

**English Translation**

**The French version is authoritative**

**STATUTES**

**OF THE**

**FOUNDATION**

**Geneva Science and Diplomacy Anticipator (GESDA)**

## PREAMBLE

1. Considering that the Confederation supports, through its policy and its Host State Act of 22 June 2007 (HSA), the joint strategy of the Confederation, the Republic and Canton of Geneva and the City of Geneva to strengthen Switzerland's competitiveness as a host State for international organizations, in accordance with the relevant decisions of the relevant federal, cantonal and municipal authorities;
2. Considering that Switzerland's host State policy must be able to anticipate developments in international relations and global governance, both in terms of the priority themes and the modalities of international cooperation that will be necessary to respond to them;
3. Considering that it is in this context:
  - a) to provide itself with the means to define the main future orientations and to position Switzerland, as host country, as a major actor in these developments;
  - (b) to provide the Federal Council, the Republic and Canton of Geneva and the City of Geneva with the means to adapt the conditions of reception, work, integration and security in Switzerland within the meaning of the Host State Act;
  - c) to raise awareness of Switzerland as a host country and the benefits it can offer to the harmonious and effective development of priority themes and actions of global governance;
  - (d) promote public-private partnerships and the involvement of the world's population in the development of innovative solutions through cyberspace.
4. Considering finally that science and technology, including the global convergence between information sciences, nanosciences, biosciences and cognitive neurosciences:
  - a) are the driving forces behind an unprecedented economic, social and political acceleration that simultaneously affects all States, world populations and our natural, urban, industrial and social resources and environments;
  - b) that this acceleration requires new modes of reflection, action, financing and governance adapted to the speed of development and diffusion of current and future scientific and technological disruptions;
  - c) that Geneva, an important centre of global governance, and that Switzerland, a neutral country with strong links to the world, known for its scientific and technological excellence, can become the natural place to develop solutions for the future that meet the complexity of scientific, technological, economic and social acceleration;
  - (d) that the Universal Declaration of Human Rights of 10 December 1948 provides in Article 27 that "everyone has the right freely to participate in the cultural life of the community, to enjoy the arts and to share in scientific progress and its benefits".
5. On this basis, the Swiss Confederation, through its Federal Council, and the Canton of Geneva, through its Council of State, have decided, on 20 February 2019, to establish the Foundation called Geneva Science and Diplomacy Anticipator, governed by the present statutes, which have been:
  - a) validated by the Supervisory Authority of the Foundations of the Confederation (hereinafter referred to as the Supervisory Authority);
  - b) approved by the State Council of the Canton of Geneva;
  - (c) approved by the Federal Council.
6. On 4 March 2022 and 13 April 2022, the Founders decided to extend the duration of the Foundation.

## **Art. 1 NAME AND HEADQUARTERS**

1. It is constituted under the name "Geneva Science and Diplomacy Anticipator" (GESDA) (hereinafter The Foundation), a foundation governed by private law within the meaning of Articles 80 et seq. of the Swiss Civil Code and governed by these Articles of Association.
2. The Foundation is jointly created by the Swiss Confederation and the Republic and Canton of Geneva, hereinafter referred to as the Founders.
3. The Foundation's headquarters are in the canton of Geneva.

## **Art. 2 DURATION**

1. The duration of the Foundation is extended for 10 years from 10 September 2022 to 9 September 2032.
2. Six months before the end of the term, the Foundation Board may decide by a two-thirds majority of all votes, with the agreement of the Founders who have a right of veto, to extend the term of the Foundation for a fixed or indefinite period. An extension of more than five years or of indefinite duration requires the prior consensus of the Founders.
3. The Founders reserve the right to withdraw from the Foundation, collectively or individually, after 5 years, i.e. from 9 September 2027. In this case, their agreement is no longer required in 2032 at the end of the Foundation's term.
4. The Foundation Board and the Founders shall, if necessary, settle the terms and conditions of such withdrawal by the end of February 2027 at the latest.

## **Art. 3 GOALS AND MEANS**

1. The Foundation aims to promote Switzerland's host state policy by creating an instrument that simultaneously identifies the major themes of tomorrow's global governance and develops the support modalities by which the various international actors, state or not, based in Geneva, Switzerland and throughout the world, can respond together by taking up the challenge of acting at the same pace as scientific and technological acceleration:
  - a) by taking inspiration from the way the world of start-ups and venture capital works;
  - (b) by involving the great Swiss and global philanthropy;
  - (c) by mobilizing Swiss scientific and technological know-how as a unifying tool in the service of global diplomacy.
2. To this end, the Foundation is developing an instrument for anticipation and action, respectively its components, by focusing on public-private partnerships of international scope and projects capable of providing solutions to current and future technological challenges, turning them into opportunities and broadening the circle of beneficiaries of scientific and technological advances.
3. The Foundation works within the framework of the goals set.
4. The Foundation is non-profit and does not aim to make any profit.

