

# DEED OF FOUNDATION

# SENS INTERNATIONAL

## I. Name, registered office, mission and assets of the foundation

### Art. 1 Name and registered office

An independent foundation within the sense of Art. 80 ff. of the Swiss Civil Code, and with registered office in Aarau, is established under the name «Stiftung SENS International» (Fondation SENS International, SENS International Foundation, Fundació SENS International). Relocation of the registered office to anywhere else in Switzerland requires the approval of the supervisory authority.

### Art. 2 Mission

The foundation promotes the environmentally friendly disposal of consumer goods worldwide, e.g. those from the electrical and electronics sector relating to the closing of material cycles.

The SENS International foundation provides opportunities and projects to allow for the sustainable implementation of know-how in the area of environmentally friendly and sustainable disposal of electrical and electronic equipment, particularly refrigeration appliances. This know-how has been developed and made available by Stiftung Entsorgung Schweiz (SENS) and is now used to develop and implement disposal projects abroad.

The foundation does not pursue commercial aims or seek to make a profit.

### Art. 3 Assets

Stiftung Entsorgung Schweiz, as Founder, endows the foundation with the sum of CHF 3,000,000 (three million Swiss francs) in cash, to be used as foundation capital.

The capital will be increased by trading CO<sub>2</sub> certificates, and by further contributions from the Founder or third parties. The board of trustees will endeavour to maintain and increase the foundation's capital through private or public funding.

The foundation's assets shall be managed according to recognised commercial principles. Any risk should be diversified. The assets must not be endangered by speculative transactions.

## II. Organisation of the foundation

### Art. 4 Foundation's governing bodies

The foundation's governing bodies are:

- the board of trustees
- the auditor.

### Art. 5 Board of trustees and its composition

The foundation shall be managed by a board of trustees consisting of at least five individuals or representatives of legal entities who are fundamentally active on a voluntary basis. The board of trustees shall decide on the payment of attendance fees or compensation to trustees or persons to whom special responsibilities are delegated.

The initial board of trustees comprises the following members:

- Dr. Andreas Röthlisberger, of Aarau and Langnau im Emmental, in Aarau, also the first Chair of the board of trustees
- Gottfried Neuhold, Austrian national, in Horgenberg
- Dr. Rudolf Bolliger, of Weisslingen and Küttigen, in Weisslingen
- Dr. Peter Kuhn, of Suhr, in Aarau
- Dr. Raymond Vouillamoz, of Riddes, in Savièse

### Art. 6 Constitutions and additions

The members of the board of trustees and its Chair shall be appointed by the Founder's board of trustees. For the rest, the board of trustees shall constitute itself.

### Art. 7 Terms of office

The period of office for members of the board of trustees is one year. Re-election is permitted.

Removal from the board of trustees may be possible at any time on material grounds. A material ground for removal shall be in particular if the member concerned fails to meet his obligations towards the foundation as outlined above, or if he is no longer able to carry out his office properly.

## **Art. 8 Powers of authority**

The board of trustees is responsible for the overall management of the foundation: It shall have all the powers of authority that have not expressly been conferred on another governing body in these bylaws (deed and regulations of the foundation). The board of trustees has the following responsibilities, which it may not delegate:

- regulation of powers of signature and attorney for the foundation;
- election of the auditor;
- adoption of the annual accounts.

The board of trustees issues regulations on the organisation and the management (cf. Art. 11). This may be changed by the board of trustees at any time in line with the definition of purpose. Any amendments require the agreement of the supervisory authority.

The board of trustees is entitled to delegate individual responsibilities to one or more of its members or to third parties.

At least once a year, the board of trustees shall provide the Founder with information on the activities of the foundation (annual report and annual accounts).

## **Art. 9 Resolutions**

The board of trustees is quorate when the majority of its members are present. Resolutions shall be passed with a simple majority, provided that a qualified majority is not proposed in the deed of foundation or in a regulation. In the case of a tied vote, the Chair shall have the casting vote. Minutes will be kept of the meetings and resolutions.

Resolutions and votes may be carried out by way of circulation, as long as no member requests a verbal deliberation.

Invitation to the meetings of the board of trustees must always be made at least 20 days prior to the meeting.

## **Art. 10 Responsibilities of the foundation's governing bodies**

All persons involved in the administration, management or auditing of the foundation shall be responsible for any damage caused through intentional or negligent dereliction of their duties.

If more than one person is liable for damage, then each shall be jointly and severally liable to the extent that the damage can be personally attributed to their own fault and circumstances.

## **Art. 11 Regulations**

The board of trustees shall set out the principles of its activities in one or more regulations, which must be submitted for approval to the supervisory authority.

## **Art. 12 Auditors**

The board of trustees shall elect an independent external auditor in accordance with the legal provisions. The auditor must examine the foundation's accounts on an annual basis and present a detailed audit report for approval by the board of trustees. In addition, the auditor must also monitor compliance with the provisions of the bylaws (deed and regulations of the foundation) and the purpose of the foundation.

The auditor must notify the board of trustees of any deficiencies of which it becomes aware in the course of performing its duties. Should these deficiencies not be remedied within a reasonable period, the auditor must notify the supervisory authority if necessary.

### **III. Amendments to the deed of foundation and dissolution of the foundation**

#### **Art. 13 Amendments to the deed of foundation**

Under the terms of Art. 85, 86 and 86b of the Swiss Civil Code, the board of trustees is entitled, by unanimous resolution, to apply to the competent supervisory authority to amend the deed of foundation.

#### **Art. 14 Dissolution**

The duration of the foundation is unlimited.

The foundation may only be dissolved prematurely for the reasons set out by the law (Art. 88 Swiss Civil Code), and only with the agreement of the supervisory authority by unanimous resolution.

In the event of the foundation's dissolution, the board of trustees shall transfer any existing assets to a non-profit organisation and/or foundation with similar objectives registered in Switzerland. The foundation's assets may not revert to the Founder or its legal successors.

## IV. Commercial register

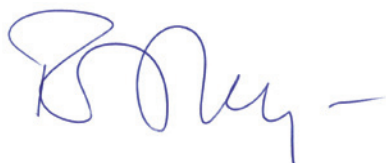
### Art. 15 Commercial register entry

The foundation is entered in the commercial register of the Canton of Aargau.

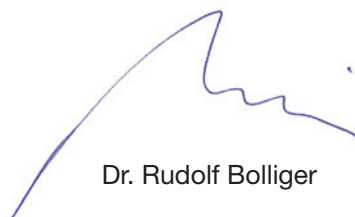
The original of this deed of foundation shall be submitted in duplicate to the commercial register of the Canton of Aargau. Notarised copies of this deed shall be provided for the Founder, the foundation's files, and the members of the foundation. One copy shall be retained by the notary.

Aarau, 15<sup>th</sup> December 2008

On behalf of the Founder:



Dr. Andreas Röthlisberger



Dr. Rudolf Bolliger



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