

ARTICLES OF ASSOCIATION

OF

INITIATIVES OF CHANGE – INTERNATIONAL

**an Association affiliating Moral Re-Armament
and Initiatives of Change societies worldwide**

Caux, Switzerland

PREAMBLE

Fundamental Principles and History of the Movement

Initiatives of Change is a world-wide network of people of diverse races, nations, creeds and backgrounds, who are committed to transformation in society based on change in individuals, starting with themselves.

It proposes standards of absolute honesty, purity, unselfishness and love as guidelines to private and public conduct.

It affirms that there is a divine purpose for the world and each person in it.

It encourages people to seek this purpose through listening to their inner voice and to their conscience and through making what they know of God and eternal moral values central in their lives.

These ideas when lived out spread from person to person. They have given rise to the international movement which since 1946 has held world conferences in Caux, Switzerland, and generates initiatives on every continent to address such fundamental challenges as:

- Bringing reconciliation and healing where there is conflict;
- Tackling the root causes of corruption, poverty and social exclusion;
- Strengthening the moral and spiritual foundations of democracy.

Initiatives of Change is based on the work built up by Frank Buchman (1878 - 1961), a Lutheran minister from Pennsylvania, USA. It has been known since 1938 as Moral Re-Armament (MRA). In 1932 in Geneva, Buchman defined the essence of his thinking:

"The international problems of today are, at bottom, personal problems of selfishness and fear. Lives must be changed if problems are to be solved. Peace in the world can only spring from peace in the hearts of people. A dynamic experience of God's free Spirit is the answer to regional antagonism, economic depression, racial conflict and international strife."

Later, he expressed the role of MRA as bringing "the full dimension of change: economic change; social change; national change; international change; all based on personal change" (1949). Such a work, he believed, offered a "good road...upon which all can unite...." Christian, Jew, Hindu, Muslim, Buddhist and Confucianist – "all find they can change, where needed, and travel along this good road together" (1948), implicitly referring to all major faith traditions.

The Members of Initiatives of Change – International affirm their adherence to the above and establish the following principles:

- Initiatives of Change – International does not discriminate on the basis of nationality, race, gender, religious belief or political opinion;

- The Initiatives of Change Movement is independent of any and all political or economic authorities, entities or organisations. The Members of Initiatives of Change – International will maintain their autonomy, subject to the laws of their respective countries, and act in accordance with the Fundamental Principles of the Movement;
- Initiatives of Change is a voluntary movement not prompted in any manner by desire for gain;
- There can be only one Member of Initiatives of Change – International in any one country. Members shall be National Societies. Where these do not exist for any reason, other entities or individuals may become "Associates"; and
- The Initiatives of Change Movement, represented by the International Council and Initiatives of Change – International, and including individuals and entities connected to Initiatives of Change activities, is world-wide. All Members of the Association have equal status and share equal responsibilities and duties in helping each other.

1. Interpretation

1.1 In these Articles of Association:

“Articles” means these Articles of Association;

"Associate" means an Initiatives of Change National Society that is not a Member of the Association. It also means an individual or entity from a country in which a National Society either does not exist or has not been admitted to the Association as Member. An Associate is not a Member of the Association but is permitted to take part in meetings of the General Assembly without voting rights;

"Association" means Initiatives of Change – International;

"Chairman" means the presiding officer of any meeting of the Association;

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"Consultants and Advisors" means the International Council of the Initiatives of Change Movement and other advisors who advise and collaborate closely with the Association on general policy decisions or on specific tasks related to the Association as a component of the Initiatives of Change Movement;

"Director" means any member of the Executive Committee;

"Executive Committee" or **"EC"** means the Board of Directors of the Association;

"Executive Vice President" means that person appointed under clause 20 of these Articles of Association to be the agent of the Association for such purposes and on such conditions as determined by the Executive Committee;

"Founding Member" means individuals who are the founders of the Association;

"General Assembly" means the Association's governing body consisting of representatives of the National Societies which are Members of the Association as set out in these Articles;

"Guidelines" means the International Council Guidelines for the Creation of MRA Legal Bodies dated July 1999, as amended;

"International Council" means the Initiatives of Change International Council. It consists of persons selected by the Global Consultation of the Initiatives of Change Movement. Each of these Consultations consists of representatives of the Movement worldwide, chosen by consensus. The Consultations express the authentic voice of the Movement;

"Member" means an affiliated Initiatives of Change National Society admitted to membership of the Association;

"Membership" means Members and Associates;

"Moral Re-Armament" is as defined in the Preamble;

"Movement" means the Initiatives of Change Movement, consisting of individuals, initiatives and entities committed to the fundamental principles of Initiatives of Change and connected to its activities;

"MRA" means Moral Re-Armament;

"National Society" means a legal entity affiliated with the Initiatives of Change Movement;

"President" means the President of the Association and member of its Executive Committee.

