

OikosInvest Foundation (Fondation OikosInvest)

Statutes

I. General Dispositions

Art. 1 Name, legal domicile and duration

¹ The Foundation is constituted pursuant to Art 80 et seq. of the Swiss Civil Code under the name “OikosInvest Foundation” (Fondation OikosInvest), thereafter the Foundation.

² The Foundation has its legal domicile in the Canton of Geneva, Switzerland.

³ The duration of the Foundation is indefinite.

⁴ The French version of these Statutes is legally binding.

Art. 2 Vision

People live in a sustainable world where they can implement their right to food, water, healthcare, education, protection and shelter, equality and prosperity. People contribute to live in dignity and peace through cooperation of religious and non-religious persons and institutions. in an attitude of ecumenical and interfaith openness and cooperation.

Art. 3 Objectives

The objectives of the Foundation are

¹ to promote ethical and sustainable investments in projects in the following areas:;

- The support of projects of faith-based and values-driven partners, driven by the values of equality, sustainability, participation, freedom and peace;
- The support of projects in agriculture/food/water, health, education, environment and financial institutions, especially in Africa and Asia, but also other continents;
- The promotion of ethical scientific research;
- The promotion of research and teaching of ethics in economy, finance and investments;
- The promotion of innovative technologies for the values of equality, sustainability, participation, freedom and peace;
- The production and sales of goods and services deriving from above;

² to guarantee the efficiency, quality and values-implementation of the projects within the objectives of the foundation.

Art. 4 Endowment Capital and Means

¹ The Principal donates CHF 100,000 as Founding Capital and endowment capital.

² The Foundation assets will be augmented through allocations from the Principal and/or third parties, as well as earnings from Foundation's assets.

³ In order to reach its objectives (Art 3), the Foundation may

- a) provide loans and acquire equities;
- b) invest its funds in all asset classes, in accordance with the Ethics Charter and internal Investment Policy of the Foundation;
- c) acquire, build, sell, mortgage, let, lease or rent land or real estate. In case of investments in real estate in Switzerland, the majority of Board members must be Swiss citizens by law;
- d) make donations and give technical assistance to support projects and institutions;
- e) create, have shares of or give loans to companies or associations to support the goals of the foundation. They have to correspond to the vision/mission/values and ethical principles of the foundation; their net benefit goes to the foundation.
- f) establish specific Foundation funds. The rules of such funds are submitted for approval to the Supervisory Authority

⁴ The net benefit of the Foundation will be used for the objectives according to article 3..

⁵ The Board of Foundation makes decisions with regard to the utilisation of Foundation's assets.

Art. 5 Oversight

¹ The Foundation is under the permanent supervision of the Swiss Federal Foundation Supervisory Authority.

² The Foundation is registered with the Registry of Commerce of the Canton of Geneva, Switzerland.

II. Organisation

Art. 6 Governing bodies

¹ The Foundation's governing bodies are:

- a) The Board of the Foundation
- b) The Auditor
- c) The Management and all other governing bodies.

Art. 7 Board of the Foundation: Composition, Election and Term

¹ The Board of the Foundation (the "Board") is the supreme governing body.

² It consists of 3 to 11 persons. Members must represent different areas of expertise and continents. At least one member (with individual or collective signatory power) must be a resident in Switzerland. Members are designated *ad personam* and not as institutional representatives.

The Principal of the founding capital and endowment can propose a Board member for election by the Board

³ The members and the President of the first Board are nominated by the Founder. Thereafter, the members of the Board constitute and supplement themselves by co-option by the members of the Board in office. The term of office is two years and may be renewed for a maximum of four consecutive terms (ten years in total). Should a member resign or is unable to continue being a Board member for whatever reason before the end of his or her term, the newly elected member to fill the vacated seat begins with a new term of two years. .

⁴ The Board decides on other functionary positions on the Board. It can appoint a secretary who is not member of the Board.

⁵ Paid employees of the Foundation can only sit on the Board with an advisory voice.

Art. 8 Board of the Foundation: Powers

¹ The Council exercises the supreme direction of the Foundation. The Board ensures that the objectives of the Foundation are pursued in accordance to its principles and guidelines and in an effective, professional and transparent manner.

² The Board discusses and decides on matters of fundamental and strategic importance.

More specifically the Board decides on:

- a) the By-Laws of the Foundation, for approval by the Supervisory Authority;
- b) the election and revocation of its members and its president;
- c) the appointment and revocation of the Auditor;
- d) the appointment of the Management;
- e) the annual budget;
- f) the annual report and annual accounts;
- g) the strategies and contents in relation to the implementation of the Foundation's purposes;
- h) the priorities in the annual work programme;
- i) the internal rules and regulations;
- j) the regulation of the signatory rights and representation of the foundation;
- k) investment policies, projects, loans and equities;
- l) acquisition, sale, or mortgage of real estate in full or in part ;
- m) the creation of regional offices and of companies for the objectives of the foundation;
- n) partnerships or mergers with other organisations within the frame of the Swiss legislation;
- o) the creation of an executive committee, commissions and workgroups of the Board.

