

THE WORLD INNOVATION AND CHANGE MANAGEMENT INSTITUTE

Statutes

I. NAME, SEAT, PURPOSE, MEANS AND RESOURCES

Article 1

NAME AND DURATION

An Institute within the meaning of Articles 60 et seq. of the Swiss Civil Code (“CC”) is hereby created under the name “The World Innovation and Change Management Institute” (hereafter, the “Institute”).

The Institute is created for an indefinite period of time. It is neutral politically, and non-denominational.

Article 2

SEAT

The Institute’s seat is in the Canton of Vaud with the address: Route de Crassier 7, 1262 Eysins, Switzerland.

Article 3

PURPOSE

The Institute is founded with the following purposes:

- bringing together individuals, organizations, institutions in the field of business and personal development
- advising and highlighting the importance of innovation and change management through international networking and gathering of various experts from different fields
- to connect theory and practice in innovation and change management
- constantly creating new knowledge and new potentials through partnerships with educational institutions around the world
- creating one of the leading positions in the field of innovation and change management through constant communication with all publics

The Institute has no profit purposes.

Article 4

MEANS

The Institute may pursue all lawful activities to achieve its purpose.

In particular, the Institute may undertake the following:

- organizing educational processes - offline and online - with the aim of exchanging knowledge and experience in the field of all management aimed at sustainable development
- through the organization of conferences, seminars, workshops, bring closer the key features of innovation and change in management
- producing online videos, books in electronic and printed form with the aim of exchanging knowledge and experience following the changes in technological and scientific development
- closely cooperating with educational institutions, companies and organizations
- publishing articles with the aim of improving the quality of the shared knowledge of innovations and change management

Article 5

RESOURCES

Resources of the Institute may come from donations, legacies, sponsorship, partnerships, public subsidies, membership fees, as well as any other resources authorised by the law.

All resources of the Institute shall be used exclusively for its not-for-profit purposes.

II. MEMBERS

Article 6

MEMBERS

Membership is voluntary and pro-bono.

Members of the Institute (the “Members”) shall consist of individuals who have an interest in the purpose and the activities of the Institute and wish to support them.

The Institute consists of several types of Members divided into several working groups as follows:

- three members of the Board of Founders
- three members of the Board of Directors
- Honorary Board of Trust

- seven committees by field of activity: Business Committee, Policy Committee, Environment Committee, Technology and Data Committee, People Committee, Education Committee, Communications Committee
- active members

Article 7

BEGINNING OF MEMBERSHIP

To become a member of the Institute one should either:

- be able to confirm their many years of experience in one of the areas in which the Institute is involved (communication, education, technology and data, policy, environment, business, people) with their curriculum vitae
- be recognizable within their field of activity, globally, on their continent, in their country and/or region through their projects, products, services, corporate social responsibility, innovative business solutions
- influence positive changes in society
- be a student in their final year who can influence changes with their academic research in one of the areas in which the Institute is involved (communication, education, technology and data, policy, environment, business, people)

It is possible to become a member at the invitation of the three-member Board of Directors or of the Secretary-General. In that case, the person being invited must submit a written statement to voluntarily join the Institute and prepare a short curriculum vitae. The administrative deadline is 14 working days from receipt of the invitation.

The person who received the invitation to join the Institute is obliged to pay the membership fee within 10 working days. They become an official member the first day of the following month.

All members who submit their application after 15th of December of the current year shall become members with 1st of February of the following year.

Article 8

END OF MEMBERSHIP

All members may resign voluntarily from the Institute.

Membership ceases:

- On death;
- By written resignation thereby notifying the Secretary-General by the 30th of June of the current year. The Secretary-General shall inform the Board of Directors.
- By exclusion ordered by the Board of Directors

**reasons for exclusion: violation of the law and criminal prosecution, generating poor reputation of the Institute, inappropriate communication, violation of the Statutes of the Institute, not performing of an obligation*

**the appeal must be submitted within 8 days to the Secretary-General*

- For non-payment of dues for more than one year.

Membership ceases within 30 days from the date of receipt of a written statement of withdrawal from the Institute.