## **Art. 4 CAPITAL AND RESOURCES**

1. The Founders allocate the initial legal capital of CHF 50,000 in cash to the Foundation in equal parts.
2. The capital may be increased at any time by other financial contributions from the Founders themselves or by any other public or private contribution.
3. The Foundation Board reserves the right to refuse the granting of resources according to their origin.
4. The Foundation's funding is based on the following principles:
  - (a) Since the general purpose of the Foundation is to promote the host State policy of Switzerland, the Confederation may participate in the financing of the Foundation's activities, subject to annual credit requests and decisions of the competent federal bodies concerning financial planning;
  - (b) the Republic and Canton of Geneva and the City of Geneva may participate in the financing of the Foundation's activities;
  - (c) the Foundation Board shall at the same time endeavour to increase the Foundation's assets through other private or public allocations;
  - (d) the total capital thus raised finances all the Foundation's activities (administration, premises, activities, programmes and projects, etc.);
5. The Foundation's assets are administered in accordance with recognized commercial principles.

## **Art. 5 ORGANIZATIONS OF THE FOUNDATION**

The organs of the Foundation are:

1. the Foundation Board;
2. the Management;
3. the Auditors;
4. any ad hoc, temporary or permanent advisory committees, whose powers shall be defined in a regulation at the time of their establishment and submitted to the Supervisory Authority for approval.

## **Art. 6 FOUNDATION COUNCIL**

1. The Foundation is administered by a Foundation Board comprising a minimum of four members and a maximum of fifteen members.
2. At least one member of the Foundation Board is a representative of the Confederation, appointed by the Head of the Federal Department of Foreign Affairs.
3. At least one member of the Foundation Board is a representative of the Republic and Canton of Geneva, appointed by the Council of State of the Republic and Canton of Geneva. The Council of State consults the City of Geneva and the stakeholders of its choice.
4. In addition to the representatives of the Confederation and the Canton of Geneva in accordance with the preceding paragraphs, the President and Vice-President of the Foundation Board are appointed by mutual agreement between the Founders. Their appointment is subject to a decision by the Federal Council.
5. The President and Vice-President of the Foundation chosen by the Founders on the first Foundation Board bring according to the development of the Foundation's activities up to a maximum of nine members in accordance with the first paragraph of this article. To do this, they call on internationally renowned people with strong ties to Switzerland or wishing to develop them, as well as on personalities from the world of philanthropy.
6. Articles 6.2 to 6.5 shall apply as long as the Founders continue their involvement with the Foundation.

## **Art. 7 DURATION OF THE ADMINISTRATIVE PERIOD**

1. The members of the Foundation Board are appointed in accordance with Article 6 for in principle five years, renewable.
2. Thereafter, subject to the four members appointed by the Founders in accordance with paragraphs 2, 3 and 4 of Article 6, each new member of the Foundation Board shall be appointed by the Foundation Board by co-option.
3. If members leave the Foundation Board during the administrative period, other members must be appointed for the remainder of that period. For the President and Vice-President, Article 6 paragraph 4 applies. For representatives of the Confederation and the Republic and Canton of Geneva, Article 4 paragraphs 2 and 3 shall apply.
4. Subject to the four members appointed by the Founders, the Foundation Board may dismiss a member of the Foundation Board at any time, an important reason being in particular that the member concerned has breached his obligations towards the Foundation or is no longer able to perform his duties properly.
5. The Foundation Board shall decide on the dismissal of its members by a decision of 2/3 of the members of the Foundation Board.

