

Bylaws

Approved by the Foundation Council on 28 November 2019
Approved by the Supervisory Authority and entered into force on 11 March 2020

ARTICLE 1: SCOPE

These Bylaws define the governance structure of DCAF - Geneva Centre for Security Sector Governance in line with, and complimentary to articles 7 ff of the Statutes.

A. THE FOUNDATION COUNCIL

ARTICLE 2: MEMBERSHIP

1. The Foundation Council is composed of members with the right to vote, including:
 - a) duly authorized representatives of States which identify themselves with DCAF's mission; they contribute to, or participate in DCAF's activities, or seek to share their experience and best practices of security sector governance and reform;
 - b) duly authorized representatives of the Canton of Geneva; unless stated otherwise, the provisions of these Bylaws applicable to Foundation Council members representing States also apply to Foundation Council members representing the Canton of Geneva;
 - c) the President of the Foundation Council (hereinafter "the President") who represents solely DCAF and the Foundation Council.
2. The Swiss Confederation - in its capacity as initiator, co-founder and host State of DCAF - may nominate three (3) members for appointment to the Foundation Council, including the President, the Secretary and one other member. The Canton of Geneva may nominate up to two (2) members. All other States may nominate one (1) member each.

ARTICLE 3 : NOMINATION

1. Each State shall have its own criteria and process to select a representative for appointment as a member of the Foundation Council. Once a selection is made, the State shall promptly notify the President about the nomination by formal correspondence.
2. If a State fails to nominate a Foundation Council member, the seat in the Council shall remain vacant until a candidate is selected.
3. The nomination and appointment of the President, the Secretary and the Treasurer shall be conducted in accordance with Articles 15, 16 and 17 of these Bylaws.

ARTICLE 4: AUTHORITY TO SPEAK AND VOTE ON BEHALF OF STATES

1. Foundation Council members act as duly authorized representatives of their States, with the exception of the President who represents solely DCAF and the Foundation Council.
2. Each State shall ensure that its Foundation Council member has the full authority to speak and vote on behalf of that State on all matters before the Foundation Council.

ARTICLE 5: TERM OF OFFICE

1. The term of office of the President and the Treasurer are specified in Articles 15 and 17 of these Bylaws.
2. Other Foundation Council members are appointed for an initial term of four (4) years, renewable.
3. The term of office of the Foundation Council member may be terminated at any time and for any reason, if the Foundation Council or the State s/he represents so decides. The term of office may also be terminated by resignation, loss of disposing capacity, illness or death, or any other significant change in the professional or personal status of the Foundation Council member that could be detrimental to the continuation of his or her function.
4. States shall promptly notify the President by formal correspondence about the termination of the term of office of Foundation Council members and the nomination of successors.

ARTICLE 6: POWERS

1. Pursuant to Article 12 of the Statutes, the Foundation Council is the supreme governing body of DCAF. It has the following non-transferable powers:
 - a) To determine DCAF's strategic direction;
 - b) To approve DCAF's annual work plan and budget;
 - c) To approve DCAF's internal policies of particular importance;
 - d) To approve DCAF's annual performance report, accounts, balance sheet, and profit and loss statement;
 - e) To appoint the President, the Treasurer and the Secretary;
 - f) To appoint other members of the Foundation Council;
 - g) To appoint the members of the Bureau;
 - h) To appoint the statutory auditors;
 - i) To appoint the Director of DCAF;
 - j) To designate persons authorized to represent and commit the foundation in dealings with third parties, and to determine the type of signing authority for them;
 - k) To establish committees and subsidiary bodies and to determine their competences and composition;
 - l) Subject to subsequent approval by the Supervisory Authority: to adopt and amend the Statutes and bylaws of DCAF, and to decide on the dissolution of DCAF.
2. As the supreme governing body of DCAF, the Foundation Council may take any action, make any decision, and exercise any powers which are not expressly delegated to another body of the foundation by the Statutes or bylaws of DCAF.
3. The Foundation Council may delegate any transferable power or duty to another body of the foundation and revoke the delegation at any time. The executive (operational, financial and administrative) management of DCAF - Geneva Centre for Security Sector Governance shall be permanently delegated to the Director of DCAF.

