

**STATUTES  
OF THE  
FONDATION SMARTPEACE  
(INITIATIVES FOR PEACE)**

**ZURICH**

**I. NAME, REGISTERED OFFICE  
AND PURPOSE**

***Article 1: Name and Registered Office***

Under the name "**FONDATION SMARTPEACE (Initiatives for Peace)**" exists an independent Foundation in accordance with the terms of Articles 80 ff. of the Swiss Civil Code.

The registered office of the Foundation is in Zurich. Any relocation to another place in Switzerland shall require the approval of the supervisory authority.

***Article 2: Purpose***

The Foundation shall be a charitable and benevolent foundation aimed at establishing and strengthening peaceful relationships between human beings, groups and peoples in all countries of the world by making grants.

The Foundation may undertake all legal acts that serve to implement its purpose. Commercial aims shall not be pursued.

**II. ASSETS**

***Article 3: Assets***

The Founder shall contribute an initial capital of CHF 1,000,000.00 in cash. Further contributions to the Foundation by the Founder or other persons are possible at any time.

The assets of the Foundation are to be managed diligently in accordance with recognized commercial principles.

The Foundation Council need not insure or hedge the assets of the Foundation and its investments against losses in value.

### **III. GRANTS**

#### ***Article 4: Financed Activities***

The Foundation may finance the following activities:

- 1) **Activities of Non-Governmental Organizations (NGOs)**, which:
  - a. support institutions, groups and people to become "true pioneers of peace";
  - b. sensitize young people to have a broad collective consciousness and encourage youth to resolve conflicts peacefully and without violence;
  - c. and/or contribute to harmonious multicultural integration;
- 2) **University teaching and/or research activities** in psychology, sociology and pedagogical sciences which promote visions, concepts and methods that help to transform people and groups into true pioneers of peace;
- 3) **Political movements** dedicated to peace, non-violent conflict resolution, reconciliation and sound coexistence between groups of persons of different origins and persuasions.

The Foundation shall support the aforementioned activities without distinction to country, nationality, race, religion, gender or any other possible grounds for discrimination, but shall not support either religious organizations with proselytizing tendencies or organizations of the nature of a sect.

#### ***Article 5: Amount of Grants***

Not only the annual profits but also the assets of the Foundation shall be available for grants, if the Foundation Council deems it appropriate to distribute part of the assets.

#### ***Article 6: Procedures, Prerequisites and Modalities of Allocations***

The Foundation Council shall determine the beneficiaries, the grants, and its terms and conditions and modalities at its entire discretion pursuant to these Statutes and any Bylaws. The Foundation Council shall determine the beginning and end of the financed activity.

### **IV. ORGANIZATION OF THE FOUNDATION**

#### ***Article 7: Foundation Bodies***

The bodies of the Foundation shall be:

- the Foundation Council
- the Auditor

## ***Article 8: Foundation Council***

### **1. Composition, Election and Term of Office**

The Foundation Council shall be the supreme body of the Foundation. It shall consist at all times of three to five members, who shall all be natural persons. The members of the first Foundation Council shall be designated in the corporation deed.

The term of office of the members of the Foundation Council shall be four years. Members may be re-elected. The Foundation Council shall be entitled to stipulate an age limit.

The Foundation Council shall constitute and renew itself unanimously.

The Foundation Council shall elect a President.

### **2. Resignation from Office and Dismissal**

Each member of the Foundation Council may resign from office without giving reasons. When resigning from office, efforts shall be made to assure an orderly transfer of office.

Members may be dismissed from the Foundation Council for good cause at any time, whereby good cause shall exist particularly in the event the relevant member concerned has breached the obligations incumbent on him or her towards the Foundation or is no longer able to duly exercise his or her office.

### **3. Duties and Responsibilities**

The Foundation Council shall manage the Foundation and represent it towards third parties. As the supreme body of the Foundation, the Foundation Council shall be vested with all powers not expressly reserved to another body by law, these Statutes or By-laws.

The Foundation Council shall have the following inalienable duties:

- a. stipulation of authority for signatories and representatives of the Foundation;
- b. election of the Foundation Council and auditors;
- c. appointment of a secretary and minutes-keeper;
- d. approval of the annual accounts.

Each member of the Foundation Council shall have power to sign for the Foundation jointly with the President.

The Foundation Council shall moreover have the following duties:

- e. It shall determine the annual grants of the Foundation.
- f. It shall announce the objectives and activities of the Foundation by suitable means of communication (website, documentation, meetings, etc.) for potential donors and beneficiaries.
- g. It shall prepare the annual accounts and submit these to the Auditor.

The Foundation Council may issue By-laws for the organization and management. Such By-laws are to be submitted to the supervisory authority for approval.

The Foundation Council shall be entitled to delegate some of its powers to one or more of its members or to third parties.

#### **4. Meetings**

The Foundation Council shall meet as often as necessary or appropriate, at least once a year.

Invitations must be sent at least 14 days before the meeting. The President shall be responsible for the invitations. The President must call a meeting if a member of the Foundation Council so requests. The invitation includes the agenda.

If the chairperson fails to fulfill his or her duty to call a meeting, each member of the Foundation Council shall be authorized to call a meeting.

#### **5. Adoption of Resolutions**

A quorum of the Foundation Council shall be constituted:

if the majority of the members are present at a duly called meeting; or

if a meeting was not called or not validly called but all members are present and unanimously approve to hold the meeting.

Members of the Foundation Council may not be represented.

The Foundation Council shall adopt all resolutions with simple majority of the votes of all members of the Foundation Council, except for those resolutions that must be adopted unanimously pursuant to these Statutes.

Resolutions of the Foundation Council may also be adopted by written resolution. Written resolutions shall require the unanimous approval of all members of the Foundation Council.

Minutes shall be kept of all meetings of the Foundation Council. Such minutes must be signed by the President and the other members present.

### ***Article 9: Auditor***

The Foundation Council shall select an Auditor pursuant to the provisions of the law.

## **VI. STATUTES AND BYLAWS**

### ***Article 10: Modification of Statutes and Issuance and Modification of By-laws***

The Foundation Council may request by unanimous resolution from the supervisory authority a modification of the incorporation deed pursuant to the terms of Articles 85, 86 and 86b of the Civil Code.

The Statutes must be signed by the Founder and all members of the Foundation Council.

At incorporation the Founder of the Foundation and thereafter the Foundation Council shall be entitled to issue, rescind and modify By-laws. Such By-laws shall be adopted unanimously and be signed by the Founder and all members of the Foundation Council respectively.

### ***Article 11: Authoritative Version of Statutes***

These Statutes have been made in German and French. The German version shall prevail; the French version is merely for informative purposes.

## **VII. DISSOLUTION**

### ***Article 12: Dissolution of the Foundation and Distribution of Assets***

The Foundation shall exist for an indefinite period of time. The Foundation may only be dissolved on the grounds provided by the law (Article 88 of the Civil Code).

The Foundation Council may request by unanimous resolution from the supervisory authority the dissolution of the Foundation and the allocation of the remaining assets.

Any remaining assets shall accrue to other legal entities that have the same or similar purpose and registered office in Switzerland and are tax exempt due to their charitable or public purpose. Any reversion of the assets of the Foundation to the Founder(s) or the legal successors thereof shall hereby be excluded.

The Foundation shall be wound up by the last Foundation Council.

The rescission and winding-up of the Foundation shall be subject to the approval of the supervisory authority.

Zug, 13 December 2011