- 1.2 Words importing the singular shall include the plural and vice versa, words importing the masculine shall include the feminine and words importing persons shall include corporations and legal entities.
- 1.3 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

2. Name, Registration, Seat

- 2.1 The name of the Association shall be “Initiatives of Change – International”.
- 2.2 Initiatives of Change – International is an association governed by Articles 60 et seq. of the Civil Code of Switzerland.
- 2.3 The Association’s seat and registered office shall be at Mountain House, rue du Panorama, 1824 Caux, Switzerland. The Association reserves the right to change its seat and/or registered office and establish same in another Canton, in order to apply for and obtain tax exempt status there as a Swiss non-profit charitable organisation.

3. Purpose

- 3.1 The purpose of the Association shall be to make available to Members an organisation which will:
 - 3.1.1 Promote the principles and purposes of the Initiatives of Change Movement, as described in the Preamble.
 - 3.1.2 Represent the universality and multi-faith character of the Movement and safeguard its standards, values and basic ideas;
 - 3.1.3 Define and regulate the ownership and international use of the name "Initiatives of Change" and the acronym "MRA" and the name "Moral Re-Armament" as trade names, corporate names, logos, emblems or otherwise as any form of intellectual property;
 - 3.1.4 Provide a common point of reference for National Societies to establish agreed standards and guidelines;
 - 3.1.5 Define and regulate the admission of new Members and Associates into the Association, with special attention paid to creating a legal framework within which the work of Initiatives of Change may be undertaken by Associates in countries where no National Society exists; and
 - 3.1.6 Facilitate the global operations of the Movement and its relationships with international institutions and organizations.

4. Achievement of the Purpose

The Association aims to achieve the purpose defined in Article 3.1 of these Articles by:

- (a) Affirming the universality and interfaith character of Initiatives of Change today, without prejudice to any articles of association of any existing National Society or Associate;

- (b) Establishing clear standards for Members and Associates;
- (c) Acting as the permanent body of liaison, coordination and study between Members and Associates and giving them assistance where appropriate;
- (d) Encouraging and promoting in every country the establishment and development of an independent and duly recognized Member;
- (e) Registering and protecting internationally the name and trademarks of "Initiatives of Change", "Moral Re-Armament" (or translations of these) and/or the acronym "MRA" and any future names and trademarks which the Association might wish to use;
- (f) Granting and revoking licences to Members and Associates to use the name and trademarks of "Initiatives of Change", "Moral Re-Armament" (or translations of these) and/or the acronym "MRA";
- (g) Strengthening the Movement's relationships with international institutions, especially the United Nations;
- (h) Enhancing the Association's standing by causing the Association to be granted the status of an international non-governmental organisation (NGO) and/or consultative status with the Economic and Social Council of the United Nations;
- (i) Managing funds that may be given, bequeathed or entrusted to the Association; and
- (j) Carrying out such other activities as the Association may legally pursue in support of its purpose.

5. Membership

5.1 The membership of the Association shall consist of any National Society listed as a Member in the Register of the Association and any other individual, entity or National Society which may be admitted as an Associate of the Association and listed as such in the Register of the Association.

5.2 The Founding Members of the Association and recorded as founders in the Register of the Association are:

- Rajmohan Gandhi, India;
- Ailsa Hamilton, UK ;
- James Hore-Ruthven, UK;
- Pieter Horn, South Africa;
- Philippe Lasserre, France;
- Ashwin Patel, Kenya;
- Richard Ruffin, USA;

- Cornelio Sommaruga, Switzerland;
 - Peter Thwaites, Australia;
 - Richard Weeks, Canada.
- 5.3 Founding Members will relinquish their voting privileges at the conclusion of the ordinary annual meeting following the admission of 12 National Societies as Members to the Register of the Association.
- 5.4 There shall be only one Member of the Association in any one country, except that National Societies of countries from which individual Founding Members come may also be Members.
- 5.5 Letters of acceptance and resignation of membership shall be kept on file and regularly recorded in the Register of the Association.
- 5.6 The Register of the Association shall be kept and updated by the Secretary of the Association.
- 5.7 In any country where there is no Member, an Associate may be admitted to the Association subject to the Articles governing Associates. An Associate has neither representational rights nor voting rights, but may attend meetings of the General Assembly and enjoy such privileges as may be specifically granted by the EC.

