

## **PUBLIC DOCUMENT**

### **ESTABLISHMENT OF FOUNDATION**

BEFORE ME, the undersigned, Notary Public of Basel, Jacqueline Burckhardt Bertossa, appeared today at Steinentorstrasse 23, Basel:

Mrs. Irene Beatrix Inderbitzin, von Zurich, in Uster, acting not for herself, but in accordance with the powers of attorney present and attached as enclosure 1(one), on which the signatures of Mr. François Rapeaud, von Fraubrunnen BE, in Schönenberg ZH, President of the Board of the Association “Kinderanwaltschaft Schweiz”, and Mrs. Andrea Barbara Staubli Brunner, von Kuenten AG, in Remetschwil AG, Vice President of the Association “Kinderanwaltschaft Schweiz”, each with two collective signatures, by comparison with two rock-free authentic signatures, are hereby certified as authentic for the

Association “Kinderanwaltschaft Schweiz” with headquarters in Winterthur,

hereinafter referred to as the "Founder".

The persons appearing have identified themselves by official identification paper and have declared before me:

#### **I. DECLARATION OF ESTABLISHMENT/DONATION OF ASSETS**

The Founder hereby establishes a foundation in accordance with Article 80 (eighty) and following of the Swiss Civil Code with its registered office in Winterthur.

In order to fulfil its charitable purpose, the founder dedicate an initial capital sum of CHF 50,000 (fifty thousand Swiss francs) to the foundation upon its formation.

#### **II. FOUNDATION STATUTE**

The following foundation statutes shall apply to the foundation:

## **Foundation Statute**

**the**

**Ombuds's Office for Children's Rights Switzerland**

**"Ombuds Office Children's Rights Switzerland"**

**"Office de l'Ombudsman des droits de l'enfant Suisse"**

**"Ufficio dell'Ombudsman dei diritti dei bambini Svizzera"**

### **A. Name and Location**

#### Article 1

Under the name of "Ombudsoffice for Children's Rights Switzerland", exists an independent foundation for an indefinite period in accordance with Articles 80 and following, of the Swiss Civil Code and the foundation statutes laid down here.

The foundation has its registered office in Winterthur and is subject to the supervision of the competent authorities.

Any transfer of the registered office to another location in Switzerland requires the approval of the supervisory authority.

### **B. Purpose**

#### Article 2

The foundation aims to run an independent, national and low-threshold Ombudsoffice to strengthen the rights of children. On the basis of the UN Convention on the Rights of the Child, the UN Convention on the Rights of Persons with Disabilities, its additional protocols, further protective provisions, national laws and the Council of Europe guidelines for a child-friendly justice system, it advises and informs children and young people in Switzerland about their rights and mediates between them and, for example, courts, authorities, public or private institutions or organizations involved in the care of children and young people. It examines the individual situation and makes recommendations. It carries out preventive work for the sustainable protection and safety of children and young people, strengthens their participation and is oriented towards the overriding interests of the child. The Foundation makes its competences, knowledge and experience in the field of children's rights and procedural rights available to experts, educational institutions, legislative bodies, political circles and the general public. In addition, it supports the Confederation and the cantons in their awareness-raising work to promote a child-friendly legal system, informs them by means of reports and makes recommendations. It is independent of instructions/directives, has no party status and no jurisdictional authority.

The Foundation may implement the purpose itself or cooperate with institutions and organizations that have similar objectives. It may also provide financial support to third parties within the scope of achieving the purpose.

The Board of Trustees may, within the framework of regulations, regulate details of the implementation of the purpose of the Foundation.

The foundation has a charitable character and does not pursue a profit-making purpose. It is not dependent and is neutral in terms of religion and party politics.

### **C. Assets**

#### Article 3

As initial capital, the founder dedicate cash funds of CHF 50,000 (fifty thousand Swiss francs) to the foundation. Further contributions to the foundation by the founder or other persons, in particular by public authorities, are at any time possible.

The Board of Trustees decides on the investment of the Foundation's assets. The assets of the foundation are to be managed carefully and in a conservative manner in order to guarantee the fulfilment of its purpose. The Board of Trustees may draw up regulations governing the way in which the assets are managed.

#### Article 4

In order to fulfil its task, the Board of Trustees has at its disposal both the annual income and the capital of the Foundation's assets.

### **D. Organs of the Foundation**

#### Article 5

The organs of the Foundation are the Board of Trustees and the auditors, unless the regulation authorities completely waive the audit of the Foundation.

The Board of Trustees may appoint other organs, for example a management board, advisory boards or form committees.

### **E. Board of Trustees**

#### Article 6

The foundation board consists of three to five members. The composition of the Board of Trustees should guarantee its competence, independence and neutrality. The exact number of members of the Board of Trustees as well as the requirements for their profile are laid down by the Board of Trustees in its separate regulations.

The founder appoints the first members of the foundation board. If there is no separate electoral body, the Board of Trustees will co-opt itself.

The Board of Trustees constitutes itself and elects a president and a vice-president among its members. The Board of Trustees represents the Foundation externally and designates those members or persons who sign on behalf of the Foundation with legally binding signatures, as well as the type of signature.

The term of office of the members of the Board of Trustees is three years. Re-election is possible, but the maximum term of office is twelve years.

Members may be dismissed from the Board of Trustees at any time for good cause, whereby good cause is deemed to exist if the member concerned violates the obligations incumbent upon him towards the Foundation or is no longer able to properly exercise his office. The Board of Trustees decides by a two-thirds majority on the dismissal of members of the Board of Trustees.

