

Organisation rules

Swiss Church Aid (HEKS/EPER)



HEKS
EPER
Bread for all.

1. Introduction

Art. 1 Basis

The basis for the organisation of the Foundation are the regulations governing the bodies of the Foundation set out in its articles of association (art. 6 to 15). In accordance with art. 6 of the articles of association, the bodies of the Foundation are:

- the Board of Trustees
- the PCS (Protestant Church of Switzerland) Synod
- the PCS (Protestant Church of Switzerland) Board
- the central administration (Executive Board)
- the auditor
- the Advisory Board(s) in the event of their appointment

2. The individual bodies

A. Board of Trustees

Art. 2 Composition and term of office

The Board of Trustees consists of at least six and a maximum of 12 members.

The PCS Board elects one member directly after consultation with the Board of the Foundation. The PCS Board and the Board of the Foundation agree on the appointment nominations for the other members of the Board of the Foundation after mutual consultation. The PCS Board presents the appointment nominations to the PCS Synod.

During the appointment procedure, the electoral bodies will ensure a balanced representation of both genders and the various language regions as well as diversity in terms of specialist disciplines on the Board of Trustees. The electoral bodies will evaluate any conflicts of interest beforehand.

The term of office is four years subject to the following provisions. Repeated re-appointment is permitted whereby a total term of office of 12 years should not generally be exceeded.

If a member departs during their term of office, the newly elected member takes over the term of office of the departing member.

The period of office ends upon the departure, dismissal, loss of capacity or death of members.

Every member of the Board of Trustees is excluded from the adoption of resolutions on a legal matter or a legal dispute between them or a related person, on one hand, and the Foundation on the other. The member of the Board of Trustees concerned must report any conflicts of interest unsolicited and must withdraw from voting. The Board of Trustees discusses and decides on the withdrawal and the matter itself with the exclusion of the member concerned.

Art. 3 Status and powers

As the Foundation's highest strategic management body, the Board of Trustees manages the Foundation and represents it externally. It ensures the efficient and effective implementation of the Foundation's objectives. The Board of Trustees has all the powers which are not reserved for another body under law, the articles of association or the regulations. It bears overall responsibility for the management and use of the Foundation's funds and in particular is responsible for:

- the supplementing and constitution of the Board of Trustees and the dismissal of members of the Board of Trustees in the cases stipulated by the articles of association
- the appointment of committees, commissions, working groups or individual positions of responsibility from the members or the employees of the administrative office for permanent tasks and/or limited-purpose or fixed-term tasks
- the definition of the areas of responsibility of committees, commissions, working groups or individual positions of responsibility
- the establishment of the administrative office and any other business management bodies and the appointment and employment of the head of the administrative office
- the organisational structure up to the level of the business units
- the establishment of an advisory board(s) and any other committees and their appointment
- the regulations on signatory powers
- the appointment of the auditor
- the strategic orientation and periodic evaluation of the Foundation's activities to ensure they are in line with its objectives and are up to date and effective

- medium-term financial planning
- the approval of the Activity Report
- the acknowledgement of the Audit Report and approval of the annual financial statements
- the approval of the budget
- the issuing and amendment of the regulations on the purpose and organisation of the Foundation subject to the approval of the PCS Board
- applications to the competent government authorities concerning amendments to the Foundation Regulation and the merger and dissolution of the Foundation subject to the approval of the PCS Synod
- the acquisition, disposal of and raising of mortgages on real estate or parts thereof
- the definition of priorities, guidelines and concepts for activities
- the issuing of public and position statements as well as the launch and support of referenda and initiatives. The launch and support of referenda and initiatives require prior consultation with the PCS Board. If the PCS Board and the Board of Trustees fail to agree, the Foundation can decide to launch and support referenda and initiatives with a two-thirds majority of all of its members.
- maintaining relations with the church, ecclesiastical institutions and other organisations
- the presence of the Foundation in churches and parishes together with other Evangelical organisations.

Art. 4 Rules of procedure

The Board of Trustees is convened and chaired by the President or Vice-President if the former is unable to attend. The Board is convened in writing with notification of the agenda items. Items not duly placed on the agenda can only be discussed if all members of the Board of Trustees present agree. The majority of all members of the Board of Trustees is required for the adoption of resolutions in this case.

The Board of Trustees meets as required and at the request of at least two members, but at least once a year. Minutes will be kept of the meetings of the Board of Trustees which are signed by the President or the Vice-President, if the former is unable to attend, and the minute-taker. The minute-taker does not have to be a member of the Board of Trustees.

The Board of Trustees constitutes a quorum if the majority of its members are present whereby the President or Vice-President, in the absence of the former, must be present. The Board of Trustees will aim to adopt consensual resolutions. If it is unable to reach consensus in individual cases, it adopts resolutions based on the simple majority of the votes of those members present. If voting is tied, the President or Vice President, if the former is unable to attend, will have the casting vote. In the event of the appointment of two Vice-Presidents, they have the right on an alternating basis to convene and chair meetings of the Board of Trustees if the President is unable to attend. In the event of voting being tied at such meetings, the Vice-President chairing the meeting has the casting vote. Votes and ballots are carried out openly unless otherwise decided.

In the event of unanimity, resolutions can also be made by means of a circular provided no member of the Board of Trustees requests verbal discussions.

Art. 5 Audit Committee

Based on art. 15 of the articles of association, the Board of Trustees appoints three to five persons as members of the Audit Committee for a four-year term. The members of the Audit Committee must be independent. They cannot be a member of another body of the Foundation, have an employment relationship with the Foundation or have close family relationships with members of the Foundation's bodies or be beneficiaries of the Foundation.

