

**Foundation for the Graduate Institute of International and Development Studies**

**Articles of Association**

September 20, 2007

(amended by the Foundation Board on February 28, 2014 and March 1, 2019)

FEDERAL DEPT. OF HOME AFFAIRS  
Federal Supervisory Authority of  
Foundations  
(Signature)  
Helena Antonio  
In charge

**Chapter I  
Constitution**

**Article 1 Name**

Under the name "Foundation for the Graduate Institute of International and Development Studies" (hereinafter the "Foundation"), a private law foundation governed by Articles 80 et seq. of the Swiss Civil Code is established.

**Article 2 Registered Office**

The Foundation is based in Geneva, Switzerland.

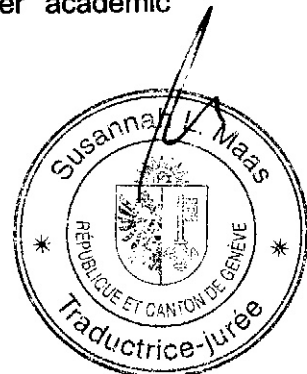
**Article 3 Mission and goals**

1. The mission of the Foundation, through the Institute mentioned below, is to promote advanced international and development studies in an effort to foster international cooperation and making an academic contribution to the development of less privileged societies.
2. To this end, the Foundation creates and manages an autonomous academic institution, the Graduate Institute of International and Development Studies (hereinafter referred to as the "Institute"). It is open to researchers, faculty members and students from all countries.
3. The Institute offers university education and research programs as well as continuing education and expertise in the field of international relations and development. It emphasizes interdisciplinarity.
4. The Institute's objective is to analyse contemporary world challenges independently, in cooperation with the University of Geneva and in collaboration with other academic institutions in Switzerland and worldwide.

**Chapter II  
Finances**

**Article 4 Capital**

The capital of the Foundation is CHF 50,000.



## **Article 5 Resources**

1. The Foundation provides the Institute with basic resources that enable it to achieve its goals. In particular, the resources derive from:
  - a) Subsidies from the federal and cantonal authorities, based on an agreement of objectives, and subsidies from any other public or private bodies;
  - b) Income from its capital and other assets;
  - c) Donations and legacies.
2. The Institute obtains directly additional resources which come in particular from:
  - d) Subsidies for projects approved by national and international research funding agencies;
  - e) Fees paid by the students and compensation received in return for continuing education courses, mandates, expert opinions or publications.

## **Chapter III Organisation**

### **Article 6 Bodies of the Foundation**

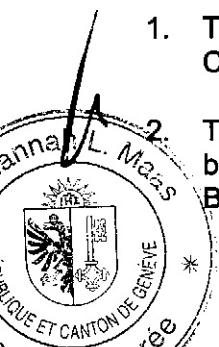
1. The bodies of the Foundation are :
  - the Foundation Board;
  - the Management;
  - the Auditor.
2. The term "Management" covers the Director of the Institute.

### **Article 7 Foundation Board - Composition**

1. The Foundation Board is composed of nine to fifteen members. At least one of its members is a Swiss national or a national of a Member State of the European Union or EFTA and domiciled in Switzerland.
2. The Foundation Board co-opts its new members.
3. The members of the Foundation Board are elected for a four-year period. They may be re-elected twice, unless the Foundation Board decides to make an exception in exceptional cases.
4. The Foundation Board may at any time dismiss one of its members if the latter seriously prejudices the interests or the functioning of the Foundation.
5. The appointment, re-election and dismissal of members of the Foundation Board shall be carried out in accordance with its regulations.

### **Article 8 Foundation Board - Chair**

1. The term "Chair" covers the Chairperson and the term "Vice-Chairperson" covers the Vice-Chairpersons of the Foundation Board.
2. The Chair is responsible for the proper working of the Board and the follow-up of day-to-day business. It takes decisions in accordance with the authority given to it by the Foundation Board's regulations.



3. The Vice-Chairperson shall substitute for the Chairperson. It further exercises the authority delegated to it by the Chair, following the Foundation Board's regulations.

