

DEED OF FOUNDATION

European Industrial Insulation Foundation

registered in Gland,
Switzerland



DEED OF FOUNDATION

of the European Industrial Insulation Foundation

I. NAME, HEADQUARTERS, DURATION AND PURPOSE

Article 1 Name, Headquarters and Duration

Under the name of “**European Industrial Insulation Foundation**”, an independent foundation in the sense of Article 80 ff. of the ZGB [Swiss Civil Code] exists with headquarters in Gland.

The headquarters of the Foundation can be moved to another location in Switzerland through a resolution by the Foundation Board and with the agreement of the regulating authority.

The duration of the Foundation is unlimited.

Article 2 Purpose of the Foundation

The Foundation engages itself, exclusively and irrevocably, on a non-profit basis for the deployment of sustainable insulation systems in industrial plants and in the industrial environment with the aim of saving energy, reducing CO₂ emissions and realizing the best possible noise and fire control systems.

The primary task of the Foundation is to publicize the potential of sustainable insulation solutions with policy makers from the economic and political field and, through consultation as well as education and further training, to initiate the implementation of concrete projects. Here, energy-saving potentials as well as health aspects and work safety should be considered.

This should be achieved through the following activities:

- Carrying out and promotion of workshops, training, further training and education programmes as well as research projects
- Coordination of activities that publicize and wish to promote insulation technology as an effective means of increasing energy efficiency and the reduction of CO₂ emissions: communication, discussions, research, development, implementation
- Organization of lectures and presentations as well as seminars, forums and debates

- Evaluation and, if necessary, examination of insulation systems and insulation materials with regard to their effectiveness in increasing energy efficiency and the reduction of CO₂ emissions taking into account health and environmental aspects
- Publication of its own international scientific publications and other practical publications for everyday use as well as articles for suitable third-party publications
- Commissioning of scientific institutes and/or experts with tasks in the sense of the Foundation's purpose
- Creation of a think tank for economy and policy
- Cooperation with other national and international associations with similar objectives
- Promotion of the young generation through organizational participation in international educational competitions and the allocation of scientific projects to junior scientists
- Promotion of nature conservation and environmental protection

The Foundation is an independent and non-profit initiative. It follows direct, unlimited and continuous non-profit purposes and devotes capital and profit irrevocably to these purposes. It has no pecuniary reward and does not aim for profit. A reversion of the Foundation's assets to its Founder is excluded.

The Founder holds the exclusive right to change the purpose of the Foundation, based on Article 86a ZGB [Swiss Civil Code] and in observance of the legal requirements.

II. THE FOUNDATION'S CAPITAL, FUNDING AND ALLOCATION OF RESOURCES, FINANCIAL ACCOUNTS

Article 3 The Foundation's Capital

The Founders bestow a starting capital of CHF 50 000 in cash to the Foundation for the purpose named in Article 2.

The Foundation's capital can be augmented through further contributions by the Founders as well as through returns achieved by the Foundation's assets. The Foundation Board exerts its efforts towards increasing the Foundation's assets through public or private contributions.

The total capital, in other words all components of the assets, can be freely used in order to fulfil the purpose of the Foundation.

Article 4 Funding and Allocation of Resources

Funds for fulfilling the purpose of the Foundation stem from the income received through the Foundation's capital, sponsor's dues, voluntary donations, contributions, endowments, loans and credits and the opening-up of other financial sources, bequests and legacies from private or juristic persons.

In line with the purpose of the Foundation, the Foundation Board makes decisions regarding the investment and use of the Foundation's capital as well as its income. The Foundation's assets and its returns can be used in order to attain the purpose of the Foundation.

The Foundation's assets will be managed according to recognized business principles and recognized investment principles. Risk should be divided. Here, the assets should not be endangered through speculative transactions; however it does not have to be invested in gilt-edged securities.

Article 5 Financial Accounts

The financial accounts are presented to the Foundation Board, regulating authority and other eligible third parties annually with a balance of accounts and income statement. The Foundation's organs that are responsible in this respect render an annual account for the attention of the regulating authority in charge regarding the Foundation's activities and finances.

