

CONSTITUTION

Swiss Church Aid (HEKS/EPER)

Preamble

The Swiss Protestant Churches united in the Federation of Swiss Protestant Churches (Schweizerischer Evangelischer Kirchenbund, SEK) undertake to follow Jesus Christ's command to love everybody throughout the world and to realize this through appropriate actions. In this aim, these churches jointly maintain the Swiss Church Aid Foundation as a body of the Federation of Churches.

The Federation of Swiss Protestant Churches, acting through the Assembly of Deputies, resolves to establish a Foundation with the following Constitution:

I. General

Art. 1 Name, registered office and duration

¹ Under the name of Swiss Church Aid (HEKS/EPER) a foundation is hereby established pursuant to Art. 80 ff of the Swiss Civil Code.

² The Foundation has its registered office in Zurich.

³ The Foundation is established for an unlimited duration.

Art. 2 Purpose

¹ The mission of the Foundation is to assist people in economic and social need in Switzerland and abroad, particularly in the areas of inter-ecclesiastical aid, development cooperation, the deaconate (diaconia), refugee aid and emergency aid. Public relations work and lobbying on social policy issues are undertaken to further these goals.

² The Foundation is exclusively for non-profit purposes. In addition, the Foundation does not pursue any activities for the purposes of self-support.

Art. 3 Cooperation

¹ The Foundation performs its tasks on behalf of and in cooperation with the Federation of Swiss Protestant Churches (SEK) and the churches affiliated to it.

² It cooperates with other ecclesiastical and private and state organisations within its areas of activity.

Art. 4 Foundation assets

¹ Upon the establishment of the Foundation, the founders endow it with initial capital of CHF 200,000.

²The Foundation capital will be increased by possible further contributions from the founders or from third parties and by income earned on the Foundation assets.

³Within the framework of the purpose of the Foundation, the Foundation Board decides on the investment and use of the Foundation's assets.

Art. 5 Supervisory Authority

The Foundation is subject to the supervision of the Swiss Federal Supervisory Authority for Foundations.

II. Organisation

Art. 6 Official bodies

¹The official bodies of the Foundation are

- a) the Foundation Board;
- b) the SEK Assembly of Delegates;
- c) the SEK Board;
- d) the auditors.

²The members of the official bodies set out in letters a to c above act in a voluntary capacity. Where special services are provided by individual members, appropriate compensation may be paid (at the usual professional rates).

Art. 7 Foundation Board: General

¹The Foundation Board is the supreme body of the Foundation.

²It consists of 6 to 9 persons, one of whom is elected by the SEK Board and the remaining members by the SEK Assembly of Delegates. The term of office is four years; around half of the members of the Foundation Board are newly elected or re-elected every two years. At the time of the initial election by the SEK Assembly of Delegates, four Foundation Board members will therefore be exceptionally elected for a two-year term of office. Re-election is possible. If a member leaves during the term of office, the newly elected member will serve out the remaining term of office of the outgoing member.

³If election is no longer possible by the Board and the Assembly of Delegates, the Foundation Board may complete its own ranks (by co-option).

⁴The Chairperson is elected by the SEK Assembly of Delegates. The Foundation Board is self-constituting.

Art. 8 Foundation Board: duties

¹The Foundation Board ensures that the goals of the Foundation are pursued sustainably, in accordance with its purpose and in collaboration with the SEK and its member churches.

²Subject to the provisions of Articles 9 and 10 below, it deliberates and decides on matters of fundamental importance. In particular, it decides:

- a) on the strategies to be adopted to implement the various mandates;
- b) on the acceptance and cessation of activity areas within the framework of the mandates;
- c) on the definition of the priorities of the activity programme;
- d) on the definition of guidelines and concepts within the framework of the mandates;
- e) on public declarations and statements and on support for referenda and initiatives;
- f) on the principles for organisation, planning, execution and finance;
- g) on medium-term financial planning;
- h) on agreements for cooperation with other institutions;
- i) on the presentation of proposals to the SEK Board for the attention of the SEK Assembly of Deputies and the drafting of the necessary documents pursuant to Article 9 below;
- j) on the presentation of proposals to the SEK Board and drawing up of the necessary documents pursuant to Article 10 below;
- k) on the acquisition, sale and mortgaging of real estate or parts thereof;
- l) on the adoption of its own rules of procedure.

