



# Geneva Centre for the Democratic Control of Armed Forces

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## **BY-LAWS**

(Revision of April 2, 2001)

### **DEED I**

#### **Designation, headquarters, duration of contract, purpose, working languages**

##### **Article 1: Designation, headquarters, duration of contract**

<sup>1</sup> Under the designation “Geneva Centre for the Democratic Control of Armed Forces” (“Centre pour le contrôle démocratique des forces armées - Genève” “Genfer Zentrum für die demokratische Kontrolle der Streitkräfte” ) referred to hereafter as “the Centre” is constituted as a private-law foundation regulated by the current by-laws and by Article 80 and associated sub-articles of the Swiss Civil code.

<sup>2</sup> The headquarters of the foundation is in Geneva, where it is registered with the Commercial Registry of Geneva (*Registre du commerce*).

<sup>3</sup> The duration of contract of the foundation is indefinite.

##### **Article 2: Goal**

<sup>1</sup> The goal of the foundation is to promote international cooperation in civil-military relations and the democratic control of armed and paramilitary forces by bringing together international expertise in this domain, by developing an electronic information system and systematic documentation in this domain, by offering to interested States, the international community and competent NGOs its expertise, its analytical capacity and assessment, by proposing concrete solutions, by supporting international coordination as well as initiating and coordinating cooperative projects in the field.

<sup>2</sup> To this end, the Centre undertakes the following activities:

1) Create and maintain a permanent think-tank, animated by internationally renowned experts and tasked with analyzing experience attained in the domain of democratic control of armed forces and paramilitary forces, to identify existing problems in this domain and to propose solutions in the form of norms, methods and international standards.

- 2) Organise seminars, conferences and expert meetings.
- 3) Initiate research projects.
- 4) Create and maintain an information management system adapted to the needs of diverse international, national, and non-governmental actors in the domain of the democratic control of armed and paramilitary forces.
- 5) Offer to interested States and to the international community, concerning specific situations, the expertise of the Centre in the analysis of the whole involved issues, the setting up of a general action plan, the formulation of concrete recommendations and the systematic evaluation of improvements.
- 6) Launch, organize, coordinate and sustain – in tight collaboration with interested States, the international community and/or non-governmental organizations – ground projects and programs of cooperation in the field of the democratic control of armed forces and paramilitary forces.

### **Article 3: working languages**

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

## **DEED II**

### **Resources**

#### **Article 4: Resources**

<sup>1</sup> The donors shall endow the Foundation with an initial capital of CHF 50,000.—(fifty thousand Swiss francs).

<sup>2</sup> The donors intend to provide the Foundation with further resources by transferring assets, by passing property, by providing contributions in-kind or by seconding qualified staff or experts to the Centre.

<sup>3</sup> The Foundation shall also be entitled to receive donations and legacies from third persons and parties.

<sup>4</sup> The resources of the Foundation shall also comprise the returns of its property as well as the income resulting from its activities.

#### **Article 5: Reinvestment**

In case of disposal or change of property of the Foundation, the reinvestments as well as any profit made shall be credited to the Foundation in its integrity.

### **Article 6: Utilisation**

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: Elements of the Foundation**

The elements of the Foundation shall be:

- 1) The Foundation Council
- 2) The Bureau
- 3) The Auditor
- 4) The Advisory Board

## **A. THE FOUNDATION COUNCIL**

#### **Article 8: Composition**

<sup>1</sup> The Foundation Council shall consist of at least five members.

<sup>2</sup> The Swiss Confederation shall designate three members. The Republic and Canton of Geneva shall designate 2 members. Other States actively participating in the Centre's work and interested in sharing their experience may communicate the name of their representative as member of the Council, with the limit of one per State.

#### **Article 9: Duration**

<sup>1</sup> The term of office of a member of the Foundation Council shall be four years.

<sup>2</sup> The members of the Foundation Council shall be eligible for re-election.

#### **Article 10: Appointment and Renewal**

<sup>1</sup> The first Foundation Council is appointed by the founding members.

<sup>2</sup> The successors of the members of the first Foundation Council appointed by the Swiss Confederation and the Canton of Geneva shall be appointed respectively by the Swiss Confederation and, the Canton of Geneva.

<sup>3</sup> The renewal of the other members of the Foundation Council is made by cooptation, with a two third majority of Council members present at the meeting.