The Foundation Board determines the beginning and end of the accounting year.

III. ORGANIZATION OF THE FOUNDATION

Article 6 Organs

The organs of the Foundation are

- a) the Foundation Board
- b) the Advisory Board
- c) the auditing agency, in as far as the supervisory authority has not issued a decree providing exemption from the auditing obligation.

A) FOUNDATION BOARD

Article 7 Composition and Constitution

The Foundation Board is made up of one or more natural persons or representatives of juristic persons that are active in a non-profit function. The term of office of the Foundation Board is three years. The Members of the Foundation can be re-elected at any time.

The right to a prior resignation or of recall is reserved. New members step in to the term of office of those they are replacing.

The Foundation Board forms itself and supplements itself, inasmuch as only persons who are linked to the purpose of the Foundation through their attitude and their previous engagement come into consideration for this office.

Article 8 Duties of the Foundation Board

The overall management of the Foundation lies with the Foundation Board. It has all powers that are not expressly given to another organ in these statutes (Deed of Foundation and Regulations of the Foundation).

The Foundation Board has the following indefeasible duties:

- Election and recall of the Foundation Board and the auditing agency
- Regulation of signatory and representation rights for the Foundation
- Hiring and dismissal of a contingent management
- Decree, change and revocation of organisational regulations, Rules of Procedure and rules or resolutions for the remaining basic parameters for the activity of the Foundation
- Management of the Foundation's account books according to the provisions of the Swiss Code of Obligations regarding business accounting
- Approval of the budget and annual report
- Approval of the audit report
- Acceptance of the annual accounts and formal approval to the management
- Reporting to the local regulating authority regarding the activities of the Foundation as a whole
- Dissolution of the Foundation and transfer of the complete capital to another institution that follows the same goals
- Arbitration in all pertinent issues that have not been transferred to the management or other bodies through the Rules of Procedure.

Article 9 Quorum and Adoption of a Resolution

The Foundation Board is competent when the absolute majority of the Members are present. Each Member of the Board has one vote.

Resolutions are made with the majority of the valid votes given, in so far as a qualified majority is not foreseen in the Deed of Foundation or in the Regulations. In case of a voting tie, the President or in case of hindrance, the Vice-President has the casting vote.

Article 10 Delegation, Committee

Under reservation of its non-transferable and indefeasible duties, the Foundation Board is furthermore authorized to transfer the management or individual branches thereof and the representation of the company to one or more persons, Members of the Board (delegated) or third parties (Directors, Managers). It determines the necessary details for this in one or more Regulations. These can be modified by the Foundation Board at any time within the scope of the Foundation's purpose. Modifications require the approval of the regulating authority.

Article 11 Regulations

The Foundation Board can enact one or more sets of Regulations in the context of the Deed of Foundation that are to be presented to the regulating authority for approval, about the Foundation's organization, the investment of the Foundation's capital and its use, or as the case may be, the carrying out of the purpose of the Foundation.

As long as the Foundation Board has not enacted any Regulations, it makes decisions about the use of the Foundation's resources according to its best judgement.

Article 12 Compensation

The Foundation Board is principally active on a voluntary basis. Expenses will be paid according to outlay.

Article 13 Recall

The recall of a Member of the Foundation Board for significant reasons is possible at any time. A significant reason is given in particular when the Member in question infringes the obligations incumbent on him or is no longer able to carry out his office properly.

B) ADVISORY BOARD

Article 14 Election

The Foundation Board can implement an advisory board as an advisory committee. The Members of the Advisory Board are elected by the Foundation Board. It determines the number of Members of the Advisory Board and decides on its competences according to the scope of the following dispositions.

The Advisory Board constitutes itself and gives itself rules and regulations. The term of office of the Advisory Board is three years. Re-election is permitted.

Members of the Advisory Board may not belong to the Foundation Board.

Article 15 Duties

It is the duty of the Advisory Board to support the Foundation Board in the management of the Foundation. It serves the Foundation Board as a consultative organ. It has the duty of submitting recommendations and proposals in all departments and matters of importance in concordance with the purpose of the Foundation and to support the Foundation Board as well as to carry out requests assigned to it.

