

## Statutes of Children's Care Emmaus

### I. General

#### Art. 1 Name, domicile

- a) Under the designation "Children's Care Emmaus" there exists an association in the sense of art.60 onwards Civil Code (ZGB), domiciliated in Berne (Switzerland)
- b) The association is a member of the "Federation Emmaus Switzerland" and is represented at its general assembly by two delegates.

#### Art. 2 Purpose

The association is inspired by the motto "Serve the most needy first!". It does not differentiate between confessional, political or other opinions and follows the purpose:

- a) To support children living in difficult circumstances by helping them spiritually, mentally and materially as well as to enable them to attend school or learn a trade.
- b) To realize in this view own aid projects or to assist many existing projects accompanied by development cooperation such as sponsorships, family aid, construction projects, project sponsorships, health and hygiene programs, etc.
- c) To cooperate with other local, national or international organizations pursuing similar targets.

### II. Membership

#### Art. 3 Admission

- a) There exist the following categories of membership:
  - Active members
  - Honorary members
- b) Any natural or legal person prepared to promote the purpose of the association may become a member.
- c) Members having particularly stood out for their performance to promote the purpose of the association may be appointed honorary members. The honorary membership is granted lifelong. If there are valid reasons, the honorary membership can be withdrawn at the request of the executive board.
- d) Honorary members have the same rights and obligations as active members.

#### **Art. 4 Remuneration**

Members of the association are not remunerated for their services to Children's Care.

#### **Art. 5 Resignation and expulsion**

- a) The membership ends with the resignation, expulsion or death. Observing a three-month time, resignation can be declared in writing at any time to the attention of the executive board. Resignation or expulsion does not release from the duty to meet the financial obligations for the current financial year.
- b) Whoever does not comply with his obligations or violates the provisions of the statutes can be excluded from the association by the general assembly at the request of the executive board.

### **III. Organization**

#### **Art. 6 Organs**

Organs of the association are:

- a) The general assembly
- b) The executive board
- c) The committee
- d) The auditors, unless it is permissible to waive this

#### **Art. 7 General assembly**

- a) The supreme body of the association is the general assembly. It is convoked by the executive board. An ordinary general assembly takes place annually within six months of the end of the financial year.
- b) An extraordinary general assembly is initiated at the request of a fifth of the members.
- c) The members are invited to the general assembly two weeks in advance in writing enclosing the agenda as well as possible reports. Any motions from members must be submitted twenty days prior to the assembly.

#### **Art. 8 Tasks of the general assembly**

The general assembly has the inalienable obligation to take on the following tasks:

- a) Determination and modification of the statutes;
- b) Approval of support for new aid projects of the development cooperation;
- c) Admission and expulsion of members; election of honorary members;

- d) Election of the president and the other members of the executive board:
- e) Election of the auditors;
- f) Supervision of the activities of the executive body including the possibility of dismissal, without prejudice to the claims to which the dismissed are entitled from existing contracts (discharge granting);
- g) Decision on the annual budget;
- h) Approval of the annual accounts and of the report of the auditors;
- i) Conclusion of further important contracts;
- j) Discharge of the managing committee and the auditors;
- k) Passing resolutions on motions by the executive board and those submitted by members to the executive board at least 20 days prior to the general assembly by letter, electronic mail or fax;
- l) Approval of regulations (e.g. the business regulations);
- m) Dissolution of the association.

#### **Art. 9 Decision-making by the general assembly**

- a) In the general assembly each member has one vote. It constitutes a quorum if the majority of the members is present. Passing a resolution needs the relative majority of the votes cast. The president has the casting vote.
- b) Amendments to the statutes and dissolution can be decided but by two-thirds of the votes cast.

#### **Art. 10 Executive board, organization**

- a) The executive board consists of a maximum of six people. It is elected for a period of one year. Re-election is permissible. The mandate of members of the executive board who are appointed as substitutes during the term of office ends with the ordinary term of office of the executive board.
- b) The members of the executive board with voting rights are:
  - the president, he leads the board;
  - the vice president;
  - the treasurer;
  - a maximum of three other members.
- c) The managing director takes part in the meetings of the board in an advisory capacity. He leads the office.
- d) The president has the authority to call the meetings of the executive board.

- e) An extraordinary meeting of the board can take place at the request of at least two members.
- f) The members of the board work on an honorary basis.

#### **Art. 11 Tasks of the executive board**

- a) The executive board meets whenever important occurrences and resolutions so require. It represents the association externally. It makes binding decisions for the association in all matters not being reserved by the statutes to the general assembly.
- b) The executive board is responsible for the execution of all the tasks decided by the general assembly as well as for the smooth running of the business involved. It can delegate the execution of the day-to-day business to a managing committee of its choice. It is also responsible for the employment of the managing director.
- c) The executive board can ask volunteers to take over certain works, however remains in the responsibility, exercises the supervision and keeps, considering the volunteers' initiative, the decision-making authority.
- d) The executive board decides about the allocation of donations for own aid projects and existing projects of the development cooperation from an amount exceeding CHF 30,000.00. The disposal of donations less than CHF 30,000.00 is delegated to the managing committee. From this excluded are earmarked donations of any amount.
- e) The executive board keeps accounts of income and expenses as well as of the financial means of the association.

#### **Art. 12 Decision-making of the executive board**

Decisions are made by majority vote of the voting members. Important decisions require unanimity; if this is not possible, the general assembly will decide.

#### **Art. 13 The executive committee**

The executive committee consists of the president, the treasurer and the managing director. It carries out the business assigned to it and hires besides the managing director the necessary staff of the permanent office.

#### **Art. 14 Auditors**

- a) The general assembly yearly appoints an auditor who is licensed by the auditing supervision authority and has to be independent according to art. 69b, para. 3 of the civil code (ZGB) in conjunction with art. 728, respectively 729 of the code of obligations (OR).
- b) The auditor supervises the annual accounts and carries out a limited revision and submits the general assembly a report according to the "Standard regarding the limited revision".

- c) The auditor is appointed for a fiscal year. Its responsibility ends with the approval of the last annual statement. A re-election is possible. A dismissal is possible at any time and without notice.

#### **Art. 15 Authorization to sign, liability**

- a) The executive committee appoints the persons authorized to sign. These collectively sign in pairs.
- b) President, vice president, managing director, assistant and treasurer have the individual signature within the powers assigned to them by the general assembly.
- c) For the liabilities of the association only the assets of the association are liable. Any personal liability is excluded.

### **IV. Finances**

#### **Art. 16 Income**

The income of the association consist of:

- a) Sponsorship contributions;
- b) Donations, gifts and legacies;
- c) Other income of all kinds;
- d) Membership fees.

The annual fee is annually fixed together with the budget by the general assembly. It is annually payable in advance, a started year being considered as a full year.

#### **Art.17 Accounting year**

The accounting year ends on 31<sup>st</sup> December.

### **V. Merger and dissolution**

#### **Art. 18 Merger and dissolution**

- a) A merger and the dissolution of the association can be started at any time by association resolution.
- b) A merger with another legal entity can only be effected if it is based in Switzerland, tax exempt because of non-profit or public purpose and with a similar target.
- c) In case of a dissolution of the association profit and capital will be allocated to another legal entity based in Switzerland and tax exempt because of non-profit or public purpose and with a similar target.

**Art. 19 Coming into force**

These statutes come into force upon acceptance by the general assembly of 25th April 2018 and replace all previous statutes and amendments.

Berne, 25<sup>th</sup> April 2018

The President:



---

Nicole Renaud

The Managing director:



---

Pierre Farine