6. Admission of Members and Associates

- 6.1 Membership shall be open to all Initiatives of Change National Societies and to individuals or entities as Associates in countries where there is no National Society. National Societies may be admitted as Members if, in the opinion of the Executive Committee, they comply with the Association's purposes and have practices that are in line with the Guidelines. National Societies or individuals or entities may be admitted as Associates if, in the opinion of the Executive Committee, they comply with the Association's purposes. Upon admission of a National Society as a Member, the membership of any Associate from the same country is immediately terminated.
- 6.2 The Executive Committee shall have absolute discretion as to the admission of any applicant as a Member or Associate of the Association. The decision of the Executive Committee shall be final. Reasons for rejecting an application shall be communicated in writing.
- 6.3 There shall be no limit to the number of Members or Associates of the Association.
- 6.4 An application to become a Member or Associate of the Association shall be made by the applicant in such form or forms as may from time to time be prescribed by the Executive Committee.

- 6.5 Upon admission the name and address of the new Member or Associate shall be entered in the Register of the Association. In the case of individual Associates, membership will be for renewable terms of three years.

7. Association Corporate Bodies

The Association corporate bodies are :

- (a) the General Assembly; and
- (b) the Executive Committee.

8. General Assembly

- 8.1 The Association's supreme authority shall be the General Assembly presided over by the President. The General Assembly is constituted by the Members of the Association.
- 8.2 Each Member of the Association may appoint up to two representatives to the General Assembly for renewable terms of one to three years.
- 8.3 An individual Associate of the Association or an individual representing an Associate that is a National Society or an entity may attend meetings of the General Assembly.
- 8.4 The appointment of a representative and his removal by a Member shall be effected by the receipt by the Secretary of the Association of a letter signed by a duly authorised person on behalf of the Member. The appointment of a representative as proxy for another Member shall be effected by the receipt by the Secretary of the Association of a proxy signed by a duly authorised person on behalf of the appointing Member. Such proxy shall be valid for one meeting only and shall automatically lapse following the close of the respective meeting for which the proxy was appointed. The representative so appointed as proxy shall be limited to representing by proxy one Member other than the Member for which that person is the duly authorised representative at any given meeting.

9. Meetings of the General Assembly

- 9.1 All meetings of the General Assembly, other than ordinary annual meetings, shall be called "extraordinary general meetings".
- 9.2 The Association shall hold an ordinary annual meeting in every calendar year at such time and place as may be determined by the Executive Committee provided that every ordinary annual meeting shall be held not more than nine

months after the end of the relevant calendar year. Such ordinary annual meeting is mandatory.

- 9.3 The Executive Committee may call an extraordinary general meeting at any time. Furthermore, upon request of at least one fifth of the Members, the Executive Committee shall convene an extraordinary general meeting straight away for a date not later than eight weeks after receipt of the requisition.
- 9.4 Ordinary annual meetings and extraordinary general meetings are convened by telefax, registered letter or electronic mail addressed to each Member, with the agenda of the meeting, at the latest thirty days before the date of the meeting.
- 9.5 The Executive Committee shall determine the agenda of meetings of the General Assembly. Any Member may apply to the Executive Committee to include a point in the agenda at the latest fifteen days before the date of the meeting of the General Assembly. Any additional point included in the agenda at the request of a Member shall be immediately communicated by the Executive Committee to all other Members.