A leaving member has no right to the Institute's assets.

Article 9

MEMBERSHIP FEES

The decision on the amount of the membership fee is made at the founding assembly and will be known to all members of the Institute. The Secretary-General is obliged to inform all members of changes in the amount of membership fees.

No membership fee will be charged in the year of establishment.

Due to their active work, the President, the Secretary-General, the Vice-President, the Chairs of the committees, members of the Honorary Board of Trust and the Board of Founders are exempted from paying membership fees for the duration of their term.

III. ORGANISATION AND GOVERNANCE

Article 10

BODIES OF THE INSTITUTE

The bodies of the Institute are:

- The General Assembly
- The Board of Directors
- The Board of Founders
- The Honorary Board of Trust
- eight committees by field of activity: Business Committee, Policy Committee, Environment Committee, Technology and Data Committee, People Committee, Education Committee, Communications Committee
- active members

IV. THE GENERAL ASSEMBLY

Article 11

PRINCIPLES

The General Assembly is the supreme authority of the Institute within the meaning of article 64 et seq. CC.

It is composed of all the Members.

Article 12

POWERS

The General Assembly delegates to the Board of Directors the power to administer and represent the Institute.

The General Assembly remains with the following inalienable powers:

- Adoption and amendment of the present Statutes;
- Nomination, surveillance and revocation of the External Auditors;
- Approval of annual reports and audited accounts;
- Admission and exclusion of Members;
- Nomination, surveillance, discharge and revocation of members of the Board of Directors;
- Nomination, surveillance, discharge and revocation of members of committees;
- Defining the Institute's projects withing a five-year plan;
- Decision on the dissolution or merger of the Institute;
- Management of all matters that are not the responsibility of other bodies.

Article 13

MEETINGS

Ordinary meeting of the General Assembly. The Ordinary meeting of the General Assembly shall be held at least once a year, in person. In case of extraordinary circumstances, the ordinary meeting shall be held on an online platform.

Extraordinary meeting of the General Assembly. Extraordinary meetings of the General Assembly may be called by the Board of Directors or at the request of at least 20 percent of all Members, in accordance with article 64 para. 3 CC.

Convocation. The Board of Directors shall convene the meetings of the General Assembly with a one-month notice. The agenda of the meetings must be sent with the invitations. The invitations may be sent by post or by e-mail.

Quorum. The General Assembly is validly instituted regardless of the number of Members present.

The Chair. The Chair, and in his/her absence the Deputy Chair, shall chair the meetings of the General Assembly.

Article 14

DECISION MAKING AND VOTING RIGHTS

Voting rights. Each Member shall have an equal voting right at the General Assembly, with the exception of the members of the Honorary Board of Trust, who have an advisory role. Members may only vote in person, not by proxy.

Process. Voting takes place by a show of hands. In the event of the extraordinary event, the President of the Institute and/or the Secretary-General may request for voting to take place by secret ballot.

Majority of votes. All decisions shall require a simple majority of all votes expressed. Abstentions and invalid votes are not taken into account for the calculation of the majority.

Decisions by circular letter. Proposals to which all Members have adhered in writing are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.

Conflict of interest. In accordance with article 68 CC, a Member may not vote for decisions relating to a matter or a legal proceeding regarding the Institute where he or she, his or her spouse, parents or relatives in direct line are a party to the matter.

Report. After the meeting, a report will be prepared in accordance with the agenda items.

V. THE BOARD OF DIRECTORS

Article 15

PRINCIPLES

Role and powers. The Board of Directors is the executive body of the Institute. It has the right and the duty to manage the affairs of the Institute and to represent it in accordance with the Statutes (art. 69 CC). In particular, the Board shall take all necessary measures to achieve the purposes of the Institute, ensure the correct application of the present Statutes and any other internal regulations, administer the resources of the Institute, prepares accounts for each financial year manage the accounts, engage and supervise the President, if necessary, nominate members of the committees and convene and organise the General Assembly.

Role of the President. The President is a member of the Board of Directors. Together with the members of the Board of Directors, he represents the Institute, works on the promotion of the

Institute's projects. The President, together with the Secretary-General, has the power to request a secret ballot voting at the ordinary meeting of the General Assembly.

