International alliance for the protection of heritage

Bylaws

Adopted by the Foundation Board on 4 December 2025

I. NAME, HEADQUARTERS, PURPOSE, DURATION, ENDOWMENT AND RESPONSIBILITY

Article 1 - NAME AND HEADQUARTERS

Alliance internationale pour la protection du patrimoine - ALIPH - (International alliance for the protection of heritage - ALIPH) (Attahaluf adduwali lehmaiat aturath - ALIPH) is a non-profit foundation under the laws of Switzerland duly formed by these Bylaws in accordance with Article 80 et seq. of the Swiss Civil Code. The Foundation is registered in the Geneva Commercial Register and operates under the supervision of the Federal Supervisory Board for Foundations (the "Supervisory Authority").

It has its headquarters in the Canton of Geneva, Switzerland.

Article 2 - PURPOSE

The purpose of the Foundation is to attract, leverage, manage and invest resources for the implementation of preventive and emergency protection programmes for cultural property in danger of destruction, damage or looting on account of conflict or climate change impact including natural disasters, in conflict, post-conflict, or crisis areas, and to contribute to the rehabilitation of such property, in compliance with the guidelines laid down in Article 3 of these Bylaws.

The cultural property falling within the scope of the activities of the Foundation are those defined as such by Article 1 of the Convention for the Protection of Cultural Property in the Event of Armed Conflict signed at The Hague on 14 May 1954.

The Foundation is a non-profit organization.

Article 3 - GUIDING PRINCIPLES AND MEANS OF ACTION

In all the actions and programmes it conducts or projects it finances, the Foundation shall ensure that:

a. priority is given to the prevention, protection or rehabilitation of the cultural property concerned;

b. national sovereignty or the principles laid down in United Nations Security Council resolutions are respected;

c. the major competent international organizations, including UNESCO, are informed;

d. actions are consistent with the principles of transparency, non-discrimination and effectiveness;

e. actions pursue goals of local involvement, ownership and partnership for the benefit of local communities;

f. all actions are based on the highest scientific standards;

g. the fundamental requirement and safeguards guiding the members of the international network of refuges for cultural property in danger are respected;

h. the initiatives selected contribute to the prevention or mitigation of threats or damage caused by conflict, or climate change impact including natural disasters, in conflict, post-conflict, or crisis areas;

i. protection of heritage contributes to sustainable economic and social development, intercultural and inter-religious dialogue, and peacebuilding.

The giving of grants will cover, inter alia:

a. inventorying of cultural property and monitoring of its state of conservation; documentation; archiving, including with the use of digitization; training; improved preparation; and applied research enabling an effective response to threats to cultural property;

b. training and logistical support locally for preventive and protective measures or the establishment of refuges in order to shelter cultural property, upon the request of the authorities of the States concerned;

c. international mutual assistance, on the basis of an agreement between States or institutions or a United Nations Security Council resolution, the sheltering in refuges and return as soon as possible of cultural property in danger;

d. coordination and implementation of programmes to protect and rehabilitate damaged cultural property, in line with the principles and conventions of UNESCO;

e. the protection of intangible cultural heritage in accordance with the UNESCO Convention for the Safeguarding of the Intangible Cultural Heritage signed in Paris on 17 October 2003, as it may contribute to the purpose set in Article 2 of these Bylaws.

Article 4 – DURATION

The Foundation shall remain in operation indefinitely.

Article 5 – ENDOWMENT

The Foundation shall have an initial endowment of 50,000 CHF.

The endowment may be increased at any time by contributions in cash or in kind from founder members or by any other contribution, public or private.

The Foundation may also receive donations, bequests and legacies from third persons, subject to the approval of the Foundation Board.

The resources of the Foundation shall also include income from its wholly owned assets and revenue from its activities.

Article 6 – LIABILITY

The liability of the Foundation shall be limited to its endowments. The liability of members of the Foundation remains reserved in the event of illegal activities.

