

DEED OF FOUNDATION
of 15 April 1983

Article 1

Name and seat:

Under the name:

*SWISSAID, Schweizerische Stiftung für Entwicklungszusammenarbeit
SWISSAID, Fondation Suisse pour la coopération au développement
SWISSAID, Fondazione Svizzera per la cooperazione allo sviluppo*

*SWISSAID operates as an autonomous foundation pursuant to
Art. 80 ff of the Swiss Civil Code. Its seat is in Berne.*

The foundation has no religious or party-political affiliation.

Objective: Article 2

The Foundation promotes solidarity of the Swiss population with the disadvantaged peoples of the world.

SWISSAID pursues this aim above all by the following activities:

- a) Support of development projects and programs in developing countries and regions, to foster self-help initiatives of the most disadvantaged groups.*
- b) Informing the Swiss public about SWISSAID's work, development related issues and the reasons for underdevelopment and misguided development.*
- c) Participating in the development of opinion and decision making processes surrounding development politics so as to contribute to the shaping of Swiss relations with developing countries in the interest of the most severely disadvantaged.*
- d) Cooperation with private and public institutions along the lines established by the Foundation's statutory objective.*

SWISSAID welcomes new development approaches in its activities, particularly from the Third World.

Foundation assets: Article 3

The grantor transfers all assets to the Foundation, pursuant to the disposition of 31.12.1982.

The Foundation's assets may be increased by third party contributions at all times (public fundraising campaigns, contributions from public and private bodies, donations, legacies, etc.). The Board of Foundation may also decide to raise funds by other means.

To reach its objectives, the Foundation may have recourse to all of its assets at all times.

Organisation: Article 4

The Board of Foundation is the Foundation's supreme body. Its organisation and that of other Foundation bodies is ruled by regulations set up by the grantor at the time of the establishment of the Foundation. These regulations also contain provisions for the implementation of the other provisions in the Deed of Foundation.

Liquidation: Article 5

If the Foundation is wound up pursuant to Art. 88 SCC, all previous assets must be transferred to one or several non-profit making organisations. The Board of the Foundation makes the relevant decision by a two-thirds vote of its members.

Mergers: Article 6

If this is particularly beneficial to the objectives of the Foundation, the Board of Foundation may decide by a two-thirds vote of its members to merge with one or several other organisations which pursue the same or similar objectives. This decision must be approved by the Supervisory Authority.

A merger can only be completed with another legal entity based in Switzerland and exempt from tax liability for not-for-profit or other public purposes. In the case of the merger being dissolved, the profit and capital shall be granted to another legal entity based in Switzerland and exempt from tax liability for not-for-profit or other public purposes.

Modification of the Deed of Foundation: Article 7

Modifications to this Deed of Foundation, if they are feasible and sensible, and do not adversely affect the statutory objective of the Foundation, may be undertaken at all times. Modifications are subject to

approval by the Supervisory Authority.

FOUNDATION REGULATIONS

of 15 April 1983

Article 1

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Article 3

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Fund-raising:

Article 4

To finance its activities, SWISSAID regularly organises fundraising campaigns among the Swiss public.

SWISSAID undertakes the necessary steps to obtain co-financing of its activities by the Confederation, the Cantons, the Municipalities, and other public and private institutions and through the coordination of offices.

Bodies:

Article 5

The bodies of SWISSAID are:

- a) The Board of Foundation*
- b) The Executive Board*
- c) The SWISSAID branch offices*
- d) The Auditors*

The Board of the Foundation:

Article 6

The Board of Foundation consists of at least 20 members. They must be well acquainted with and committed to the Foundation's objectives and represent an extensive spectrum of Swiss society.

The first Board of Foundation is named by the grantor.

The Board of Foundation replaces or re-elects its subsequent members.

The term of office for Foundation Board members is four years. Re-election is authorised.

Article 7

Tasks and powers:

The Board of Foundation is SWISSAID's supreme body. It must strive by all available means to achieve the Foundation's objectives.

It has the following rights and obligations:

- a) The election, for a four-year term of office:*
 - of the President*

- of the Board of Foundation members
 - of the Executive Board
- b) *The designation of the Auditors for a one-year term.*
- c) *The discussion and approval of the President's report on the past business year.*
- d) *Approval of the Final Report and of the Final Accounts as submitted by the Executive Board.*
- e) *Approval of the mission statement and overall strategy subject to the application of the Executive Board.*
- f) *Modification of the Foundation Regulations.*
- g) *Decision-making concerning allocation of foundation assets in the event of liquidation.*
- h) *Decision-making concerning all business presented by the Executive Board.*

Functioning: Article 8

The Board of Foundation meets at least once a year. It may be convoked to further meetings under the following circumstances:

- *by decision of the Executive Board*
- *by motion of at least one fifth of the members of the Board of Foundation. Such a motion should be submitted to the President in writing and specify the items on the agenda.*
- *if the President considers this to be necessary.*

The President – the Vice-President of the Executive Board if the President is unable to do so – convokes the meeting at least three weeks in advance, specifying the agenda.