ARTICLE 7: DUTIES

The members of the Foundation Council shall support and promote DCAF's mission, including, inter alia, through:

- a) Regular consultations with DCAF about the needs, priorities, strategies and opportunities for cooperation;
- b) Liaison and facilitation of contacts with competent national authorities;
- c) Facilitation of support for DCAF's programmes in the field and at headquarters, under the most favourable conditions possible;
- d) Facilitation of access to funding, specific expertise, capacities and resources;
- e) Advocacy, sensitization and raising awareness about DCAF's mission and work.

ARTICLE 8: MEETINGS

1. The Foundation Council meets at least twice a year.
2. Meetings of the Foundation Council are usually held face-to-face. The Foundation Council may also meet by teleconference, videoconference, or any other reliable communication medium.
3. Notice of a meeting of the Foundation Council shall be provided at least three (3) weeks before the meeting. The notice shall include an indicative agenda. The President may call a Foundation Council meeting on shorter notice if circumstances so require.
4. A meeting of the Foundation Council shall be convened:
 - a) By the President - at any time;
 - b) By the President - upon written request by at least one third (1/3) of the Foundation Council membership with a justification for requesting the meeting and an indication of the agenda;
 - c) By the Director of DCAF - when a meeting is being called to address an emergency situation, and where the President is unable to convene the meeting.
5. The Foundation Council shall validly deliberate when a quorum of at least half (1/2) of its members is present. If this quorum is not met, the Foundation Council shall validly deliberate when at least one third (1/3) of its members are present, including the Secretary and one other Foundation Council member representing the Swiss Confederation.
6. If, for any reason, a member of the Foundation Council is unable to attend a Foundation Council meeting or part of a Foundation Council meeting, he/she may:

- a) Appoint a substitute to represent him/her at that meeting. The substitute shall be entitled to act as a Foundation Council member in accordance with the Statutes and these Bylaws;
- b) Appoint the chair of the meeting or another member of the Foundation Council as his / her proxy and provide voting directions. The proxy shall vote, or withhold from voting, in accordance with the directions received or, if no voting directions have been given, as the proxy decides;

To be valid, the appointment of a substitute or proxy must be submitted to the chair of the meeting or to the secretary of the meeting in writing at least 24 hours prior to the Foundation Council meeting.

7. Observers representing States, intergovernmental, non-governmental and private sector organizations may be invited to attend Foundation Council meetings on an ad hoc or permanent basis, at the discretion of the President. They shall have the right to speak but not to vote.
8. The Director of DCAF shall have the right to participate in Foundation Council meetings. S/He shall have the right to speak but not to vote. The Director, in consultation with the President, shall determine which DCAF staff members may attend any particular Foundation Council meeting.
9. Attendance at Foundation Council meetings of presenters and other additional persons may be permitted, at the discretion of the chair of the meeting.
10. With the exception of the President, the cost of attendance at meetings of the Foundation Council shall be borne by members of the Foundation Council. In exceptional circumstances, and subject to approval by the President, DCAF may provide a subsidy from the operating expenses budget for the attendance of a member of the Foundation Council who is unable to absorb the costs. A written and duly justified request to that effect shall be submitted to the President by the relevant member of the Foundation Council. The subsidy shall be limited to arrangements (or reimbursement of costs) for economy class travel and overnight accommodation of the member of the Foundation Council.
11. The costs of travel and accommodation of the President shall be reimbursed from DCAF's operating expenses budget.
12. No honorarium and no per diem allowances shall be paid to members of the Foundation Council. In specific cases, when a member of the Foundation Council is assigned with special tasks, remuneration may be paid, provided that the terms are known and approved by the Bureau.
13. Foundation Council meetings are chaired by the President or, in his/her absence, such other person with a written delegation of the President, or by the longest serving member of the Foundation Council representing the Swiss Confederation.

