majority vote in a Members' Assembly.

The Board manages the day-to-day business and represents the Association externally.

It issues Regulations [Reglemente], which must be in a written document accessible to all Members.

It may appoint working groups, commissions, or other organisations (see below).

It may employ or commission persons for the attainment of the Association's goals in return for appropriate compensation.

The Board has all powers that are not restricted by law or assigned to another Body by the Articles of Association.

The Board is active on an honorary basis; it is entitled to reimbursement of any effective expenses.

Positions

The following positions are represented on the Board:

- President [Präsident]
- Vice-President [Vize-Präsident]
- Actuary [Aktuar]

Cumulation of positions [Ämterkumulation] is possible. All board positions are elected by the Members' Assembly.

Elected members take their position, and not elected members lose their position, as soon as the Members' Assembly concludes.

There is 1 President.

There may be between 0 and 2 Vice-Presidents. They may be given the responsibilities and authority of the President for specific situations. If the President's membership is terminated, a Vice-President becomes President until a new election is held at the next Members' Assembly.

There is 1 Actuary. They are solely responsible for all financial affairs of the Association, including bookkeeping (all income and expenses, debt and credit, and asset situation), collecting membership fees, and transferring funds to and from Bodies according to the budget.

Board Meetings

The Board meets as often as business requires. Any member of the Board may convene a meeting, stating the grounds. If no member of the Board requests verbal discussion, Regulations may be passed and decisions may be made by other means of communication.

Resignation

A Board member must announce their intention to resign within 1 week before the start of a Members' Assembly.

Auditor

There may be 1 or 2 Auditors. The term of office is 1 year, and reelection is possible. The Auditors may not be part of the Board.

The Auditor checks the activities of the Board and the Bodies. They must review the annual budget before a General Assembly, and must make at least one spot check of a Body or activity's financial reports. The Auditor's checks may be included in the annual report.

6. Documents

The following documents, as well as Swiss law, bind all Members:

- the Articles of Association, as the supreme regulatory document.
- a Regulations document listing all decisions of the Members' Association and regulations of the Board for the year.

Furthermore, the following documents are provided limited authority or mentioned in the Articles of Association:

- A yearly report of the Association's activities, written by the Board.
- A yearly budget report.
- A protocol of each Members' Assembly. A record of decision is required.

7. Activities

The Association may manage and finance activities and organisations. Regular activities must be ordered into clear Bodies which report to the Board. The Board may freely create, dissolve, or redefine the spectrum of activities of a Body, within the constraints defined by the Members' Assembly.

The Board always retains full responsibility for such activities, and must have the authority to limit, change, or stop these activities. Activities must follow the Articles of Association as well as the Association's aim and purpose, and have a transparent structure, operation, and finances; the Board may require reports. The activities' finances must be presented at the Members' Assembly as part of the budget report. The Auditor may inspect all such activities.

Members should have eased, priority, or premium access to all activities.

8. Signing Authority

The Association is obliged by the collective signature of the President as well as one other member of the Board.

9. Liability

Only the Association's assets are liable for the Association's debts. Any personal liability of the Members is excluded.

10. Language of the Association

The official languages of the Association are English and German. Documents and formal meetings should be held in English.

11. Dissolution of the Association

The dissolution of the Association may be decided by a resolution of a Members' Assembly, requiring a $\frac{3}{4}$ majority of the Members present.

In the event of the Association's dissolution, all its assets must be transferred to one or several tax-exempt organisations which pursue the same or a similar purpose. The distribution of the Association's assets among the Members is excluded.

12. Enter into Force

These Articles of Association have been accepted at the Inaugural Assembly [Gründungsversammlung] and come into force on this date.

Date, Place: 4th of August, 2023, Zürich

The President: Simon Belt

The Record Keeper: Kasimir Stadie

Version 2. Ratified by the Members' Assembly, entered into force 24.02.24.