## **Article 9 Foundation Board - Competence**

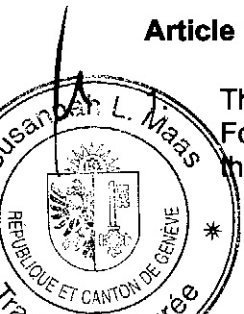
1. The Foundation Board works to promote the Institute, defends its interests and ensures its influence. In particular, it:
  - a) Determines the Institute's strategic orientations and ensures their implementation;
  - b) Approves the multi-year development plan, the annual budget, the financial statements and the management report;
  - c) Enters services agreements, agrees their overall financing with the competent authorities and ensures their implementation;
  - d) Adopts its own regulations and those of the Institute. The regulations of the Foundation Board and the Organizational Regulations of the Institute, as well as any amendments thereto, shall be submitted to the Foundation's Supervisory Authority for approval;
  - e) Regulates the Foundation's right of signature and representation;
  - f) Decides on the bodies necessary for the Institute to operate properly, including the Faculty Board of Professors and the Institute Committee;
  - g) Appoints the person who will head the Institute with the title of Director for a period of four years after internal consultation and decides on the renewal of her/his term of office;
  - (h) Appoints and removes, if necessary, the Deputy Director(s) on the proposal of the Management and decides on the renewal of his/her/their term of office;
  - i) Appoints the teaching staff and decides on the continuation of their activities in accordance with the Institute's regulations concerning the status of faculty members, on the proposal of the Director and with prior notice from the Academic Board of Professors;
  - j) Appoints the auditor;
  - k) Sets the amount of the fees mentioned in Article 5, paragraph 2 (e).
2. The Foundation Board ensures that the organization of the Institute respects academic freedom, ensures that all participate, promotes equality between women and men and guarantees efficient and flexible management.
3. The Foundation Board meets in accordance with its regulations.

## **Article 10 Foundation Board - decision-making**

1. The Foundation Board takes its decisions when the majority of the members are present. It takes its decisions and carries out elections by a simple majority of the members present, except for the dismissal of members, which requires a two-thirds majority of the members present. In the event of a tie, the Chair shall have a casting vote. For the rest, the Foundation Board's regulations apply.
2. Decisions and elections may be held by correspondence, provided that no member requests oral deliberations. Resolutions and votes by correspondence require unanimity of the votes cast. For the rest, the Foundation Board's regulations apply.

## **Article 11 Representation**

The Foundation is represented by the Chair, respectively the Vice-Chair. In addition, the Foundation Board may confer a power of representation on its members, acting jointly with the Chair, respectively the Vice-Chair.



2. The Director is also entitled to represent the Foundation under the regulations set by the Foundation Board.

## **Article 12 Management**

1. The Director is responsible for the academic direction, administrative and financial management and development of the Institute. In this capacity, he/she:
  - a) Under the authority of the Foundation Board, manages and provides scientific and pedagogical orientation for the Institute, in particular the design and implementation of educational and research programs, in collaboration with the faculty members;
  - b) Hires the faculty members based on a decision of the Foundation Board;
  - c) Hires teaching and research staff as well as the administrative and technical staff;
  - d) Ensures that the teaching and research staff, administrative and technical staff and students take part in the life of the Institute;
  - (e) Represents the Institute externally, ensure its influence and contributes to fund-raising by developing the appropriate contacts at the local, national and international levels, in the public and private sectors;
  - f) Enters into agreements and contracts binding the Institute, subject to the authority of the Foundation Board;
  - g) Proposes the appointment of one or more Deputy Directors whose term of office coincides with its own;
  - h) Performs any other task not expressly assigned to the Foundation Board or to another body.
2. The Director participates in the meetings of the Foundation Board in an advisory capacity.

## **Article 13 Auditor**

1. The auditor is appointed by the Foundation Board. It is external and independent of the Foundation.
2. The auditor shall conduct an annual audit of the Foundation's financial statements and assets and shall draw up a report for the attention of the Foundation Board.

## **Article 14 Creation of Advisory Bodies**

The Foundation Board may set up any advisory body it deems useful, in particular a Scientific Council.

## **Chapter IV Duration, Modification and Dissolution of the Foundation**

### **Article 15 Duration of the Foundation**

The duration of the Foundation is unlimited.

### **Article 16 Amendment of the Articles of Association**

1. Any amendment to the Articles of Association requires a two-thirds majority of the members of the Foundation Board.



2. The Foundation Board is empowered to propose to the Supervisory Authority amendments to the Deed of Foundation in accordance with Articles 85, 86, 86a and 86b of the Swiss Civil Code.

#### **Article 17 Dissolution and Disposal of Residual Assets**

1. The Foundation may be dissolved only for reasons provided for by the law (Art. 88 CC) and with the consent of the Supervisory Authority, by decision of three quarters of the votes of the Foundation Board.
2. If the Foundation is dissolved, its assets will be transferred to an institution pursuing a similar purpose and benefiting from tax exemption after consultation with the cantonal and federal authorities. The return of the Foundation's assets to the founders is excluded.

Date: May 7, 2020

May 7, 2020

*(Beth Krasna)*

*(Signature)*

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Beth Krasna  
Vice-Chairperson of the Foundation Board

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Rolf Soiron  
Chairman of the Foundation Board

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#### **CERTIFIED TRANSLATION OF A DOCUMENT IN FRENCH**

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