

27 September 2007

The Founder hereby decrees the following as the Charter of the Foundation:

## CHARTER OF THE FOUNDATION

Fondation suisse pour la recherche en sciences sociales FORS  
(Schweizer Stiftung für die Forschung in den Sozialwissenschaften FORS)  
(Fondazione svizzera per la ricerca in scienze sociali FORS)  
(Swiss Foundation for Research in Social Sciences FORS)

### I NAME, SEAT, OBJECT AND RESOURCES OF THE FOUNDATION

#### **Article 1**

##### Name and seat

The Foundation called 'Fondation suisse pour la recherche en sciences sociales FORS (Schweizer Stiftung für die Forschung in den Sozialwissenschaften FORS; Fondazione svizzera per la ricerca in scienze sociali FORS; Swiss Foundation for Research in Social Sciences FORS),' with seat at Ecublens (Vaud), shall be established hereby in accordance with Articles 80 ff. of the Swiss Civil Code. Any relocation elsewhere in Switzerland shall require the prior approval of the supervisory authority.

#### **Article 2**

##### Objects

The Foundation shall lend active support in the long term to social science research in Switzerland.

In this context the Foundation shall:

- gather, process, handle, document, make available, distribute and archive all types of data for use in conducting scientific work;
- advise researchers and interested parties on matters of data production, gathering, preparation, use, protection, recording, archiving and distribution;
- contribute to the development of methods and processes of data production and analysis;
- support the exploitation of knowledge gained or obtained with the help of data in the field of the social sciences;
- co-operate with institutions in Switzerland or abroad which pursue similar objects.

The Foundation shall be non-profitmaking.

The Foundation shall especially perform its activities throughout Switzerland.

#### **Article 3**

##### National status

The Foundation shall be active at national level. It shall receive material and scientific support from the University of Lausanne. It shall especially co-operate with the University of Lausanne and other Swiss universities, including those of applied science/'hautes écoles,' and with the Swiss Federal Statistical Office (FSO).

**Article 4**

## Assets and resources

The Founder shall allocate initial capital of CHF 10,000 cash to the Foundation. The Foundation may receive:

- gifts, bequests, inheritances and any other gratuities;
- grants or contributions from public or private sources, and any other revenue.

The Foundation's resources shall be managed on recognized commercial principles, and risk shall be spread. The assets shall not thereby be jeopardized through speculation; neither shall they be managed too cautiously.

## II. ORGANIZATION OF THE FOUNDATION

**Article 5**

## Organs of the Foundation

The Foundation's organs shall be:

the Foundation Board,  
the Executive Board,  
the Auditor,  
and the Scientific Board.

**Article 6**

## Membership of the Foundation Board

The administration of the Foundation shall be the responsibility of a Foundation Board. This shall have a maximum of nine members, serving in a voluntary capacity, save that their expenses shall be met in accordance with the directives currently applicable to staff of the University of Lausanne.

**Article 7**

## Formation and filling of vacancies

The Foundation Board shall be self-constituting. It shall appoint its members according to the provisions stated below. Only persons associated with the Foundation's objects by virtue of proven abilities and commitment shall be eligible to hold these posts.

The members of the Foundation Board shall be appointed as follows for each term of office as per

**Article 8** below:

- three members, one of whom shall serve as chair of the Foundation, shall be appointed by the Rectorate of the University of Lausanne;
- two members shall be appointed by the Rectors' Conference of Swiss Universities (CRUS);
- one member shall be appointed by Rectors' Conference of Swiss Universities of Applied Science (KFH);
- one member shall be appointed by the Swiss Federal Statistical Office (FSO);
- one member shall be appointed by the Swiss Academies of Sciences;
- one additional member who may be co-opted by the Foundation Board.

If any of the institutions does not wish to appoint a member, or appoints fewer members than the number of seats allocated to it, the proceedings of the Foundation Board shall nevertheless be valid. The Foundation Board may also fill such vacancies by co-option.

If an institution is dissolved, the Foundation Board may itself either appoint another institution to hold the same number of seats or co-opt the missing member or members.

