



## Foundation Statutes

In 2005, Graines de Paix, a Swiss association with charity status, was founded in Geneva.

This Foundation is created on the basis of and in accordance with the decision taken unanimously by the Graines de Paix association's Board on Nov. 18 2019, then by that taken by the Board's dissolution meeting of July 13, 2020, to transfer its activity and all its assets and liabilities (including all its skills, intellectual property rights, database of contacts, etc.) to the Foundation. It specified that the transfer be made as soon as the Foundation is registered in the Trade Register. The Graines de Paix Foundation is thus created by Mrs. Delia Mamon after the Association's full agreement for this transfer. It is an independent, humanitarian, *non-profit foundation*, as per art. 80 ff. of the Swiss Civil Code, and headquartered in Geneva.

### ***I. Name, seat, purpose and fortune of the foundation***

#### **Art. 1 NAME AND SEAT**

It is created under the name "Fondation Graines de Paix" ("*Grains of Peace Foundation*" in English) a private foundation, hereinafter referred to as the "Foundation" and governed by these statutes and by Articles 80 to 89 of the Swiss Civil Code.

The headquarters of the Foundation is in the canton of Geneva, Switzerland .

#### **Art. 2 .REGISTRATION AND MONITORING**

The Foundation is registered in the Commercial Register of the Canton of Geneva and is under the supervision of the Federal Supervisory Authorities.

#### **Art. 3 DURATION**

The duration of the Foundation is indefinite.

#### **Art. 4 GOAL**

In accordance with the intention of Mrs. Delia Mamon (hereinafter the "Foundress"), the Foundation's goal is to develop transformative education solutions that lead to child fulfillment, violence and radicalization prevention, societal peace and deep respect for nature. The aim is to foster generations of students who develop, reveal themselves and engage in the future of the world, fully attentive to human beings, to life in all its forms and to the planet. For this, the education solutions are to focus on helping the teaching profession evolve from *rote learning*, now inadequate, to student self-development and growth *in the wider sense*. More broadly, they are to focus on making children's rights, human rights and environmental rights a reality in daily teaching, in order to ensure healthy, equitable and sustainable world development.

More precisely, the goal of the foundation is to design and produce positive and innovative education solutions that widen the scope of *quality education* to include *culture of peace* education (values and skills education) for student fulfillment, self-realization and engagement for a better world, and for interrelating peaceably - at school, in society and with nature. These education solutions are to be designed for children and young people, teachers and supervisors,

educational authorities, parents, educators, animators, social workers, community trainers and all other audiences concerned or in need. Peace is considered here in all its forms: personal, family, school, societal, intercultural, geopolitical, environmental. Peace, the culture of peace and peace culture education are deemed key factors for sustainable development.

The Graines de Paix pedagogy is designed and guided by the Foundress, Delia Mamon. It aims to develop the human, social, intercultural and eco-citizenship skills of children and young people, as well as their capacity for discernment, creative resolution and proactive engagement. The human values of consideration, caringness, empathy, reciprocity, openness, inclusion and all such that strengthen human bonds are at the heart of this pedagogy. These human values foster learning, help prevent violence and radicalization, empower the culture of peace and a greater respect for the planet. The Graines de Paix pedagogy aims to respond to students' needs for acceptance and belonging, to foster societal cohesion and intercultural understanding, and to develop students' peace reflexes to prevent, defuse and appease reactions of violence. Its human values and skills basis also serves to strengthen the teaching postures and practices of the education professions. Human values and skills are just as essential for helping students grow and develop in peace, for appeasing school climates, and for preventing school failure, student dropouts and teacher resignation.

The Foundation performs the following tasks in particular: education and training, as well as advocacy, information, awareness raising and advice in these areas. It operates in Switzerland and throughout the world within this framework. It can participate in other organizations, develop collaborative partnerships and found organizations or companies in Switzerland and abroad.

The Foundation does not pursue any profit motive.