Role of the Vice-President. The Vice-President is a member of the Board of Directors. Together with the members of the Board of Directors, he represents the Institute, works on the promotion of the Institute's projects.

Role of the Secretary-General. The Secretary-General is a member of the Board of Directors and the Head of the Secretariat. In coordination with the Secretariat, coordinates the chairs of all committees together with their members, coordinates projects, informs members about activities, convenes meetings of the Board of Directors, the Board of Founders, the Honorary Board of Trust, has a casting vote in case of a tie in the Board of Directors, appoints members of the Secretariat, has the power to invite members to the Institute and has the power to request a secret ballot voting at the ordinary meeting of the General Assembly.

Pro-bono. The Board of Directors members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Vaud. For activities that exceed the usual scope of the function, each Board of Directors member may receive appropriate compensation. Paid employees of the Institute may only sit on the Board of Directors in an advisory capacity.

Article 16

APPOINTMENT OF THE BOARD

The initial Board of Directors members are appointed at the founding assembly.

After that, the new members of the Board of Directors are appointed by the General Assembly.

Article 17

COMPOSITION

The Board of Directors shall be composed of three members.

The Board of Directors designates amongst its members: a President, a Vice President, a Secretary-General.

At least one member of the Board of Directors with signatory powers must be a Swiss citizen or a citizen of a member State of the EU or EFTA and have his/her domicile in Switzerland.

Article 18

TERM

The Board of Directors members are appointed for a five-year term, renewable twice.

Article 19

REMOVAL AND RESIGNATION

Removal. The Board of Directors members may be removed by the General Assembly for just cause, in particular if the Board of Directors member has violated his/her obligations towards the Institute or if the Board of Directors member is not in a position to exercise his/her functions correctly.

Resignation. The Board of Directors members may resign at any time by submitting a written declaration to the Secretary-General, specifying when the resignation shall take effect.

Vacancy during the term of office - the President. In the event of dismissal, resignation or sudden death during the term of office, the function is temporarily taken over by the Vice President. The Vice President shall, within 60 days of temporarily assuming the office of the President, send invitations to the extraordinary meeting of the General Assembly at which a new President shall be elected.

Vacancy during the term of office - the Vice-President. In the event of dismissal, resignation or sudden death during the term of office, the function is temporarily taken over by the Secretary-General. The Secretary-General shall, within 60 days of temporarily assuming the office of the Vice-President, send invitations to the extraordinary meeting of the General Assembly at which a new Vice-President shall be elected.

Vacancy during the term of office - the Secretary-General. In the event of dismissal, resignation or sudden death during the term of office, the function is temporarily taken over by the Vice-President. The Vice-President shall, within 60 days of temporarily assuming the office of the Secretary-General, send invitations to the extraordinary meeting of the General Assembly at which a new Secretary-General shall be elected.

Article 20

DELEGATION AND REPRESENTATION

Delegation. The Board of Directors is entitled to delegate certain of its tasks to one or more of the members, including to one of eight committees, members, to third parties, or to hired employees.

Representation. The Institute is validly represented and bound by the collective signature of two Board of Directors members and/or any other officer or representative designated for this purpose by the Board of Directors by a power of attorney.

Article 21

BOARD MEETINGS

Meetings. The Board of Directors shall meet as often as required, but at least twice per year.

Process. The Board of Directors members may validly participate in a meeting by video or telephone conference or any other form of communications equipment.

Convocation. The Secretary-General shall convene Board of Directors meetings at least fifteen days in advance. The The Secretary-General may convene the Board of Directors with three days' advance notice, where justified by urgent circumstances.

Article 22

DECISION MAKING

Votes and majority. Each Board of Directors member shall have one vote. Decisions are taken by a simple majority of all votes expressed. In case of a tie, the Secretary-General shall have a casting vote.

Decisions by circular letter. Decisions may also validly be taken by written resolution, including by email.

Report. After the meeting, a report will be prepared in accordance with the agenda items.

