

**Public Deed**

regarding the

establishment

of the

**Roma Education Fund**

Before the undersigned Notary appeared today, January 5, 2005, at the offices at Baarerstrasse 12, 6300 Zug:

1. **The World Bank**, International Bank for Reconstruction and Development, 1818 H Street, NW Washington, DC 20433, USA
2. **Open Society Institute**, 400 West 59<sup>th</sup> Street, New York, NY 10019, USA

both represented by

Dr Suzanne Wettenschwiler Bucher, Attorney-at-law, born Januar 13, 1955, from Jona, Luzern und Wolhusen LU, at Obere Roostmatt 6, 6300 Zug

declaring the following to be recorded in the minutes:

- I. We herewith establish under the name of

**Roma Education Fund**

a foundation in accordance with art. 80 ff. Swiss Civil Code and we endow the new foundation with the amount of CHF 200'000.-- (two hundred thousand 0/00) foundation capital.

II. The foundation will have the following statute:

## **STATUTE**

of the

### **Roma Education Fund**

#### **Article 1**

##### **NAME AND DOMICILE**

1.1. Under the name of

##### **Roma Education Fund**

a foundation is established, in accordance with articles 80 and following of the Swiss Civil Code, the duration of which shall be indefinite.

1.2. The legal domicile of the Foundation is in Zug (Canton of Zug, Switzerland). The legal domicile may be transferred, by resolution of the Governing Board and subject to approval by the Supervisory Authority, to any other place in Switzerland. Article 13 hereof is expressly reserved.

## **Article 2**

### **OBJECTIVES**

- 2.1. The objectives of the Roma Education Fund will be to contribute to closing the gap in educational outcomes between Roma and non-Roma, including through the desegregation of educational systems primarily (but not exclusively) in Central and Eastern Europe and the countries that have formally joined the Decade of Roma Inclusion.

The Fund and its operations will:

- (a) Support projects and programs that improve educational outcomes for Roma in the context of the Decade of Roma Inclusion 2005-2015 with a particular emphasis on scaling up interventions that have been successfully piloted;
- (b) Support activities that are respectful and inclusive of Roma and the wishes of the Roma community;
- (c) Provide a forum for advocacy and discussion of Roma education issues;
- (d) Become a centralized source of information on Roma education issues.

- 2.2. The Foundation may participate in projects of other organizations with similar objectives or support Swiss or foreign organizations with similar objectives. It may engage in all actions arising from, and related to, its activities. It may acquire real estate and related rights and title in Switzerland and abroad.

## **Article 3**

### **FOUNDATION'S CAPITAL**

- 3.1. The Founders donate to the Foundation as its capital CHF 200'000.-- in cash.
- 3.2. The Foundation's capital may further be added to by
- (a) allocation of the income on the Foundation's capital;
  - (b) further endowments of the Founders;
  - (c) donations, legacies and contributions of third parties;
  - (d) other appropriate means, including public collections and actions.

#### **Article 4**

### **BODIES OF THE FOUNDATION**

The bodies of the Foundation are the Governing Board and the Auditors.

#### **Article 5**

### **THE GOVERNING BOARD**

- 5.1. The Governing Board consists of three to nine members who must be individual persons.

At least one member of the Governing Board must be a Swiss citizen having his permanent residence in Switzerland and being authorized to represent the Foundation in accordance with Article 7.3. hereafter.

- 5.2. The Founders nominate the first members of the Governing Board in the deed of foundation. New members of the Governing Board are being elected, by way of appointment, by the Governing Board upon rec-

ommendation of the Founders. The ordinary term of office of a member of the Governing Board is two years. Multiple reappointment is allowed.

- 5.3. If the Governing Board fails, for any reason, to appoint the necessary members, they shall be nominated by the competent Supervisory Authority.
- 5.4. Any member of the Governing Board may at any time be dismissed by a two-third-majority of all members of the Governing Board following the recommendation of one of the Founders.
- 5.5. The mandate of the members of the Governing Board may be remunerated. The members of the Governing Board may be reimbursed for their travel and other expenses incurred on behalf of the Foundation.

## **Article 6**

### **ORGANIZATION OF THE GOVERNING BOARD**

- 6.1. The Governing Board determines its organization. It consists of the chairperson and the other members elected pursuant to Article 5 above. It appoints a secretary who need not be a member of the Governing Board.
- 6.2. Meetings of the Governing Board shall be held whenever the need arises but at least once a year.
- 6.3. The Governing Board may pass resolutions if a majority of its members are present. If such quorum is not reached at a first meeting, a second meeting may be called within 30 days which shall constitute a quorum irrespective of the number of members then present. Resolutions are adopted by a simple majority vote of all the members present. In case of a tie the vote of the chairperson shall be decisive.
- 6.4. Unless a member requests oral deliberation, resolutions of the Governing Board may also be taken in writing; however, such resolutions require the approval of a majority of all the members of the Governing

Board.

## **Article 7**

### **DUTIES OF THE GOVERNING BOARD**

- 7.1. The Governing Board shall represent the Foundation and decide on all matters, in particular on the specific manner in which the Foundation's objectives shall be realized, unless it has delegated specific matters to other instances as per Article 7.4. hereafter.
- 7.2. In pursuit of the Foundation's objectives, the Governing Board is allowed to use, in addition to the income of the capital, the Foundation's capital, in whole or in part. It may also invest the Foundation's capital at its discretion, relying on the advice and services of a reputable financial institution.
- 7.3. The Governing Board shall designate the person or persons authorized to represent and bind the Foundation by their individual or joint signatures.
- 7.4. The Governing Board may delegate specific duties, for a short term or permanently to one or several committees appointed among its members, to an advisory board, a counsel or other third persons, and it may adopt, with the approval of the Supervisory Authority, the necessary Regulations governing the organization and management of the Foundation.
- 7.5. The Governing Board may hire employees of the Foundation and/or retain third persons as agents or advisors.