## **Art. 8 COMPETENCES OF THE FOUNDATION COUNCIL**

1. The Foundation Board is the supreme organ of the Foundation. He is vested with the powers necessary for the administration of the Foundation and represents the Foundation vis-à-vis third parties.
2. He has the following inalienable tasks:
  - a) Regulation of the Foundation's right of signature and representation.
  - b) Development within the meaning of Article 3 of the instrument, or its components, necessary to achieve the Foundation's aims.
  - c) Appointment and supervision of the principal organs in accordance with Article 5 and appointment of other advisory bodies as required.
  - d) Appointment of the Auditors.
  - e) Approval of the annual accounts.
3. The Foundation Board also has the following powers:
  - a) Appointment of the Foundation's Executive Board.
  - b) Adoption of the staff recruitment policy and establishment of the staff regulations and salary scales.
4. The Foundation Board shall endeavour to increase the Foundation's assets through private or public contributions and shall decide on their acceptance.
5. The Foundation Board shall issue and approve the regulations necessary for the organization, governance and management of the Foundation. These may be modified at any time by the Foundation Board as part of the goal setting process. Any regulation and its amendments require the approval of the Supervisory Authority.
6. Subject to the inalienable tasks in accordance with paragraph 2 of this article, the Foundation Board is entitled to delegate some of its powers to one or more of its members or to third parties. It specifies their powers in a regulation.
7. The Foundation Board decides on the compensation paid to members and persons to whom special skills are delegated.

## **Art. 9 CONVOCAATION AND DECISION-MAKING**

1. The Foundation Board meets in principle two to four times a year or at the request of the President. Invitations to meetings of the Foundation Board should generally be sent 30 days before the planned date of the meeting.
2. The Foundation Board takes its decisions when a majority of the members are present.
3. Decisions shall be taken by a simple majority, subject to decisions on the dismissal of members in accordance with Article 7, decisions on amendments to the Statutes in accordance with Article 13 and the decision on the extension of the duration of the Foundation in accordance with Article 2. In the event of a tie, the President shall have a casting vote. The meetings and decisions are recorded in minutes.
4. Decisions and votes may also be made or take place by circulation provided that no member requests oral deliberations.
5. The Foundation Board may also meet and make decisions by teleconference, videoconference or any other means of communication.

## **Art. 10 DIRECTION**

1. The powers of the Management are determined by specifications adopted by the Foundation Board, and will be submitted to the Supervisory Authority.
2. Regulations and amendments thereto must be submitted to the Supervisory Authority for approval.

## **Art. 11 REVIEW ORGANIZATION**

1. The Foundation Board shall appoint, in accordance with the relevant legal provisions, an external and independent auditor to audit the Foundation's accounts each year and to submit a detailed report to the Foundation Board, proposing that it be approved. It must also ensure compliance with the Foundation's statutory provisions (Foundation Deed and Regulations).
2. The Auditors must inform the Foundation Board of any deficiencies found in the performance of their duties. If these deficiencies are not remedied within a reasonable period of time, it must inform the Supervisory Authority, if necessary.

## **Art. 12 LIABILITY**

1. Only the Foundation's assets are liable for its obligations.
2. All persons responsible for the administration, management or auditing of the Foundation are personally liable for any damage they may cause to the Foundation as a result of misconduct that they may commit intentionally or negligently.
3. If several persons are under an obligation to make good damage, each person shall be jointly and liable with the others only to the extent that the damage can be attributed to him personally as a result of his own fault and the circumstances.

## **Art. 13 MODIFICATION OF THE ACT OF FOUNDATION**

1. Under Article 86a CC, the Founders expressly reserve the right to modify the purpose of the Foundation. This provision shall lapse if the Founders renounce their commitment to the Foundation in accordance with Articles 2 paragraph 3 and 2 paragraph 4.
2. The Foundation Board shall decide on amendments to these Statutes by a two-thirds majority of its members, in accordance with Articles 85, 86 and 86b CC, and shall submit them to the Supervisory Authority for approval.

## **Art. 14 SUPERVISORY ORGANIZATION**

1. The Foundation is under the supervision of the Supervisory Authority of the Foundations of the Confederation.

## **Art. 15 DISSOLUTION**

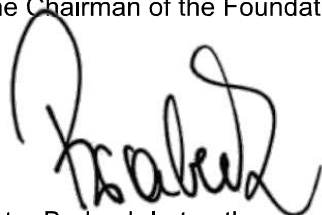
1. The Foundation may only be dissolved for the reasons provided for by law (Articles 88 and 89 CC). If the Foundation intends to request dissolution, a unanimous decision of the Foundation Board is required.
2. In the event of dissolution, the Foundation Board shall allocate the remaining assets to legal entities with a similar purpose, which are exempt from tax on account of their public service or public utility purposes and which have their registered office in Switzerland. The return of the Foundation's assets to the Founders is excluded.

## **Art. 16 ENTRY INTO FORCE**

These Articles of Association shall enter into force as soon as they are entered in the Commercial Register.

Statutes of 2 September 2019 amended by the Foundation Board on 22 April 2022 to implement the decision to extend the duration of the Foundation.

The Chairman of the Foundation



Peter Brabeck-Letmathe

The Secretary General of the Foundation



Stéphane Decoutère