

**A M E N D M E N T**  
pursuant to the resolution of  
12.05.2010

SWISS DEPARTMENT OF THE INTERIOR  
The Deputy General Secretary

[Signature]

**Kurt Stampfli**

## **BYE-LAWS OF THE FOUNDATION**

### **Article 1: Name and registered office**

A foundation with registered office in Zurich exists under the names

"Biovision – Stiftung für ökologische Entwicklung"  
"Biovision – Fondation pour un développement écologique"  
"Biovision – Foundation for ecological development"

within the meaning of Art. 80 et seq. of the Swiss Civil Code.

The Board of Trustees may move the registered office of the foundation at any time within the borders of Switzerland at its discretion with the approval of the supervisory body.

### **Article 2: Purpose**

The foundation aims to promote the preservation of a natural environment for the lives of existing and future generations. Domestic projects and projects in development areas of the Third World are supported which promote the sustained use of natural resources under social conditions and at the same time serve to preserve diversity of flora and fauna and promote and support ecological thinking and actions.

The foundation may found its own organisations within the scope of its activities or participate in existing organisations by making financial contributions or providing other assistance.

The foundation may cooperate with other organisations with similar goals domestically and internationally.

**Article 3: Foundation's assets**

The foundation's assets are composed of a capital contribution by the founder of CHF 50,000.00. The assets may be increased at any time by contributions of the founder or third parties.

**Article 4: Bodies of the foundation**

Bodies of the foundation are the Board of Trustees and the Audit Office.

**Article 5: Board of Trustees**

The founder appoints the following persons as the first members of the Board of Trustees:

- a) Hans Herren, born 30 November 1947, from Mühleberg BE, in Nairobi. Kenya
- b) Barbara Frei Haller, born 6 February 1964, from Au SG and Reinach AG, in Zerne
- c) Jürg Weber, born 24 June 1953, from Zurich, in Zurich
- d) Mathis Zimmermann, born 22 June 1954, from Zurich, in Zurich

The Board of Trustees shall be elected for a term of office of three years. Hans Herren shall belong to the Board of Trustees for life.

The Board of Trustees may expand itself from a minimum of five to a maximum of seven members at any time and designate the new members. It shall constitute itself and replenish itself in the event of vacancies or extensions through cooptation. Reelection is allowed.

The Board of Trustees may vote individual members out of office at any time with a two-thirds majority. The vote of the member to be deselected who is forced to stand down shall not be included in the quorum calculation.

#### **Article 6: Tasks and competences of the Board of Trustees**

The Board of Trustees shall manage the fund and represent it in a legally binding manner externally. It designates the persons with signing authority and determines the type of signing right. . The Board of Trustees shall decide at its discretion within the scope of the purpose of the foundation on the use of assets and all other issues affecting the foundation. The capital of the foundation may be partially utilised or exhausted.

The members of the Board of Trustees work on a voluntary basis. They are entitled to the reimbursement of out-of-pocket expenses and expenses. Appropriate compensation may be arranged for special services of individual members of the Board of Trustees.

The Board of Trustees may appoint a committee from its midst to deal with day-to-day business and assign corresponding powers to it.

The Board of Trustees may appoint a managing director, who does not have to be a member of the Board of Trustees.

The Board of Trustees shall meet at the invitation of the president as often as business requires it, but at least once a year.

The Board of Trustees may issue regulatory provisions with respect to all provision of the bye-laws.. It also has the authority to make amendments.

#### **Article 7: Audit office and accounting**

The Board of Trustees shall elect an audit office for a term of one year. It shall audit the annual financial statements and the financial state of the foundation taking into account the provisions of the foundation instrument and issue a report to the Board of Trustees thereon.

The financial statements shall be concluded annually on 31 December of each year and submitted to the supervisory body with a report after being approved by the Board of Trustees.

**Article 8: Amendment of the foundation instrument**

The Board of Trustees may instruct the supervisory body to amend the foundation instrument at any time.

**Article 9: Dissolution and liquidation**

The foundation shall be dissolved by resolution of the supervisory body. The Board of Trustees may make a corresponding application to the supervisory body.

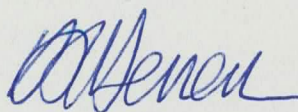
In the event of dissolution, the existing assets shall be used according to the purpose of the foundation. Any liquidation surplus shall be accrued to institutions with the same or a similar purpose. The return of the assets to the founder is excluded. The members of the Board of Trustees who are in office at the time of dissolution shall decide on the distribution of funds and carry out the liquidation. The resolution is subject to the approval of the supervisory body.

**Article 10: Commercial register and supervision**

The foundation shall be registered in the commercial register and shall be subject to legal supervision.

Zurich, 25 March 2010

The President:



Hans Herren

A member of the Board of Trustees:



Mathis Zimmermann