



Oikosinvest Foundation (OF)

Statutes

Approved by the Founding Assembly, 22 Sept. 2020

*(The legally binding version is in French,
published by Notary/ Registry of Commerce Geneva, 25 March 2021)*

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”, 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. The foundation supports faith-based and values-driven organisations, who actively support this vision, 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, especially

- The support of projects of faith-based and values-driven partners;
- The support of projects in agriculture/food/water, health, education, environment and financial institutions;
- The support of projects in other sectors as needed;
- The support of projects in Africa and Asia and on all continents possible;
- The promotion of ethical scientific research;
- The promotion of ethics in economy, finance and investments;
- The promotion of innovative technologies for these objectives;

- The production and sales of goods and services deriving from above;

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

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) 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 Foundation funds.

⁴ The net benefit of the Foundation will be used for non-profit purposes.

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

⁶ The Foundation is tax exempt in Switzerland.

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 Management
- c) The Auditor.

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

¹ The Board of the Foundation 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 (as authorised signatory) must be a Swiss citizen or citizen of an EU Member State with residence in Switzerland. Members are designated *ad personam* and not as institutional representatives. The Principal of the founding capital and endowment has one permanent representative of their choice to the Board of Foundation.

³ The election of the first Board of the Foundation, including the President, is decided during the founding assembly of the Foundation. 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 of the Foundation decides on other functionary positions on the Board.

Art. 8 Board of the Foundation: Powers

¹ 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;
- b) the election of its members and its president;
- c) the appointment of the Auditor;
- d) the appointment of the Management;
- e) the annual budget;
- f) the annual report and financial 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) investment policies, projects, loans and equities;
- k) acquisition, sale, or mortgage of real estate in full or in part ;
- l) the creation of subsidiaries abroad and of companies;
- m) partnerships or mergers with other organisations;
- n) the creation of an executive committee, commissions and workgroups of the Board.

³ It approves the report of the Auditor.

⁴ It decides in all other matters that do not come under the jurisdiction of another body or supervisory authority by virtue of legislation, these statutes and the By-Laws.

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 under Art. 8, para. 2, 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.

⁵ The Management can delegate tasks, authority and responsibilities according to the hierarchical order and the organisational chart. He/ she, however, retains executive responsibility.

⁶ The Executive Director attends all meetings of the Board, without voting right, participates in all deliberations and has the right to make recommendations.

Art. 10 The Auditor

¹ The Board appoints on a regular basis an officially recognized Auditor (Audit Firm) to do the external audit of the Foundation's accounts.

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 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. Expenses incurred while on official business with or in favour of the Foundation are reimbursed. Details are regulated in the expenses rules of the foundation. .

² Individual members of the Board can be appointed for special mandates with remuneration.

³ The Rules on Expenses regulate individual cases. The Swiss federal foundation supervisory authority must approve these rules.

⁴ For debts of the Foundation, there is an exclusive liability of the Foundation account. All personal liability of the members is excluded.

III Concluding Provisions

Art 13 Amendment of the Statutes

¹ The Board may amend these statutes. Amendments or the decision of a merger with another organization needs a two-third majority vote of all Board members,

² Amendments of the statutes or a proposed merger with another organization must be submitted for approval to the supervisory authority.

Art. 14 Dissolution of the Foundation

¹ If the Foundation is no longer able to pursue its purpose, the Board may submit a motion for dissolution of the foundation to the supervisory authority.

² Residual assets shall revert to another non-profit, tax-exempt institution with identical or similar goal based in Switzerland.

³ Retrocession of the Foundation's assets to the donors, the Board, the Management or any legal successor is prohibited.

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