

Translation from French

STATUTES  
  
OF GENEVA CALL  
FOUNDATION FOR  
THE ADHERENCE OF  
NON-STATE ACTORS TO  
INTERNATIONAL HUMANITARIAN LAW

NAME AND APPLICABLE LAW

Article 1

A Foundation, governed by articles 80 onwards of the Swiss Civil Code, shall exist under the name "GENEVA CALL / APPEL DE GENEVE, referred to hereinafter as "the Foundation".

HEADQUARTERS AND DURATION

Article 2

The Foundation's headquarters shall be in GENEVA.

The Foundation shall appear in the trade register and fall under the supervision of the Swiss Confederation.

Its duration shall be indefinite.

AIM

Article 3

The Foundation shall be dedicated to engaging armed non-State actors to adhere to a ban on landmines and to respect humanitarian and human rights norms, in particular, through the signing of deeds of commitment to a total ban on:

the use of anti-personnel mines;

the enrolment and / or use of child soldiers;

the practice of torture and other cruel, inhuman or degrading treatment.

To achieve these aims, the Foundation may open local offices abroad. It may also collaborate with other national or international organizations with shared aims.

#### Article 4

The Foundation may adopt one or more sets of rules and regulations in addition to these statutes.

These rules and regulations, as well as any subsequent amendments or abrogation thereto, shall be submitted immediately by the board to the supervisory authority.

#### CAPITAL

#### Article 5

The Foundation has been set up with a capital of FIFTY THOUSAND FRANCS (CHF 50,000.-).

## RESOURCES

### Article 6

The Foundation derives its resources from:

- a) income from its assets;
- b) donations, bequests or any other gifts, and
- c) funds from other donors allocated to projects monitored by the Foundation

### Article 7

#### Board, length of its mandate

A board, composed of between seven and thirteen members, appointed for a period of three years each, shall have responsibility for the administration and running of the Foundation.

Its mandate shall be renewable. A majority of members shall be required for the removal of any given member.

The board shall elect a chairperson, a vice-chairperson and a secretary from among its members for the same period.

#### Decision-making

A majority of members shall be required to be present for board meetings to be declared open. Decisions shall be taken by a simple majority vote. In the event of a split vote, the chairperson shall take a decision.

Decisions may also be taken through a circulated note, on the basis of a majority vote.

## Attributions

The board shall appoint persons authorized to represent the Foundation in dealings with third parties and determine the mode of signature.

In accordance with the law and any rules and regulations, the board shall have wide-ranging powers with regard to the administration and running of the Foundation. It may submit to the supervisory authority proposed amendments to these statutes, provided they transform neither the basic nature nor the aim of the Foundation. Articles 85 and 86 of the Swiss Civil Code shall remain applicable.

## Organization

The board shall meet as often as required by the Foundation's work, and at least once per year during the sixth months following the end of the financial year.

The board's decisions shall be recorded in the minutes, signed by both the chairperson and the secretary.

## Advisory committee

The board shall appoint an advisory committee, or an expert committee, composed of no more than twenty-five members, each distinguished by his or her competence and knowledge of the subject. The committee shall be asked to comment on any strategic, political or technical issues facing the Foundation.

Committee members shall be appointed for a renewable period of three years.

The advisory committee may be consulted by e-mail.

## ACCOUNTS

### Article 8

On 31 December each year, the Foundation's accounts shall be closed; a financial report shall be drawn up, containing a balance sheet and a statement of incomes and expenditures as of that date.

The accounts shall be examined by a professional auditor (chartered accountant or trustee), who shall draw up a written, annual report on its operations. The auditors shall be appointed by the board and shall not consist of board members.

## NATURE OF INVESTMENTS

### Article 9

The board shall be responsible for investing and managing the Foundation's assets. It may delegate this function.

## DISSOLUTION

### Article 10

The Foundation shall be dissolved under the circumstances set out under article 88 of the Swiss Civil Code.

If such dissolution occurs, the remaining assets shall be used entirely for achieving the Foundation's aims.

Under no circumstances may the Foundation's assets be returned to its founding members or in any way used, either wholly or in part, for their benefit.

If the Foundation should be dissolved, no measures shall be taken, particularly those relating to liquidation, without the express approval of the supervisory authority. It shall justify its decision by a written, reasoned report.