

**FOR DECISION**

**BM.02/DOC. 12: AMENDMENT TO BYLAWS**

---

**1. PURPOSE**

The purpose of this paper is to seek a decision of the Board approving an amendment to the Bylaws requested by the Swiss Supervisory Authority for Foundations.

**2. REQUESTED DECISION**

The Board is requested to approve the following decision:

*BM.02/DEC.XX: The Board approves the following addition to Article 2.1 of the Bylaws approved at the 1<sup>st</sup> Board Meeting:*

**2.1 Functions**

The Board is the supreme governing body of GCERF. The Board as the supreme body shall exercise all powers not expressly delegated to another organ of the foundation in the Statutes or these Bylaws. The inalienable duties include appointment of the right to sign and represent the foundation, appointment of the Executive Director, **appointment of Board members**, appointment of the auditors and approval of the annual financial statements.

**3. BACKGROUND**

3.1 The GCERF Bylaws were approved by the Board Meeting at the 1st Board on 17-18 November 2014.

3.2 Following the Board meeting, the Swiss government, as founder of the foundation, filed the Bylaws with the Swiss Supervisory Authority for Foundations.

3.3 The Swiss Supervisory Authority made a decision on 11 March 2015 to supervise GCERF. Following its review of the Bylaws, it has requested that a reference be included in Article 2.1 to the inalienable right of the Board to appoint its members under Swiss law.

3.4 This addition is technical and does not change the right of each of the Board's constituencies to select its own Board member, as outlined in paragraph 2.4 b quoted below:

**2.4 b. Voting Board Members**

Each of the groups and/or organizations represented by voting Board members as described in Article 2.2.a (the "Constituencies", which may be comprised of one or more members) shall have its own open and transparent process to select its Board Member and Alternate Board Member. Constituencies are encouraged to share information about their processes

with the Secretariat. Once a selection is made, a representative designated by the Constituency shall promptly notify the Chair and the Secretariat.

If the relevant Constituency fails to designate a Board Member the seat shall remain vacant until a candidate is selected.

#### **4. NEXT STEPS**

Following the approval of this change, the Bylaws will be re-submitted to the Swiss Supervisory Authority for Foundations for final approval and an updated version will be posted on the GCERF website.