Article 7 - COOPERATION WITH UNESCO AND OTHER NATIONAL AND INTERNATIONAL ORGANIZATIONS

The Foundation operates in close cooperation with UNESCO and other national and international organizations in view of complementing the realization of the organizations' mandate for the protection of culture.

The relations between the foundation and the abovementioned organizations will be set forth in a bilateral agreement.

II. ORGANIZATION

Article 8 - BODIES OF THE FOUNDATION

The bodies of the foundation shall be:

the Foundation Board,
the Scientific Committee,
the Finance and Development Committee,
the Audit Committee,
the Ethics, Governance and Remuneration Committee,
the Secretariat,
the Scientific Review Panels
any other committees appointed by the Foundation Board,
the Auditor (*Organe de révision*).

The members of the Committees shall not be remunerated.

Article 9 - FOUNDATION BOARD

9.1 Composition of the Foundation Board

The Foundation Board shall consist of up to **twenty-three** (23) voting members and up to **five** (5) non-voting members. Each voting member shall have one vote.

a. Voting members

The voting members of the Foundation Board shall consist of:

i. up to **fourteen** (14) representatives of the donor countries and/or international organizations contributing financially, among which a maximum of eight (8) permanent members (including a representative of each of the founders: a representative of the United Arab Emirates and a representative of France);

ii. up to **five** (5) representatives of private donors (corporations, private individuals, foundations), including entities providing assistance in kind to ALIPH;

iii. up to **four** (4) qualified personalities with world-class expertise in the protection of cultural heritage in the event of conflicts or climate change impact

b. Non-voting members

At most **five** (5) non-voting members, including:

i. one (1) representative who is a Swiss national or Swiss resident, authorized to act on behalf of ALIPH to the extent permitted by Swiss law;

ii. one (1) representative of the United Nations Educational, Scientific and Cultural Organization, designated by the Director-General of the Organization;

iii. the Chair of the Scientific Committee;

iv. the Executive Director of the Foundation;

v. a specialist in financial, budgetary and/or auditing matters.

The members of the Foundation board, except the Executive Director, shall not be remunerated.

9.2 Appointment and Term of Office of Foundation Board Members

The members mentioned in Article 9.1 of these Bylaws as founders and donors shall determine a process for selecting their representatives on the Foundation Board, with reference to the minimum standards for selecting Board members established by the Foundation Board and described in the Rules of Procedure. The process of designation of the first representatives of the founders and donors on the Foundation Board shall be freely determined by the founders and donor members.

The representatives of States and private donors on the Foundation Board shall serve a three-year term, renewable by the Foundation Board with no limitation on the number of consecutive renewals.

The Executive Director shall serve on the Foundation Board for the duration of his or her term as Executive Director, without voting rights.

The other members of the Foundation Board shall serve a three-year term, renewable twice. On an exceptional basis and upon their request, the Foundation Board may grant them renewals beyond three terms.

The Foundation Board may decide that a donor country, other than the two founders, France and the United Arab Emirates, becomes a permanent member of the Board, with a maximum of **eight** (8) permanent members including the two founders.

The representatives of donors both public and private, members of the Foundation Board, shall act as representatives of their governments, organizations or other entities. The Chair shall act in his or her capacity as Chair of the Foundation Board.

Foundation Board members shall act in good faith in accordance with their respective representative roles and in the best interests of the Foundation in furtherance of its purpose.

9.3 Board Chair and Board Vice-Chair

The Foundation Board shall appoint its Chair from among the voting members of the Board.

The term of the Board Chair shall be for a maximum duration of three (3) years, renewable twice. The Board Chair shall serve until the appointment of his or her successor.

The Chair shall be elected at three-quarter majority of voting Foundation Board members.

The Board may appoint a Vice-Chair from among its voting members. The term of the Board Vice-Chair shall be set at a duration of at most three (3) years, renewable twice.