VI. THE BOARD OF FOUNDERS

Article 23

PRINCIPLES

Role and powers. The Board of Founders has a role of supplementing the Institute's work plan if needed. Within 15 working days from the ordinary annual meeting, written recommendations, if there are any, are to be given to the Board of Directors.

Pro-bono. The Board of Founders members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Vaud. For activities that exceed the usual scope of the function, each Board of Founders member may receive appropriate compensation.

Article 24

COMPOSITION

The Board of Founders consists of the initial three members. No new members can be appointed to the Board of Founders.

The Board of Founders knows no hierarchy among its members.

Article 26

TERM

The Board of Founders members are the members of the Board until their death or until they willingly decide to resign from the role.

Article 28

BOARD MEETINGS

Meetings. The Board of Founders shall meet as often as required, but at least once every two years.

Process. The Board of Founders members may validly participate in a meeting by video or telephone conference or any other form of communications equipment.

Convocation. The Secretary-General shall convene Board of Founders meetings at least fifteen days in advance. The Secretary-General may convene the Board with three days' advance notice, where justified by urgent circumstances.

Article 29

DECISION MAKING

Votes and majority. Each Board of Founders member shall have one vote. Decisions are taken by a simple majority of all votes expressed.

Decisions by circular letter. Decisions may also validly be taken by written resolution, including by email.

Report. After the meeting, a report will be prepared in accordance with the agenda items.

VII. THE HONORARY BOARD OF TRUST

Article 30

PRINCIPLES

Role and powers. The Honorary Board of Trust is the advisory body of the Institute. It has the right and the duty to propose activities related to partnerships of the Institute with various institutions and organizations to the Board of Directors.

Pro-bono. The Honorary Board of Trust members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Vaud. For activities that exceed the usual scope of the function, each Honorary Board of Trust member may receive appropriate compensation.

Article 31

APPOINTMENT OF THE BOARD

The Honorary Board of Trust members are appointed by the Board of Directors. There is no specification as to when the Honorary Board of Trust Members shall be appointed. The Board of Directors informs the Secretary-General of the selection of a member of the Honorary Board of Trust. The Secretary-General is obliged to inform the members within 30 working days about the selection of a new member of the Honorary Board of Trust.

Article 32

COMPOSITION

The Honorary Board of Trust may have as many members as deemed appropriate by the Board of Directors with the aim of improving the work of the Institute.

The Board of Founders knows no hierarchy among its members.

Article 33

TERM

The Honorary Board of Trust members are appointed for a five-year term, renewable twice.

Article 34

REMOVAL AND RESIGNATION

Removal. The Honorary Board of Trust members may be removed by the Board of Directors for just cause, in particular if the Honorary Board of Trust member has violated his/her obligations towards the Institute or if the Honorary Board of Trust member is not in a position to exercise his/her functions correctly.

Resignation. The Honorary Board of Trust members may resign at any time by submitting a written declaration to the Secretary-General, specifying when the resignation shall take effect.

Vacancy during the term of office. In the event of dismissal or resignation during the term of office, no replacement shall be appointed.

Article 35

BOARD MEETINGS

Meetings. The Honorary Board of Trust shall meet as often as required, but at least once per year in the first quarter of the calendar year.

Process. The Honorary Board of Trust members may validly participate in a meeting by video or telephone conference or any other form of communications equipment.

Convocation. The Secretary-General shall convene Honorary Board of Trust meetings at least fifteen days in advance. The Secretary-General may convene the Board with three days' advance notice, where justified by urgent circumstances.

VIII. COMMITTEES

Article 36

PRINCIPLES

Role and powers. The Committees are the working groups of the Institute. They have the right and the duty to regularly publish articles related to their area of involvement, hold lectures related to their area of involvement and propose activities related their area of involvement. They work in accordance with a five-year work program.

Pro-bono. The Committee members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Vaud. For activities that exceed the usual scope of the function, each Committee member may receive appropriate compensation.

Article 37

APPOINTMENT OF THE COMMITTEE MEMBERS

The Committee members are nominated by members of the Board of Directors. They are confirmed by the General Assembly.

