

# Geneva Social Observatory (GSO)

## STATUTES

### ARTICLE I: NAME, DURATION AND HEADQUARTERS

- (1) **Name:** The Geneva Social Observatory (hereinafter referred to as the 'Association') is founded as a non-profit association, registered in accordance with the present Statutes and Article 60 et seq. of the Swiss Civil Code.
- (2) **Duration:** The duration of the Association is indeterminate.
- (3) **Headquarters:** The headquarters of the Association are in the Canton of Geneva.

### ARTICLE II: OBJECTIVES AND RESOURCES

- (1) **Objectives:** The objectives of the Association are, in particular, to create a participatory framework for information, debate and action and a broadened search for solutions and opportunities for action on social issues, through unfettered, open-minded dialogue.
- (2) **Activities:**
  - (a) In order to achieve these objectives, the Association organizes the following activities, in particular:
    - Substantive information exchange on social issues that are cross-cutting, global and contentious,
    - Development of in-depth, solutions-oriented research,
    - Creating a neutral space for dialogue,
    - Facilitating a broadened search for solutions,
    - Promoting action and partnership building,
    - Disseminating solutions and good practices.
  - (b) To achieve these objectives, the Association is supported by its members (natural persons and legal persons), its employees and its partners, in Switzerland and abroad.
  - (c) The Association is empowered to found other organisations and to engage itself in partnerships with natural persons and/or legal persons.
- (3) **Resources:**
  - (a) The resources of the Association come, in particular, from foundations, grants, income generated by its activities, gifts in kind and membership fees.
  - (b) The resources are used in conformity with the aims and budget approved by the Committee, as defined under article VI below.

### **ARTICLE III: MEMBERSHIP**

**(1) Members:**

- (a) Members are natural persons and/or legal persons actively engaged in themes related to the objectives and activities of the Association, coming inter alia, from international organizations, the private sector and civil society.
- (b) All members of the Association must accept and adhere to the present Statutes.
- (c) Members of the Association can be regular members or associate members.
- (d) Regular members have voting rights. On the contrary, associate members have no voting rights.
- (e) The amounts of annual membership fees due by regular members and by associate members will be decided each year by the General Assembly.
- (f) Any legal person admitted as a member of the Association shall be represented by a natural person duly qualified under its statutes and/or by-laws to act as such.

**(2) Admission:**

- (a) New members are admitted by the Committee following a majority decision of at least two-thirds of the Committee members present and voting.
- (b) The Committee can refuse to admit a new member without indicating the reason for the refusal. A refusal by the Committee is immediately communicated to the candidate, without giving the cause. There is no recourse.

**(3) Termination of membership:** Membership is terminated in the case of:

- Death of a natural person or dissolution of a legal person,
- Written resignation addressed to the Committee sent by registered post giving two months notice for the end of a month,
- Exclusion following a majority decision of at least two-thirds of those present and voting members among the General Assembly, with or without disclosure of the grounds.

### **ARTICLE IV: ORGANIZATION**

The bodies of the Association are:

- The General Assembly,
- The Committee,
- The Advisory Board, and
- The Executive Director

### **ARTICLE V: THE GENERAL ASSEMBLY**

**(1) Form:**

- (a) The General Assembly is the supreme body of the Association.
- (b) The General Assembly is composed of all members of the Association present or validly represented. Each member of the Association has the right to attend the General Assembly.

**(2) Functions:** The functions of the General Assembly are the following:

- The adoption and modification of the Statutes,
- The definition of the priorities and the strategy of the Association,
- The amounts of annual membership fees,
- The appointment and dismissal of the Auditor,
- The election and dismissal of the Committee, the President and the Secretary-Treasurer,
- The election and dismissal of the Advisory Board,
- The approval of the annual reports, the financial statements and the budget of the Association,
- The annual discharge of liability of the Committee for its management, and of the Auditor,
- The creation of all auxiliary bodies necessary to achieve the aims of the Association,
- The dissolution of the Association,
- The exclusion of a member, and
- All other functions not specifically assigned to any other body of the Association.

**(3) Convocation and agenda:**

- (a) The Committee sends an invitation with a proposed agenda to all the members, at least four weeks before the date of the General Assembly, using the postmark as the date of dispatch.
- (b) As of receipt of the invitation and until 14 calendar days before the meeting, each regular member can present proposals, which the Committee will add to the agenda; the 14 day period is respected if the postmark indicates that such proposals were sent 14 calendar days before the meeting.
- (c) The revised agenda must be sent to all the members by the Committee at least one week prior to the meeting.

**(4) The ordinary and extraordinary General Assembly:**

- (a) The ordinary General Assembly is convened by the Committee annually, for a date to be notified by the Committee, generally prior to June 30 of the following year.
- (b) The extraordinary General Assembly is convened at the initiative of the Committee or by request presented to the Committee, of at least one-fifth of the regular members of the Association.