9.4 Role and Functions of the Foundation Board

The Foundation Board shall be the Foundation's decision-making body. It shall exercise all powers required to achieve the Foundation's purpose, including the following core functions:

i. Strategy development:
- define the Foundation's strategies and initiatives, after examining the Secretariat's proposals and the Scientific Committee's recommendations;
- establish the principles that govern the Foundation's grant-making activities.

ii. Partner engagement, resource mobilization and advocacy:
- promote active engagement of and collaboration with a wide and diverse range of partners, public and private;
- mobilize public and private sector donors to support the Foundation's purpose;
- promote the Foundation's purpose, principles and activities.

iii. Governance:
- select, appoint, assess and, if necessary, replace the Executive Director;
- appoint the qualified personalities mentioned in article 9.1 as members of the Foundation Board and the representative who is a Swiss national or Swiss resident;
- appoint the members of the Scientific Committee based on the following criteria:
  - proven experience at international level in the protection of heritage, including in protection policy development;
- experience in managing emergency programmes dedicated to the protection of heritage threatened by conflict or climate change impact; select, appoint and replace the Auditor;
- appoint the Audit Committee;
- appoint the Finance and Development Committee;
- appoint the Ethics, Governance and Remuneration Committee;
- approve the list of experts proposed by the Secretariat, after assessment by the Scientific Committee, as members of the Scientific Review Panels mandated to issue opinions on plans to accord grants and to evaluate financed projects;
- establish Foundation Board Committees as appropriate;
- establish overall principles and direction for the Foundation's governing, administrative and advisory bodies;
- regulate the right to sign on behalf of and represent the Foundation;

- approve and issue all regulations and procedures required for the Foundation's governance and management, and any amendments thereto;

iv. Commitment of financial resources:
- approve funding proposals, after assessment by the Scientific Committee;
- approve the amount and orientations of the action plans proposed by the Secretariat, after assessment by the Scientific Committee, in order to protect heritage in a context of serious crisis and/or emergency;
- approve the amounts and orientations of the rehabilitation programmes of exceptional sites proposed by the Secretariat, after assessment by the Scientific Committee;
- approve work plans and budgets for the Foundation's governing, administrative and advisory bodies;
- approve the Foundation's annual report and financial statements.

v. Choice of projects:
- approve the elaboration by the Secretariat of transparent and non-discriminatory calls for projects ;
- approve the key criteria for calls for projects and the procedure for examining applications proposed by the Secretariat: minimum amount, nature, composition of Scientific Review Panels, criteria for selecting members of those panels;
- approve projects after consulting with the Scientific Committee;
- approve the selection criteria determined by the Secretariat for projects that can be submitted outside the calls for projects.

vi. Assessment of performance:
- oversee the framework for the monitoring and periodic performance and accountability assessment of projects financed by the Foundation;
- oversee the framework for the periodic performance assessment of the Foundation's governing, administrative and advisory bodies.

vii. Risk management:
- after consulting the Audit Committee, oversee the strategy for identifying and managing risks (including financial, reputational, legal, regulatory, operational and strategic risks);
- after consulting the Audit Committee, oversee the Foundation's risk tolerance framework.

9.5 Delegation of Foundation Board Authority

The Foundation Board may not delegate its powers, except where permitted by applicable law or expressed under these Bylaws.

It may delegate the monitoring of projects concerning a specific programme or geographical area to a project committee, of which it shall decide the composition and operating rules.

The Foundation Board reserves and retains all powers not expressly delegated to any other governing, administrative or advisory body. The Foundation Board retains the following inalienable tasks:

- governing the right to sign on behalf of and represent the Foundation;
- appointment of members of the Foundation Board and of the Auditor;
- approval of the annual accounts.

9.6 Operations

The Foundation Board shall meet as often as necessary and at least twice a year, including at least once per year in Geneva.

Foundation Board meetings shall be convened by written notification from the Foundation Board Chair, Vice-Chair or one third of the voting Foundation Board members.

The Foundation Board shall use its best efforts to make decisions by consensus. If the efforts made by the Foundation Board and its Chair have not led to consensus, any voting member may call for a vote.

In order to pass, resolutions shall require a two-thirds majority of Foundation Board voting members present physically or by videoconference or by tele-conference.