The members of the Board of Trustees work in an honorary capacity. The Board of Trustees may issue regulations governing the payment of attendance fees and expenses.

#### Article 7

The foundation board has a quorum if the majority of its members are present. Resolutions are passed by a simple majority, unless a qualified majority is provided for in the foundation deed or in a regulation. In the event of a tie, the chairperson has the casting vote. Minutes are kept of all meetings and resolutions.

Resolutions may also be passed by circular letter, provided that no member requests an oral discussion. Decisions by circular letter require unanimity.

#### Article 8

The Board of Trustees has the following powers and duties in particular:

- It takes all measures necessary to ensure the formal existence of the foundation.
- It manages the assets of the Foundation according to sound commercial principles, i.e. carefully and with a focus on security.
- It decides on measures to be taken to achieve the foundation's purpose.
- It appoints the management of the administrative office ("Ombuds Office Children's Rights Switzerland"), which carries out its activities in accordance with this deed and the regulations and resolutions issued by the Board of Trustees.
- The Board of Trustees may delegate other tasks or projects to third parties and monitors these mandates.
- It prepares the foundation accounts annually as at 31 (thirty-first) December.
- It submits the foundation accounts, the activity report of the Board of Trustees, the auditor's report and any other documents requested to the supervisory authority.

The Board of Trustees is bound to secrecy. In particular, it ensures compliance with the applicable data protection regulations and the protection of the personal rights of the persons supported.

#### **F. Other Organs**

#### Article 9

The Board of Trustees may, at its discretion, appoint and dismiss other bodies, such as advisory boards or an electoral body.

These further organs advise and support the foundation board in the realization of the foundation's purpose or parts thereof or in other matters. An electoral body is responsible for the election of the Board of Trustees, subject to compliance with the requirements concerning the independence, competence and neutrality of the persons proposed for election.

The Board of Trustees regulates the tasks and organization of other bodies in a set of regulations.

## **G. Auditors**

### Article 10

The Board of Trustees elects an auditor recognized by the audit supervisory authority for a period of one year (Article 83a of the Swiss Civil Code). Re-election is possible. The auditors have the tasks defined in Articles 83b and 84a of the Swiss Civil Code and in any instructions issued by the supervisory authority.

The Foundation Board may, by unanimous resolution, waive the election of an auditor, provided that the supervisory authority exempts the Foundation from the obligation to appoint an auditor.

## **H. Regulations**

### Article 11

The Board of Trustees may issue one or more regulations for the organization, the fulfilment of the purpose of the foundation and the asset management. Regulations and amendments thereto must be submitted to the supervisory authority.

## **I. Amendments to the foundation deed**

### Article 12

The Board of Trustees may apply to the supervisory authority for amendments to the Foundation Statute by unanimous decision, while preserving the purpose of the Foundation, for example, when introducing a federal law on an Ombudsoffice for children's rights or introducing further organs as defined in Article 9.

## **J. Dissolution**

### Article 13

The Foundation may only be dissolved prematurely for the reasons provided for by law (Article 88 of the Swiss Civil Code) and only with the consent of the supervisory authority by unanimous decision of the Board of Trustees.

In the event of the dissolution of the Foundation, the Board of Trustees shall transfer any remaining assets to charitable legal entities with the same or similar purpose, which are exempt from tax with regard to their public or charitable purpose and which have their registered office in Switzerland. A reversion of the foundation assets to the founder or her legal successor is excluded.

**K. Entry in the Commercial Register**

Article 14

The foundation is registered in the Commercial Register of the Canton of Zurich.

### **III. FIRST DOMICILE**

The first domicile of the foundation is located at Theaterstrasse 29, 8400 Winterthur.

### **IV. FIRST BOARD OF THE FOUNDATION**

The Board of Trustees consists of four members, unless the Board of Trustees decides otherwise. The Foundation herewith designates as members of the first supreme body of the Foundation:

- François Emile Michel Marie Rapeaud, of Fraubrunnen BE, in Schoenenberg ZH, President
- Andrea Barbara Staubli Brunner, from Kuenten AG, in Remetschwil AG, Vice President Dentistry
- Alessandro D'Elia, of Mettmenstetten ZH, in Mettmenstetten ZH
- Francisco Pavone, from Hoeri ZH, in Zurich

The designated persons accept the office by signing the commercial register application.

### **V. AUDITORS**

KPMG AG, Zurich, is appointed as auditors for the first financial year.

IN WITNESS WHEREOF, this act of establishment has been read, approved and signed by the person appearing, whereupon I, the notary public, also signed, adding my official seal.

BASEL, the 25th (twenty-first) June 2020 (two thousand and twenty-one)



*S. S. - L*  
*W. Birckhardt*  
*Not.*

Allg. Prot. Nr. 33/2020



## AUTHORITY

The Association **Kinderanwaltschaft Schweiz** ("Procurator"), represented by Mr François Rapeaud, in Schönenberg ZH, President of the Board, and Mrs Andrea Staubli, of Kuenten, in Remetschwil, Vice-President of the Board, each with collective signature, hereby authorizes

Mrs. **Irene Beatrix Inderbitzin**, von Zurich, in Uster ("Authorized Representative")

to represent him on the occasion of the establishment of the foundation "Ombudsstelle Kinderrechte Schweiz" with headquarters in Winterthur. The authorized representative is authorized, without restrictions, to make all kinds of decisions and to take all actions that are necessary and meaningful for the foundation's involvement.

Association "Kinderanwaltschaft Schweiz"

Place and Date

François Rapeaud

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Association "Kinderanwaltschaft Schweiz"

Place and Date

Andrea Staubli