

DCAF STATUTES

Approved by the Foundation Council on 28 November 2018.
Approved by the Supervisory Authority on 5 March 2019.
Entered into force on 5 March 2019.

DEED I **Designation, headquarters, duration, purpose, working languages**

ARTICLE 1: DESIGNATION, HEADQUARTERS, DURATION

1. Under the designation “DCAF – the Geneva Centre for Security Sector Governance”, formerly known as “the Geneva Centre for the Democratic Control of Armed Forces”, referred to hereafter as “DCAF” or “the foundation”, is constituted as a private-law foundation regulated by these Statutes and Articles 80ff of the Swiss Civil Code.
2. The headquarters of DCAF is in Geneva, where it is registered with the Trade Register.
3. The foundation shall be of unlimited duration.

ARTICLE 2: PURPOSE

1. The purpose of the foundation is to promote international cooperation in the area of security sector governance and reform by bringing together international expertise, by developing a system for information management and knowledge-sharing in this area, by offering its expertise, its analytical and assessment capacity to interested States, intergovernmental and non-governmental organizations, by proposing concrete solutions, by supporting international coordination, and by initiating and coordinating cooperative projects on the ground.
2. To this end, DCAF undertakes the following activities:
 - 1) It offers to interested States, intergovernmental and non-governmental organizations – concerning specific situations – its expertise in the analysis of the overall challenges, setting up action plans, formulating concrete recommendations and the systematic monitoring of progress in the area of security sector governance and reform.

- 2) It initiates, organizes, coordinates and sustains – in close collaboration with interested States, intergovernmental and non-governmental organizations – projects and programs of cooperation on the ground in this domain.
- 3) It creates and maintains a permanent think-tank led by internationally renowned experts and tasked to analyse experiences in the area of security sector governance and reform, to identify problems and propose solutions in the form of norms, methodology and international standards.
- 4) It creates and maintains an information management and knowledge-sharing system to promote more effective collection and use of information about experiences and best practices in the area of security sector governance and reform.
- 5) It organizes capacity-building and sensitization activities, seminars, conferences and expert meetings.
- 6) It initiates and implements research projects.

ARTICLE 3: WORKING LANGUAGES

The working languages of the foundation shall be English and French.

DEED II Resources

ARTICLE 4: RESOURCES

1. The founding members shall endow the foundation with an initial capital of 50'000 (fifty thousand) Swiss francs.
2. The founding members and donors shall provide the foundation with further resources by transferring assets, by passing property, by providing contributions in-kind, or by seconding personnel and experts to DCAF.
3. The foundation shall also be entitled to receive donations and legacies from third persons and parties.
4. The resources of the foundation shall also comprise the revenues from its property as well as income resulting from its activities.

ARTICLE 5: REINVESTMENT

In case of the sale or transformation of property of the foundation, the reinvestments as well as any profit made shall be credited to the foundation in full.

ARTICLE 6: UTILIZATION OF FUNDS

The Foundation Council shall use the revenues of the foundation in conformity with these Statutes and the purpose of the foundation.

DEED III **Organization**

ARTICLE 7: BODIES OF THE FOUNDATION

The bodies of the foundation shall be:

- A. The Foundation Council
- B. The Bureau
- C. The Auditors
- D. The Director
- E. Committees, as may be required; the competences of the committees shall be described in bylaws.

A. THE FOUNDATION COUNCIL

ARTICLE 8: COMPOSITION

1. The Foundation Council shall consist of at least five members.
2. The Swiss Confederation shall appoint three members. The Canton of Geneva may appoint two members. Other States actively contributing to, or participating in DCAF's work, or interested in sharing their experience in security sector governance and reform, may appoint their duly authorized representatives as members of the Foundation Council, with the limit of one per State.
3. Members of DCAF's Foundation Council act as duly authorized representatives of their respective States, with the exception of the President of the Foundation Council who represents solely DCAF and the Foundation Council.

ARTICLE 9: TERM OF OFFICE

The term of office of Foundation Council members shall be four years, renewable.

ARTICLE 10: APPOINTMENT AND RENEWAL

1. The first Foundation Council shall be appointed by the founding members.
2. The successors of the members of the first Foundation Council representing the Swiss Confederation and the Canton of Geneva shall be appointed respectively by the Swiss Confederation and the Canton of Geneva.
3. The renewal of the other Foundation Council members shall be made by co-optation, with a two-thirds majority of Foundation Council members present at the meeting.

ARTICLE 11: ORGANIZATION

1. The Foundation Council shall appoint its President, its Secretary and its Treasurer.
2. The President and the Secretary shall be chosen among the Foundation Council members nominated by the Swiss Confederation.
3. The Foundation Council shall meet at least twice a year.
4. The President shall call the Foundation Council for additional meetings if s/he feels necessary, or if at least one third of the Foundation Council members request such a meeting.