#### **Art. 5 CAPITAL AND RESOURCES**

The Foundress allocates the initial capital of CHF 50,000 (fifty thousand Swiss Francs) to the Foundation.

The profit and the capital of the foundation are exclusively used for the aforementioned purposes.

The capital can be increased at any time by attributions of the Foundress or other natural or legal persons. The Foundation Board strives to increase the Foundation's assets through private or public attributions.

The resources of the Foundation are constituted by all the resources authorized by law, including:

a) Income generated by:

- its activities in terms of services, rentals, sales and charity events ;

b) Support such as:

- sponsorship and patronage ;
- grants from local, cantonal, federal, regional, national and international bodies;
- gifts, donations, subscriptions, legacies and inheritances that the Foundation Board is free to accept or reject ;
- the proceeds of any fundraising actions ;
- In-kind donations.

An external institution can be mandated to manage the Foundation's capital and resources.

## **II. ORGANIZATION OF THE FOUNDATION**

### **Art. 6 ORGANS OF THE FOUNDATION**

The bodies of the Foundation are:

- the Foundation Board ; and
- the Statutory Auditors, unless the competent authority exempts the foundation from designating such.

These may be supplemented by the following optional bodies:

- the Scientific Council ; and
- the International Council ; and
- one or more employees responsible for the foundation's management.

### **Art. 7 FOUNDATION COUNCIL**

The Foundation Board is the supreme body of the foundation. It is made up of 3 to 7 members , at least one of whom is domiciled in Switzerland. The members of the first Foundation Board are appointed by the Foundress .

The Foundress will be the President of the Foundation Council for as long as she wishes, subject to a loss of capacity for discernment.

Subsequent members of the Foundation Board are appointed by co-option, a unanimous vote of all Board members being necessary for the validity of such appointment.

The Foundation Board exercises strategic responsibility for the development of the Foundation. It may delegate the operational management of the Foundation, subject to Article 7, paragraph 3 .

The mandate of the members of the Foundation Board is five (5) years, renewable .

Any member of the Board may be dismissed at any time for objectively founded reasons, by decision taken by a qualified majority of three quarters of the members. In the event that a revocation is proposed, the person concerned has the right to be heard, but will not be able to participate in the deliberations or the relative vote.

The members of the Foundation Board exercise their mandate on a voluntary basis and can only claim compensation for their actual costs and their travel expenses. For activities which go beyond the usual framework of their function or involve considerable additional work in favor of the Foundation, each member of the Foundation Board may receive appropriate compensation, fixed by the Foundation Board and the amount of which will be reasonable and in line with the charitable spirit of the foundation.

### **Art. 8 COMPETENCES AND MEETINGS**

The Foundation Board is the supreme body of the Foundation. It is invested with the most extensive powers for the accomplishment of the purpose of the Foundation. In particular, it has the following inalienable tasks:

- Regulation of the right of signature and representation of the Foundation ;
- Appointment of the members of the Foundation Board and of the auditors ;
- Approval of the annual accounts ;
- Any other tasks in the exercise of senior management.

Such other tasks include in particular:

- voting the Regulations specifying the organization and functioning of the Foundation Bodies;

- adopting the annual budget ;
- appointing and dismissing members of the foundation's bodies ;
- setting the strategy, objectives, priorities and means to achieve the statutory goal ;
- fixing the investment policy of the foundation's assets ;
- establishing appropriate surveillance of the foundation's bodies and third parties to which tasks have been delegated.

The Foundation Board meets as often as the interest of the Foundation so requires and at least four times a year, convened by its president, or when one of the members of the Foundation Board so requests.

#### **Art. 9 DECISION MAKING**

The Foundation Board can validly take decisions when the majority of its constituent members is present. Decisions are taken by simple majority voting, the vote of the President being predominant in case of a tie. The invitation to the meetings of the Foundation Board mentions the agenda. It is sent by email ten (10) calendar days before the meeting. This period may be shortened with the unanimous agreement of all the members of the Foundation Board. Only items listed in the agenda may be subject to a vote unless all members of the Board are present and agree to deliberate.

