

CONFUCIUS INSTITUTE OF THE UNIVERSITY OF GENEVA
ARTICLES OF ASSOCIATION

Article 1: Name

An association under Swiss law under the name of the “Confucius Institute of The University of Geneva” is hereby founded, organised in accordance with Articles 60 et seq. of the Swiss Civil Code.

Article 2: Registered office

The Association’s registered office is in Geneva.

Article 3: Scope of activities

The Institute activities must be in accordance with The Constitution and By-laws of Confucius Institutes, and also respect cultural custom, shall not contravene concerning the laws and regulations, both in Switzerland and China. The Association can conduct the following activities::

1. Organising Chinese language and culture lessons and providing resources for the University of Geneva;
2. Organising Chinese language and culture lessons and providing resources for people wishing to learn the Chinese language and culture;
3. Training seminars and workshops for Chinese language and culture teachers;
4. Organising the HSK exam and the tests required for the purpose of certifying Chinese language teachers;
5. Organising cultural exchange activities;
6. Organising scientific diplomacy activities;
7. Developing and promoting academic research associated with the Chinese language and culture;
8. Promoting Chinese culture;
9. Supporting Sino-Swiss links.

Article 4: Members

1. The following are members of the Association:
 - the Rector of the University of Geneva;
 - a Vice-Rector of the University of Geneva;
 - a member of the teaching body of the University of Geneva, appointed by the Rectorate; a representative of the central administration, appointed by the Rectorate;
 - two representatives of the Chinese International Education Foundation, appointed by the management of the Chinese International Education Foundation;
 - a Vice-president of Renmin University, and a member of the teaching body of Renmin University;
2. Other members may be admitted by cooptation by unanimous vote of the General Meeting.

Article 5: Relations between the Association, the University of Geneva and Renmin University of China

1. The Association is legally independent from the University of Geneva and Renmin University of China.
2. Relations between the University of Geneva and Renmin University of China are governed by a collaboration agreement.

Article 6: Withdrawal

Any member shall have the right to withdraw from the Association at any time by simple letter sent to the management.

Article 7: Exclusion

Following a proposal by the management, the Annual General Meeting may exclude a member who by his behaviour or his statements causes serious harm to the aims and interests of the Association.

Article 8: Bodies

The bodies of the Association are the Annual General Meeting (hereinafter the 'AGM'), the management and the auditor.

Article 9: Annual General Meeting

1. The AGM is the Association's supreme body, composed of all of its members.
2. Its powers and duties are all those not expressly attributed to another body, in particular:
 - Defining general policy for the purpose of achieving the aims set out under Article 3 above;
 - Electing the management;
 - Electing the auditing body;
 - Approving the annual management report drawn up by the management and granting the latter discharge;
 - Approving the annual accounts submitted by the management and granting the latter discharge;
 - Approving the annual report of the auditing body and granting the latter discharge;
 - Pronouncing the admission of a member;
 - Pronouncing the exclusion of a member;
 - Amending the articles of association;
 - Pronouncing the dissolution of the Association.
3. The AGM shall meet at least once a year when convened by the management.
4. The AGM may also be convened on request from 1/5th of the members of the Association.
5. With the exception of the situations contemplated under Articles 4(2), 10(2), 16 and 17, the decisions of the AGM shall be taken by simple majority of the members present.

Article 10: Management

1. The management is composed of:
 - a Director from the University of Geneva;
 - a Deputy Director from the teaching body of Renmin University of China;
 - a Deputy Director from the teaching body of the University of Geneva;
 - a treasurer from the accounting department of the University of Geneva.
2. The members of the management from the University of Geneva will be chosen by the University of Geneva; their part-time gross salaries will be paid directly by the Institute.

3. The members of the management from Renmin University will be chosen by Renmin University for a period of 4 years per term; their salaries will be paid directly by Renmin University.
4. All members shall be elected by unanimous vote of the AGM for a renewable period of one year.
5. The powers and duties of the management are the following:
 - Deciding on the resources and strategy to be implemented in order to achieve the aims set out under Article 3 above;
 - Handling the administrative and daily business of the Association;
 - Preparing the agenda for AGMs;
 - Convening the AGM and executing its decisions;
 - Taking minutes of the AGM in session;
 - Drawing up an annual management report for submission to the AGM, to Renmin University, and to the University of Geneva;
 - Drawing up annual statements of accounts for submission to the auditing body and the AGM, to Renmin University, and to the University of Geneva;
 - Drawing up the provisional annual budget and submit it to the AGM, Renmin University and the University of Geneva;
 - Representing the Association in dealings with third parties;
 - Hiring the staff required for the proper functioning of the Association.
6. The management shall meet as often as is required for the proper operation of the Association, and at least once every two months in any event.

Article 11: External auditing body

1. The AGM shall elect the external auditing body for a renewable term of one year.
2. Its responsibilities shall be to check the annual accounts submitted by the management and submit its report to the AGM.

Article 12: Powers of signature

The Association shall be validly bound the signature of the director and a second member of the management.

Article 13: Resources

The resources of the Association are composed of:

- contributions from the University of Geneva;
- contributions from Renmin University of China;
- revenue from the activities of the Association;
- all other gifts, legacies or subsidies granted to the Association.

Article 14: Accounting

The financial year shall be the calendar year.

Article 15: Liability

The members of the Association may not be held personally liable for the debts of the Association, which are underwritten solely by the corporate assets of the Association.

Article 16: Amending the articles of association

Any amendment to the articles of association must be approved by the AGM in a vote by $\frac{3}{4}$ majority of the members present.

Article 17: Dissolving the Association

1. Any decision to dissolve the Association must be taken either by the Rector of the University of Geneva, or by a representative of Renmin University of China.
2. Any assets remaining after liquidation must be divided between the University of Geneva and Renmin University of China in proportion with their respective contributions.

Article 18: Entry into effect

These articles of association shall enter into effect as soon as they have been approved by the General Meeting convened on 8 November 2011. They have been modified by the General Meeting on 27 April 2021.