Article 38

COMPOSITION

Each Committee shall be composed of nine members.

The Committee designates amongst its members: a Chair, and any other members if deemed appropriate.

Article 39

TERM

The Committee members are appointed for a five-year term, renewable twice.

Article 40

REMOVAL AND RESIGNATION

Removal. The Committee members may be removed by the Board of Directors or the Chair of the Committee for just cause, in particular if the Committee member has violated his/her obligations towards the Institute or if the Committee member is not in a position to exercise his/her functions correctly.

Resignation. The Committee members may resign at any time by submitting a written declaration to the Board of Directors, specifying when the resignation shall take effect.

Vacancy during the term of office. In the event of dismissal, resignation or sudden death during the term of office, the Secretary-General may appoint a replacement member until the next ordinary meeting of the General Assembly where a new member is elected.

Article 41

COMMITTEE MEETINGS

Meetings. Each Committee shall meet as often as required, but at least once per year.

Process. The Committee members may validly participate in a meeting by video or telephone conference or any other form of communications equipment.

Convocation. The Chair of the Committee shall convene Committee meetings at least fifteen days in advance. The Chair may convene the Committee with three days' advance notice, where justified by urgent circumstances. The Chair shall invite the Secretary-General to a meeting of the Board.

IX. SECRETARIAT

Article 42

PRINCIPLES

Role and powers. It is the operative body of the Institute. The Secretariat handles day-to-day affairs of the Institute. It has the right and the duty to coordinate the activities of the Board of Directors, Board of Founders, Honorary Board of Trust, Committees and active members. It is responsible for gathering and preparing background information needed for the work of the Institute, carrying out the decisions made by the different bodies of the Institute, assisting the Secretary-General in carrying out his obligations and tasks, providing aid with organizing conferences, seminars, lectures and other external and internal activities of the Institute, keeping the public informed about the work of the Institute, carrying out the communication regarding the certification, carrying out the communication regarding the Institute's projects.

Pro-bono. The Secretariat members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not

exceed those paid for official commissions of the Canton of Vaud. For activities that exceed the usual scope of the function, each Committee member may receive appropriate compensation.

Article 43

APPOINTMENT OF THE COMMITTEE MEMBERS

The Secretariat members are appointed by the Secretary-General.

Article 44

COMPOSITION

The Secretariat shall be composed of at least one and most five members, according to the needs of the Institute and its projects.

Article 45

TERM

The Committee members are appointed for a five-year term, renewable twice.

Article 46

REMOVAL AND RESIGNATION

Removal. The Secretariat members may be removed by the Secretary-General for just cause, in particular if the Secretariat member has violated his/her obligations towards the Institute or if the Secretariat member is not in a position to exercise his/her functions correctly.

Resignation. The Secretariat members may resign at any time by submitting a written declaration to the Secretary-General, specifying when the resignation shall take effect. The Secretary-General is obliged to inform the Board of Directors about any changes within the Secretariat.

Vacancy during the term of office. In the event of dismissal or resignation during the term of office, the Secretary-General may appoint a replacement. This replacement is only official when confirmed by the Board of Directors.

X. MISCELLANEOUS AND FINAL PROVISIONS

Article 47

EXTERNAL AUDITORY

The Institute, which is not subject to the obligation to appoint an External Auditor, may nevertheless decide to appoint one (or more) External Auditor(s), who would prepare a report to the General Assembly's attention.

Article 48

BOOKKEEPING

Accounts. The Board of Directors must prepare accounts for each financial year as required by the applicable laws.

Fiscal year. The fiscal year begins on March 30th and ends on March 29th of each year.

Article 49

LIABILITY

The Institute is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its Members.

Article 50

DISSOLUTION

The Institute may only be dissolved by a two-third (2/3) majority vote of all Members.

In such a case, the Board shall proceed with the liquidation of the Institute.

The assets of the Institute shall first serve to pay its creditors.

Remaining assets will be entirely assigned to a non-profit entity, which pursues similar public interest purposes and which is tax exempted.

In no event may the assets of the Institute be returned to its founding members or Members, nor should they use some or all of the assets for their own benefit in any way.