14. The President, or such other person entitled to chair a Foundation Council meeting, has the prerogative to rule on general conduct of the meeting and all related procedural issues, unless otherwise specified by the Statutes or these Bylaws.
15. Foundation Council meetings are conducted in English and/or in French. Simultaneous interpretation may be provided, depending on circumstances and taking into account budgetary implications.
16. Deliberations of the meetings of the Foundation Council are recorded in minutes. The minutes are co-signed by the President and the Secretary who can delegate this duty to the Director of DCAF, the chair of the meeting, the secretary of the meeting, or such other persons whom they will designate. The minutes are subject to approval by the Foundation Council at the following meeting.

ARTICLE 9: DECISION MAKING

1. Decisions of the Foundation Council are usually taken at a face-to-face meeting held in accordance with the provisions of Article 8 of these Bylaws.
2. If circumstances so require, the Foundation Council may be requested to approve a decision by correspondence or by electronic means, including under a non-objection procedure. Members of the Foundation Council shall be provided with sufficient background materials and proposed decision text in such requests. Should a non-objection procedure be used, members of the Foundation Council shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Foundation Council member and is not retracted before the deadline for objections, the decision shall not be considered approved. Decisions approved by correspondence or by electronic means, including under a non-objection procedure, shall be added to the minutes of the following meeting of the Foundation Council.
3. Decisions of the Foundation Council shall be taken by consensus whenever possible. If, at a meeting, the President, or such other person entitled to chair a Foundation Council meeting, believes there is a consensus, s/he may declare that the Foundation Council has reached consensus and a decision has been made, provided that no member of the Foundation Council raised an objection.
4. In circumstances where a vote is taken, decisions require a positive vote from a majority of the members of the Foundation Council present at the meeting to be approved, unless otherwise provided by the Statutes or the these Bylaws. Each member of the Foundation Council has one (1) vote. In case of a tied vote, the President shall have the deciding vote.

5. The President, or such other person entitled to chair a Foundation Council meeting, has the authority in important cases to delay a decision if s/he feels appropriate.
6. Decisions on the modification of the Statutes and bylaws of DCAF, and on the dissolution of DCAF, shall require a two third (2/3) majority of the members of the Foundation Council present at the meeting. Such decisions require subsequent approval of the Supervisory Authority to be valid.
7. In the event of an emergency constituting a serious threat to safety, security or reputation of DCAF or its staff, the President and the Director, acting together, may take action on behalf of the Foundation Council to address the emergency, provided that such action is reported to the Bureau or, if appropriate, to the Foundation Council as soon as possible.

B. THE BUREAU

ARTICLE 10: MEMBERSHIP

1. The Bureau shall comprise five to seven (5-7) members of the Foundation Council, including:
 - a) The President;
 - b) The Secretary;
 - c) The Treasurer; and
 - d) Two to four (2-4) other members of the Foundation Council.

ARTICLE 11: APPOINTMENT

1. The President, the Secretary and the Treasurer are appointed pursuant to the provisions of Articles 15, 16 and 17 of these Bylaws.
2. Other members of the Bureau are appointed by the Foundation Council, based upon nominations submitted by the President in consort with the Bureau.
3. The President shall conduct consultations with potential candidates for the Bureau in a way that s/he finds most appropriate. When nominating candidates, the President and the Bureau must ensure that donors and beneficiaries of DCAF will be appropriately represented in the Bureau.
4. The Foundation Council member who has been nominated for a seat in the Bureau shall notify the President about his/her acceptance of the nomination as soon as possible by formal correspondence.

