

Ref: LGK/az/29349 (1000)

CONSTITUTIONAL ACT FOR THE CREATION OF

“THE SWISS FOUNDATION FOR MINE ACTION (FSD)”
“FONDATION SUISSE DE DEMINAGE (FSD)”
“SCHWEIZERISCH FÜR MINERAUMUNG (FSD)”

Made on the seventeenth day of December in the year two thousand and two.
(17/12/2002)
at Geneva.

Maitre Liesel GLASER KELLER, notary in Geneva, (The Undersigned),

in the presence of Mister Henri Leu, lawyer (originally of Huttwil (BE)),
resident of Geneva, rue de la Boulangerie 4,

has been requested to draw up an authentic act of the statutes of the
Foundation which he proposes to create under the conformity of Art. 80 of the Swiss
Civil Law, in respect to which the notary has agreed:

STATUTES

I. Denomination, Headquarters, Objectives, Lifespan and Assets of the Foundation.

Article 1: Denomination – Headquarters

Under the denomination “Swiss Foundation for Mine-Action (FSD)”
(“Fondation Suisse de Déminage, FSD”, Schweizerische Stiftung für
Minenräumung, FSD), named hereafter “FSD”; a foundation under private
law, is hereby constituted and governed under the present statutes and
article 80 of the Swiss Civil Law.

The headquarters of the Foundation is in Geneva, where it is listed in the
commercial register.

The lifespan of the Foundation is unspecified.

Article 2: Objectives

The main objective of the Foundation is to promote mine action. In
General, the entirety of its activities aim to alleviate and diminish the

social, economic and environmental impacts of landmine and unexploded ammunition and ordnance contamination worldwide.

With this objective, FSD intends to be active particularly within the following specific spheres of operation:

- ▷ The prevention of threats related to landmines and other Unexploded Ordnance (UXO) as well as the heightening of mine and UXO awareness and safety training, in order to reduce the risks in suspected or declared zones of danger.
- ▷ The training of de-miners and supervisors of de-mining operations (to UNMAS standards).
- ▷ Humanitarian de-mining (general mine assessment and -surveys; liaison with mine threatened communities; the marking suspected dangerous areas; the identification and delimitation of mine-fields; the clearance and neutralization of mines and UXO).
- ▷ Cooperation in victim assistance programs, including the rehabilitation of mine casualties and their re-integration into their socio-economic environment.
- ▷ The destruction of stockpiles of mines and other arms and munitions.
- ▷ Advocacy against the use of mines and other munitions of similar effect and impact; general contribution to the universal campaign against landmines.
- ▷ The general de-pollution or decontamination of any other polluted site if required to fulfil humanitarian aims.

In order to achieve its statutory goals, the foundation may take a share in or set up, manage and control any entity pursuing similar objectives in the action against mines, the destruction of stockpiles of weapons and the decontamination of sites, or offering services in this field, and any net profits thereof shall be used exclusively to pursue the statutory goals of the foundation on the basis of agreements binding the two entities together. ()*

The foundation may acquire real property as necessary for the pursuit of its activities, the installation of its headquarters and the storage of equipment. ()*

The Foundation is a 'Non Profit' organization with no commercial links. It is apolitical and independent of any ideology, religion or nationality.

Article 3: Financial Assets of the Foundation

The founders have provided the Foundation with an initial capital of 50'000 Swiss Francs (fifty thousand Swiss Francs) in cash.

Moreover, the Foundation takes over all activities, assets and liabilities, rights and obligations of the Swiss Federation for Mine-Action, at present in liquidation.

The capital can be increased any time by further allocations from the founders or any other individuals or legal or corporate entities. In particular, the Foundation can receive donations, legacies, grants and other gifts.

The resources of the Foundation include, among others, the revenues of its assets in exclusivity as well as the income which can be created by its activities.

Article 4: Use and investment of resources

The resources of the Foundation are entirely for the exclusive use for the implementation of its mission and objectives, in conformity with the present statutes.

In particular, in case of sale of any of the Foundation's assets or their transformation, the investment and the generated benefits are entirely attributed to the Foundation and the pursuit of its objectives and mission.

II. Organizational structure of the Foundation

Article 5: Organs of the Foundation

The governing bodies of the Foundation are:

The council of the Foundation

The auditor

The Foundation is entitled to create its executive council and to elect an honorary council and a consultation committee tasked with the provision of opinion and advice for the Council of the Foundation or the Directorate.

A: Council of the Foundation

Article 6: Composition of the Council of the Foundation

The management of the Foundation is accountable to a Council composed of at least five individuals or legal or corporate entities that participate, in principle, on volunteer basis.

The Council can, however, decide to allocate remuneration to its members or persons who are delegated with specific tasks, relative to their professional competence.

At least one of the members of the Council is a Swiss national and residing in Switzerland.

Article 7: Constitution, expansion and mandate renewal of the Foundation Council

The first Council is called upon by its founding members. Thereafter, the Council constitutes and expands itself by co-option.

