

# **“Geneva Agape Foundation“**

## **By-laws**

The present Foundation By-Laws are issued pursuant to the Statutes.

### **I. General**

#### **Art. 1        Name, legal domicile and duration**

The name, legal domicile and duration are defined in the Statutes.

#### **Art. 2        Purpose**

<sup>1</sup> The Foundation pursues the purpose set forth in the Statutes.

<sup>2</sup> The Foundation is exclusively nonprofit in nature and shall not engage in for-profit activities except for raising funds for the foundation. It shall utilize financial resources only for activities set forth in the Statutes as well as for the administration and infrastructure required by these activities.

#### **Art. 3        Endowment capital**

The Foundation's endowment capital is donated by the founder in accordance with the Statutes.

#### **Art. 4        Oversight**

The Foundation is under the permanent supervision of the competent Geneva foundation supervisory authority.

### **II. Organization**

#### **Art. 5        Governing bodies**

<sup>1</sup> The Foundation's governing bodies are:

- a) the Board of the Foundation
- b) the Director
- c) the Auditor.

<sup>2</sup> The participation of physical persons in a governing body shall cease at the end of a calendar year if they reach the age of 75 years (the election body having the authority to grant exceptions).

<sup>3</sup> The relevant election bodies ensure that an appropriate balance is maintained with regard to competencies and gender.

<sup>4</sup> The Board can appoint persons with special commitment for the Foundation as Honorary Board members without voting rights. Their total number cannot exceed the number of voting members.

## **Art. 6 Board of the Foundation: meetings and deliberations**

<sup>1</sup> The Board shall meet as often as business requires, but at least once a year. Meetings may also take place in the form of telephone conferences and decisions made by correspondence (mail, fax, electronic mail). Such decisions must however be duly recorded in the minutes.

<sup>2</sup> Meetings are called by the President or, in the latter's absence, by the Vice-President.

<sup>3</sup> The Board attains a quorum if the majority of its members is present or expresses themselves by way of correspondence.

<sup>4</sup> Decisions carry with a simple majority of the members present. In the event of a tie of votes, the President decides by casting a second vote (deciding vote).

<sup>5</sup> The Board member who is the Founder of the Foundation or represents him, has to agree on a) amendments of statutes, by-laws, rules and regulations, b) on annual budget and accounts, c) on the general objectives of the annual work programme of the foundation.

<sup>6</sup> Items not on the agenda may only be taken up with the consent of all Board members present (this equally applies to telephone conferences). To be adopted, such decisions require a majority of the total number of Board members.

<sup>7</sup> Minutes are kept of Board deliberations and decisions. It may appoint a rapporteur for this purpose who need not be a member of the Board.

## **Art. 7 Board of the Foundation: Powers**

<sup>1</sup> The Board ensures that the goals of the Foundation are pursued in accordance with the principles of Globethics.net in an effective manner.

<sup>2</sup> It discusses and decides matters of fundamental strategic importance and assumes the tasks provided for in the Statutes. In this regard it is also responsible for:

- a) determining guidelines and policies (e.g. with regard to selection, inclusion and exclusion of Board members, organization, planning, fundraising, investment policy, partnerships, management, finance, expenses);
- b) determining signatory powers;
- c) appointing commissions, workgroups and advisors of the Board of Foundation;
- d) determining employment and salary policy.

<sup>3</sup> It decides in all other matters that do not come under the jurisdiction of another body or the supervisory authority by virtue of legislation, the statutes or the By-Laws.

## **Art. 8 The Director**

<sup>1</sup> The Director is responsible for implementing the decisions of the Board pursuant to the purpose and strategy of the Foundation, as well as for the operational management of the Foundation.

<sup>2</sup> The Director assumes the duties provided for in the Statutes. In addition he/she is responsible for:

- a) preparing submissions and motions for the Board;
- b) overseeing and monitoring the implementation of decisions;
- c) reporting to the various bodies and institutions;
- d) investments within the framework of the investment guidelines;
- e) providing periodic information to the Board concerning the progress of business.

<sup>3</sup> The Director decides in all other matters that do not come under the jurisdiction of other bodies or supervisory authorities by virtue of legislation, the Statutes or the By-Laws.

## **Art. 9 Auditor**

<sup>1</sup> The Board appoints as auditor an officially recognized auditing firm to inspect the accounts.

<sup>2</sup> The Auditor must be independent. Auditors may not be Board members or vice-versa. The Auditors should not be engaged in any other contractual relationship with the Foundation.

## **Art. 10 Commissions, workgroups and advisors**

<sup>1</sup> The Board may appoint commissions, ad hoc workgroups and advisors of the Board to carry out specific tasks.

<sup>2</sup> The Director may appoint workgroups and advisors and give mandates to perform specific tasks.

<sup>3</sup> Physical persons shall cease being members of a commission or workgroup as described in para. 1 and 2 at the end of a calendar year if they reach the age of 75 years (the election body having the authority to grant exceptions). For advisors, there is no limit of age.

<sup>4</sup> The election body shall define the terms of reference and the duration of mandates.

<sup>5</sup> Commissions and workgroups report on a regular basis to the relevant governing body. Commissions, workgroups and advisors are not empowered to represent the Foundation externally, unless expressly decided otherwise.

## **III Stipulations with Regard to Assets**

## **Art. 11 Financial resources**

<sup>1</sup> The financial resources to enable the Foundation to carry out its mission consist of the following:



- a) donations from individuals
- b) donations from private foundations
- c) donations from public national and international organizations
- d) income generated by projects and services provided
- e) other donations and legacies from physical and legal persons
- f) income from assets.

<sup>2</sup> The governing bodies of the Foundation shall exercise the utmost diligence in managing the Foundation's resources and assets.

## **Art. 12 Real estate property and investments**

<sup>1</sup> The Foundation, in order to carry out its tasks, may acquire, build, sell, mortgage, let, lease or rent land or real estate. The Board decides on the acquisition, construction or sale of such property.

<sup>2</sup> The Board decides in matters of participation related to the assets of partner organizations.

<sup>3</sup> The Foundation, in order to carry out its task, may make other investments. The Board decides on ethical investment criteria, on rules and regulations.

## **IV Concluding and Transitional Provisions**

### **Art 13 Amendment of the present By-laws**

<sup>1</sup> The Board may amend these By-Laws respecting the articles of the Foundation statutes.

<sup>2</sup> Amendments must receive the approval of the supervisory authority.

*Approved by the Founding Assembly of the Foundation on 10 March 2014.*

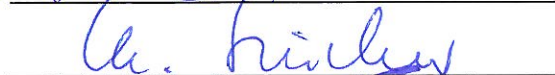
\*\*\*\*\*

Signatures of those present at the Assembly:

Cui Wantian:



Christoph Stückelberger:



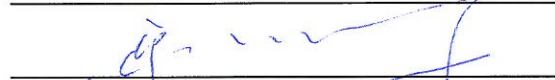
Guillaume Taylor:



Eddie So:



Tingfeng Song:



Lucy Howe Lopez:

