

Charter
of the
UEFA Foundation for Children

Olivier Thomas, notary of the canton of Vaud, at his office at 11 Place du Château, PO Box 1396, 1260 Nyon 1, Switzerland,

hereby certifies that

the Union of European Football Associations (UEFA),

with its headquarters at 46 Route de Genève, 1260 Nyon, represented by Mr **Michel Platini** of France in his capacity as President of said association, which they commit by means of his individual signature,

Founder

adopts the following Statutes:

Name, headquarters and funds

Article 1 NAME AND HEADQUARTERS

- 1 The **UEFA Foundation for Children** (hereinafter: "**Foundation**") is a foundation in the sense of Article 80 et seq. of the Swiss Civil Code.
- 2 The Foundation is supervised by the Federal Supervisory Board for Foundations (hereinafter: "**Supervisory Authority**").
- 3 The headquarters of the Foundation are in Nyon. Any relocation within Switzerland requires the prior approval of the Supervisory Authority.

Article 2 PURPOSE

- 1 The purpose of the Foundation is to help children – for example through sport, in particular football – by providing support primarily in the areas of children's health, education, access to sport, personal development, integration and defending the rights of the child.
- 2 To this end, the Foundation establishes programmes, for example involving sport, in particular football, either directly or in collaboration with other entities (such as UEFA, national sports organisations and clubs). It may advise, join forces with or provide assistance to any other organisations or projects that pursue similar aims or promote development. Humanitarian and/or emergency action, whether independent or in a partnership, is also envisaged. Finally, the Foundation may organise or participate in fundraising activities to help it achieve its aims, for example organising events, including sports events.
- 3 In order to achieve its aims, the Foundation operates in Switzerland and abroad.
- 4 The Foundation is a non-profit, charitable body.

Article 3 CAPITAL AND RESOURCES

- 1 In its capacity as founder of the Foundation, the Union of European Football Associations (UEFA, hereinafter: "**Founder**") provides initial capital of €1,000,000 (one million euros) in cash. This capital may be supplemented at any time by other allocations from the Founder itself or other persons.

- 2 Supplementary resources comprise: (a) payments and allocations from the Founder or third parties; (b) grants, donations and bequests; (c) state subsidies; (d) income generated through Foundation activities, in particular through events of all kinds and partnerships (with third parties or the Founder); (e) income from Foundation assets; and (f) loans from the Founder or third parties.
- 3 The Foundation's capital must be managed in accordance with recognised business principles. Risk must be shared. In doing so, funds must be protected from speculation but not managed with overcautiously either.

Article 4 DURATION

- 1 The duration of the Foundation is unlimited.
- 2 The Foundation becomes operational when it is entered in the commercial register.

Organisation

Article 5 ORGANS OF THE FOUNDATION

The organs of the Foundation are:

- the Board of Trustees;
- the secretariat;
- the auditors;
- the friends and ambassadors of the Foundation.

1 Board of Trustees

Article 6 COMPOSITION OF THE BOARD OF TRUSTEES

- 1 The governing body of the Foundation is a Board of Trustees composed of five (5) to fifteen (15) natural persons or representatives of legal entities. More than half of the members of the Board of Trustees are representatives of the Founder.
- 2 In principle, members of the Board of Trustees serve the Foundation on a voluntary basis.

- 3 Members of the Board of Trustees and anyone to whom specific powers are delegated are reimbursed for expenses actually incurred.

Article 7 ELECTION AND REPLACEMENT OF TRUSTEES

- 1 The Board of Trustees elects, replaces and re-elects its members itself. Only natural persons and representatives of legal entities who adhere to the aims of the Foundation in the values they convey and their experience and who demonstrate integrity and probity are eligible for election to the Board of Trustees.
- 2 The Board of Trustees elects a chairman by the majority defined in the Organisational Regulations of the UEFA Foundation for Children. The chairman serves a term of four (4) years and may be re-elected.

Article 8 PERIOD OF OFFICE

- 1 Members of the Board of Trustees are elected for four (4) years.
- 2 For each period of office, the members of the Board of Trustees are co-opted by existing members as defined in the Organisational Regulations of the UEFA Foundation for Children.