A member of the Foundation Board shall not take part in a vote on a project of which the State or body which he or she represents is a beneficiary or a stakeholder.

Resolutions to amend the Bylaws of the Foundation and any of the Rules of Procedure must be approved by a two-thirds majority of the Foundation Board members, after consultation of both of the founders. These amendments will be submitted preliminarily to the Supervisory Authority.

The Foundation Board meetings may be held and decisions may be made by videoconference or by tele-conference or by any other means of communication enabling the recording of the vote of each member of the Foundation Board.

All resolutions of the Foundation Board shall be recorded in minutes of its meetings, approved by the Foundation Board, provided to all voting and non-voting members and retained in the Foundation's permanent records. Resolutions of the Foundation Board shall be made public unless the Foundation Board or, in order to ensure the security of project implementation, the Chair of the Foundation Board or the Chair of the Ethics, Governance and Remuneration Committee expressly resolves otherwise.

9.7 Quorum

The Foundation Board may only conduct business when two thirds of voting members are present in person, by videoconference or by tele-conference.

9.8 Emergencies

a. In order to enable the Foundation to rapidly finance the first needs of projects aiming to protect heritage from imminent danger, the Foundation Board defines each year a budget envelope which is managed by the Executive Director. He promptly informs the Chairs and members of the Foundation Board and the Scientific Committee of his decisions and the use of funds. In order for the project thus decided by the Executive Director to obtain additional funds, it must be endorsed by the Scientific Committee and approved by the Foundation Board.

b. In order to enable the Foundation to respond rapidly to large-scale threats to heritage, the Chair of the Foundation Board may authorize the Executive Director, on the basis of documentation and a provisional budget, to implement a prevention or rehabilitation programme to protect this heritage. In order for the programme thus authorized by the Chair to obtain additional funds, it must be endorsed by the Scientific Committee and approved by the Foundation Board.

9.9 Proceedings between Foundation Board meetings

Between Foundation Board meetings, the Chair may ask the Foundation Board to pass resolutions using a vote through electronic channels. The quorum and terms of convening and decision-making shall be the same as those for ordinary Foundation Board meetings. Decisions made in this way have the same legal force as the decisions made in an ordinary Foundation Board meeting. Proceedings between Foundation Board meetings shall not replace the Foundation Board meetings of which the terms are set down in these Bylaws.

9.9 bis Silence procedure

At the initiative of the Chair of the Foundation Board, if necessary referred by the Vice-Chair, a Committee Chair or the Executive Director, the Foundation Board may be called upon to approve ordinary or urgent decisions electronically, with the exception of those relating to the Bylaws or the budget, using a silence procedure instead of a meeting, after members have received the relevant reference documents and the text of the draft decision. They shall have at least three (3) working days to express an objection in case of urgent decisions, and at least seven (7) working days for ordinary decisions. If a written objection is received from a Foundation Board member and is not withdrawn before the deadline for the submission of objections, the resolution shall not be considered to have been passed.

Decisions made in this way have the same legal force as the decisions made in an ordinary Foundation Board meeting. Proceedings between Foundation Board meetings shall not replace the Foundation Board meetings of which the terms are set down in these Bylaws.

Article 10 -SCIENTIFIC COMMITTEE

The Scientific Committee of the Foundation shall assist the Foundation Board on an advisory basis, in order to provide expertise on the safeguarding of heritage, particularly in conflict, post-conflict, or crisis areas. It may be consulted by the Foundation Board on all subjects within its competence.

The Scientific Committee shall comprise a minimum of **seven** (7) members and a maximum of **fifteen** (15) members, with its members having the highest level of expertise at international level in the safeguarding of cultural heritage in situations of conflict or climate change impact. The members of the Scientific Committee shall not at the same time sit as voting members of the Foundation Board or be associated with any organization or institution already represented as a voting member on the Foundation Board.

The members of the Scientific Committee shall be appointed by the Foundation Board for a term of three (3) years, renewable twice. On an exceptional basis and upon their request, the Foundation Board may grant them renewals beyond three terms.