10. Proceedings at the General Assembly

- 10.1 At the ordinary annual meeting of the General Assembly, the following business shall be conducted presided by the Chairman:
- minutes of the previous ordinary annual meeting shall be approved after questions or comments from Members;
 - an annual report prepared by the Executive Committee shall be presented to and approved by the General Assembly;
 - audited accounts and a report from the Treasurer shall be submitted to and approved by the General Assembly;
 - EC members who are not members of the International Council shall be elected or re-elected in accordance with the Articles; and
 - Auditors shall be appointed or re-appointed. The Executive Committee is authorised to set the remuneration of the auditors.
- 10.2 The President, or in his absence the Executive Vice President of the Association, or in the absence of both of them some other representative nominated by the General Assembly, shall preside as Chairman of the General Assembly.
- 10.3 The Chairman may, with the consent of the General Assembly (and shall if so resolved by the General Assembly), adjourn the meeting from time to time and from place to place, but no resolutions shall be made at an adjourned meeting other than the resolutions which might properly have been made at

the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the agenda. Otherwise it shall not be necessary to give any such notice.

- 10.4 The votes must be given by the authorised representative of the Members.
- 10.5 Any Member via its duly authorised representative may participate in a meeting of the General Assembly by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person by that Member (or by proxy as per sub-clause 8.4 of these Articles) at such meeting for all purposes including that of establishing a quorum.

11. Voting at the General Assembly

- 11.1 The General Assembly constitutes a quorum if representatives of at least 33 per cent of the Members are present, or represented by proxy. For purposes of proxy, no Member may represent by proxy more than one other Member. Sub-clause 8.4 of these Articles shall govern the issuance and validity of proxies.
- 11.2 Each Member shall have one vote.
- 11.3 Unless provided otherwise in these Articles, the resolutions to be made require a simple (51%) majority of the voting Members present at the meeting.
- 11.4 The Chairman of the General Assembly shall have a casting vote but only in the event of a deadlock on matters before the General Assembly.
- 11.5 The amendment of these Articles requires a qualifying majority of 75% of the voting Members present and not present.
- 11.6 Resolutions related to the acquisition for consideration, transfer or alienation of property of the Association worth more than US\$10,000 must be adopted by a qualifying majority of 75% of the voting Members present at the meeting.
- 11.7 Abstentions from voting shall be counted as invalid votes.
- 11.8 The resolutions of the General Assembly shall be recorded in the minutes.

12. Powers of the General Assembly

The General Assembly shall have the sole authority to:

- (a) amend the Articles;
- (b) adopt and amend from time to time Regulations and Policy Directives for the management and operation of the Association;
- (c) approve the budget, the annual audited accounts and the report from the Treasurer;
- (d) approve the annual report as previously adopted by the Executive Committee;
- (e) elect the President of the Association, who shall serve for a term of three years, renewable, and who shall also be a member of the Executive Committee;
- (f) form ad hoc committees or working groups to examine and possibly to discharge specific tasks;
- (g) appoint, upon the recommendation of the Executive Committee, an independent accountant to audit the Association's accounts at the end of each financial period;
- (h) advise the Executive Committee on all matters and decide upon any question submitted to it by the Executive Committee;
- (i) elect members of the Executive Committee (except those members of the Executive Committee who are members of the International Council);
- (j) set limits on expenditures by the Executive Committee;
- (k) set dues or other fees, as may be required for purposes of meeting the annual running expenses of the Association;
- (l) dissolve the Association; and
- (m) adopt any other resolution reserved by these Articles to the competence of the General Assembly.

13. Members

- 13.1 The Members in each country are an interface between the Movement and their governments and the public. They are also stewards of the money, property and other assets entrusted to the Association for the work Initiatives of Change undertakes, and, ultimately, of the integrity of actions taken in its name and in the name of the Association.

- 13.2 The Members and Associates shall promote the Fundamental Principles of the Movement as defined in the Preamble and the Purposes of the Association within their countries of origin.
- 13.3 Each National Society that is a Member shall hold at least one meeting per calendar year and forward copies of their annual audited accounts and report of activities to the Secretary of the Association within nine months of the end of their financial year.

14. Executive Committee

- 14.1 The Association shall be managed by an Executive Committee composed of nine (9) members, including the President, Executive Vice President and Treasurer. The President, Executive Vice President and Treasurer shall each come from a different Member.
- 14.2 The International Council shall elect five (5) of its members to the Executive Committee of the Association for a period not to exceed their mandates with the International Council.
- 14.3 The four (4) remaining members, including the President of the Association, approved in writing by their National Societies, shall be elected by the General Assembly for a period of three years, renewable.
- 14.4 The Secretary of the Association shall keep a Register of the members of the Executive Committee.
- 14.5 The upper age limit for any member of the Executive Committee, except the President of the Association, to be elected or renewed as a member of the Executive Committee shall be 70.
- 14.6 The terms of service of all Executive Committee members shall end on September 30 and begin on October 1.

