

Charter of the International Peace Institute

1. Name

The name of the organisation shall be the "International Peace Institute – *Internationales Friedensinstitut*" ("IPI").

2. Seat

IPI shall have its corporate seat in Vienna, Austria.

3. Establishment and Status

1. IPI is an Austrian association operated on a not-for-profit basis established under the Austrian Association Act 2002 (*Vereinsgesetz 2002*).
2. IPI has legal personality and has *inter alia* the capacity
 - (a) to contract,
 - (b) to acquire, hold and dispose of immovable and movable property,
 - (c) to raise, manage and use funds in any currencies and to transfer its funds into and out of Austria,
 - (d) to enter into cooperation agreements with states, international and non-governmental organizations, any other public and private legal entities and with individuals,
 - (e) to take such other action as may be necessary or useful for fulfilment of its purposes and activities.
3. IPI shall operate in accordance with this Charter and shall solely and directly pursue the purposes and activities set forth herein on a not-for-profit basis for the public good.

4. Mission, purpose and activities

1. The purpose and mission of IPI are to promote the prevention and settlement of conflicts between and within states, to strengthen international peace and security institutions, to enhance multilateral security capacity and to promote health, poverty eradication and development worldwide.
2. To achieve this purpose, IPI shall *inter alia*
 - (a) undertake and facilitate policy research, strategic analysis, dialog and development on issues related to peace and security, global governance and

- health;
- (b) convene and organize conferences, seminars, workshops, discussions, training sessions, expert-briefings, presentations and other meetings;
 - (c) provide support to and cooperate with governments, the United Nations, international organisations, other non-governmental organisations, and international and national research institutions and policy programs, as well as with civil society and the private sector and other relevant actors at the global and regional levels on a range of regional and global security and health challenges;
 - (d) publish research and analysis in the field of human and international security and health;
 - (e) generate policy recommendations and disseminate research findings within the United Nations community and other international organisations as well as with academic, political and civil society circles and beyond to strengthen public awareness; and
 - (f) do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes of IPI.
3. The funds for achieving its objectives may be raised by IPI in particular as follows:
- (a) donations and grants;
 - (b) subsidies and funding from public and governmental sources;
 - (c) fees and considerations for services;
 - (d) earnings from assets;
 - (e) bequest and legacy;
 - (f) membership fees;
 - (g) other funding.
4. IPI may carry out its activities all over the world.
5. IPI is not formed for pecuniary profit or for financial gain and no part of the assets, income or profits of IPI shall be distributed to or inure to the benefit of any member, director or officer of IPI or any private individual (except that reasonable compensation may be paid for services rendered to or for IPI), and no member, director or officer of IPI or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of IPI.
6. Notwithstanding any other provision contained herein, IPI shall not carry on any activities not permitted to be carried on by a corporation exempt from taxation under Sections 34ff. of the Austrian Federal Tax Code or Section 501(c)(3) of the United States Internal Revenue Code ("the IRC") and the regulations promulgated

thereunder as they now exist or as they may hereafter be amended, or any corresponding subsequent provisions.

7. No substantial part of the activities of IPI will be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent it would be permitted by the IRC if IPI were recognized as a public charity) and no part of its activities will entail the participation or intervention in any political campaign by any means nor will IPI engage in any activity which would, in the opinion of its Directors, jeopardize IPI's ability to obtain recognition as a charitable organization under Sections 34ff. of the Austrian Federal Tax Code or exemption from United States Federal income taxation as a charitable organization.

5. Members

1. Membership: Members of IPI may be individuals, private or public legal entities, states and international organizations. The Board shall keep a list of the members.
2. Admission of new members: The admission of new members requires the approval of the Board. The Board may deny admission of new members without giving reasons. The Board may make membership conditional upon the payment of membership fees.
3. Termination of membership: Membership terminates upon death, resignation or exclusion. The Board may suspend membership of any member or exclude any member for important reasons. An important reason is given in particular if a member acts contrary to the objectives or interests of IPI.
4. Rights and duties of the members: The members have the right to vote in the General Meeting. They shall be entitled to a copy of this Charter and to such reports and information as is required by mandatory law or deemed appropriate by the Board. The members shall abstain from anything which may be contrary to the objectives and interests of IPI.

6. General Meeting

1. The General Meeting shall meet at least every five years. An extraordinary General Meeting can be called by the Board at any time and must be called by the Board upon request of at least ten percent of the members. Notice of a General Meeting shall be given by the Board to the members in writing (letter, fax, e-mail) at least two weeks prior to the meeting. The convocation of a General Meeting shall state the agenda. Proposals for the agenda may be made in writing (letter, fax, e-mail) to the Board at least one week before the date of the General Meeting. Valid resolutions – except for resolutions on the convocation of an extraordinary General Meeting and resolutions passed in writing – can only be passed on items having been on the agenda. A General Meeting may be held regardless of all formalities for the convocation if all members are present and agree to such procedure. The

Chairperson or deputy Chairperson of the Board shall chair the General Meeting unless the General Meeting appoints another chairperson.

2. Votes: All members are entitled to participate in the General Meeting. Each member shall have one vote. Any member may appoint another member to represent him or her by way of a written power of attorney.
3. Quorum: A General Meeting which has been duly called shall form a quorum regardless of the number of members present or represented.
4. Majority: Resolutions in the General Meeting shall be passed by simple majority of the votes of the members present.
5. Written resolutions: Resolutions of the General Meeting may also be passed in writing (letter, fax, e-mail) if all members entitled to vote agree in writing in each particular case to the resolution to be passed or to the written vote.
6. Competences: The General Meeting shall elect the auditor(s) of IPI which may be elected for a period of up to five years. The General Meeting may debate and resolve on any other items on the agenda. The Board shall inform the General Meeting of the activities and financial performance of IPI as required by mandatory law or otherwise deemed appropriate by the Board.