The Swiss State Secretariat for Education and Research and the Swiss National Fund for Scientific Research may each appoint one observer to attend meetings of the Foundation Board in an advisory capacity.

The Foundation's Director shall attend meetings of the Foundation Board in an advisory capacity.

The Foundation Board may invite other persons to attend its meetings in an advisory capacity.

#### **Article 9**

##### Term of office

The members of the Foundation Board shall be appointed for a renewable term of office of four years.

If members leave the Foundation Board during the said term, new members shall be appointed for the remainder of the current term.

A member of the Foundation Board may be dismissed at any time for good cause, notably if the member concerned has breached his or her obligations to the Foundation or is no longer able to serve properly. Dismissals of members of the Foundation Board shall require a resolution passed by two-thirds majority of members present.

#### **Article 10**

##### Powers

The Foundation Board shall act as the Foundation's highest authority. It shall hold the widest powers to fulfil the Foundation's object and shall make all necessary arrangements for the proper functioning of the Foundation.

It shall hold all powers not expressly delegated to another organ under the Foundation Charter and regulations. It shall have the following inalienable tasks:

- To establish the Foundation's strategy;
- To manage the Foundation's assets;
- To appoint the members of the Executive Board;
- To govern powers of signature for, and representation of, the Foundation;
- To co-opt one or more of its own members (see Article 7 above);
- To appoint the Auditor;
- To adopt the annual accounts and budget;
- To adopt regulations;
- To appoint the members and chair of the Scientific Board;
- To sign agreements with the University of Lausanne for co-operation between the two institutions and with other partner institutions.

The Foundation Board shall be authorised to delegate certain powers to one or more of its members, to the Executive Board or to third parties.

The conditions of such delegation shall be prescribed by regulation.

**Article 11**

## Decision-making

The Foundation Board may validly deliberate and make its decisions when a majority of its members are present. Failing such quorum, a further meeting with no quorum applicable shall be scheduled within 10 days. Resolutions shall be passed by simple majority of members present. In the event of a tie, the chair shall have the casting vote. Meetings and resolutions shall be minuted.

Resolutions and votes may also be taken or held by circular, unless any member requests verbal proceedings. Invitations to Foundation Board meetings shall generally be sent at least 10 days before the meeting date.

**Article 12**

## Executive Board

The Executive Board shall consist of the Director and unit heads appointed by the Foundation Board as proposed by the Director.

The Executive Board shall be responsible for implementing the strategy defined by the Foundation Board and for supervising the activity carried out within the Foundation. Everyday administration shall be the domain of the Director. The Executive Board, represented by the Director, shall report directly to the Foundation Board and brief it at every Council meeting.

**Article 13**

## Responsibilities of the Foundation organs

All persons appointed to administer, manage or audit the Foundation shall be personally liable for such losses as they may cause to the Foundation through negligence or deliberate fault.

If several persons owe compensation for loss, each shall only be jointly and severally liable with the others to the extent that such loss is attributable to him or her personally, due to his or her own fault and to the circumstances.

**Article 14**

## Regulations

The Foundation Board may decree regulations on the detail of organisation and management. It may, at any time, amend such regulations in the context of the provisions determining the object of the Foundation.

Such regulations and amendments or withdrawals thereof shall be notified to the supervisory authority for approval.

**Article 15**

## Auditor

Save waiver granted by the supervisory authority, the Foundation Board shall appoint an independent external auditor as the organ responsible for auditing the Foundation's accounts each year and submitting a detailed report to the Foundation Board, with a motion for adoption of the said report. The Auditor shall also monitor compliance with the Foundation's rules (the Charter and regulations) and fulfilment of the Foundation's object.

The Auditor shall pass a copy of its audit report to the supervisory authority. The Auditor shall notify the Foundation Board of gaps found during fulfilment of its assignment. If such gaps are not

rectified in reasonable time, the Auditor shall notify the supervisory authority accordingly, as the case may be.

#### **Article 16**

##### Scientific Board

The Scientific Board shall consist of internationally renowned scientists working in Switzerland or abroad. Its maximum membership shall be 15.