The Audit Committee constitutes itself. It performs the following tasks:

- general evaluation of compliance with the articles of association, regulations and contracts
- evaluation of the use of the Foundation's funds in accordance with resolutions, the budget and articles of association
- drawing up of the annual report for the Board of Trustees and for the information of the PCS Board

The members of the Audit Committee work in a voluntary capacity and are entitled to compensation for documented expenses and cash expenditure.

B. PCS Synod

Art. 6 Tasks

Based on art. 10 of the articles of association, the Synod performs the following tasks:

- It can adopt resolutions on binding core funding contributions at the request of the PCS Board.
- At the request of the PCS Board, it elects at least five members of the Board of Trustees, including the President.
- It is entitled to dismiss a member it has appointed at the recommendation of the Board of Trustees to the PCS Board and upon its request to the Synod before the expiry of the term of office for cause.
- It acknowledges the annual financial statements including the Audit Report and Activity Report.
- It approves applications for substantial amendments to the articles of association in advance. The Board of Trustees must obtain the relevant approval.
- It approves applications for mergers in advance. The Board of Trustees must obtain the relevant approval.
- It provides a position statement to the supervisory authority in the event of the dissolution of the foundation.

C. PCS Board

Art. 7 Tasks

Based on art. 11 of the articles of association, the PCS Board performs the following tasks:

- It appoints a member of the Board of Trustees after consultation with the Board of Trustees.
- It proposes the other members for appointment to the Board of Trustees to the PCS Synod.
- It is entitled to dismiss a member it has appointed before the end of the term of office for good cause and to make a proposal to the EKS Synod for the dismissal of a member appointed by it.
- It acknowledges the annual financial statements, including the Audit Report, the Activity Report and the budget.

- It presents the annual financial statements, including the Audit Report and the Activity Report to the PCS Synod for acknowledgement.
- Upon request by the Board of Trustees, it adopts resolutions on the establishment or cessation of long-term church partnerships.
- Upon request by the Board of Trustees, it approves the Foundation Regulation's objectives and organisation and amendments to them.
- It can make proposals to the PCS Synod itself on matters that fall within its area of competence.
- It receives proposals of the Board of the Foundation on behalf of the PCS Synod and forwards them to the PCS Synod in good time.

D. Administrative office of the foundation

Art. 8 Head of the Administrative office

The Board of Trustees appoints the Director and the other members of the Executive Board. The details are governed in the Executive Board's rules of procedure.

Art. 9 Tasks

The Executive Board is the operational management body. It implements the objectives of the Foundation and the resolutions of the Board of the Foundation at the operational level. It manages the Foundation's business independently and efficiently and performs all tasks that fall within its remit within the scope of the Foundation's Regulation, regulations, implementing provisions and resolutions and directives of the Board of Trustees. In particular, its activities include

- the operational measures to fulfil the Foundation's objectives and management of the Foundation's business
- the preparation and convocation of meetings of the Board of Trustees on behalf of the President and the taking of minutes
- periodically providing the Board of Trustees with information about progress on business and the submission of proposals to the Board of Trustees about the activities and management of the Foundation
- the preparation of the budget, annual financial statements and the Activity Report for the attention of the Board of the Trustees
- public relations work, the provision of information and networking activities.

E. Accounting

Art. 10 Calendar year

The Foundation's accounts are closed annually on 31 December. The Board of Trustees may change the start and end of the financial year to other dates. The supervisory authority must be notified of such changes.

F. Auditor

Art. 11 Reference

The regulations of the auditor are based on the Foundation's Regulation (art. 12 and 13) and the relevant legal provisions.

G. Advisory Board(s) (in the event of appointment)

Art. 12 Composition and term of office

An Advisory Board consists of three to nine persons appointed by the Board of Trustees. The Board of Trustees appoints a chairperson based on a proposal made by the members of an Advisory Board from their own ranks.

An Advisory Board may be appointed permanently or for individual matters. In the event of permanent appointment, the term of office is four years. Re-appointment is permitted. In the case of appointment for individual matters, the Board of Trustees decides on the term of office in the appointment resolution.

The Board of Trustees may dismiss an Advisory Board or individual members of it before the end of the term of office where this is objectively justified.

Art. 13 Status and tasks

An Advisory Board advises and supports the Board of Trustees in achieving the Foundation's objectives. An Advisory Board has no representative or signatory powers for the Foundation.

In the event of a permanent appointment, the Board of Trustees governs the specific tasks and the rights and obligations of the Advisory Board in a set of regulations. In the event of an appointment for individual matters, the Board of the Foundation governs the specific tasks and the rights and obligations of the Advisory Board in the appointment resolution.

3. Amendment of these regulations

Art. 14 Responsibilities and the adoption of resolutions

In accordance with art. 15 of the Foundation's Regulation and art. 3 of these organisational regulations, the Board of Trustees is authorised to amend these regulations. Art. 4 section 3 and 4 applies to the adoption of resolutions by the Board of Trustees. Amendments require the approval of the PCS Board in accordance with art. 7 of these regulations.

These regulations were adopted by resolution at the meetings of the Boards of Trustees of HEKS/EPER and Bread for all respectively on 9 April 2021 and approved by resolution of the EKS Board on 19 May 2021. They entered into force on 22nd November 2021.



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EPER**
Bread for all.

SWISS CHURCH AID

Headquarters

Seminarstrasse 28
P.O. Box
CH-8042 Zürich
Switzerland

+41 44 360 88 00

info@heks.ch

heks.ch

IBAN CH37 0900 0000 8000 1115 1