

World Scout Foundation

Deed

FOUNDATION DEED)*

NAME – OBJECT – REGISTERED OFFICE – CAPITAL

Article 1

Under the name of “World Scout Foundation” (“Fondation du Scoutisme Mondial”), a foundation governed by Articles 80 et seq. of the Swiss Civil Code and by this Deed is hereby formed.

The Foundation shall be entered in the Trade Register and placed under the supervision of the competent authority. Its duration shall be indefinite.

Article 2

The objects for which the Foundation is established are to develop the World Scout Movement by supplying to it inter alia the financial means necessary for its action.
The World Scout Foundation is organized exclusively for charitable and educational purposes. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as foreseen in other articles of this deed.

Article 3

The registered office of the Foundation is in Geneva.

Article 4

The Founders endow the Foundation with an initial capital of ten thousand Swiss Francs (SFr. 10,000).

They expressly reserve the right to increase at any time the endowment capital.

Furthermore, the Foundation may receive gifts and legacies from third persons.

)* Certified Deed of 14th February 1969 incorporating the changes adopted by the Board of the Foundation in its meetings of 18th April 1978, 27th May 1980, 12th June 1986, 11th September 1993 and 31st January 1996, 15th June 2005 and 21st September 2006.

Article 5

The Foundation shall maintain two funds, to wit:

- a) a fund (Fund A) which shall receive allocations of the Foundation's income, and from which the expenses of the Foundation shall be paid and distributions to the World Scout Bureau made, all in amounts as determined by the Board of the Foundation:
- b) a fund (Fund B) which shall constitute the invested principal assets of the Foundation, Gifts and legacies received by the Foundation will be placed in Fund B, unless otherwise directed by their terms. Allocations from Fund B will be made in accordance with the Statement of Investment Policies and Objectives (which is attached as Annex A and forms an integral part of this deed).

The organs of the Foundation are:

- c) The Board of the Foundation
- d) The Executive Committee
- e) The Sub Committees of the Board
- f) The Director

BOARD OF THE FOUNDATION

Article 6

The Foundation shall be administered by a Board.

The following shall be ex-officio Members of the Board:

- the Chairman of the World Scout Committee and one of its Vice Chairmen, to be appointed by the World Scout Committee
- the Secretary General of the World Organization of the Scout Movement
- the Director of the World Scout Foundation who shall serve without a vote.

The following shall be Life Members of the Board:

- the first appointed Chairman of the Board of the Foundation
- any person who has served as a Member of the Board of the Foundation prior to 1st January 1976, if he so desires.

Furthermore, the Board shall itself elect the other Members by co-option, for a period of three years, which may be renewed.

Article 7

The Board of the Foundation shall elect a Chairman, one or more Vice Chairmen, one of whom may be designated Chairman-elect, a Secretary and a Treasurer from among its Members. Their term of office shall be two years. All shall be eligible for re-election, except for the Chairman, who may not succeed himself.

The Board may also appoint an Honorary Chairman.

Article 8

The Board of the Foundation is the supreme authority of the Foundation. It has the power to determine all the matters of the Foundation, to determine each year the programme of activity and to prepare the annual budget.

The Board of the Foundation is alone authorized to determine the use of the funds allocated to the Foundation in accordance with the provisions of this Deed.

The Board of the Foundation shall enact Regulations necessary for the good functioning of the Foundation. These Regulations and any amendments thereto must be submitted to the Supervisory Authority.

The Board may delegate to the Executive Committee for the management of current business all or part of the powers granted to it under Article 8 et seq. of the Foundation Deed. The Executive Committee shall then be required to draw up a report on its activity to be submitted to the Board for approval.

Article 9

The Board of the Foundation represents the Foundation towards third parties; it appoints the persons authorized to bind the Foundation by their signatures and determines the method of signing.

The Board may confer the single signature upon one or more of its Members or even to third persons.

Such delegation of powers shall always be revocable.