The Scientific Board shall assist the Foundation Board and Executive Board in scientific matters relating to the Foundation's activity. It shall generally supervise the Foundation's scientific work and liaise between the Foundation and scientific circles in Switzerland and abroad. It shall regularly evaluate the scientific quality of the products and services supplied by the Foundation, and report accordingly to the Foundation Board.

The Scientific Board shall determine its own organisation and method of operation. It shall meet by invitation of its chair whenever this is in the Foundation's interest, but at least once per year. It shall also meet on request of the Foundation Board. It may only rule validly in the presence of a majority of its members. Failing such majority, a further meeting of the Scientific Board, with no quorum applicable, shall be scheduled within 10 days.

The Scientific Board shall resolve by simple majority of members present. In case of a tie, the chair shall have the casting vote. Meetings and resolutions shall be minuted.

Its organisation and method of operation may be governed by separate regulation, approved by the Foundation Board.

#### **Article 17**

##### Accounting

The accounts shall be closed on 31 December each year, 31 December 2008 being the first time. The Foundation Board may, for the sake of convenience, appoint another closing date of the financial year, in which case it shall notify the supervisory authority to obtain approval.

The Foundation Board shall draw up the accounts at the end of the financial year and submit them to the Auditor. The Auditor shall forward its report directly to the supervisory authority (cf. Article 14 above).

The Foundation Board shall forward the following to the supervisory authority within six months of the end of the financial year:

- the annual report;
- the accounts (balance sheet, profit and loss account and annexe);
- the minutes which include its adoption of the accounts.

### III.AMENDMENT OF CHARTER AND DISSOLUTION OF FOUNDATION

#### **Article 18**

##### Amendments to the Charter

The Foundation Board shall be authorised to propose amendments to the Charter, unanimously resolved by its members, to the supervisory authority in accordance with Swiss Civil Code Articles 85, 86 and 86a.

**Article 19**

## Dissolution

The Foundation shall be of indefinite duration. It may only be dissolved for the reasons prescribed by law (Civil Code Article 8) **with the consent of the supervisory authority** and by unanimous resolution of the Foundation Board.

In case of dissolution, the Foundation Board shall exclusively and irrevocably allocate the remaining resources to a tax-exempt foundation pursuing similar objects in the public interest. The assets **shall not be returned** to the Founder. The Foundation Board shall remain in office until the foundation has no resources. The supervisory authority's approval shall remain until transfer of the assets and liquidation-up of the foundation.

## COMMERCIAL REGISTER

**Article 20**

## Entry on the Commercial Register

The present Foundation shall be entered on the Commercial Register of the Canton of Vaud.

## CHARTER APPOINTMENTS

The following shall be appointed members of the Foundation Board:

1. Dominique Arlettaz, citizen of Sion (Valais), resident in Lausanne (Vaud), nominee of the Rectorate of the University of Lausanne;
2. Bernard Voutat, citizen of Sorvilier (Berne), resident in Lausanne (Vaud), nominee of the Rectorate of the University of Lausanne;
3. Dominique Joye, citizen of Fribourg, resident in Geneva, nominee of the Rectorate of the University of Lausanne;
4. Urs Altermatt, citizen of Nunningen and Zullwil (Solothurn), resident in Fribourg, the nominee of CRUS;
5. Robert Fluder, citizen of Zurich, resident in Langnau am Albis (Zurich), the nominee of KFH;
6. Werner Haug, citizen of Salmsach (Thurgau), resident in Berne, the nominee of FSO;
7. Heinz Gutscher, citizen of Aarau (Aargau), resident in Fällanden (Zurich), the nominee of the Swiss Academies of Sciences.

## Powers of signature:

The Foundation shall be bound by the collective, dual signature of the chair or vice-chair and of one member of the Foundation Board.

The Founder has appointed PricewaterhouseCoopers SA, of Lausanne, as Auditor, which accepted such appointment by authenticated letter dated 27 September 2007, annexed hereto.

## IN WITNESS WHEREOF

the notary read this aloud to the person appearing, who approved and signed with him at the meeting held in Lausanne this twenty-seventh day of September two thousand and seven.

## Record signed:

D. ARLETTAZ- F. BIANCHI, Not.  
CERTIFIED A TRUE COPY