Article 8: Duration of the administrative period

The members of the Council are elected for a three-years term. They can stand for re-election.

For each new administrative period, its old members nominate the Council of the Foundation by internal vote. Should any members choose to resign from the Council during an administrative period, new members can be elected for the remaining part of the administrative period. Election of new members is compulsory if the total number of members (due to resignation or incapacity) falls below that determined in Article 6 of the present statutes.

The impeachment of a Council Member is possible, at all times, in the cases of violation of his/her obligations vis a vis the Foundation or if his/her incapability to correctly exercise their functions is given.

The impeachment of a Council Member requires a majority Council decision of two-thirds of the vote.

Article 9: Organization

The Council of the Foundation designates its President, its Secretary and its Treasurer.

The Council of the Foundation should meet at least two times per year, upon convocation by the President.

Supplementary meetings may be called, at any time, on the demand of at least two members of the Council.

Article 10: Competences

The Council of the Foundation is the supreme body of the Foundation and exercises all functions, which are not expressly delegated to another body under the current statutes and rules of the Foundation.

The Council determines the overall direction of the Foundation and designates those with power of attorney and spokespersons, it nominates new Council Members and the Auditor and establishes at the end of each

fiscal year, a balance sheet of official accounts including a schedule of assets and liabilities.

The Council of the Foundation can initiate rules relating to the modalities of the organization and its management. These rules can be modified, at any time, by the Council of The Foundation within the limits of defined objectives as noted in the current statutes. The Federal Surveillance Authority must approve any change in the regulations.

The Council of the Foundation is authorized to delegate certain of its responsibilities to an individual Member, several Members or a third party.

Article 11: Decision-making

The Council of the Foundation can make binding decisions when a majority of Members are present. All decisions are carried by simple majority vote. In the case of an equally split vote, the President of the Council has the casting vote.

Votes can be made, in absentia, by post if no specific objections are raised by Council Members.

Invitations to Council Meetings should generally be sent to Members thirty days before the date of the meeting in question.

The content and decisions of the Council Meetings is to be recorded in official minutes.

Article 12: Responsibilities of the organs of the Foundation

All personnel responsible for administrative, accountancy, financial review within the Foundation are personally liable for damages or harm caused to the Foundation, whether due to unintentional faults or professional negligence.

If several persons are required to compensate for damages, each individual is under collective responsibility for the damage; to an extent relative to his/her implication and personal level of responsibility in the affair.

B: Financial Review organ

Article 13: Appointment

The Council of the Foundation appoints an independent financial auditor, a nationally or internationally recognized firm of accountants, chosen from outside of the Council Members.

Article 14: Competence

The Financial Auditor is tasked with the verification of the annual accounts of the Foundation.

Towards this end, on the initiative of the Council of the Foundation an annual written report is commissioned giving an official and verified financial balance sheet of financial activities and accounts along an explanation of the financial controls and audit methods implemented.

Also, the Financial Review Body must respect the statutes of the Foundation (Constitutional Acts and regulations) and the overall objectives of the Foundation.

Article 15: Fiscal Year

The fiscal year is based on the Calendar year; taken as commencing on the 1st January and terminating on the 31st December.

III. Federal Surveillance Authority. Modifications to the Constitutional Act for the creation of the Foundation or its Dissolution.

Article 16: Surveillance Authority

The Foundation is placed under the surveillance of the Swiss Confederation. The Surveillance Authority is vested in the Ministry of the Interior.

Article 17: Modification to the Act of the Constitutional Act for the Creation of the Foundation.

The Council of the Foundation can propose, to the Federal Surveillance Authority, modifications to the Constitutional Act of Foundation decided on a majority vote of two-thirds of the Council Members, in conformity with Articles 85 and 86 of the Swiss Civil Code. All modifications to the Statutes require the authorization of the Federal Surveillance Authority.

The Foundation can be dissolved for reasons foreseen under the law (Article 88 of the Swiss Civil Code).

In the case of dissolution, the assets of the Foundation will be transferred to one or several organizations or institutions with similar objectives.

In no event can the assets of the Foundation be returned to the Founders, nor utilized, in part or in whole, or in any manner for their profit or that of donors; but will be distributed in a fashion in conformity with the regulations listed above.

No action, in particular any act of dissolution, can be made without the express authorization of the Federal Surveillance Authority which will

judge the situation on the basis of a report originating from the Council of the Foundation.

Any modification to the present Statutes, after being submitted to the founders, will be the object of a request (to) the Federal Surveillance Authority. Articles 85 and 86 of the Swiss Civil Code are applicable.

Therefore, this Act is

made and Enacted in Geneva in the Offices of Keller & Glaser, 4 Cours de Rive, 1211 Geneva 3, Switzerland;

And after being read, the individuals present sign with the notary this legal act.

() : Amendments adopted by the Council of the Foundation at its meeting of 7 February 2007 with a view to the approval thereof by the Federal Supervisory Authority of Foundations.*

Signatures below.

Note:

This is a translation of the original French document. The French version is taken to be legally binding under Swiss Law.