In case of necessity, the Advisory Board will be invited by the President of the Foundation Board to the meeting of the Foundation Board. Members of the Advisory Board that have been invited have, however, no voting right.

C) AUDITING AGENCY

Article 16 Election and Term of Office

The Foundation Board elects an independent, external auditing agency for a term of office of one year respectively according to the stipulation of legal provisions. It should be a recognized Swiss trust company.

Article 17 Duties

The auditing agency is to check the accounting of the Foundation annually and to submit a detailed audit report with its findings upon request. It is moreover to monitor the observance of the provisions of the Deed and the purpose of the Foundation.

The auditing agency is to inform the Foundation Board of shortcomings perceived during the conducting of its assignment. If these shortcomings are not remedied within an expedient time, the auditing agency is to resort to the regulating authority if necessary.

Article 18 General Stipulation in Case of Exemption from the Auditing Obligation

The regulating authority can exempt the Foundation from the auditing obligation (Art. 83b Para. 2 ZGB [Swiss Civil Code]) inasmuch as the legal requirements hereto are fulfilled and the regulating authority has received the relevant decree.

An exemption can be made if the balance sheet total is less than CHF 200 000 during two financial years following upon each other and the Foundation does not publicly call for donations or other contributions and the auditing is not necessary for a reliable assessment of net assets and results of operations.

In case of an exemption from the auditing obligation all the article provisions concerning the auditing agency are not applicable.

D) LIABILITY AND RESPONSIBILITY OF THE FOUNDATION ORGANS

Article 19 Liability

The Foundation is only liable for its commitments with its own capital.
Any liability of the Founder or the Members of the Foundation Board is excluded.

Article 20 Responsibility

All persons engaged with the administration, management or auditing of the Foundation are responsible for the damages that they cause through infractions of duty whether they be caused deliberately or through negligence.

If more than one person is liable for damages for an infraction, then each of these is jointly liable with the others as far as the infraction is attributable personally due to their own fault and the situation.

IV. NEW CORPORATE BENEFACTORS OF THE FOUNDATION, PATRONS AND SPONSORS

Article 21 New Corporate Benefactors of the Foundation

New corporate benefactors of the Foundation can join the Foundation through a majority agreement of the Foundation Board. The appropriate modalities are to be ruled in regulations.

Unanimous agreement of the Founders and the Foundation Board is necessary for the admission of new corporate benefactors.

Article 22 Patrons and sponsors

Patrons and sponsors can be natural or juristic persons that identify with the purpose of the Foundation and wish to help it with contributions. Patrons pay a once-only contribution; sponsors pay an annual contribution. The amount of the contribution is determined by the Foundation Board.

V. LEGAL STATUS / REGULATING AUTHORITY

Article 23 Commercial Register

The Foundation is to be entered in the Commercial Register.

Article 24 Regulating Authority

The Foundation is under the control of the competent regulating authority under the law in force.

VI. MODIFICATION OF THE DEED OF FOUNDATION

Article 25 Modification by the Foundation Board

The Foundation Board has the right, through unanimous decision, to apply for modifications to the Deed of Foundation at the competent regulating authority in the sense of Art. 85/86 ZGB [Swiss Civil Code].

Article 26 Modification by the Founder

Subsequent modifications of the purpose by the Founder remain reserved in as far as the non-profit purpose is kept.

VII. DISSOLUTION OF THE FOUNDATION

Article 27 Dissolution

An early dissolution of the Foundation can only take place for the reasons foreseen by the law (Art. 88 ZGB [Swiss Civil Code]) and only with the agreement of the regulating authority through a unanimous decision of the Foundation Board.

In case of dissolution the Foundation Board transfers the remaining assets to a Swiss non-profit tax-exempt institution with a preferably similar purpose. A reversion of the Foundation's assets to the Founder or its legal successor is excluded.

The liquidation of the Foundation takes place through the last Foundation Board in office that remains in office until the liquidation has been carried out.

Gland, September 2017

For the Foundation Board:

Dominique Frugier (President)

Michele Mannucci (Vice-President)