## **Article 8**

### **THE AUDITORS**

- 8.1. The Auditors are elected by the Governing Board for a one year's term

of office. They may thereupon be reelected.

- 8.2. The Auditors must be a reputed auditing company which must be independent of the Governing Board or employees of the Foundation.
- 8.3. The Auditors shall submit to the Governing Board a written annual report and the accounts of the Foundation.

## **Article 9**

### **FISCAL YEAR**

- 9.1. The fiscal year shall end on December 31<sup>st</sup> of each year, the first time on December 31<sup>st</sup>, 2005.
- 9.2. The balance sheet and the profit and loss statement shall be prepared as per the end of each fiscal year in observance of generally accepted accounting standards.

## **Article 10**

### **AMENDMENTS TO THE STATUTE OF THE FOUNDATION**

If the circumstances so require, the Governing Board may at any time and in accordance with the requirements of law request that the Supervisory Authority authorize certain amendments to the Statute of the Foundation with respect to the objects and/or organization of the Foundation. The amendments shall be enacted by the Supervisory Authority.

## **Article 11**

### **TERMINATION OF THE FOUNDATION**

If the objectives of the Foundation as they reflect the Founders' will can no longer

be materialized, even by applying articles 85 and 86 of the Swiss Civil Code, the Governing Board may terminate the Foundation in accordance with the requirements of law and subject to approval by the Supervisory Authority. The then available capital of the Foundation must be transferred to one or several organizations with objectives as similar as possible; reverting funds of the Foundation to the Founders or third party donors shall be excluded.

## **Article 12**

### **CHANGE OF DOMICILE**

The Governing Board may resolve to transfer the domicile of the Foundation within the country or to any other country if the Foundation, as a consequence of a change in the law or its application or for any other reason, will no longer be free to decide in its own discretion on how to invest its capital or grant donations in pursuit of its objects or if it will no longer be tax-exempt in Switzerland. A corresponding change of domicile has to be to a country where the legal system permits an appropriate use of the Foundation's funds.

- III. The founders herewith appoint the following persons as initial members of the board of the foundation:
1. Dr Suzanne Wettenschwiler Bucher, from Jona, Luzern und Wolhusen LU, at Obere Roostmatt 6, 6300 Zug, as Chair (with individual signature);
  2. Peter Gassmann, from Küsnacht, Klusstrasse 18, 8614 Sulzbach, as Vice-Chair (with individual signature);
  3. Annette Dixon, citizen of New Zealand, 5293 MacArthur Terrace NW, Washington DC 20016, USA, Member (without signature);
  4. William Newton-Smith, citizen of Canada, Cefnperfedd Uchaf, Maesmynis, Powys, UK Member, (without signature);



The written declarations of acceptance will be attached to the commercial register's copy of this deed of foundation.

Zug, January 5, 2005

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The World Bank  
(represented by Dr S. Wettenschwiler)

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Open Society Institute  
(represented by Dr S. Wettenschwiler)

## Public Deed

The undersigned Roman Giger, attorney-at-law and notary of the Canton of Zug, herewith publicly notarizes that the present deed (including the statute of the foundation) contains the declarations of will of the founders mentioned therein and that they have been read by the latter in the presence of the public notary and confirmed as being correct and signed.

This deed will be established in **seven** counterparts i.e.

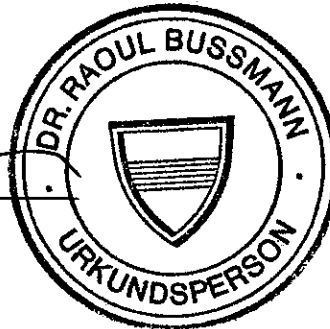
- 1 copy for the commercial register
- 1 copy for the auditors
- 2 copies for the founders
- 2 copies for the foundation
- 1 copy for the notary public.

The Notary Public:

The undersigned Dr Raoul Bussmann, notary public and attorney-at-law, being proficient and capable of translating in both the English and German languages herewith confirms that this document is a true and correct translation of the German original which is attached hereto.

Zug, May 12, 2005

Dr Raoul Bussmann



APOSTILLE (Convention de La Haye du 5 octobre 1961)	
1. Land: Schweizerische Eidgenossenschaft, Kanton Zug Country: Swiss Confederation, Canton of Zug Diese öffentliche Urkunde / This public document	
2. Ist unterschrieben von / has been signed by .....	<i>Raoul Bussmann</i>
3. in der Eigenschaft als ..... acting in the capacity of .....	<i>Notary public</i>
4. ist versehen mit dem Stempel / Siegel des / der / bears the stamp / seal of .....	<i>Notary public of the Canton of Zug</i>
5. in / to 6300 Zug	6. am/the ..... <b>12. Mai 2005</b>
7. durch die Staatskanzlei des Kantons Zug by Chancery of State of the Canton of Zug	
8. unter / under Nr. .... <b>3401105</b> .....	
9. Stempel / Siegel / Stamp / Seal	10. Unterschrift / Signature <i>R. Iten</i>



Rolf Iten