ARTICLE 12: TERM OF OFFICE

1. Provisions governing the term of office of the President, the Secretary and the Treasurer are contained in Articles 15, 16 and 17 of these Bylaws.
2. Other Bureau members are appointed for an initial term of four (4) years, renewable.
3. The term of office of the Bureau members cannot be for a longer duration than their term of office as members of the Foundation Council.
4. The term of office of a Bureau member may be terminated at any time and for any reason, if the Foundation Council or the State s/he represents so decides. The Bureau member shall promptly notify the President by formal correspondence about the termination of his/her term of office and the nomination of a successor, if applicable.
5. A vacancy resulting from early termination of the term of office of a Bureau member shall be filled by a Foundation Council member representing the same State and in the same manner in which the original holder was selected and appointed, unless the State decides to relinquish its seat in the Bureau. The Foundation Council member selected to fill a vacant seat in the Bureau shall hold it for the remainder of the term of the member who vacated the seat.
6. Appointment and termination of duties of Bureau members shall be without prejudice to their duties and term of office as members of the Foundation Council.

ARTICLE 13: POWERS

1. Pursuant to Article 15 of the Statutes, the Bureau manages current affairs of DCAF, unless such affairs have been delegated to the Director of DCAF.
2. The Bureau shall have the following powers:
 - a) To provide oversight and guidance to the Foundation Council and the Director of DCAF on any matter of strategic importance, including, but not limited to, DCAF's strategic direction, governance and organizational structure, internal policies, strategic aspects of programme management, the use of resources and reputational issues; to take a decision on any such matter, unless the issue falls within the remit of the Foundation Council, or has been delegated to another body of the foundation; all such decisions made by the Bureau shall be done in the form of a Bureau Resolution;
 - b) To propose the agenda of Foundation Council meetings, and to make recommendations on the decisions to be made by the Foundation Council on all matters falling within the latter's remit;

- c) To oversee the implementation of decisions and recommendations made by the Foundation Council, the Bureau, the Supervisory Authority, statutory auditors and other relevant external auditors; to oversee, in particular, that DCAF's programmes, organizational development and resource allocation are linked to the strategic goals and priorities determined by the Foundation Council in multi-year strategies and annual work plans, and to make any necessary recommendations for corrective action;
- d) To review and oversee the development and implementation of DCAF's internal policies and compliance with the standards of ethical conduct; to submit internal policies of particular importance for approval by the Foundation Council;
- e) To approve the creation and closure of DCAF's permanent field offices;
- f) To oversee and periodically evaluate DCAF's programmatic and financial performance; the results of the evaluation shall be reported to the Foundation Council;
- g) In specific cases, when a member of the Foundation Council is assigned with special tasks, to establish the terms of the mandate and determine remuneration;
- h) To carry out any duty, task or instruction from the Foundation Council;
- i) To delegate any duty or task to the Director, a committee or another body of the foundation, unless such duty or task already falls within the remit of other bodies of the foundation; all decisions on delegation made by the Bureau shall be done in the form of a Bureau Resolution.

ARTICLE 14: DUTIES

1. The Bureau members act as guardians and promoters of DCAF's mission. In addition to the duties specified in Article 7 applicable to all Foundation Council members, the Bureau members:
 - a) Act as strategic advisors to the Foundation Council and the Director of DCAF, to help them make informed decisions and steer the implementation process;
 - b) Assist the Director in his/her sensitization and resource mobilization efforts;
 - c) Actively contribute to strategic thinking about DCAF's longer-term perspectives, in particular as regards relevance, effectiveness, efficiency and sustainability of the organization.
2. The Bureau, through the Secretary, shall regularly report to the Foundation Council on matters within its remit. It shall inform the Foundation Council as soon as possible about any significant issue, concern or incident which might require attention or action on the part of the Foundation Council.
3. Specific additional duties of the President, the Secretary and the Treasurer are specified in Articles 15, 16 and 17 of these Bylaws.