Article 9 REMOVAL OF TRUSTEES

- 1 It is possible to remove a member of the Board of Trustees at any time, in particular if the member in question breaches his or her obligations towards the Foundation, ceases to represent the values conveyed by the Foundation, for example in terms of integrity or probity, or is no longer able to properly discharge his or her duties.
- 2 The Board of Trustees requires a two-thirds majority to remove a member.

Article 10 POWERS OF THE BOARD OF TRUSTEES

- 1 The Board of Trustees serves as the governing body of the Foundation. It holds all powers not expressly delegated to another organ in these Statutes, in the Foundation Charter or in the regulations governing the Foundation.
- 2 The Board of Trustees is authorised to represent the Foundation before its partners and others.
- 3 The Board of Trustees is authorised to delegate some of its powers to one or more of its members, to the secretariat or to third parties.

- 4 The Board of Trustees passes regulations governing how the Foundation is organised and managed. The Board of Trustees may revise these regulations at any time, provided they respect the aims of the Foundation. Any revision of the regulations must be approved by the Supervisory Authority.

Article 11 DECISION-MAKING

The Board of Trustees can make decisions when a majority of its members are present. In principle, decisions are made by simple majority, unless these Statutes or other regulations require a qualified majority. If votes are tied, the chairman has the casting vote.

Article 12 REGULATIONS

The Board of Trustees defines the principles governing its activities in one or more sets of regulations, which must be approved by the Supervisory Authority.

2 Secretariat

Article 13 COMPOSITION OF THE SECRETARIAT

- 1 The operational activities of the Foundation are assigned to a secretariat.
- 2 The secretariat is managed by a secretary, who attends the meetings of the Board of Trustees but only in an advisory capacity.

Article 14 POWERS OF THE SECRETARIAT

The secretariat is in charge of the operational activities of the Foundation. Its precise remit is defined in the Organisational Regulations of the UEFA Foundation for Children.

3 Auditors and responsibilities of the organs

Article 15 AUDITORS

- 1 In accordance with the relevant legal provisions, the Board of Trustees appoints external, independent auditors to verify the Foundation's annual accounts and submit a detailed report to the Board of Trustees each year.
- 2 The auditors must notify the Board of Trustees of any shortcomings they identify in the administration and management of the Foundation during their audit. If significant shortcomings are not resolved within a reasonable period of time, the auditors must inform the Supervisory Authority.

- 3 The auditors must submit a copy of their audit report to the Supervisory Authority and send copies of all important information to the Board of Trustees.

Article 16 RESPONSIBILITIES OF THE ORGANS

- 1 Anyone involved in the administration, management or auditing of the Foundation is personally liable for any damage they cause the Foundation, whether intentionally or through negligence.
- 2 If more than one person must compensate the Foundation, each is jointly and severally liable only to the extent to which the damage can be attributed to them personally, by virtue of their own misconduct and in view of the circumstances.

Commercial register

Article 17 ENTRY IN THE COMMERCIAL REGISTER

The Foundation is entered in the commercial register of the canton of Vaud, Switzerland.

Revision of the founding instruments and dissolution of the Foundation

Article 18 REVISION OF THE STATUTES OR CHARTER

The Board of Trustees is authorised to propose to the Supervisory Authority any revisions to the Foundation Statutes or Charter decided on unanimously by the trustees, in accordance with Articles 85, 86 and 86b of the Swiss Civil Code.

Article 19 DISSOLUTION

- 1 The Foundation may be dissolved only for the reasons provided for by law (Article 88 of the Swiss Civil Code) and by means of a unanimous decision by the Board of Trustees, with the consent of the Supervisory Authority.
- 2 If the Foundation is dissolved and liquidated, after having reimbursed its creditors it must next fulfil any commitments or render any services owed in relation to activities undertaken in pursuit of its aims. Any balance remaining must be donated to a tax-exempt charitable organisation that is based in Switzerland and pursues the same or similar aims to those pursued by the Foundation, as decided unanimously by the Board of Trustees.

- 3 The net proceeds of liquidation may under no circumstances be released to the Founder, or used to profit the Founder, save for any debts owed by the Foundation to the Founder as a result of advances made in the form of loans.

Six (6) copies of this Charter are dispatched, one (1) to each of the following entities: the Supervisory Authority, the federal and cantonal (Vaud) tax authorities, the commercial register of the canton of Vaud, the Foundation and the Founder.