

Articles of Association

The “Friends of El Lugar Association”

PURPOSE OF THE ASSOCIATION

1. The association is nonprofit. It aims to promote a different reality when it comes to building: building in communion with nature; building in communion with earth, building in a way where planning and construction follows nature, and not the other way around. The purpose of this association is to let the world know, that it is truly possible to create a sustainable and successful business while respecting and honoring nature and our planet. The association wants to become a source of information on where and how to start what to do different and where to find information and reference projects.
2. The association will be using El Lugar, a hotel project in Costa Rica (www.el-lugar.com) as primary reference and example. The El Lugar project is a one of a kind project, respecting and honoring our planet and nature in every aspect of its creation: from the choice of the land, to the way of designing it until the way to choose and engage with locals while starting construction.
3. The Association will fulfill its purpose by (i) organization of general information on “building in communion with nature”, (ii) creating networking events for project developers, construction companies, architects and financial institutions (iii) organizing newsletter announcing the latest technologies in connection with nature-friendly construction techniques, (iv) organizing podium discussions, round tables, key note speeches, (v) the possibility of association members participating in study trips to Costa Rica, (vi) the acquisition of land to protect nature and national parks, and (vii) any other activity suitable for achieving the purpose.

MEMBERSHIP

1. There are two classes of members: Voting members and Non-Voting members.
 - a. Voting members are restricted to Board members;
 - b. Non-Voting Members are anyone else.
2. To become a Voting Member, the existing Voting Members must elect that person as a member. The first Voting Members are the founding members.
3. Non-Voting Members become a member by accepting the Bylaws and paying the membership fee.
4. The Membership fee is USD 35,00 per calendar year. The Association may determine an adjustment and/or long-term discount from time to time. Any person being of the full age of 18 years may become a member.
5. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association until reinstated. Any member upon a majority vote of all members of the

Association in good standing may be expelled from membership for any cause which the Association may deem reasonable.

BOARD OF DIRECTORS

1. Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Association. Directors can only be elected from Voting Members.
2. The Board shall, subject to the bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the association, and meetings of the Board shall be held as often as may be required, but at least once every three years, and shall be called by the President. A special meeting may be called on the instructions of any two members provided they request the President in writing to call such meetings, and state the business to be brought before the meeting. Meetings of the Board shall be called by 10 days' notice in writing mailed to each member or by three days' notice by fax or telephone. Any four members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
3. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten days after the appointment or election, or if they acted as a director pursuant to the appointment or election.
4. Any director or officer, upon a majority vote of all members in good standing, may be removed from office for any cause which the association may deem reasonable.

PRESIDENT

The President shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the association and of the Board. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

SECRETARY

1. It shall be the duty of the secretary to attend all meetings of the association and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Association which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.
2. The Secretary shall also keep a record of all the members of the Association and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

TREASURER

The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association. The Office of the Secretary and Treasurer may be filled by one person if any annual meeting for the election of officers shall so decide.

AUDITING

1. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Association. The fiscal year end of the Association in each year shall be December 31.
2. The books and records of the Association may be inspected by any member of the Association at the Annual Meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

MEETINGS

1. The very first meeting of the Association shall be held within 2 weeks of the signing of these Articles by all founding members. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/Treasurer), and 3 directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Association.
2. The minutes of the meeting shall be kept in writing by the Secretary. All members that join after this meeting shall be entitled to receive a copy upon request.
3. After that, the Association shall hold a its next annual meeting on or before December 31, 2021 and then before December 31 each three years, of which notice in writing to the last known e-mail address of each member shall be delivered 5 days prior to the date of the meeting. All meetings shall be held online via a video conference platform. Login details must be sent together with the invitation. 14. General meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered in the mail eight days prior to the date of such meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting, which shall be by letter to the last known address o each member, delivered in the mail eight days prior to the meeting.
4. 51% of all members in good standing shall constitute a quorum at any meeting

VOTING

Any Voting Member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the Association. Such votes must be made in person and not by proxy or otherwise.

REMUNERATION

Unless authorized at any meeting and after notice for same shall have been given, no officer, director, or member of the Association shall receive any remuneration for his/her services.

BORROWING POWERS

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

DONATIONS / PROJECT FUNDING

1. The Association itself is authorized to collect money for the purpose of carrying out its objects.
2. The association will also announce projects that it considers “fundable” and invite its members to directly fund the project.
3. The Association will negotiate special terms and conditions and certain benefits for its members before considering it “fundable”.

NO LIABILITY

The Association does not undertake any legal responsibility for its recommended projects. The recommendation of a project is only considered in respect of its impact on nature; **NO FINANCIAL REVIEW WILL EVER BE PERFORMED**; Any investment made by a member will and has to be made upon its own discretion and choice. Any liability for any damage or loss of funds is expressly excluded.

BYLAWS

The Bylaws may be rescinded, altered or added to by a “Special Resolution”.

Date: April 1, 2020

Signature: _____
Print Name: Gary M. Douglas

Signature: _____
Print Name: Dr. Dain Heer

Signature: _____
Print Name: Dr. David Kubas

Signature: _____
Print Name: Dr. Claudia Cano

Signature: _____
Print Name: Simone Milasas

Signature: _____
Print Name: Brendon Watt