ARTICLE 15: THE PRESIDENT

1. The President of the Foundation Council is appointed by the Foundation Council upon nomination by the Swiss Confederation.
2. The President does not represent the Swiss Confederation or any other State or organization, but solely DCAF and the Foundation Council.
3. The President may be selected from within or outside the Foundation Council. In cases where the President is selected from among the members of the Foundation Council, the relevant State shall appoint a new member to fulfil the functions of the member of the Foundation Council representing that State.
4. In addition to the duties specified in Articles 7 and 14 of these Bylaws, the duties of the President include the following:
 - a) To represent and promote the interests of DCAF in political and public fora;
 - b) To convene and chair meetings of the Foundation Council and the Bureau, and to facilitate agreement on decisions within these bodies;
 - c) To exercise other tasks as determined by the Foundation Council and the Bureau.
5. The President shall abstain from any action, commitment or investment which could lead to conflicts of interest or pose a threat to the public's perception, trust, and reputation of DCAF.
6. The term of office of the President shall be four (4) years, renewable once. It may be terminated at any time, if the Foundation Council so decides. The term of office may also be terminated by resignation, loss of disposing capacity, illness or death, or any other significant change in the professional or personal status of the President that could be detrimental to the continuation of his / her function.
7. The Foundation Council and the Swiss Confederation shall be promptly notified about the termination of the term of office of the President, and the Swiss Confederation shall be requested to nominate a successor.

ARTICLE 16: THE SECRETARY

1. The Secretary is appointed by the Foundation Council, upon nomination by the Swiss Confederation.
2. The Secretary is selected from the members of the Foundation Council representing the Swiss Confederation.
3. In addition to the duties specified in Articles 7 and 14 of these Bylaws, the duties of the Secretary include the following:
 - a) To oversee the provision of adequate and timely information and notice of meetings to the Foundation Council and the Bureau;

- b) To keep records of proceedings and decisions of the Foundation Council and the Bureau, and, without waiving any restriction on disclosure of information or privileges and immunities that may exist, to provide such records for inspection;
 - c) To assist the President in preparing the proceedings and conducting the meetings of the Foundation Council and the Bureau;
 - d) To report to the Foundation Council on issues discussed and decisions taken by the Bureau in the period between Foundation Council meetings;
 - e) To exercise other tasks, as determined by the Foundation Council and the Bureau.
4. The term of office of the Secretary shall be four (4) years, renewable. It may be terminated at any time, if the Foundation Council so decides. The term of office of the Secretary may also be terminated by resignation, loss of disposing capacity, illness or death, or any other significant change in the professional or personal status of the Secretary that could be detrimental to the continuation of his or her function.
5. The Foundation Council and the Swiss Confederation shall be promptly notified about the termination of the term of office of the Secretary, and the Swiss Confederation shall be requested to nominate a successor.

ARTICLE 17: THE TREASURER

1. The Treasurer is appointed by the Foundation Council upon recommendation of the Bureau.
2. The Treasurer is selected from among the Foundation Council members.
3. In addition to the duties specified in Articles 7 and 14 of these Bylaws, the duties of the Treasurer include the following:
 - a) To oversee the overall financial performance of DCAF and its ongoing solvency;
 - b) To oversee the development and implementation of DCAF's financial management policies, and monitoring and control procedures;
 - c) To report to the Foundation Council and the Bureau on a regular basis on the state of DCAF's finances;
 - d) To oversee that DCAF's budget, finance-related decisions and proposals are linked to the organization's strategic goals and priorities determined by the Foundation Council in multi-year strategies and annual work plans; and to provide clarifications and recommendations to the Foundation Council and the Bureau regarding such decisions and proposals;
 - e) To oversee the implementation of finance-related decisions and recommendations made by the Foundation Council, the Bureau, the Supervisory Authority, the statutory auditors and other relevant external auditors;

- f) Without waiving any restriction on disclosure of information or privileges and immunities that may exist, to provide financial books and records of DCAF for inspection;
 - g) To contribute to DCAF's fundraising efforts, including through identifying opportunities, facilitating or engaging in a dialogue with DCAF's current and potential donors;
 - h) To initiate and facilitate strategic thinking about DCAF's long-term financial sustainability;
 - i) To exercise other tasks, as determined by the Foundation Council and the Bureau.
4. The Treasurer shall abstain from any action, commitment or investment which could lead to conflicts of interest or pose a threat to the public's perception, trust, and reputation of DCAF, or to its financial stability.
 5. The term of office of the Treasurer shall be four (4) years, renewable once. It may be terminated at any time, if the Foundation Council so decides. The term of office of the Treasurer may also be terminated by resignation, loss of disposing capacity, illness or death, or any other significant change in the professional or personal status of the Treasurer that could be detrimental to the continuation of his or her function.
 6. The Foundation Council shall be promptly notified about the termination of the term of office of the Treasurer and requested to promptly appoint a successor.

