

Statutes of the Foundation "CAUX - Initiatives of Change"

Revision of December 3, 2022

Art. 1 Name and applicable law

The name of the Foundation is "CAUX - Initiatives of Change".

It may also be referred to as "Caux Foundation" or "Initiatives of Change Switzerland".

In accordance with the practice of the international Initiatives of Change movement, the official translations of the name of the Foundation into the various languages are as follows

- German: Stiftung "CAUX - Initiativen der Veränderung"
- Italian: Fondazione "CAUX - Iniziative e Cambiamento"
- English : " CAUX - Initiatives of Change " Foundation

The Foundation, which has been established in accordance with Article 80 et seq. of the Swiss Civil Code, is governed by the present statutes in the absence of any mandatory legal provisions.

The Foundation is part of Initiatives of Change International, a worldwide network of people of different races, nationalities, creeds and origins who are committed to the transformation of society based on personal change through listening to the inner voice of their conscience.

Initiatives of Change International is an international association under Swiss law, of which the Foundation is a member.

Art. 2 Headquarters

The registered office of the Foundation is at 1824 Caux, Avenue du Panorama, 2.

Art. 3 Purpose

The purpose of the Foundation is :

- to work for a just and democratic society by strengthening its moral and spiritual foundations;
- to heal the wounds of history;
- to encourage a sense of responsibility at the individual and family level;
- to promote an ethical commitment in professional life and in companies;
- to create networks of men and women from different cultures and religious traditions.

The Foundation seeks to achieve its purpose by promoting fundamental principles such as honesty, purity, love and selflessness as guidelines for private life and public commitment.

These goals are pursued without discrimination on the basis of nationality, race, gender, religious beliefs or political opinions.

The Foundation is independent of any political or economic authority, entity or organization. The Foundation maintains its autonomy while being governed by Swiss law in accordance with the principles listed in Article 3.

The Foundation is recognized as being of public utility.

The Foundation does not carry out any commercial activity.

Art. 4 Capital

The capital of the Foundation has been constituted by an initial payment of CHF 25,000 (twenty-five thousand francs), from voluntary donations. The building "Mountain House" (ex. "Caux-Palace") in Caux/VD was part of the Foundation's capital from the beginning.

The Foundation Council decides whether the undistributed income and the donations and legacies are to be transferred to a new account at the disposal of the Foundation Council or capitalized.

The Foundation Council may, if it deems it appropriate, make payments at any time and draw the necessary sums not only from the income of the Foundation, but also from the capital.

Art. 5 Bodies

The organs of the Foundation are :

- a) the Foundation Council;
- b) the Executive Committee;
- c) the Auditors.

Art. 6 Members

The Foundation Council is composed of 5 to 20 members. It may include associate members who attend meetings and participate in discussions but do not have the right to vote.

The members of the Council work exclusively on a voluntary basis. However, they may be reimbursed for actual and justified expenses at their request.

The members of the Council are elected by secret ballot by an absolute majority. They are elected for a term of four years. They may be re-elected up to a maximum of 12 consecutive years of service. The minimum age of a Council member is 18 years.

In the event of vacancy, death or resignation, the remaining members of the Council shall elect a successor or successors. In the event of the simultaneous death of all members of the Council, the new Council shall be appointed by the Supervisory Authority, upon the recommendation of the representatives of Initiatives of Change International.

At least one of the members of the Council must be domiciled in Switzerland and of Swiss or European nationality and have the power to represent the Foundation.

Art. 7 Foundation Council

The Foundation Council is the supreme authority of the Foundation. It constitutes itself.

It commits the Foundation to third parties and designates those of its members who can sign in its name.

It may also give the signature to persons who are not members of the Council. They shall sign jointly with a member of the Council authorized to sign.

The duties of the Council include the following:

- a) to take all measures necessary for the proper functioning of the Foundation ;
- b) to administer the property of the Foundation, including the Caux Conference Center



- c) to dispose of the real estate of the Foundation ;
- d) to contribute, if necessary, to the expenses and travel costs of the persons delegated by it to achieve the statutory goals ;
- e) to approve the balance sheet and the annual report ;
- f) to take all necessary measures to achieve the objectives of the Foundation in accordance with Article 3 of the Statutes ;
- g) to draw up or modify the Foundation's internal rules.

Art. 8 President, Vice- president and Secretary of the Council

The Foundation Council shall appoint from among its members (excluding associate members) by election a President and a Vice-president, whose powers shall be determined by the Internal Rules. Their term of office is 4 years. They may be re-elected up to a maximum of 12 consecutive years of service.

The Foundation Council appoints a Secretary of the Council, whose powers are determined by the Internal Rules, and who need not be a member of the Council. If the Secretary is a member of the Council, he/she shall be subject to the same qualifying conditions as the other members of the Foundation Council.

Art. 9 Executive Committee

The Foundation Council appoints by election the Executive Committee composed of 3 to 5 of its members (excluding associate members) including the President and/or the Vice-President of the Foundation. The powers of the Executive Committee are determined by the Internal Rules. The term of office of each member is 4 years. The members of this Committee are eligible for re-election up to a maximum term of service of 12 consecutive years.

Art. 10 Decisions

Decisions of the Foundation Council are taken orally (including by telephone and video conference) by a majority of the members present, without taking into account the associate members. They may be taken by secret ballot at the request of a member of the Council. They may also be taken in writing (including by e-mail and/or telefax) by means of a circular letter, unless one of the members of the Council requires a discussion in the Council. Decisions taken by circular letter must be taken by a two-thirds majority of all members of the Council, not including associate members.

In the event of a tie, the President of the Foundation shall have a casting vote.

The quorum for a valid meeting of the Council shall be an absolute majority of all members of the Council of the Foundation, not counting associate members. The Council shall meet as often as necessary, but at least twice in each calendar year. The minimum attendance requirement for a Council member at the meetings of the Foundation Council during the calendar year is set by the Internal Rules.

Art. 11 Auditors

The Foundation Council shall appoint a member of the Swiss Association of Certified Accountants or an auditing company to audit the accounts each year. The report shall be submitted to the Council and the latter shall submit it to the Supervisory Authority together with the annual accounts.

Art. 12 Amendment and Interpretation of the Statutes

The Supervisory Authority shall be responsible for any amendment to the Statutes. It must be proposed by the Foundation Council by a decision taken by a two-thirds majority of all its members.

In the event of any conflict of interpretation between this English version of the Statutes and the French version, the original French version shall prevail.

Art. 13 Dissolution

The Foundation may only be dissolved in the cases provided for by law.

In the event of dissolution, any remaining assets shall be donated to one or more Swiss tax-exempt institutions with public utility or public service objectives as similar as possible to those originally intended. It may also be assigned to the Confederation, the cantons, the municipalities or their institutions.

The Council will decide on the use of the funds, subject to the approval of the Supervisory Authority.

So decided by the Foundation Council "CAUX - Initiatives of Change" in its meeting of April 24, 2004, in Lilienberg (Ermatingen/TG), modified in its meetings of January 31, 2010 in Geneva, of September 21, 2013 in Caux, in its meeting of September 16, 2017 in Caux, in its meeting of November 23, 2019 in Geneva, in its last meeting of September 23, 2022 in Geneva, and finally

in its meeting of December 3, 2022 by videoconference, these last updates being approved subject to the approval of the Supervisory Authority.

Geneva, December 3, 2022

For the Foundation Council :



Jacqueline Coté, President



Elisabeth Tooms, Vice-President