

Global Social Observatory (GSO)

STATUTES

ARTICLE I : Name, Duration and Headquarters

- (1) Name: The Global Social Observatory (hereinafter referred to as the 'Association'), formerly known as the Geneva Social Observatory, 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, Activities 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 its objectives the Association organizes activities to promote substantive exchange of information, guide in-depth solutions-oriented research, provide a neutral space for dialogue, facilitate a broadened search for solutions, promote action and partnership building, and disseminate information on solutions and good practices.
 - (b) The Association is supported by its members (natural persons and legal persons) that contribute to Association activities, and a Secretariat that serves to facilitate Association activities.
- (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 objectives of the Association and through the oversight and guidance of the Committee as defined in ARTICLE VI below.

ARTICLE III: Membership

(1) Members:

- (a) Members of the Association are natural persons and/or legal persons actively engaged in themes related to the objectives and activities of the Association, coming from, *inter alia*, international organizations, governments, the private sector and civil society.
- (b) All members of the Association must accept and adhere to the present Statutes and Principles of the Association
- (c) Members have voting rights at all Association meetings.
- (d) The amounts of annual membership fees due from Association members will be decided each year by the General Assembly.
- (e) 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 half 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; or exclusion following a majority decision of at least one half 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 Secretariat

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:

- Adoption and modification of the Statutes
- Definition of the priorities and strategies of the Association
- The amounts of annual membership fees
- The election and dismissal of Committee Members, the President and the Treasurer
- The approval of the annual reports and financial statements of the Association
- The annual discharge of liability of the Committee for its management
- The creation of 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 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 General 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 meetings.
- (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 Executive Director, and the Treasurer.
- (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.

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

- Develop a program to promote the objectives of the Association and oversee the management of the Association
- Provide oversight of the Secretariat activities
- Make recommendations to the Executive Director
- Approve annual reports, financial statements and Association budgets for presentation to the General Assembly
- Appoint or dismiss the Executive Director and define his/her job responsibilities
- Participate in the recruitment of the Executive Director
- Admit new members as described in ARTICLE III above.
- Propose dissolution of the Association
- Represent the Association in its relations with the outside world. The Committee can delegate this function to the Executive Director or to one or more members of the Committee.

(3) Duration of terms of office: Members of the Committee are elected by the General Assembly for a period of two years. Their terms are renewable. In case of resignation, a member of the Committee must notify his or her resignation, in writing, to the Committee, 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 convener in (b) above sends an invitation and a proposed agenda to all the members of the Committee at least ten calendar days before the meeting.
 - (d) Committee members may present proposals for additions to the meeting agenda and these will be incorporated into the agenda given by the Executive Director to all Committee members 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 a period of two years. His or her term of office is renewable.
 - (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 the present Statutes.
- (7) The Treasurer:
- (a) The Treasurer is elected by the General Assembly for a period of two years. His or her term of office is renewable.
 - (b) The functions of the 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 the 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 Executive Director and the Secretariat

- (1) The functions of the Secretariat include, but are not limited to the following:
 - Carry out the programme of activities according to the directives of the Executive Director.
 - Prepare the annual reports and financial statements.
- (2) The Secretariat functions under the direction of the Committee of which its officers are members. The officers include the Executive Director and the Treasurer.
- (3) The Executive Director:
 - (a) The Committee appoints an Executive Director for the duration of two years with the approval of the General Assembly. This appointment may be renewed with the approval of the General Assembly.
 - (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:
 - Carrying out of programmes defined by the General Assembly and the Committee.
 - Daily management of the affairs of the Association, under the supervision of the Committee.
 - Representation and relationship of the Association to other organizations.
 - Preparation of meetings of the Committee and of sessions of the General Assembly with the help of the Secretariat.
 - Supervision and preparation of annual reports, financial statements and budgets
 - Selection and dismissal of employees.
 - (c) The Committee can attribute other functions to the Executive Director by a decision taken in conformity with 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.
- (4) The Treasurer:
 - (a) The Committee appoints a Treasurer for the duration of two years with the approval of the General Assembly. This appointment may be renewed with the approval of the General Assembly.
 - (b) The Treasurer is responsible for the financial matters of the Association. These include all accounting and reporting activities, and management of receipts and expenditures, and tax and finance matters. The Treasurer is the main spokesperson regarding financial matters of the Association.

- (c) The Committee shall appoint a Committee member or a member of the General Assembly to verify the accounts and financial statements prepared by the Treasurer. This *Vérificateur des Comptes* will serve for a period of two years. The appointment may be renewed with the approval of the General Assembly.

ARTICLE VIII: Signature and Representation

- (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 per year.

ARTICLE IX: Miscellaneous

- (1) Registration with 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 of 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 two thirds 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 assts 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 1 January and ends on 31 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 18 September 2012 and are valid with immediate effect.

Date and place: Geneva, 18 September 2012

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Non-Voting:

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