**(5) Constitution and deliberation:**

- (a) The General Assembly is validly constituted if half of the regular members are present or represented.
- (b) A regular member can represent only one other regular member at General Assembly meetings. In order to be represented, the absent member or his/her representative must provide the President of the Association with a signed authorization, before the start of the meeting.

**(6) Procedure:**

- (a) The General Assembly is presided over by the President or, in his or her absence, by another member of the Committee who has been designated for this function by the Assembly for the duration of the session.
- (b) The revised agenda shall, as the first order of business, be adopted or modified by a vote of the General Assembly.

- (c) The General Assembly takes its decisions by an absolute majority of the regular members present or represented, unless otherwise indicated in the Statutes.
- (d) Each regular member present or represented has one vote at the General Assembly.
- (e) The election of the Committee, as well as the exclusion of members of the Association, shall take place by secret ballot if at least two of the regular members present or represented so request.

**(7) Minutes:**

- (a) The minutes of each General Assembly are prepared by the Secretariat, and submitted for the approval of the next General Assembly.
- (b) A copy of the approved minutes is kept by the Secretariat, and sent to all members who request a copy.

**ARTICLE VI: THE COMMITTEE**

**(1) Form:**

- (a) The Committee is the management body of the Association.
- (b) The Committee is composed of three to nine regular members of the Association, including the President, the Secretary-Treasurer and the Executive Director.
- (c) The Committee is elected by the General Assembly, which shall seek to ensure the equal representation of men and women, and of the different areas of competence required for the effective operation of the Association.
- (d) The members of the Committee shall not be remunerated.

**(2) Functions:** The functions of the Committee are as follows:

- To develop a programme to achieve the objectives of the Association,
- To oversee the management of the Association with a view to ensuring conformity with the objectives of the Association and to intervene when necessary,
- To ensure that the Secretariat carries out the programme developed by the Committee,
- To send recommendations relating to the daily activities of the Association to the Executive Director,
- To approve annual reports, financial statements and budget prior to their presentation to the General Assembly,
- To appoint an Executive Director,
- To dismiss the Executive Director,
- To prepare the Executive Director's job description,
- To participate in the recruitment process and in the dismissal of Secretariat employees at the request of the Executive Director or at the request of one-third of the members of the Committee,
- To admit new members under Art. III above,
- To propose the dissolution of the Association at the General Assembly, and
- To represent the Association in its relations with the outside world; it can delegate this function to the Executive Director or to one or more of the members of the Committee as per Art. X below.

**(3) Duration of terms of office:** The members of the Committee are elected by the General Assembly for four years. Their term of office is renewable for a maximum of three

consecutive terms. In case of resignation, a member of the Committee must notify his or her resignation, in writing, to the Committee by registered post giving three months notice for the end of a calendar month.

**(4) Convocation and agenda:**

- (a) The Committee meets at least twice a year at the headquarters of the Association or at another place that it decides upon. Insofar as possible, one of the meetings will take place on the same day and at the same place as the ordinary General Assembly of the Association.
- (b) The meetings of the Committee are called by the President of the Association, or by request of two members of the Committee, or by the Executive Director, at least ten days prior to the meeting.
- (c) The President sends an invitation and a proposed agenda to all the members of the Committee at least ten calendar days before the meeting.
- (d) As of receipt of the invitation and until two days before the meeting, each member of the Committee can present proposals, which the Executive Director can add to the agenda; the two-day period is respected if the postmark indicates that they were sent two days before the meeting, or if the message is sent two days before the meeting and the Committee acknowledges receipt of said message.
- (e) The revised agenda is given by the Committee to all members at least at the beginning of the meeting.

**(5) Decision-making:** The decisions of the Committee are taken by an absolute majority of the regular members present and voting. In the case of a tied vote, the President has the casting vote.

**(6) The President:**

- (a) The President is elected by the General Assembly for three years. His or her term of office is renewable for a maximum of two consecutive terms.
- (b) The President of the Association presides over the Committee and over the General Assembly and carries out all other activities that have been delegated to him or her by the Committee.
- (c) The President represents the Association in accordance with the guidelines set down in Article X, sections (1) and (2) of the present Statutes.

**(7) The Secretary-Treasurer:**

- (a) The Secretary-Treasurer is elected by the General Assembly for three years. His or her term of office is renewable for a maximum of two consecutive terms.
- (b) The functions of the Secretary-Treasurer are defined by the Committee.

**(8) Procedure:** The Committee sets up its own rules of procedure subject to the present Statutes.

**(9) Minutes:**

- (a) The minutes of Committee meetings are prepared by the Secretariat, and submitted for approval at the following Committee meeting.
- (b) A copy of the approved minutes is sent to all members of the Committee.