ARTICLE 18: MEETINGS

1. The Bureau usually meets four times a year.
2. Meetings of the Bureau are usually held face-to-face. The Bureau may also meet by teleconference, videoconference or any other reliable communication medium.
3. Notice of a meeting of the Bureau shall be provided at least three (3) weeks before the meeting. The notice shall include an indicative agenda. The President may call a Bureau meeting on shorter notice if circumstances so require.
4. An extraordinary meeting of the Bureau shall be convened:
 - a) By the President - at any time;
 - b) By the President - at the request of at least half (1/2) of the members of the Bureau, with a justification for requesting the meeting and an indication of the agenda;
 - c) By the Director - when a meeting is being called to address an emergency situation, and where the President is unable to convene the meeting.
5. The Bureau may conduct business if at least half (1/2) of its members are present at the meeting.

6. If, for any reason, a member of the Bureau – with the exception of the President – is not available to attend a Bureau meeting or part of a Bureau meeting, s/he may:
- d) Appoint a substitute to represent him/her at that meeting. The substitute shall be entitled to act as a Bureau member in accordance with the Statutes and these Bylaws;
 - e) Appoint the chair of the meeting or another member of the Bureau, as his / her proxy and provide voting directions. The proxy shall vote, or withhold from voting, in accordance with the directions received or, if no voting directions have been given, as the proxy decides.

To be valid, the appointment of a substitute or proxy must be submitted to the chair of the meeting or to the secretary of the meeting in writing at least 24 hours prior to the Bureau meeting.

7. The Director of DCAF shall have the right to participate in meetings of the Bureau. S/He shall have the right to speak but not to vote. The Director, in consultation with the President, shall determine which DCAF staff members may attend any particular Bureau meeting, or part of a Bureau meeting.
8. Attendance at meetings of presenters and other additional persons may be permitted, at the discretion of the chair of the meeting.
9. Bureau meetings are chaired by the President or, in his / her absence, such other person with a written delegation of the President, or by the longest serving member of the Bureau representing the Swiss Confederation.
10. The President, or such other person entitled to chair a Bureau meeting, has the prerogative to rule on general conduct of the meeting and all related procedural issues, unless otherwise specified by the Statutes of DCAF or these Bylaws.
11. Deliberations of the meetings of the Bureau are recorded in minutes. The minutes are co-signed by the President and the Secretary who can delegate this duty respectively to the Director of DCAF, the chair of the meeting, the secretary of the meeting, or such other persons whom they will designate. The minutes are subject to approval by the Bureau at the following meeting.

ARTICLE 19: DECISION MAKING

1. Decisions of the Bureau are usually taken at a face-to-face meeting held in accordance with the provisions of Article 18 of these Bylaws.
2. If circumstances so require, the Bureau may be requested to approve a decision by correspondence or by electronic means, including under a non-objection procedure. Bureau members shall be provided with sufficient background materials and proposed decision text in such requests. Should a non-objection procedure be used, members of the Bureau shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Bureau member and not withdrawn before the deadline

for objections, the decision will not be considered approved. Decisions approved by correspondence or by electronic means, including under a non-objection procedure, shall be added to the minutes of the following meeting of the Bureau.

3. Decisions of the Bureau shall be taken by consensus whenever possible. If, at a meeting, the President, or such other person entitled to chair a Bureau meeting, believes there is a consensus, s/he may declare that the Bureau has reached consensus and a decision has been made, provided that no Bureau member raised an objection.
4. In circumstances where a vote is taken, decisions require a positive vote from a majority of the members of the Bureau to be approved. Each member of the Bureau has one (1) vote. In case of a tied vote, the President shall have the deciding vote.
5. The President, or such other person entitled to chair a Bureau meeting, has the authority in important cases to delay a decision if s/he feels appropriate.
6. The Secretary informs the Foundation Council at regular intervals about decisions made by the Bureau.