ARTICLE 12: AUTHORITY

1. The Foundation Council is the supreme governing body of the foundation.
2. The Foundation Council shall define the strategic direction for DCAF, shall establish the annual budget and shall approve, at the end of a fiscal year, the balance sheet, and the profit and loss statement.
3. The Foundation Council shall appoint:
 - a) its members
 - b) from its members, the members of the Bureau
 - c) the auditors
 - d) the Director of DCAF, at the proposal of the Swiss Confederation.
4. The Foundation Council shall designate persons authorized to represent and commit the foundation in dealings with third parties, and shall grant them the authority to sign individually or jointly.

5. Foundation Council may issue regulations (bylaws) necessary to ensure the pursuit of the foundation's activities. These bylaws shall be submitted to the Supervisory Authority for approval.
6. The Foundation Council may set up committees for which it shall determine the assignments and composition.
7. As the supreme governing body of the foundation, the Foundation Council may exercise all powers not expressly delegated to another body of the foundation by these Statutes or bylaws of DCAF.

ARTICLE 13: DECISIONS

1. The Foundation Council shall decide by a majority of members present.
2. In case of a tied vote, the President shall have the deciding vote.
3. Decisions on the modification of DCAF's Statutes and bylaws require a two-thirds majority of members present. Such decisions shall subsequently be submitted to the Supervisory Authority for approval.
4. The Foundation Council cannot legitimately deliberate unless at least half of its members are present. In situations where this quorum is not met, the Foundation Council shall be called for a new meeting, and it shall then deliberate with a quorum of one third of its members present, including at least two members representing the Swiss Confederation.
5. A Foundation Council member who is unable to attend a meeting of the Foundation Council may nominate a substitute who shall be authorized to act and vote in his/her place.
6. Resolutions and votes of the Foundation Council may be passed by correspondence or by electronic means. The Foundation Council may also meet and make decisions by teleconference, videoconference or any other communication medium.

B. THE BUREAU

ARTICLE 14: COMPOSITION

1. The Bureau shall consist of the President, the Secretary, the Treasurer, and two to four other members of the Foundation Council.
2. The members of the Bureau shall be appointed by the Foundation Council for a four-year mandate which is renewable.
3. The Foundation Council shall ensure that donors and beneficiaries of DCAF are appropriately represented in the Bureau.

ARTICLE 15: AUTHORITY

1. The Bureau shall manage the current affairs of the foundation, unless such affairs have been delegated to the Director of DCAF. In such case, the Director shall report to the Bureau on a regular basis.
2. The Bureau shall decide by a majority of its members. In case of a tied vote, the President shall have the deciding vote.

C. THE AUDITORS

ARTICLE 16: APPOINTMENT

1. The Foundation Council shall appoint a company of international standing as the external, independent auditors of the foundation, according to the relevant legal provisions.
2. The Foundation Council shall ensure a periodical rotation of the auditors or the auditor-incharge.

ARTICLE 17: AUTHORITY

1. The auditors shall examine the foundation's accounts every year.
2. The auditors shall provide the Foundation Council each year with a written report on the balance sheet, the accounts and the audit procedures carried out.
3. The auditors shall establish a balance sheet and a profit and loss statement as of 31 December of each year.

ARTICLE 18: FISCAL YEAR

The fiscal year of the foundation shall start on 1 January and shall terminate on 31 December.

D. THE DIRECTOR

ARTICLE 19: AUTHORITY

1. The Director shall be responsible for the operational, financial and administrative management of DCAF under the strategic guidance of the Foundation Council and the Bureau. S/he shall report to the Foundation Council and the Bureau on a regular basis.
2. In the fulfilment of his/her tasks, the Director shall have the power to commit the foundation. S/he may delegate this power to the Deputy Director and/or other members of DCAF staff whom s/he designates.

DEED IV **Supervisory Authority**

ARTICLE 20: SUPERVISORY AUTHORITY

The foundation shall be supervised by the Supervisory Authority for foundations of the Swiss Confederation.

DEED V **Dissolution**

ARTICLE 21: DISSOLUTION

1. The foundation may be dissolved as per any case indicated by the applicable law.
2. The decision to dissolve the foundation shall be taken by a two-thirds majority of the Foundation Council members present at the meeting.
3. In case of dissolution, the assets of the foundation shall be transferred to an institution with a similar purpose. The property of the foundation shall in no case be returned to the founders, nor shall it be used in total or in part in whatever way for their profit, or for the profit of the donors.
4. No action – in particular no measure of liquidation – shall be undertaken without the express agreement of the Supervisory Authority based on a report which sets out justification for the dissolution.

DEED VI **Entry into force**

ARTICLE 22: COMPULSORY CLAUSE

The preceding statutes of the foundation “Geneva Centre for the Democratic Control of Armed Forces” shall be repealed.

ARTICLE 23: ENTRY INTO FORCE

The present Statutes were adopted by the Foundation Council on 28 November 2018. They shall enter into force upon their approval by the Supervisory Authority.

Geneva, 28 November 2018