15. Proceedings of the Executive Committee

- 15.1 The Executive Committee shall meet as frequently as the proper management of the Association requires, but at least two (2) times a year.
- 15.2 The Executive Committee may meet, adjourn and otherwise regulate its meetings as it thinks fit.
- 15.3 Any three (3) members may, and the Secretary at the request of such members shall, at any time call a meeting of the Executive Committee.

- 15.4 Unless all members indicate their willingness to accept shorter notice of a meeting of the Executive Committee, notice of every meeting shall be given to every member not later than 14 days before the date of the meeting. Notice of every meeting of the Executive Committee shall be given by registered mail, telefax or electronic mail. The non-receipt by any member of a notice made in the prescribed form shall not invalidate the proceedings at any meeting of the Executive Committee.
- 15.5 A resolution in writing of all the members shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and held and may consist of several documents (including a facsimile, cable, telegram or electronic mail) each accurately stating the terms of the resolutions and each signed or its electronic equivalent by one or more of the members.
- 15.6 Any member may participate in a meeting by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum.
- 15.7 The Executive Committee shall appoint the Executive Vice President, Treasurer and Secretary of the Association.

16. Voting at meetings of the Executive Committee

- 16.1 The Executive Committee constitutes a quorum if no fewer than five (5) members are present, at least one of whom is an Executive Committee member elected by the General Assembly.
- 16.2 Resolutions of the Executive Committee shall be passed by a simple (51%) majority of the voting and present members.
- 16.3 The Chairman of the meeting shall have a casting vote where it is required to reach a decision at the meeting.

17. Powers and Duties of the Executive Committee

- 17.1 The Executive Committee shall be responsible for those matters relating to the management of the Association's affairs which are not enumerated in these Articles as being the responsibility of the General Assembly.
- 17.2 In particular, but without prejudice to the generality of sub-clause 17.1, the Executive Committee shall be responsible for:
- (a) preparing and calling the meetings of the General Assembly;

- (b) determining the agenda for the meetings of the General Assembly;
 - (c) following up and implementing the resolutions of the General Assembly;
 - (d) adopting and amending Internal Regulations for the management and operation of the Executive Committee. The Rules, Regulations and Policy Directives adopted by the General Assembly shall however prevail over any contrary provision of the Executive Committee's Internal Regulations.
 - (e) submitting to the General Assembly an annual report on the Association's management during the past fiscal year, and a draft budget for the next fiscal period;
 - (f) admitting and excluding Members and Associates to and from the Association;
 - (g) granting and revoking licences to Members (and to an Associate in the absence of a National Society Member) for the use of the names "Initiatives of Change", "Moral Re-Armament" (or a translation of these) and/or the acronym "MRA" (see also clause 23.6);
 - (h) appointing advisors and forming ad hoc committees to examine and possibly to discharge specific tasks;
 - (i) engaging personnel and/or third party consultants to carry out secretarial, accounting or other tasks on behalf of the Association; and
 - (j) reporting to the General Assembly on the accomplishment of its functions.
- 17.3 The Executive Committee shall ensure the Association's good running and shall direct its activities in conformity with the Rules, Regulations and Policy Directives of the Association, as well as with the resolutions of the General Assembly.
- 17.4 The Executive Committee shall manage the Association as simply and as economically as possible, and shall strive to avoid any duplication or overlap of functions.
- 17.5 Subject to timely reporting to the General Assembly, it may delegate part of the administration of the Association to one or more of the Members, and/or representation of the Association to one or more delegates appointed for such purpose by the Executive Committee.
- 17.6 The Executive Committee shall take the steps necessary to enable the Association to keep its accounts in accordance with its activities. Within four months after the end of the accounting year, the Executive Committee shall

have drawn up a balance sheet and a revenue and expense statement of the previous fiscal period.

- 17.7 The Executive Committee shall appoint from its members the person(s) who shall represent the Association, and in particular the Executive Vice President of the Association.

