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Constitution of the Foundation

HEKS
Swiss Interchurch Aid

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Hilfswerk der Evangelischen Kirchen Schweiz
Entraide Protestante Suisse EPER

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Preamble

The Swiss Protestant Churches united in the Federation of Swiss Protestant Churches (Schweizerischer Evangelischer Kirchenbund, SEK) pledge that they will follow Jesus Christ's command to love everybody throughout the world and to realize this through corresponding actions. With this aim, these churches jointly maintain the Foundation Hilfswerk der Evangelischen Kirchen Schweiz, HEKS (Swiss Interchurch Aid) as an organ of the Churches Federation.

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

I. General

Art. 1 Name, registered office and duration

1.1 Under the name Hilfswerk der Evangelischen Kirchen Schweiz, HEKS (Swiss Interchurch Aid) a foundation is hereby set up pursuant to Art. 80 ff of the Swiss Civil Code.

1.2 The Foundation has its registered office in Zurich.

1.3 The Foundation is set up for an unlimited duration.

Art. 2 Purpose

2.1 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, deaconate (diaconia), assistance to refugees and emergency aid. Public relations work and lobbying on social policy issues are undertaken to further these goals.

2.2 The Foundation is exclusively for public purposes and is not for profit. In addition, the Foundation does not pursue any activities for the purposes of self-help.

Art. 3 Cooperation

3.1 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.

3.2 It cooperates with other ecclesiastical and private and State organisations within its areas of activity.

Art. 4 Foundation assets

4.1 On the establishment of the Foundation, the founders endow it with an initial capital of CHF 200,000.–

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

4.3 Within 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 governed by the Swiss Federal Supervisory Authority for Foundations.

II. Organisation

Art. 6 Official bodies

6.1 The official bodies of the Foundation are

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

6.2 The members of the official bodies named 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

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

7.2 It 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 one-half of the members of the Foundation Board shall be 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.

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

7.4 The Chairperson will be elected by the SEK Assembly of Delegates. The Foundation Board shall be self-constituting.

Art. 8 Foundation Board: terms of reference

8.1 The 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.

8.2 Subject 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 focal points 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 property or parts thereof;
- l) on the adoption of its own rules of procedure.

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

8.4 The Foundation Board approves:

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

8.5 The Foundation Board appoints the auditors.

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

8.7 Subject to approval by the SEK Board, the Foundation Board shall adopt a Foundation regulation for the implementation of the principles set out in this Constitution. The

Foundation Board may, with the approval of the SEK Board, amend the regulation in accordance with the purpose of the Foundation. The regulation and amendments thereto shall also be submitted to the supervisory authority for its approval.

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

Art. 9 SEK Assembly of Delegates

9.1 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 on a proposal by the SEK Board.

9.2 On a proposal by the SEK Board, the assembly shall elect not less than five members of the Foundation Board, including its Chairperson.

9.3 The assembly shall deliver opinions to the supervisory authority on amendments to the Foundation statute or on the dissolution of the Foundation.

9.4 The assembly shall examine the annual report and annual financial statement of the Foundation.

Art. 10 SEK Board

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

- a) the theological principles, socialethics 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.

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

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

10.3 Acting on a proposal by the Foundation Board, the SEK Board approves the Foundation regulation and amendments thereto.

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

10.5 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

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

11.2 The auditors are elected for one year and may be reelected.

11.3 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

12.1 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.

12.2 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

13.1 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.

13.2 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

14.1 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.


14.2 Any remaining assets will be transferred to an institution which is not taxable because of its public interest purpose and which pursues an identical or similar purpose with its legal entity domiciled in Switzerland.

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

Approved by the Assembly of Delegates of the SEK at its meeting of 15 to 17 June 2003.

We, Ulrich Locher and Esther Oettli, herewith confirm, that these Regulations of the Hilfswerk der Evangelischen Kirchen Schweiz (HEKS – Swiss Interchurch Aid) are still valid as approved on June 15 to 17, 2003 and amended on January 1, 2004.

Zurich, 1 June 2009



Esther Oettli
Head of International Division



Ulrich Locher
Managing Director