³The Foundation Board takes due note of the report of the auditors.

⁴The Foundation Board approves:

- a) the annual financial statements and the budget;
- b) the annual report.

⁵The Foundation Board appoints the auditors.

⁶The Foundation Board may transfer management or individual management tasks and the task of representation of the Foundation to third parties.

⁷ Subject to approval by the SEK Board, the Foundation Board will adopt Foundation regulations on the implementation of the principles set out in this Constitution. The Foundation Board may, with the approval of the SEK Board, amend the regulations in accordance with the purpose of the Foundation. The regulations and amendments thereto will also be submitted to the supervisory authority for its approval.

⁸ The Foundation Board decides on all other matters which are not attributed to some other body by the Constitution or by the Foundation regulations, or which are not the responsibility of the supervisory authority.

Art. 9 SEK Assembly of Delegates

¹ The SEK Assembly of Delegates

- a) considers and decides on a proposal by the SEK Board on the mandates and their mission statements;
- b) may take a decision on compulsory contributions upon a proposal by the SEK Board.

² Upon a proposal by the SEK Board, the assembly elects no less than five members of the Foundation Board, including its Chairperson.

³ The assembly delivers position statements to the supervisory authority on amendments to the Foundation constitution or on the dissolution of the Foundation.

⁴ The assembly takes due note of the annual report and annual financial statements of the Foundation.

Art. 10 SEK Board

¹ Acting on proposals made by the Foundation Board, the SEK Board discusses and decides on:

- a) the theological principles, socio-ethical and ecclesiastical policies for the performance of the mandate and periodically reviews their implementation;
- b) the acceptance and cessation of long-term church partnerships abroad.

² Acting on a proposal by the Foundation Board, the SEK Board takes note:

- a) of the annual financial statements and the budget;
- b) of the auditors' report;
- c) of the annual report.

³ Acting on a proposal by the Foundation Board, the SEK Board approves the Foundation regulations and amendments thereto.

⁴ The SEK Board elects one member of the Foundation Board.

⁵ The SEK Board presents proposals to the Assembly of Delegates, accepts proposals of the Foundation Board for the attention of the Assembly of Delegates and passes them on in good time to the Assembly of Delegates.

Art. 11 The auditors

¹ The Foundation Board appoints a recognised audit company to examine the accounts.

² The auditors are appointed for one year and may be reappointed.

³ The auditors must be independent, and, in particular, may not belong to the Foundation Board and must not be in an employment relationship with the Foundation.

Art. 12 Accounting

¹ The accounts of the Foundation must be drawn up each year as of 31 December, starting on 31 December 2004. The Foundation Board may set the beginning and end of the financial year on different dates. The supervisory authority must be duly informed.

² The annual statement of accounts must be submitted to the auditors. The auditors' report and the annual report must be forwarded to the supervisory authority within six months of the end of the financial year.

Art. 13 Amendment of this Constitution

¹ The Foundation Board may apply to the supervisory authority for the approval of an amendment to this Foundation Constitution which has been authorized by the SEK Assembly of Delegates within the framework of the intended purpose.

² With the consent of the SEK Assembly of Delegates, it may apply to the supervisory authority for authorisation to merge with another ecclesiastical organisation.

Art. 14 Dissolution of the Foundation

¹ If the purpose of the Foundation can no longer be achieved, the Foundation Board may apply to the supervisory authority for the Foundation to be dissolved.

² Any remaining assets will be transferred to an institution which is not subject to tax because of its not-for-profit purpose and which pursues an identical or similar purpose with its registered office in Switzerland.

³ The assets of the Foundation will on no account revert to the founders or to their successors-in-title.

As at 11 December 2015



**HEKS
EPER**

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