18. Disqualification, Removal and Resignation of EC Members

- 18.1 The office of a member of the Executive Committee shall be vacated immediately:

- (a) if (not being precluded from so doing by the terms of any contract with the Association) by notice to the Association he resigns the office of EC member; or
- (b) if he ceases being a member of the International Council, for those members of the Executive Committee who are also members of the International Council; or
- (c) if he is or becomes bankrupt, insolvent or enters into any arrangement with his creditors; or
- (d) if in the opinion of a majority of the other members of the Executive Committee he becomes incapable by reason of illness, prolonged absence, injury or mental disorder of exercising his functions as an EC member; or
- (e) if he is removed from office by a resolution of the General Assembly duly passed in accordance with the provisions of these Articles.

- 18.2 Any vacancy arising during a term of an EC member may be filled for the remainder of the vacated term by an appointment by simple (51%) majority of the members of the International Council to replace the office of an EC member who was a member of the International Council, or by an appointment by simple (51%) majority of the voting and present Members of the Association for the replacement of an EC member not a member of the International Council.

19. Advisors and Consultants

- 19.1 The Association may have advisors and consultants to collaborate with it, advising it on general policy decisions or on specific tasks related to the Association as a component of the Initiatives of Change Movement.
- 19.2 The Treasurer shall be the Association's advisor for all financial matters of the Association.

20. President and Executive Vice President

- 20.1 The President of the Association shall represent the Association for external purposes.
- 20.2 The President shall preside as Chairman of the General Assembly, unless as specified in Article 10.2, and of the Executive Committee.
- 20.3 The Executive Vice President shall be the agent of the Association for such purposes and on such conditions as determined by the EC, including authority for the agent to delegate all or any of his powers.
- 20.4 In absence of the President, the Executive Vice President shall preside as Chairman at meetings of the General Assembly and Executive Committee.
- 20.5 The Executive Vice President shall be appointed for a period of one year, renewable.
- 20.6 Subject to the provisions of the Swiss Civil Code and these Articles, the Executive Vice President shall manage the affairs of the Association through the Executive Committee within the terms of the policies and procedures set out by the General Assembly and the Executive Committee.

21. Secretary and Treasurer

- 21.1 The Treasurer shall be appointed for a period of one year, renewable.
- 21.2 The Secretary, who shall not be an EC member, shall be appointed for a term of three years, renewable.
- 21.3 The Secretary and Treasurer shall have the rights and duties provided for in these Articles as well as those rights and duties as may be decided by the General Assembly and/or the Executive Committee.
- 21.4 In the case of vacancy, the Executive Committee shall appoint a new Secretary and/or Treasurer, as the case may be.

22. Personnel and Third Party Consultants

- 22.1 The Executive Committee may engage any personnel or mandate third party consultants on a fee and expenses basis to carry on secretarial, accounting or other tasks on behalf of the Association.
- 22.2 Such personnel or third party consultants shall not be granted power to represent and bind the Association by their signature, except by a minuted decision of the Executive Committee.

- 22.3 Personnel shall report to the Executive Committee and third party consultants shall be responsible for the result of their mandates to the Executive Committee.
- 22.4 The EC shall pay reasonable salaries and social charges to personnel or agreed fee remuneration and reimbursement of expenses to third party consultants in accordance with Swiss law.
- 23. "Initiatives of Change" names, trademarks and logos, "Moral Re-Armament" name and "MRA" Acronym**
- 23.1 The Association shall be the exclusive worldwide owner of the name "Initiatives of Change" and related trademarks, logos, emblems, and all other related intellectual property, and will take the necessary steps in cooperation with the Member National Societies and Associates with respect to this intellectual property, as well as with respect to the name "Moral Re-Armament" and the acronym "MRA", to register same and control and protect them against any unauthorised use of same anywhere in the world.
- 23.2 Each Member (and Associate subject to clause 17.2(g) of these Articles) shall be authorised to use in its territory the name "Initiatives of Change" and related logos, trademarks, emblems and other intellectual property of the Association, as well as the name "Moral Re-Armament" and the acronym "MRA", as shall the International Council, provided it has been issued and still has a licence to do so granted by the Executive Committee on behalf of the Association.
- 23.3 Each Member (and Associate under sub-clause 23.2) agrees to display the name "Initiatives of Change" and associated logo or emblem, and in addition the name "Moral Re-Armament" and/or the acronym "MRA", only in the manner as may be approved by the Executive Committee in accordance with the Rules, Regulations and Policy Directives of the Association, unless prevented by local laws and regulations.
- 23.4 Otherwise, the provisions of the licences granted by the Executive Committee on behalf of the Association to Members and to Associates under clause 17.2(g) of these Articles relating to the use of and the protection of the name "Initiatives of Change" and related intellectual property of the Association, as well as to the use of and the protection of the name "Moral Re-Armament" and the acronym "MRA", shall prevail.
- 23.5 Upon ceasing to be a Member or Associate of the Association, such Member or Associate shall immediately cease to use the name "Initiatives of Change" and related logo, emblem and all other related intellectual property of the Association, as well as use of the name "Moral Re-Armament" and the acronym "MRA", and shall have no rights in such names and acronym. Any licence granted to such Member or Associate shall terminate automatically.