The Scientific Committee shall advise the Foundation Board on the scientific aspects of all issues relating to:

- the establishment of the strategy;
- the selection of projects to be financed and their evaluation;
- the creation by the Foundation Board of a special committee or any body related to the selection or monitoring of projects financed by the Foundation.

The Scientific Committee shall appoint a Chair from among its members. The term of the Chair of the Scientific Committee shall last three (3) years, renewable twice. The Chair of the Scientific Committee is a non-voting Foundation Board member.

Resolutions of the Scientific Committee shall require a two-thirds majority of the Scientific Committee members present in person, by videoconference or by tele-conference.

Participation in meetings of the Scientific Committee may be by videoconference or tele- conference or any other means of communication, enabling the members of the Scientific Committee to follow the discussions and participate in real time.

The Scientific Committee may also be consulted, between meetings, by electronic means, according to procedures similar to those provided for in Articles 9.9. and 9.9.bis of the present Bylaws.

The operations of the Scientific Committee shall be defined by rules adopted by the Foundation Board, after consulting the Scientific Committee.

All members of the Scientific Committee shall declare their associations with any project under examination. A member of the Scientific Committee shall not take part in a vote on the accordance of grants for a project that he or she or the body he or she represents is associated with.

The members of the Scientific Committee shall not be remunerated.

Article 11- SCIENTIFIC REVIEW PANELS

The Scientific Review Panels for projects shall be made up of an independent and impartial team of experts appointed by the Foundation Board, upon proposal by the Secretariat and after assessment by the Scientific Committee, to guarantee the integrity and coherence of the proposal review process, which must be open and transparent.

They shall review applications for financial support submitted to the Foundation, assess their relevance, urgency, scientific quality and feasibility, and prepare recommendations for the Scientific Committee, prior to review by the Foundation Board.

In case of emergency and in case of grants of a limited size (the maximum amount of which is established beforehand by the Foundation Board), the Foundation Board may directly submit projects to the Scientific Committee for advice, on which the Foundation Board can validly review and approve funding, without a preliminary assessment by a scientific review panel.

Article 12 -FINANCE AND DEVELOPMENT COMMITTEE

The Finance and Development Committee shall be made up of **four** (4) members, appointed by the Foundation Board on the basis of their skills in the management of financial assets and project funding.

The members of the Finance and Development Committee shall be appointed for three years. Their term shall be renewable twice.

The Finance and Development Committee shall appoint its Chair from among its members. The Chair shall be appointed for a term of three years, renewable twice.

The Finance and Development Committee shall meet whenever it deems necessary at the request of at least one of its members, and at least once annually.

Participation in meetings may be by videoconference or tele-conference or any other means of communication enabling the members of the Finance and Development Committee to follow the discussions and participate in real time.

The Finance and Development Committee may only deliberate if all of its members are present, in person or by videoconference or by tele-conference.

The Finance and Development Committee may also be consulted, between meetings, by electronic means, according to procedures similar to those provided for in Articles 9.9. and 9.9.bis of the present Bylaws.

The Executive Director of the Foundation shall attend the meetings of the Finance and Development Committee.

The advice, recommendations, studies and reports of the Finance and Development Committee shall be adopted by a two-thirds majority of the votes of members present physically or by video- conference or tele-conference. Each member of the Committee shall have one vote.

The Finance and Development Committee's responsibilities shall include:

- giving advice on the investment policy to the Foundation Board. It shall produce advice, draft recommendations and propose studies and reports;
- giving advice on the development of ALIPH's activity and partnership opportunities to the Foundation Board.

The operation of the Finance and Development Committee shall be defined by regulations adopted by the Foundation Board, after consulting the Finance and Development Committee.

The members of the Finance and Development Committee shall not be remunerated.

Article 13 -AUDIT COMMITTEE

The Audit Committee shall be made up of **three** (3) members appointed for a term of three years, renewable twice, by the Foundation Board. The Audit Committee shall consist of:

one (1) member of the Foundation Board at most;
two (2) other members, who shall not be members of the Foundation Board and shall not be dismissed once they have been appointed until the end of their three-year mandate.

