



## **STATUTES**

### **of the Oronos Foundation**

Kapuzinerweg 16, CH – 6460 Altdorf

#### ***NAME, SEAT, PURPOSE AND ASSETS OF THE FOUNDATION***

##### **Art. 1 Name and registered office**

An independent foundation pursuant to Art. 80 et seq. of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch [ZGB]) shall be established under the name

##### **Oronos Foundation**

with its registered office in Altdorf UR, Switzerland. Any transfer of the registered office to another location in Switzerland requires the approval of the supervisory authority.

##### **Art. 2 Purpose**

The purpose of the Foundation is to promote international understanding between peoples and the protection of children, fauna and flora.

It shall establish and manage peace centres and research centres around the world for new holistic forms of living, healing and new human rights.

The Foundation is politically and religiously neutral, does not pursue self-help or commercial goals and does not seek to make a profit.

##### **Art. 3 Assets**

The Foundation's assets consist of initial capital of CHF 50,000.00 dedicated to its establishment which shall be added to by further contributions. The Board of Trustees shall endeavour to make such private or public contributions available. However, fulfilment of the Foundation's purpose takes precedence over maintenance of the Foundation's assets.

The Foundation's assets shall be managed in accordance with recognised commercial principles. Risk shall be distributed. However, the assets must not be endangered through speculative transactions, but need not be invested in a gilt-edged manner.

## **ORGANISATION OF THE FOUNDATION**

### **Art. 4 Bodies of the Foundation**

The bodies of the Foundation are:

- the Board of Trustees;
- the auditor;
- Any bodies established by the Board of Trustees on the basis of Art. 14, insofar as they are granted decision-making powers.

### **Art. 5 Board of Trustees and composition**

Administration of the Foundation is the responsibility of a Board of Trustees consisting of three to seven natural persons or representatives of legal persons who are generally active in a voluntary capacity. The Board of Trustees decides on the allocation of attendance fees or remuneration to members or persons to whom special powers or tasks have been assigned.

### **Art. 6 Constitution and supplementation**

The Board of Trustees constitutes and supplements itself.

### **Art. 7 Term of office**

The term of office of members of the Board of Trustees is three years. Re-election is possible.

The Board of Trustees is re-appointed by the existing members for each term of office. If members of the Board of Trustees are eliminated during the term of office, newly elected members shall be appointed during their term.

Removal from the Board of Trustees for important reasons is possible at any time, with an important reason existing in particular if the member in question violates his or her obligations to the Foundation or is no longer able to perform his or her duties properly. The Board of Trustees shall decide with a 2/3 majority of the remaining members on the dismissal of trustees.

### **Art. 8 Founding members**

On establishment of the Foundation, the first Board of Trustees shall be appointed and constituted by the founder.

### **Art. 9 Competencies**

The Board of Trustees is responsible for overall management of the Foundation. It holds all powers not expressly assigned to another body in this foundation deed or in the regulations of the Foundation.

The Board of Trustees has the following inalienable duties and competencies:

- Strategic planning of Foundation activities and issuing of necessary instructions;
- Issuing of regulations;
- Development of the Foundation organisation within the framework of the Foundation statutes;
- Development of accounting, financial control and financial planning;
- Regulation of signature and representation authorisation for the Foundation;
- Election and dismissal of the Board of Trustees and the auditor;
- Decision-making concerning the budget, financial plan and annual financial statements;
- Supervision of the bodies set up by it on the basis of Art. 14;
- Reporting to the supervisory authority;
- Monitoring the activities of the Foundation.

The Board of Trustees can issue regulations. These regulations may be amended by the Board of Trustees at any time within the scope of purpose of the regulation.

Subject to Paragraph 2 above, the Board of Trustees may delegate any of its individual powers to one or more of its members or to third parties.

#### **Art. 10 Convening of Board of Trustees meetings**

Invitations to meetings of the Board of Trustees must in principle be issued twenty and, in urgent cases, up to two days before the respective date, with the agenda items being specified. Unless an objection is raised, all members of the Board of Trustees can hold a meeting without complying with the provisions prescribed for convocation (universal/shareholders' meeting).

#### **Art. 11 Quorum**

The Board of Trustees has a quorum if the majority of its members are present.

Resolutions may be taken at meetings or by telephone or electronic means of voice communication. In the latter two cases, the resolutions should be mentioned and recorded at the next meeting.

In addition, resolutions may be taken by means of a circular letter (by post, fax, email or a comparable medium) with a majority of 2/3 of the members, unless a member requests verbal consultation.

Elections are equated with resolutions.

#### **Art. 12 Passing a resolution**

Resolutions are passed by a majority of the votes cast, provided a qualified majority is not provided for in the Foundation statutes or a regulation. The

President also votes, but has no casting vote in the event of a tie.

Passing of a resolution is open, unless a decision is made for a secret ballot.

Members have no voting rights in resolutions in which conflicts of interest exist. A record is kept of all resolutions. Elections are equated with resolutions.

### **Art. 13 Auditor**

The Board of Trustees shall elect an independent, external auditor (natural or legal person) in accordance with statutory provisions to which statutory duties are assigned.

The auditor is appointed for one year and can be re-elected at will.

### **Art. 14 Bodies appointed by the Board of Trustees**

The Board of Trustees may appoint one or more advisory bodies whose members are not required to be members of the Board of Trustees. These bodies shall advise the Board of Trustees on all questions submitted to them by the Board of Trustees. Subject to Art. 9 (2) above, the Board of Trustees is entitled to delegate decision-making powers to these bodies.

The members and chairpersons of these bodies are elected by the Board of Trustees. Other than this, the bodies shall constitute themselves.

## ***MODIFICATION OF THE FOUNDATION DEED AND DISSOLUTION OF THE FOUNDATION***

### **Art. 15 Amending the foundation deed**

The Board of Trustees has the right to apply to the competent supervisory authority to make changes to the foundation deed pursuant to Art. 85, 86 and 86b of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch [ZGB]).

A change to the foundation deed requires a majority of 2/3 of the members present.

### **Art. 16 Dissolution**

The Foundation is established for an unlimited duration.

An early dissolution of the Foundation may only occur for reasons foreseen by law (Art. 88 of the Swiss Civil Code [ZGB]) and only with the approval of the supervisory authority through a unanimous decision of the Board of Trustees.

In the event of dissolution, the Board of Trustees shall transfer the remaining assets to organisations and/or foundations exempted from tax due to their nature which have a similar

objective and are based in Switzerland. A reverting of Foundation assets to the founder or the founder's legal successor is excluded.

### ***COMMERCIAL REGISTER***

#### **Art. 17 Commercial register entry**

This Foundation shall be registered in the commercial register of the Canton of Uri, Switzerland.

### ***SUPERVISION***

#### **Art. 18 Supervision**

This Foundation is under the supervision of Swiss Confederation.

Solothurn, 30 May 2018