- 23.6 Notwithstanding Articles 23.1 – 23.5 and Article 17.2(g), the Association recognises that a National Society that is neither a Member nor an Associate may, because of established use, have the right to use the name Moral Re-Armament and the acronym MRA.
- 23.7 The terms and conditions in this Article applying to the names “Initiatives of Change” and “Moral Re-Armament” apply equally to translations of these.

24. Fiscal Year

- 24.1 The accounts of the Association shall be audited annually by an independent accountant.
- 24.2 The fiscal year of the Association shall end on 31 December of each calendar year.

25. Finance Committee

- 25.1 The Executive Committee has discretionary power to appoint a Finance Committee from among its members with responsibility for the performance of tasks related to the operation of the Association.

26. Financial Resources of the Association

- 26.1 The financial resources of the Association shall consist of:
- (a) its own funds;
 - (b) voluntary contributions of Members and Associates;
 - (c) annual dues or other fees as determined by the General Assembly for purposes of meeting the annual running expenses of the Association. The General Assembly may decide from time to time not to request any such dues or other fee from the Members for any specific calendar year;
 - (d) any income earned by the Association; and
 - (e) any gifts, legacies, grants or funding received by the Association.
- 26.2 Surplus funds shall be prudently managed and used exclusively for the purposes and objectives of the Association and shall be invested by professional money managers as may be mandated and approved by the Executive Committee.

27. Liability of the Association and of Members

- 27.1 The Association may be legally bound only upon the joint signature of two (2) persons appointed for this purpose by the Executive Committee.
- 27.2 Obligations and liabilities of the Association shall be guaranteed by and can be enforced only against the Association's own assets.
- 27.3 Neither Members nor their representatives to the General Assembly, nor Associates, nor the Executive Committee nor any of its members, shall be personally liable, jointly or severally, for any obligations or liabilities of the Association.
- 27.4 Members and Associates are only liable for the payment of annual dues and any other fee, as applicable, as provided by clause 26.1(c) of these Articles.

28. Resignation

- 28.1 Any Member may resign its membership by giving six months' prior notice before the end of a calendar year in writing to the Secretary of the Association. Membership shall therefore terminate at the end of such calendar year, subject to clause 29 of these Articles.
- 28.2 Any Member giving notice in accordance with the provisions of sub-clause 28.1 of these Articles shall be removed from the Register of Association as of the date of effective termination of its membership, subject to clause 29 of these Articles.
- 28.3 Upon ceasing to be a Member of the Association, any Member shall have no rights in any assets or property of the Association, and, unless such Member immediately applies for Associate membership and is accepted as an Associate, it shall immediately cease to use the names, trademarks and logos of the Association (as per Article 23) in any manner which may imply that it is still a Member or Associate of this Association for any purpose.
- 28.4 Once a new Member has been admitted in a country in succession to a former Member which has voluntarily resigned, the resigning Member shall use its reasonable endeavours to facilitate the transfer to the new Member of work formerly undertaken within the framework of its activities as a Member of the Association.

29. Expulsion and Suspension of Members and Associates

- 29.1 The Executive Committee may at any time by a majority of 75% of all its members resolve that a Member be expelled from the Association if:
- (a) a Member does not abide by any terms of these Articles or of the Guidelines; or

- (b) a Member does not comply with the Fundamental Principles of the Movement as defined in the Preamble of these Articles, or with the purposes of the Association or the means to achieve such purposes as defined in Clauses 3 and 4 respectively of these Articles; or
- (c) a Member has been, in the opinion of the Executive Committee, guilty of any act, omission or conduct which may bring discredit on the Association or any of its Members or the Movement or is likely to be detrimental or prejudicial to the reputation, interest and dignity of the Association or its purposes or objectives or of any of its Members or to the Movement or to any of its objectives; or
- (d) a Member is declared bankrupt or insolvent or makes any composition or arrangement with its creditors generally or goes into liquidation other than a voluntary liquidation for the purposes of reconstruction or amalgamation or is dissolved or has a receiver or administrator appointed in respect of the whole or part of its assets and undertakings.