Decisions are taken by roll call vote and require a simple majority. Members present may request a vote by secret ballot. For elections, the first round requires an absolute majority, the second a relative majority of the votes cast. In the case of a tie, the President has the casting vote. Decisions by circular letter are authorised but have to be approved by a majority of the Board of the Foundation to be valid.

The SWISSAID Committee takes part in the meetings of the Board of the Foundation and has a consultative voice.

The Executive Board:

Article 9

The Executive Board of the Board of Foundation is made up of the President and at least four, at most eight other members of the Board of Foundation. The President of the Board of Foundation presides over the Executive Board, which constitutes itself.

The President and the other members of the Executive Board are elected by the remaining Foundation Board members for a term of office of four years. Re-election for two further terms is authorised. With due justification, the Board of Foundation may decide to make an exception to this rule.

Tasks and powers:

Article 10

The Executive Board is SWISSAID's guiding body and is responsible to the Board of Foundation. It has authority in all areas that are not explicitly ascribed to the Board of Foundation or to another body. This includes in particular:

- a) Establishing guidelines for overall SWISSAID activity.*
- b) Election and dismissal of the members of the SWISSAID Committee.*
- c) Monitoring activity of the SWISSAID branch offices.*
- d) Approval of annual budget.*
- e) Approval of Annual Plans for work in Switzerland and abroad.*
- f) Decision-making relative to projects and actions in Switzerland not included in the Annual Plans.*
- g) Reception of Final Report and Final Accounts for the Board of the Foundation.*
- h) Preparing business for the Board of the Foundation.*
- i) Decision-making relative to SWISSAID membership in other organisations.*

Article 11

Functioning:

As a rule, the Executive Board meets six times a year. It can be convened for additional meetings:

- on the application of a single member of the Executive Board. Such an application should be submitted in writing to the President with reference to the agenda items to be discussed.*
- when the President considers a meeting necessary.*

The President – or the Vice-President of the Executive Board if the

President is unable to do so – convenes the meeting at least three weeks in advance, specifying the agenda.

The Executive Board is quorate when at least half of its members are present. It decides by roll call vote by a simple majority of the votes cast. If there is a tie, the President has the casting vote. Decisions by circular letter are authorised but have to be approved by a majority of the Executive Board to be valid.

The head of the SWISSAID Committee and another of its members take part in the meetings of the Executive Board. They may propose motions and have a consultative voice.

Management of SWISSAID Committee: Article 12

The SWISSAID branch office takes care of SWISSAID's day-to-day business. It conducts all SWISSAID activities, both in Switzerland and abroad, according to the statutory guidelines and the decisions of the Executive Board and the Board of Foundation.

The branch office manager heads the SWISSAID Committee, which is made up of herself/himself and the Heads of Departments.

Tasks and powers: Article 13

The SWISSAID Committee is primarily in charge of:

- a) Preparing the meetings of the Board of Foundation and of the Executive Board, and submitting motions to the Executive Board.*
- b) Implementing the decisions of the Executive Board.*
- c) Planning, implementing and controlling projects and programs abroad.*
- d) Planning, implementing and controlling campaigns in Switzerland.*
- e) Planning and executing SWISSAID's in-house media.*
- f) Fundraising.*
- g) Employing and dismissing staff.*
- h) Valid signature of all business and contracts – with due consideration of decisions taken by the Executive Board pursuant to Art. 10e) and h), and regulations on authority to sign.*
- i) Keeping accounts.*
- j) Outside representation of SWISSAID.*
- k) Contacts with the authorities and other organisations.*

The Executive Board, possibly jointly with the President, may transfer financial powers over limited sums in view of projects and campaigns to the SWISSAID Committee.

Functioning and responsibilities Article 14

As a rule, SWISSAID Committee decisions relating to its areas of responsibility are taken jointly. The head of the Committee has the right of veto. Appeals may be voiced to the President.

Tasks and powers of the SWISSAID Committee and Heads of Departments and the internal organisation of the branch offices are laid down in the regulations allocating powers and responsibilities.

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The head of the Committee, or his/her deputy, is in charge of coordinating the activities of the Committee and allocating tasks that have not been clearly assigned.

Auditors: Article 15

The Auditors control accounting and the Final Accounts. They submit a report and proposals to the Board of Foundation for the attention of the Supervisory Authority.

**Modification
of the regu-
lations:** Article 16

The Board of the Foundation may modify the present regulations if two thirds of its members approve such a motion.

Article 17

The present regulations were adopted at the Board of Foundation meeting of SWISSAID, Schweizerische Stiftung für Entwicklungszusammenarbeit, on 15 April 1983. Revisions: Board of the Foundation meetings on 24 April 1998, 23 April 1990, 28 April 2000 and 4 June 2010.