³ It approves the report of the Auditor.

⁴ The Board has all powers that are not expressly delegated to another body, to an employee of the Foundation or to a third party by the Statutes, internal regulations or a formal and protocol decision of the Board.

⁵ The Board is empowered to delegate some of its powers to one or more of its members or to third parties.

⁶ The Board may issue regulations on the methods of organization and management of the Foundation. This can be modified at any time by the Council in accordance with the purpose of the Foundation. Any modification requires the approval of the Supervisory Authority.

⁷ The Board may decide to set up Committees, which essentially have an consultative and advisory function in favor of the Foundation and whose recommendations will not be binding

on the Foundation. The Board regulates the composition of the Committees, their powers as well as their possible compensation in regulations.

Art. 9 The Management

¹ The Management of the foundation is composed of several department-Directors of Departments, under the leadership of the Executive Director. Details of composition, roles and responsibilities are fixed in the Rules of the Management and the Organisational Chart.

² The Management is responsible for implementing the decisions of the Board pursuant to the purpose and strategy of the Foundation, as well as for the operational management of the Foundation.

³ More specifically, the Management decides, unless otherwise stipulated in the Statutes on

- a) planning, implementation and monitoring of the strategy, work programme and projects;
- b) budgeting and accounting;
- c) expenditures provided for in the budget;
- d) cooperation with third parties within the framework of the strategy;
- e) hiring, directing and dismissing staff.

⁴ The Management decides in all other matters that do not come under the jurisdiction of the Board or another body or the supervisory authority by virtue of legislation, these Statutes or the By-Laws. The internal organisational chart defines the details

⁵ The Executive Director attends all meetings of the Board, without voting right, and has the right to make recommendations.

Art. 10 The Auditor

¹ Unless the Supervisory Authority provides an exemption, the Board appoints, in accordance with the relevant legal provisions, an external and independent audit body responsible for auditing the Foundation's accounts each year and submitting a detailed report to the Board proposing to approve. He must also ensure compliance with the statutory provisions (statutes of the Foundation and regulations) and the purpose of the Foundation.

² The Auditor must be independent. The appointed Auditors cannot be in the Board of the Foundation; and no Board member of the Foundation can be in the board or staff of the Auditor company. The Auditors should not be engaged in any other contractual relationship with the Foundation.

Art. 11 Accounting

¹ The accounts are kept annually from 1 January to 31 December of each year. The first fiscal year ends on 31 December 2021.

² The annual accounts, consisting of a balance sheet and an income statement as well as a management report, are drawn up at the end of each financial year.

³ The annual accounts are to be submitted to the Auditor. The audit report and the annual report must be presented to the oversight authority at latest six months after the close of the fiscal year.

Art. 12 Compensation and Liabilities

¹ Members of the Board and of Board commissions serve on a voluntary basis. They can only claim compensation for their actual costs, including travel costs. Details are regulated in the expenses rules of the foundation.

² The Board may, however, pay compensation to members of the Board for tasks or mandates that exceed the current functions that will be entrusted to them.

³ Attendance fees may be paid as long as they do not exceed those granted to members of official committees in the Canton of Geneva.

⁴ The rules on expenses and allowances govern individual cases. The Federal Supervisory Authority for Swiss Foundations must approve the regulations.

⁵ Only the Foundation's assets are responsible for its obligations. The members of the Board do not answer either personally or on their own for the debts of the Foundation. However, all those responsible for the administration, management or review of the Foundation are personally responsible for any damage they may cause to the Foundation as a result of faults they may commit intentionally or through negligence. If several people have the obligation to repair damage, each is jointly liable with the others only to the extent that this damage can be attributed to him personally because of his fault and the circumstances.

III Concluding Provisions

Art 13 Amendment of the Statutes

¹ The Board is empowered to propose amendments to the Foundation's articles of association to the Supervisory Authority, for approval, in accordance with Articles 85, 86 and 86 (b) of the Swiss Civil Code. This proposal requires a two-thirds majority of all Board members.

² In addition, the founder expressly reserves the right to request from the Supervisory Authority a modification of the purpose of the Foundation in accordance with article 86a of the Swiss Civil Code.

Art. 14 Merger and Dissolution of the Foundation

¹ The Board is empowered to propose a merger with another organization to the supervisory authority. This proposal requires a two-thirds majority of all Council members.

² The Foundation may only be dissolved by decision of the Supervisory Authority, conditions provided for in article 88 of the Swiss Civil Code. The Board can only request the dissolution of the Foundation by a vote of at least three quarters (3/4) of all the members of the Board.

³ Residual assets shall revert to another non-profit, tax-exempt institution with identical or similar goal based in Switzerland.

⁴ Retrocession of the Foundation's assets to the donors, the Board, the Management or any legal successor is prohibited.