Article 10

Members of the Board who are not present in person at a meeting of the Board may be represented by another Member - no Member holding more than two proxies - or may cast their votes by correspondence.

A quorum shall be one half of the Members of the Board, not counting Life Members, represented in person, by proxy, or by correspondence. Resolutions of the Board shall be taken by a simple majority of the votes cast.

The Board may also pass resolutions by correspondence. Such resolutions shall require the simple majority of all the Members of the Board.

Article 11

The Board shall meet as often as required by the business of the Foundation but at least once a year.

The Chairman shall convene the Board in writing thirty days before the meeting. Meetings of the Board may be assembled at the request of its Chairman, or of one fourth of its Members, or of the majority of the Members of the Executive Committee. The agenda and the list of proposals shall be sent to the Members of the Board at the same time as the notice.

A record of the Board's resolutions shall also be kept, and this record shall be signed by the Chairman and Secretary or any other person nominated by the Board.

EXECUTIVE COMMITTEE

Article 12

There shall be an Executive Committee whose general duty shall be to ensure the proper functioning of the Foundation between the meetings of the Board.

The Executive Committee shall be composed of the following Members, ex-officio:

- The Chairman of the Board
- The immediate past Chairman of the Board
- The Chairman Elect
- The Secretary of the Board
- The Treasurer of the Foundation
- The Chairman of the Investment Committee
- The Chairman of the World Scout Committee
- The Secretary General of the World Organization of the Scout Movement
- The Director of the World Scout Foundation but without a vote.

The Board of the Foundation may also appoint such other persons as it may deem appropriate to serve as members of the Executive Committee, provided that their number does not exceed five.

The Chairman of the Board shall serve as Chairman of the Executive Committee.

The Executive Committee may appoint a Director, who shall be entrusted to carry out the current business of the Foundation. The Director shall attend the meetings of the Executive Committee but without a vote.

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SUB-COMMITTEES

Article 13

a) Establishment of sub-committees

The Board may establish sub-committees and delegate any of its powers to them. The Board may also at any time dissolve any of those sub-committees or modify or revoke any delegation of powers to them.

b) Composition of sub-committees

1. Sub-committees established by the Board may comprise:

- i Board members; and
- ii other persons (whether members of the Baden-Powell World Fellowship or not) co-opted by the Board or a particular sub-committee to serve on the sub-committee in an advisory capacity.

2. The Chairman of the Board will be an ex-officio member of all sub-committees.

All members of sub-committees, including members co-opted by the particular sub-committee itself, are freely revocable by the Board at any time.

3. The Director of the Foundation may be present at Sub Committee meetings.

c) Supervision of sub-committees

1. Sub-committees established by the Board are accountable to the Board, and are subject to the general supervision and control of the Board.

2. The Board may make rules to regulate the proceedings and conduct of any sub-committees established by the Board, if those rules are not inconsistent with this Deed or with the Swiss Civil Code.

AUDITORS

Article 14

Each year the Board of the Foundation shall appoint from outside its membership one or more qualified international auditors to audit the accounts of the Foundation.

ANNUAL ACCOUNTS - REPORT - DISSOLUTION

Article 15

The Board of the Foundation shall determine the dates of the opening and closure of the financial year and inform the Supervisory Authority about its disposition in this matter.

Article 16

Each year the Board of the Foundation shall draw up a written management report, a copy of which, signed by the Chairman and, in the event of his appointment, the Director, - shall be submitted to the Supervisory Authority. The Board shall draw up a balance sheet and a profit and loss account at the end of each financial year.

Article 17

In the event of a merger or liquidation of the Foundation, the Board of the Foundation shall previously advise the Supervisory Authority in a written and substantiated report and obtain its consent.

The original destination of the assets shall be maintained as far as possible. The property of the Foundation may not be restituted to the founders.

Article 18

The Board of the Foundation may amend this Deed by a two-thirds majority of the votes cast.

Any changes or amendments shall be submitted to the Supervisory Authority.