## **ARTICLE VII: THE ADVISORY BOARD**

### **(1) Form:**

- (a) The members of the Advisory Board are persons of standing who have demonstrated a particular commitment with regard to the themes linked to the objectives and the activities of the Association.
- (b) The members of the Advisory Board are associate members of the Association.
- (c) The members of the Advisory Board shall not be remunerated.
- (d) In case of resignation, a member of the Advisory Board must notify his or her resignation, in writing, to the Committee by registered post giving three months notice for the end of a month.

**(2) Convocation:** The meetings of the Advisory Board are convened by the Committee, when necessary.

**(3) Function:** The members of the Advisory Board cannot take decisions, but can at the request of the Committee or the Executive Director give recommendations on the entire range of activities of the Association, without being entitled to a vote at the General Assembly or at meetings of the Committee. The Advisory Board's recommendations shall bind neither the Committee nor the General Assembly.

## **ARTICLE VIII: THE EXECUTIVE DIRECTOR AND THE SECRETARIAT**

### **(1) The Executive Director:**

- (a) The Committee appoints an Executive Director for the duration of four years maximum, with the possibility of one further consecutive term of office.
- (b) The Executive Director is responsible for the work of the Secretariat of the Association. The functions of the Executive Director are defined in his or her job description. By delegation of the Committee, the Executive Director can carry out the following functions:
  - The carrying out of the programme of activities laid out in the strategy decided upon by the General Assembly and by the follow-up plans defined by the Committee,
  - The daily management of the affairs of the Association, under the supervision of the Committee,
  - The representation and relationship of the Association to other organizations,
  - The preparation of meetings of the Committee and of sessions of the General Assembly, with the help of the Secretariat,
  - The supervision and the preparation of annual reports, financial statements and ,budget, and
  - The selection and dismissal of employees.
- (c) The Committee can attribute other functions to the Executive Director by a decision taken in conformity with Article VI of the present Statutes.
- (d) The Executive Director can be a regular member of the Association. He or she participates in a consultative capacity in all the meetings of the Committee and of the General Assembly, without voting rights.

**(2) The Secretariat:**

The functions of the Secretariat include, but are not limited to the following:

- To carry out the program of activities according to the directives of the Executive Director,
- To prepare the annual reports, the financial statements and the budget.

**ARTICLE IX: THE AUDITOR**

- (1) An Auditor appointed by the General Assembly audits the annual accounts and the financial statements every year. The Auditor cannot be a member of the Association. The Auditor may be remunerated.
- (2) The Auditor checks the annual accounts and the financial statements prepared by the Executive Director and the Secretariat and, after approval by the Committee, presents them to the General Assembly for approval.

**ARTICLE X: SIGNATURE AND REPRESENTATION OF THE ASSOCIATION**

- (1) The Executive Director or another regular member of the Committee designated by the Committee can represent the Association.
- (2) The joint signatures of the Executive Director and of the President or of another member of the Committee to whom the Committee has delegated this power, are required to commit the Association to single expenses over CHF 35,000, or to recurring expenses that amount to over CHF 60,000 a year,.

**ARTICLE XI: MISCELLANEOUS**

- (1) **Registration with the commercial register:** The Association is registered with the commercial register of the Canton of Geneva.
- (2) **Modification of the Statutes:**
  - (a) Each proposal to modify the Statutes shall be included in the agenda of the General Assembly called to decide upon that proposal.
  - (b) All changes to the present Statutes must be agreed upon by a majority of at least two-thirds of the regular members present or represented at the General Assembly.
- (3) **Liability:**
  - (a) The assets will cover to the extent possible the debts of the Association. The Liability of the Association is defined by the law.
  - (b) All members of the Association shall have personal liability for the debts of the Association limited to the amount of their respective membership fees, if applicable to such member.

**(4) Dissolution:** If the dissolution of the Association is decided by a vote of a majority of at least 2/3 of the regular members that are present or represented, and voting, the assets of the Association will be remitted to a non-profit institution of public interest, that shares objectives that are analogous to those of the Association, on the condition that said institution also benefits from a tax exemption. The assets may not, under any circumstances, be returned to the members of the Association, nor may they be used for their benefit, in whole or in part, or in any manner whatsoever.

**(5) Financial year:** The financial year starts on 1st January and ends on 31st December.

**(6) Definitive version:** The English version of the present Statutes is the definitive and legally binding version.

**(7) Entry into force:** These Statutes have been accepted by the General Assembly convened on 10 May 2006 and are valid with immediate effect.

Date and place: Geneva, 3 May 2007

Signed:

Voting Members

Ms. Susan Crowley \_\_\_\_\_

Mr. Ralph Doggett \_\_\_\_\_

Mr. Brewster Grace \_\_\_\_\_

Ms. Lorraine Ruffing \_\_\_\_\_

Ms. Deborah Vorhies \_\_\_\_\_

Mr. Martin Watson \_\_\_\_\_

President of the Meeting

Mr. Martin Watson \_\_\_\_\_

Secretary of the Meeting

Ms. Katherine Hagen \_\_\_\_\_