The Audit Committee shall be responsible for:

- supervising compliance by the Foundation and its stakeholders with appropriate standards, as described in related Foundation policies, codes and requirements;
- supervising internal and external audit work, in conjunction with the Auditor, and the investigations of the Foundation;
- ensuring that the operations and management of the Secretariat produce optimal results.

The Audit Committee shall appoint its Chair from among its members who are not members of the Foundation Board. The Chair shall be appointed for a term of three years, renewable twice.

The Audit Committee shall meet whenever it deems necessary, at the request of at least one of its members, and at least once annually.

The Audit Committee may only deliberate if all of its members are present, in person or by videoconference or by tele-conference.

Participation in meetings of the Audit Committee may be by videoconference or tele-conference or any other means of communication enabling the members of the Audit Committee to follow the discussions and participate in real time.

The Audit Committee may also be consulted, between meetings, by electronic means, according to procedures similar to those provided for in Articles 9.9. and 9.9.bis of the present Bylaws.

The opinions and recommendations of the Audit Committee shall be adopted by a two-thirds majority of members present physically or by videoconference or by tele-conference. Each member of the Committee shall have one vote.

The members of the Audit Committee shall not be remunerated.

Article 13bis – THE ETHICS, GOVERNANCE AND REMUNERATION COMMITTEE

The Ethics, Governance and Remuneration Committee shall be made up of **three** (3) members, appointed by the Foundation Board.

The members of the Ethics, Governance and Remuneration Committee shall be appointed for three years. Their term shall be renewable twice.

The Ethics, Governance and Remuneration Committee shall appoint its Chair from among its members. The Chair shall be appointed for a term of three years, renewable twice.

The Ethics, Governance and Remuneration Committee shall meet whenever its Chair or one of its members deems it necessary. It also meets at the request of the Chair of the Foundation Board.

Participation in meetings may be by videoconference or tele-conference or any other means of communication enabling the members of the Ethics, Governance and Remuneration Committee to follow the discussions and participate in real time.

The Ethics, Governance and Remuneration Committee may only deliberate if two-thirds of its members are present, in person or by videoconference or by tele-conference.

The Ethics, Governance and Remuneration Committee may also be consulted, between meetings, by electronic means, according to procedures similar to those provided for in Articles 9.9. and 9.9.bis of the present Bylaws. At the request of the Chair of the Committee, the Executive Director or his/her representative may attend meetings of the Committee.

The advice, recommendations, studies and reports of the Ethics, Governance and Remuneration Committee shall be adopted by a two-thirds majority of votes of members present physically or by video- conference or tele-conference. Each member of the Committee shall have one vote.

The Ethics, Governance and Remuneration Committee's responsibilities shall make recommendations to the Foundation Board regarding:

- the respect by the Foundation, the members of its Board and its Committees, and its staff, of ethical standards, in particular those defined by the Foundation's Code of Ethics;
- the good governance of the Foundation, and in particular the revision of the Bylaws or of the Rules of Procedures;
- staff remuneration.

The members of the Ethics, Governance and Remuneration Committee shall not be remunerated.

Article 14 - ANY OTHER COMMITTEES CREATED BY THE FOUNDATION BOARD

Any committees created by the Foundation Board as mentioned in Article 9.4 of these Bylaws shall function in accordance with the rules set down in a regulation adopted by the Foundation Board. The members of these committees shall not be remunerated.

Article 15 - SECRETARIAT

15.1 Composition

The Secretariat contributes to the development of the foundation's strategy, ensures the day-to-day operations of the Foundation and the proper implementation and evaluation of the Foundation's programmes and projects.

The Secretariat shall be headed by an Executive Director, appointed by the Foundation Board on merit in a non-political, transparent and competitive manner.

The Executive Director shall act as the Foundation's managing director.

The Executive Director shall report to the Foundation Board on the implementation of the strategies adopted by the Foundation Board, the day-to-day management of the Foundation, and on the proper implementation and evaluation of the programmes and projects. He or she also exercises specific duties and responsibilities assigned to him or her by the Foundation Board.