### **Article 11: Organization**

<sup>1</sup> The Foundation Council shall nominate its President, its Secretary and its Treasurer.

<sup>2</sup> The President and the Secretary shall be chosen among the Council members appointed by the Swiss Confederation.

<sup>3</sup> The Foundation Council shall meet at least twice a year.

<sup>4</sup> The President shall call the Foundation Council for additional meetings if he/she feels necessary, or if at least three members of the Foundation Council demand such a meeting.

### **Article 12: Authority**

<sup>1</sup> The Foundation Council shall be the governing body of the Foundation.

<sup>2</sup> The Foundation Council shall define the general orientation of the Centre, shall establish the annual budget and shall adopt, at the end of a financial year, the balance sheet as well as the profit and loss statement.

<sup>3</sup> The Foundation Council shall appoint the Director, at the proposal of the Swiss Confederation.

<sup>4</sup> The Foundation Council shall edict the internal rules and regulations. The internal rules and regulations shall be submitted to the Supervisory Authority for approval.

### **Article 13: Decisions**

<sup>1</sup> The Foundation Council shall decide with the majority of members present.

<sup>2</sup> In case of equality of votes, the President shall have the decisive vote.

<sup>3</sup> Decisions on the modification of the Statutes require a two third majority of members present. Such decisions shall subsequently be submitted to the Supervisory Authority for approval.

<sup>4</sup> The Foundation Council cannot validly deliberate unless a quorum of at least half of its members is present. In situations this quorum is not met, the Council shall be called for a new meeting, and it then shall validly deliberate with a quorum of one third of its members present, including at least two representative of the Swiss Confederation.

## **B. THE BUREAU**

### **Article 14: Composition**

<sup>1</sup> The Bureau shall consist of the President, the Secretary, the Treasurer and two other members of the Foundation Council, at least one of which shall have been appointed by the Swiss Confederation.

<sup>2</sup> The members of the Bureau shall be elected for a four-years mandate. They shall be eligible for re-election.

### **Article 15: Authority**

<sup>1</sup> The Bureau shall manage the current affairs of the Foundation unless such affairs have been delegated to the Director.

<sup>2</sup> The Bureau shall decide with the majority of its members. In case of equality of votes, the President shall have the decisive vote.

<sup>3</sup> The Foundation shall be bound by the collective signature of two persons out of the group of the President, the Secretary and the Treasurer.

## **C. AUDITOR**

### **Article 16: Appointment**

<sup>1</sup> The Foundation Council shall appoint the Auditor.

<sup>2</sup> The Auditor shall be a trustee of national importance chosen from outside the group of members of the Foundation Council.

### **Article 17: Authority**

<sup>1</sup> The Auditor shall examine the Foundation's accounts every year.

<sup>2</sup> The Auditor shall provide the Foundation Council each year with a written report on the balance sheet, the accounts and on audit procedures carried out.

<sup>3</sup> The Auditor shall establish a balance sheet and a profit and loss statement as of 31 December of each year.

### **Article 18: Financial year**

<sup>1</sup> The financial year of the Foundation shall start on 1 January and shall terminate on 31 December.

<sup>2</sup> The first financial year of the Foundation shall start on the date of constitution and shall terminate on the 31 December of the following year.

## **D. ADVISORY BOARD**

### **Article 19: Appointment**

The Foundation Council may decide to establish an Advisory Board open to the most qualified personalities in the field of the civil-military relationships and the democratic control of armed forces and paramilitary forces.

### **Article 20: Organization and Authority**

The Advisory Board is presided by the Director of the Centre. The Advisory Board may split into several committees. The Advisory Board shall provide advice to the management of the Centre.

## **DEED IV**

### **Supervisory Authority**

#### **Article 21: Supervisory Authority**

The Foundation shall be supervised by the Swiss Confederation. The Supervisory Authority shall be the Federal Department of Home Affairs.

## **DEED V**

### **Dissolution**

#### **Article 22: Dissolution**

<sup>1</sup> The Foundation may be dissolved as per any case indicated by the applicable law.

<sup>2</sup> The decision to dissolve the Foundation shall be taken by a two thirds majority of members of the Foundation Council present at the meeting.

<sup>3</sup> 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.

<sup>4</sup> No action – in particular no measure of liquidation – shall be undertaken without the express agreement of the Supervisory Authority, which shall decide on a duly motivated report.