The decision of the Executive Committee shall be final.

- 29.2 The Executive Committee may at any time by a majority of 75% of all its members resolve that an Associate be expelled from the Association. The decision of the Executive Committee shall be final.
- 29.3 Any Member or Associate expelled from the Association shall have no rights in any assets or property of the Association, and shall immediately cease to use the names, trademarks and logos of the Association (as per Article 23) in any manner which may imply that it is still a Member or Associate of this Association for any purpose.
- 29.4 Any Member or Associate whose name has been removed from the Register of Association by reason of the non-payment of its membership may have its name re-entered therein upon payment of such subscription within one month of the removal of its name with the prior written consent authorized by the Executive Committee.
- 29.5 Before the final action to expel any Member is taken, such Member shall have the right to appear before the Executive Committee.
- 29.6 Instead of expelling a Member from the Association, the Executive Committee may suspend the membership of such Member and give it formal notice that if the situation giving rise to such notice has not been remedied within a reasonable time limit fixed by the Executive Committee, such Member shall be expelled from the Association.

30. Miscellaneous

- 30.1 No press or other public statement or circular shall be made or issued in connection with the subject matter of these Articles unless previously approved by the Executive Committee.
- 30.2 The headings in these Articles are for ease of reference only and shall not form any part of these Articles for the purposes of construction.
- 30.3 If at any time any term or provision in these Articles shall be held to be illegal, invalid or unenforceable, in whole or in part, under any rule of law or enactment, such term or provision or part shall to that extent be deemed not to form part of these Articles, but the enforceability of the remainder of these Articles shall not be affected.
- 30.4 The Association may be wound up at any time, upon the decision of 75% of the voting Members of the Association present and not present at a General Assembly called for such purpose which, in that event, shall appoint the official body to be responsible for liquidation.
- 30.5 Any net assets after settlement of all obligations and liabilities shall be donated to Initiatives of Change work or, failing that, shall be divided among and donated to the Members pro rata in proportion to their average annual contributions to the Association over the period of the last five years. In any case, such net assets must be donated or put towards one or more charitable purposes or objectives pursued by the Movement.

31. Law and Jurisdiction

- 31.1 These Articles of Association shall be governed by and construed exclusively in accordance with Swiss law.
- 31.2 Any dispute arising from these Articles between the Association and any Member or Associate shall be submitted to the exclusive jurisdiction of the courts of the Canton of Vaud, Switzerland.
- 31.3 Any dispute arising from these Articles, the Fundamental Principles and purposes pursued by the Movement, or means to achieve same, as between Members and/or Associates may at the request of any one of the parties to the dispute be submitted for final resolution to the Executive Committee. In the case where the dispute involves solely issues related to these Articles, then in such event the EC shall have the right to intervene pro se in the dispute, act as arbitrator and resolve same. The decisions of the Executive Committee in all such matters shall be final and binding on Members and Associates.

IN WITNESS WHEREOF, the following Founding Members have duly executed these Articles of Association this 1st day of April, 2002.

Founding Members:

Rajmohan Gandhi, India

Ailsa Hamilton, UK

James Hore-Ruthven, UK

Pieter Horn, South Africa

Philippe Lasserre, France

Ashwin Patel, Kenya

Richard Ruffin, USA

Cornelio Sommaruga, Switzerland

Peter Thwaites, Australia

Richard Weeks, Canada

Articles of Association
Of
Initiatives of Change – International

Table of Contents

| | |
|-----------------------------|----|
| Title Page | 1 |
| Preamble | 2 |
| Definitions | 3 |
| Purposes | 5 |
| Membership and Founders | 6 |
| General Assembly | 8 |
| Members | 11 |
| Executive Committee | 12 |
| Officers | 15 |
| Names, Trademarks and Logos | 16 |
| Finances | 18 |
| Liability | 18 |
| Resignations | 19 |
| Expulsion and Suspension | 19 |
| Miscellaneous | 20 |
| Law and Jurisdiction | 21 |