The topics and decisions are recorded in a report signed by the President of the Board and by a second member (or the person responsible for drafting the said report, in principle the Secretary of the Foundation Board).

As long as all participants can always be clearly identified during debates and votes, the Foundation Board may also meet and take decisions by videoconference, conference call or any other similar means of communication.

As long as no member requests oral deliberations, the Foundation Board can also take decisions by circulation. In such a case, the majority to be reached is always calculated on the total of the members of the Foundation Board.

Voting by proxy, in case of absence, is not allowed.

#### **Art. 10 REPRESENTATION**

The Foundation is validly represented by the collective signature of two members of the Board (jointly with the President and another member of the Board authorized to sign).

#### **Art. 11 RULES**

The Foundation Board sets the Rules for organizing the management bodies (art. 8, para. 2). It may at any time modify said Rules within the provisions fixing the Foundation's goal.

The Rules, their modification or repeal must be communicated to the Federal Supervisory Authority.

#### **Art. 12 SCIENTIFIC COUNCIL AND INTERNATIONAL COUNCIL**

To assist the mission of its board and / or its employees, the Foundation can form a "Scientific Council" made up of persons that bring their pedagogical expertise combined with a keen interest in the culture of peace.

The Foundation can also form an "International Council" that is composed of representatives of the associated legal structures abroad, as well as members of the Board.

The Scientific Council and the International Council are advisory bodies whose role is to put forward recommendations or proposals to the Foundation Board or to foundation employees, and whose members are appointed and dismissed by the Foundation Board. The recommendations and proposals made by these Councils are not binding and do not commit the foundation. The tasks, organization and functioning of these Councils are specified by Board regulations.

The Foundation is free to form other Boards or Committees of this type to help it in its functions or in those of its employees.

### ***III. AUDITOR BODY and ACCOUNTING***

#### **Art. 13 STATUTORY AUDITOR**

The Foundation Board appoints an external and independent Auditing Body, responsible for verifying the Foundation's annual accounts and ensuring compliance with its statutory provisions. Each year, the Auditor Body draws up a written report for the attention of the Foundation Board containing the balance sheet, the accounts, the appendices, the operations carried out as well as observed deficiencies if any. This report is sent to the Federal Supervisory Authority. If the deficiencies are not remedied within a reasonable timeframe, the Auditor Body directly informs the Supervisory Authority.

#### **Art. 14 ACCOUNTING**

The accounting year corresponds to the calendar year, the first ending on December 31, 2020. The Foundation Board draws up the financial statements at the end of the accounting year and submits them to the Auditor Body.

The following documents are to be submitted to the supervisory authority within six months after the end of year: Activities Report; Audited and signed Financial Statements in accordance with article 958 para. 3 of the Code of Obligations, by the president and the person in charge of preparing the financial statements in the foundation ; a complete, dated and signed copy of the minutes of the meeting during which the accounts were adopted by the Foundation Board.

### ***IV. AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE FOUNDATION***

#### **Art. 15 AMENDMENT OF STATUTES**

The Foundation Board is empowered to propose to the Supervisory Authority amendments to these statutes decided unanimously by the members, in accordance with articles 85, 86 and 86b of the Swiss Civil Code.

#### **Art. 16 DISSOLUTION**

The Foundation may only be dissolved for reasons provided for by law (art. 88 CC) and by decision pronounced by the Supervisory Authority, following the unanimous decision of the Foundation Board.

In the case of dissolution, the Foundation's assets should be awarded after approval of the Supervisory Authority to one or more charitable-status, tax-exempt institutions, including in foreign countries, that demonstrate a similar statutory goal to that of the Foundation. Those with close links to the latter will be given priority. The choice will be decided by the foundress, if she is alive, after having received the opinions and suggestions of the Board members or according to her written wishes if she is deceased.

The assets can in no case be returned to the Foundress, nor to her heirs or members of the Foundation Board, or be used for their benefit in full or part, in any manner whatsoever.