C. THE AUDITORS

ARTICLE 20: THE AUDITORS

1. Pursuant to Article 16 of the Statutes, the Foundation Council shall appoint a company of international standing as the external, independent auditors of DCAF, according to relevant legal provisions.
2. The auditors shall examine DCAF's balance sheet and accounts on an annual basis. The auditors shall provide the Foundation Council with a written and oral report on the balance sheet, the accounts and on audit procedures carried out. They may also submit recommendations and suggestions for possible improvement.
3. The audit of the accounts must be completed no later than four (4) months after the end of the fiscal year, i.e. not later than 30 April of the following year.
4. The Foundation Council shall ensure a periodical rotation of the auditors or the auditor-in-charge.

D. THE DIRECTOR

ARTICLE 21: SELECTION AND APPOINTMENT

1. The Director is appointed by the Foundation Council upon nomination by the Swiss Confederation.
2. The Director is selected by a selection committee led by the Swiss Confederation, using an open, competitive and merit-based recruitment process.

3. The term of office of the Director shall be four (4) years, renewable.

ARTICLE 22: POWERS

1. Pursuant to Article 19 of the Statutes, the Director is responsible for the operational, financial and administrative management of DCAF under the strategic guidance of the Foundation Council and the Bureau. S/He bears full legal responsibility for this executive management and all related decisions.
2. The Director has the following powers:
 - a) To take any action or make any decision related to the executive (operational, financial and administrative) management of DCAF, within the strategic and budgetary framework approved by the Foundation Council and, if applicable, in conformity with the guidance of the Bureau, on the condition that such action or decision have not been explicitly reserved for another body of the foundation by the Statutes or bylaws of DCAF;
 - b) To implement decisions and recommendations made by the Foundation Council, the Bureau, the Supervisory Authority, the statutory auditors and other relevant external auditors; to ensure, in particular, that DCAF's programmes, organizational development and resource allocation are linked to the strategic goals and priorities determined by the Foundation Council in multi-year strategies and annual work plans;
 - c) To take any action, make any decision that facilitate the achievement of the agreed goals and priorities, provided that such action or decision have not been explicitly reserved for another body of the foundation by the Statutes or bylaws of DCAF;
 - d) To put in place, on a provisional basis, internal policies that may be required, until they are reviewed by the Bureau or approved the Foundation Council, in accordance with the provisions of Article 6.1.c and Article 13.2.d of these Bylaws. Such policies shall be submitted to the Bureau or the Foundation Council for review / approval at their very next meetings;
 - e) In agreement with the Bureau, to make proposals and recommendations on the decisions to be made by the Foundation Council on all matters falling within its remit;
 - f) To make proposals and recommendations on the decisions to be made by the Bureau on all matters falling within its remit;
 - g) To solicit guidance from the Foundation Council and/or the Bureau and initiate discussion and decision-making on any matter of importance, including, but not limited to, DCAF's strategic direction, governance and organizational structure, internal policies, strategic aspects of programme management, the use of resources and mitigation of risks;

- h) To represent DCAF in all executive and operational matters;
- i) To commit DCAF by entering into agreements or arrangements with third parties;
- j) To select and manage DCAF staff;
- k) To approve the creation and closure of DCAF's project field offices;
- l) To establish bank guarantees up to the limit of two million Swiss francs per guarantee, as long as such guarantees are contractually required by DCAF's mandators for the performance of the mandates;
- m) To delegate powers to the Deputy Director and/or other members of DCAF staff whom s/he will designate;
- n) Acting together with the President, to take action on behalf of the Foundation Council to address any emergency constituting a serious threat to safety, security or reputation of DCAF or its staff, provided that such action is reported to the Foundation Council as soon as possible;
- o) To carry out any duty, task or instruction from the Foundation Council or the Bureau.

