

## Swiss Law and the Move to Geneva

### Summary by Yushi Fujita

#### Terminology:

The relationship between terminologies used in the Swiss law and the IEA is not completely clear. When we moved to Geneva, I defined the following:

- General Assembly = Council Meeting
- Board Meeting = Executive Meeting
- Members = Council Members
- Board Members (= Executives) = Elected Officers and Swiss-resident Director, at minimum.
  - I invented the term “Swiss-resident Director.” The Swiss law requires at least one board member has to be present among board members, but the law does not specify any title.
  - I think committee chairs are also board members.

#### Why we moved to Geneva?

- It is interesting to see that the conditions for international not-for-profit organizations in Switzerland differ from canton to canton, even though the underlying Swiss laws are the same. At least, the conditions of Geneva are stricter than those of Zurich. I do not know the reason, but I suspect it is because many influential international agencies (e.g., WHO) and international organizations (e.g., ISO) are registered in Geneva. It is also true that the banks in Geneva require us to satisfy much stricter conditions. It must be a reflection of Geneva being the center of global finance.
- When I looked for a place where we liked to move to, I found several candidates including Singapore. Some of you might remember that when I reported candidates at a Council meeting, Ray Lifshitz of Israel recommended Geneva for good reasons. I still think that the selection was good for the following reasons.
  - We could maintain a NPO status. Other options included becoming a company limited, which was found not appropriate for IEA.
    - Even when we can earn enough revenue to pay tax and hire staff members, we thought it would be better to stay in the NPO status. >> I think this policy may be questioned again in the future for us to survive not because of money but more of wider and stronger recognition of HF/E.
    - If I am correctly remembering, Singapore required us to become a company and then we may get a NPO status after showing proper operations (as NPO) for a few years. I disliked this transition.
  - Being registered in Geneva is taken as a good status as an international NPO. >> Now I think we could have gone to Ireland, where ICOH is located. It looks that ISQua is also in Ireland, but I did not know that. Note, ISQua is a company limited - It is mentioned on their website.
  - Our important stakeholders (i.e., WHO, ILO, and ISO) have their headquarters in Geneva.
  - English can be an official language.
  - We found a trustworthy attorney office in Switzerland which is unbelievably cheap. Mr. Araki should not be considered my personal connection. The embassy of Switzerland in Tokyo introduced Mr. Araki to me. He will continue to be IEA's legal right hand even when I fade out after IEA2021.

#### Signing Power

- It is considered a common sense that documents formally submitted to the authority, bank or any other important organizations have to be signed by the representative(s) of IEA who have signing power.
- It is also considered a common sense that the signatures of these persons should be notarized.

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- The bank requires the registered representatives to have the signing power with notarized signatures. Traditionally, the President and the Treasurer have been registered for this reason.

- When we moved to Geneva, the Swiss-resident Director was added to comply with the Swiss law. The notarization of signature was part of the requirement. I then asked Maggie to get her signature notarized. **The signature of Maggie's successor must be notarized.**
- It is sensible to consider that the signatures of all officers are notarized - **I encourage Sara's signature be notarized.**

### **Formal Minutes**

- The Swiss law does not specify the format for the record of general assembly which we call "formal minutes."
- I specified the format based on my experience with ISO. Our formal minutes are designed to summarize the results of votes and any other things which are essentially important. Basically, discussions should not be included.
- I originally asked registered officers having notarized signatures (i.e., President, Treasurer, and the Swiss-resident Director) to sign the minutes. I also found it sensible to ask the representative of Council members to sign the minutes without requesting the notarization of signature for practical reason.
- Later, VPSG was asked to sign the minutes, which I found all right. But I think the signature of VPSG should be notarized if it is not yet done so (See above).