



Centre for
Humanitarian
Dialogue

Mediation for peace

**Articles of Association and Regulations
of the Foundation entitled
Henry Dunant Centre for Humanitarian Dialogue**

June 2013

(This text is an authorized English translation of the official French text promulgated on 13 November 1998 and subsequently amended on 16 April and 27 November 2003, on 6 December 2007, and on 27 June 2013.)

Centre for Humanitarian Dialogue

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ARTICLES OF ASSOCIATION

Article 1 Name

A foundation has been established under the name

CENTRE HENRY DUNANT POUR LE DIALOGUE HUMANITAIRE

**(HD Centre pour le dialogue humanitaire –
HD Centre for Humanitarian Dialogue)**

which is governed by Article 80 ff. of the Swiss Civil Code, and whose main objectives are the following:

- a. to create favorable conditions for establishing an all-encompassing and multi-sectoral dialogue on humanitarian issues;
- b. to improve the understanding of the nature and the development of crises and conflicts, thereby being able to better address the victims' needs;
- c. to reflect and analyse concrete experience of all actors concerned with the aim of finding sustainable solutions to humanitarian problems;
- d. to ensure that the Foundation, in a way commensurate with its resources, makes a significant and positive contribution to humanitarian activities on the ground.

Article 2 Registered office and timeframe

The registered office of the Foundation is in Geneva.
The Foundation is created for an indefinite period.

Article 3 Supervision

The Foundation is subject to the authority of the Federal Supervisory Board for Foundations.

Article 4 Purposes

The purposes of the Foundations are as follows:

- a. to develop and deepen an all-encompassing, inter-cultural and multi-disciplinary dialogue on humanitarian issues, based on the exchange of experience among all actors involved in this sector;
- b. to elaborate and promote sustainable solutions to humanitarian issues.

Article 5 Capital

The Foundation is endowed with a capital of CHF 100'000 (one hundred thousand Swiss francs).

Based on a decision of the Foundation Board, the said capital may be increased at any time through donations, bequests, and grants provided, however, that such contributions are not encumbered with charges or subject to conditions inconsistent with the purpose of the Foundation.

Article 6 Assets

The assets of the Foundation are:

- a. the funds raised by the Foundation;
- b. any donations, bequests or grants which may be made to the Foundation;
- c. any regular or one-off contributions which may be granted to the Foundation by other institutions or foundations;
- d. the revenue from its assets;
- e. the revenue that it is able to draw from certain services or activities.

Article 7 Bodies

The bodies of the Foundation include:

- a. the Foundation Board;
- b. the Auditors;
- c. the Executive Director.

Article 8 Foundation Board

The Foundation Board is composed of 9 to 15 members.

At least one of its members should be of Swiss nationality and residing in Switzerland.

Article 9 Election and Term of Office

The members of the Foundation Board shall be elected by co-optation pursuant to a decision:

- a. by an absolute majority of all the Board members at the time of the election and the first re-election;
- b. by a two-thirds majority of all Board members at the time of the second re-election.

If an Advisory Council has been created (see Article 10, item d.), the said Advisory Council shall be consulted by the Foundation Board before the election of any new member.

The Board members shall hold office for a term of three years and their term of office may be renewed no more than twice.

Article 10 Powers and Duties of the Foundation Board

The Foundation Board is the supreme authority of the Foundation.

As a general rule, it has the power to take steps as required for the attainment of the purpose of the Foundation.

The Foundation Board has the following powers:

- a. to determine the mission and the general policy of the Foundation, and to oversee the management and the administration thereof;
- b. to modify the Articles of Association of the Foundation, subject to approval by the Swiss Federal Supervisory Board;
- c. to draft internal regulations for the set-up and the management of the Foundation. These regulations and any subsequent modifications thereof shall be subject to the approval by the Federal Supervisory Board for Foundations;
- d. to create any committees or consultative bodies which it considers useful, to appoint and dismiss Chair and members thereof, and to draft regulations governing those entities. In particular, it may create an Advisory Council and a Financial and Audit Committee;
- e. to appoint the Executive Director and draft his/her terms of reference;
- f. to fix the criteria defining which projects shall be submitted for its approval by the Executive Director;
- g. to adopt policies governing staff employment, status and wage scale; to give its opinion on the recruitment of members of the Senior Management ;
- h. to accept or reject donations and bequests;
- i. to seek, with the assistance of the Executive Director, public or private support for the activities of the Foundation;
- j. to represent the Foundation *vis-à-vis* third parties;
- k. to designate individuals who have the authority to sign on behalf of the Foundation and to determine signing rules ;
- l. to approve the budget and the financial planning of the Foundation as presented by the Executive Director and his/her staff;
- m. to approve the accounts and the balance sheet of the Foundation, as well as the annual management report;
- n. to appoint external and independent auditors among members of the *Chambre fiduciaire suisse*;
- o. to appoint honorary members of the Foundation Board.

Within six months following the end of each financial year, the Foundation Board shall submit to the Swiss Federal Supervisory Board an annual management report together with the balance sheet, the profit and loss account and the auditor's report.

Article 11 Chairmanship

The Foundation Board shall elect a Chair and a Vice-Chair from among the Board members.

Article 12 Meetings and decisions

The Foundation Board shall normally meet three times a year and the meetings shall be convened by the Chair.

A majority of the members may also, upon written request to the Chair, ask him/her to call a Board meeting.

The Foundation Board is entitled to take decisions provided that the majority of members are present or represented. A member may grant to another member, in writing, authority to vote as his/her proxy, but no member can exercise more than one such proxy vote.

Except where there are legal, statutory or regulatory provisions to the contrary, the decisions of the Foundation Board shall be taken with an absolute majority of the members present or represented. In case of a tie, the Chair shall have a casting vote.