ARTICLE 23: DUTIES AND ACCOUNTABILITY

1. The Director shall lead and direct DCAF – Geneva Centre for Security Sector Governance.
2. S/He shall ensure the smooth operation and administration of DCAF, in full compliance with the strategic and budgetary framework approved by the Foundation Council and the guidance of the Bureau.
3. S/He shall ensure that DCAF has the necessary resources, as well as structures and procedures in place, to allow DCAF to carry out work with the highest possible degree of relevance, effectiveness, efficiency and sustainability.
4. S/He shall mobilize public interest and support for DCAF, including by engaging in advocacy, sensitization and resource mobilization efforts.
5. S/He shall be responsible for ensuring a safe and healthy working environment that is free from discrimination and harassment, for ensuring integrity and maintaining the highest standards of ethical conduct of DCAF employees.
6. S/He shall lead strategic thinking about DCAF's longer-term perspectives as regards the organization's relevance, effectiveness, efficiency and sustainability.
7. S/He shall abstain from any action, commitment or investment which could lead to conflicts of interest or pose a threat to the public's perception, trust, and reputation of DCAF.
8. S/He shall regularly report to the Foundation Council and the Bureau on matters within his/her remit. S/He shall immediately inform the President of the Foundation Council about any significant issue, concern or incident which might require attention or action on the part of the Foundation Council or the Bureau.

9. The performance of the Director shall be periodically evaluated.

E. COMMITTEES

ARTICLE 24: ESTABLISHMENT, COMPETENCES AND COMPOSITION

1. In order to facilitate the carrying out of DCAF's activities, the Foundation Council may establish committees or other subsidiary bodies as it deems appropriate.
2. The competences (authority) of these committees (subsidiary bodies), their composition and the process for appointment of the members shall be described in separate bylaws (terms of reference). Such bylaws (terms of reference) shall be submitted to the Foundation Council for approval and may require subsequent approval by the Supervisory Authority.

ARTICLE 25: BOOKS AND RECORDS

1. DCAF shall keep at its headquarters copies of its current Statutes and bylaws; records of accounts and finances; minutes of proceedings of the Foundation Council and its committees and subsidiary bodies; minutes of proceedings of the Bureau; records of the name and address of each Foundation Council member; the name and address of the Director; records of all decisions, and such other records as may be necessary or advisable.
2. Without waiving any privileges and immunities that may exist, all books and records of DCAF shall be open for inspection.

ARTICLE 26: SIGNATURE AUTHORITY AND REPRESENTATION

1. The Foundation Council shall determine the persons authorized to represent and commit DCAF in dealings with third parties and grant them the authority to sign individually or jointly.
2. Shall be entitled to represent and commit DCAF in transactions involving liabilities to third parties: the President, the Secretary, the Treasurer, the Director of DCAF, the members of DCAF's senior management team and such other officers or representatives as shall be authorized by the Foundation Council, whether for limited or general purposes.
3. All instruments committing DCAF shall be signed jointly by any two authorized officers or representatives, with the exception of the Director who can sign alone.
4. In normal circumstances, the President shall represent DCAF in all matters related to the Foundation Council; the Director shall represent DCAF in all executive and operational matters. If circumstances so require, the President and the Director may delegate representation to a member of the Foundation Council or a member of DCAF staff whom they will designate.

ARTICLE 27: MODIFICATION OF THE BYLAWS

1. The Bureau, or the Director acting in consort with the Bureau, may at any time propose to the Foundation Council to modify these Bylaws in order to better adapt them to the needs and activities of the foundation.
2. The Bylaws may be modified through a decision of the Foundation Council taken by a two-third (2/3) majority of the members of the Foundation Council members present in a validly convened meeting. Such a decision shall require subsequent approval of the Supervisory Authority.

ARTICLE 28: ENTRY INTO FORCE

1. The present Bylaws were adopted by the Foundation Council on 28 November 2019.
2. The Bylaws enter into force upon their approval by the Supervisory Authority.