Secretariat members shall be appointed by the Executive Director, in accordance with policies and procedures approved by the Foundation Board for the recruitment and selection of Foundation Secretariat staff, and in accordance with Swiss law.

15.2 Roles and Functions of the Secretariat

The Secretariat's functions shall include:

- developing global, geographic or thematic strategies, submitted to the Foundation Board, including crisis prevention and response;
- organizing calls for projects and selection procedures;
- elaborating action plans, submitted to the Foundation Board after assessment by the Scientific Committee, in order to protect heritage in a context of serious crisis and/or emergency;
- elaborating rehabilitation programmes for exceptional sites, submitted to the Foundation Board after assessment by the Scientific Committee;
- elaborating and implementing emergency procedures, after assessment by the Scientific Committee and approval by the Foundation Board;
- negotiating and concluding grant agreements after projects have been selected;
- supervising projects supported by ALIPH, if necessary by assisting them on the ground;

- ensuring the implementation of projects in the field, after assessment by the Scientific Committee and approval by the Foundation Board;
- coordinating the work of Scientific Review Panels for projects and ensuring that the review process is independent;
- coordinating the preparation of papers for Foundation Board and Scientific Committee meetings and assisting Committees and advisory groups created by the Foundation Board;
- supporting and guiding partnerships and coordinating with relevant bodies;
- implementing the risk management strategy adopted by the Foundation Board;
- managing the budget;
- managing the administrative functions of the Foundation;
- commissioning and supervising contracted work;
- communicating the Foundation Board's decisions to ALIPH partners;
- overseeing the monitoring and evaluation process;
- supporting the Foundation Board in advocacy and resource mobilization activities;
- promoting ALIPH through a communication policy, events and partnerships;
- organizing translation and interpretation services.

Article 16 - AUDITOR (ORGANE DE RÉVISION)

The Foundation Board shall appoint the external and independent Auditor (*Organe de révision*) responsible for verifying the annual accounts of the Foundation in accordance with the relevant legal provisions.

The Auditor shall deliver a written report of the audit findings to the Foundation Board, which shall file it with the Supervisory Authority.

The Foundation's fiscal year shall coincide with the calendar year.

Article 17 -ACCOUNTS

The funds contributed to the Foundation shall be held in a bank account, opened in an establishment selected by the Foundation Board with the consent of all donor members.

The accounting rules used shall be defined in regulations adopted by the Foundation Board after consulting the Audit Committee.

Article 18 - OFFICIAL LANGUAGES

The official languages of the Foundation shall be French, Arabic and English.

The authoritative version of these Bylaws is in French.

III. SUPERVISORY AUTHORITY, AMENDMENT OF BYLAWS AND DISSOLUTION

Article 19 - SUPERVISORY AUTHORITY

The Foundation shall be subject to the supervision of the Federal Supervisory Board for Foundations of the Swiss Confederation.

Article 20 - DISSOLUTION AND LIQUIDATION

If the Foundation is unable to continue its activities, the Foundation Board shall notify the Supervisory Authority.

The Foundation shall be dissolved in accordance with Articles 88 and 89 of the Swiss Civil Code. The Foundation Board shall carry out the liquidation, unless it designates another party to act as a liquidator.

In the event of dissolution, the Foundation's assets shall be transferred to an institution pursuing an aim similar to that of the Foundation and enjoying tax exemption. The assets shall not be returned to the various physical donors or Foundation members or used for their profit in whole or in part in any way whatsoever.

The Foundation may only be dissolved with the consent of the Supervisory Authority and on the basis of a written report explaining the dissolution.

Article 21-AMENDMENT OF BYLAWS

These Bylaws may be amended or supplemented by the Foundation Board at any time, in compliance with the provisions of the Swiss Civil Code.

Article 22 - ENTRY INTO FORCE

These Bylaws shall enter into force after their approval by the Foundation Board and the Supervisory Authority.

Geneva, 4 December 2025

Bariza Khiari
Chair and Representative of France to the Foundation Board