A decision taken via circular mail and which gains the written approval of a two-thirds majority of members of the Board is tantamount to a decision taken at a regular Board meeting.

Article 13 Auditors

Each year, the auditors shall verify the accounts and the balance sheet and send, by the end of April at the latest, its audit certificate to the Chair of the Foundation Board. If there are any remarks or proposals to be made, they should be attached to the audit certificate in a document which supports these findings.

Article 14 Executive Director

The Executive Director shall be appointed by the Foundation Board, to which he/she shall report on all of his/her activities. His/her powers and responsibilities shall be listed in his/her Terms of Reference.

Article 15 Financial year

The financial year of the Foundation shall start on 1 January and end on 31 December of each year.

Article 16 Modification of Articles of Association

The Foundation Board may submit to the Federal Supervisory Board any suggested modifications of these Articles of Association, with the approval of at least two-thirds of its members, in accordance with Articles 85 and 86 of the Swiss Civil Code.

Article 17 Dissolution

The Foundation may be dissolved in accordance with Articles 88 and 89 of the Swiss Civil Code. The liquidation shall be effected by the Foundation Board unless the latter appoints other liquidators.

Any steps or procedures in relation with the liquidation shall be subject to the approval of the Federal Supervisory Board, whose decision shall be based on a written, well-founded report.

The assets of the Foundation shall under no circumstances be returned to the founders or donors, or to their successors. The estate shall be vested into one or more institutions whose activities are directly related to the purpose of the Foundation, with the approval of the Federal Supervisory Board.

REGULATIONS

In accordance with Article 10 of the Articles of Association, the Foundation Board drafts and approves the following regulations, which are also subject to approval by the Federal Supervisory Board.

1. Members of the Foundation Board

The members of the Foundation Board shall be appointed according to the provisions of Article 9 of the Articles of Association.

They fulfill their function on a purely voluntary basis, on the understanding, however, that their expenses will be reimbursed.

The members of the Foundation Board may resign at any time, having given a three-month notice of such an intention.

A member of the Foundation Board may be dismissed at any time for just cause. The decision is subject to approval by a two-third majority of all Board members, with the member in question excluded from the vote.

The members of the Foundation Board shall not be more than 70 years of age at the time of their appointment or re-election, unless, in the case of an election, the Foundation Board decides unanimously to make an exception, or, in the case of a re-election, all the other members of the Board so agree.

2. Meetings and decision-making of the Foundation Board

The notice convening a meeting of the Foundation Board should include the agenda. It shall be sent to the Board members by regular mail at least 15 days in advance of the meeting.

The decisions are taken by show of hands, unless a member of the Foundation Board requests a secret ballot for a vote or an election.

For each meeting, the Chair shall appoint a Secretary, who does not have to be a Board member and who shall draft the minutes of the meeting. The minutes, once signed by the Chair of the Foundation Board and the Secretary, shall then be sent to all the members of the Board as well as to the Executive Director.

The Foundation Board is entitled to take decisions provided that the majority of members are present or represented. A member may grant to another member, in writing, authority to vote as his/her proxy, but no member can exercise more than one such proxy vote.

Except where there are legal, statutory or regulatory provisions to the contrary, the decisions of the Foundation Board shall be taken with an absolute majority of members present or represented. In case of a tie, the Chair shall have a casting vote.

A decision taken via circular mail and which gains the written approval of a two-thirds majority of members of the Board is tantamount to a decision taken at a regular Board meeting.

If a decision is submitted to the members of the Foundation Board by circular mail (Article 12 of the Articles of Association), the Chair shall inform in writing the Board members and the Executive Director of the outcome of the vote.

3. Chair and Vice-Chair of the Board

The first term of office of the Chair and the Vice-Chair shall be as long as their term of office as Board members. They are then eligible for re-election for a three-year term, which may be renewed no more than once.

The election and the first re-election of the Chair and Vice-Chair require an absolute majority of the Board members.

A second re-election requires a majority of two-thirds of all the Board members.

The Chair or the Vice-Chair may be discharged from their duties subject to approval by a two-thirds majority of the other Board members, with the member in question excluded from the vote.

The Chair or, when he/she is unable to perform his/her duties, the Vice-Chair is endowed with the following powers and responsibilities:

- a. maintaining close co-operation with the Executive Director to ensure general supervision of the activities and management of the Foundation;
- b. preparing, with the assistance of the Executive Director, the meetings of the Foundation Board;
- c. chairing the meetings of the Foundation Board;
- d. promoting the activities of the Foundation, in close co-operation with the Executive Director;
- e. representing the Foundation at specific events, *vis-à-vis* public authorities or important institutions. He/she may occasionally delegate this responsibility to the Vice-Chair, another member of the Board, or the Executive Director.

4. Executive Director

The Executive Director is in charge of the management of the Foundation and its day-to-day business, in accordance with the decisions of the Foundation Board.

The Executive Director participates, in an advisory capacity, in all meetings of the Foundation Board, unless the Chair decides otherwise.

The Executive Director is responsible for reporting on the proper functioning of the organisation and provides regular updates on the budget. He brings to the attention of the

Foundation Board any proposals and initiatives which he deems of immediate or future interest for the Foundation.

With the support of his/her staff or, if necessary, individuals or committees appointed by the Foundation Board, he/she prepares the budget and financial planning of the Foundation.

He/she prepares the annual management report and submits it for approval to the Foundation Board.

5. Honorary Members

Honorary members of the Foundation shall be elected by the absolute majority of all the members of the Foundation Board.

Honorary members may be invited to Board meetings, which they may attend without being entitled to vote.

6. Honorary President

The person who chairs the Advisory Council is the Honorary President of the Foundation unless the Chair of the Foundation Board takes on this function.