7. Board of Directors

1. Board of Directors: The Board of Directors ("Board") of IPI shall constitute its governing body. The Board shall have all powers and authority and competences to manage and represent IPI, and to direct and control the business, property and affairs of IPI to the extent such powers and authority are not vested to the General Meeting under this Charter or applicable law.
2. Number; initial Board; election: The Board shall have at least three members ("Directors"). The names of the persons designated to act as the initial Board of Directors as from the date of the adoption of this Charter are: Terje Rød-Larsen, Andrea Pfanzelter and David Witt. Subsequent Directors shall be elected by the Board, either to replace current members leaving the Board or to designate additional members of the Board. Should the Board be unable to elect at least three Directors, the missing number of Directors may be elected by the General Meeting.
3. Term of office: The term of office of the Directors shall be three years. Directors may be re-elected, subject to a limit of three consecutive terms (or up to nine years). A former Director may be elected to the Board following a period of at least three years from previous membership on the Board, subject again to a limit of three consecutive terms (or up to nine years).
4. Resignation, removal: Any Director may resign at any time by delivering written notice to the Board. The Board shall be entitled to remove any Director during such Director's term of office with a two-thirds vote of the Directors present at a duly constituted meeting of the Board for any important reason such as material violation

of or inability to fulfil its duties, acting contrary to the objectives or interests of IPI or opening of insolvency proceedings against the respective Director.

5. Chairperson and Officers: The Board may elect a Chairperson and a deputy Chairperson, a treasurer, a secretary and such other officers it shall deem necessary. The Chairperson shall be a Director; other officers may, but need not, be Directors. The duties and authority of the officers shall be determined from time to time by the Board.
6. Rules of procedure: The Board may adopt its own rules of procedure which may also provide for an assignment of responsibilities to certain Directors and officers and determine that certain transactions or certain types of transactions shall require the prior approval of the Board. Transactions outside the ordinary course of business of IPI shall in any event require the prior approval of the Board.
7. Duties of the Board: The Board of Directors shall pursue the objectives and missions of the IPI in accordance with this Charter and applicable law. The Board shall have responsibility for the administration of funds and assets of IPI, an annual budget, independently audited annual financial statements, and any other requirements of applicable law or best practice, and may delegate to IPI's management the execution of these duties as deemed appropriate.
8. Compensation: Members of the Board shall serve without compensation, but may be reimbursed for reasonable business expenses in connection with their duties and responsibilities as Directors. Compensation of officers and members of the management shall be determined by the Board.
9. Signing Authority: IPI shall be jointly represented by two Directors unless the Board resolves otherwise. The Board may grant individual Directors and officers power and authority to represent IPI and to sign on its behalf, either individually or jointly as deemed appropriate for certain transactions or types of transactions.

8. Meetings and decisions of the Board

1. Meetings of Directors: The Board shall hold regular meetings as required by the business of IPI or otherwise in the interest of IPI. The Board may set a schedule for regular meetings, in which case no notice of such regular meetings shall be required. A special meeting of the Board may be called at any time by any Director.
2. Quorum: At any meeting of the Board, the presence of at least two-thirds of the Directors shall be necessary to constitute a quorum.
3. Majority: Unless otherwise provided for herein, resolutions of the Board shall be passed by simple majority of the votes cast. Each Director has one vote.
4. Written Resolutions: Resolutions may also be adopted in writing (by circular resolution) including by e-mail or fax if no Director objects to this form of voting.
5. Form and place of meetings: Meetings of the Board may also take place outside of

Austria and also via telephone, online or video conference or similar form of communication if no Director objects to this form of participation and vote. A Director who is unable to personally attend a Board meeting may exercise his or her voting rights via telephone, online or video conference or similar form of communication or may grant power of attorney to another Director for a specific meeting. Participation in this manner constitutes presence at a meeting.

9. Advisory Councils

The Board may establish an International Advisory Council and any additional advisory councils to support, advise and provide assistance to the Board, IPI and its officers. The members of the International Advisory Council shall be elected by the Board and shall be distinguished individuals. The International Advisory Council shall not be a corporate body of IPI. The Board shall have the power to remove members of the International Advisory Council for any reason the Board may deem valid.

10. Fiscal Year

The fiscal year of IPI shall be January 1 to December 31.

11. Liability

Every Director, officer, employee or agent of IPI, where acting on behalf of IPI, shall be entitled to be indemnified by IPI against all costs, charges, losses, expenses, liabilities and third party claims incurred by, or raised against, him in the execution and discharge of his duties or in relation thereto, other than those caused by gross negligence, fraud or wilful misconduct of the respective person. The Board may purchase and maintain insurance for the benefit of any persons who are or were at any time Director, officer, employee or agent of IPI, including insurance against liability incurred by such persons in the actual or purported execution of their duties and/or exercise of their powers in relation to IPI.

12. Dispute resolution

Any disputes arising from membership in IPI shall in the first instance be resolved by a dispute resolution panel. Each party to the dispute shall inform the Board about the dispute and shall nominate a member to the dispute resolution panel in writing. The other party in dispute shall also nominate a member to the panel. The chairperson of the panel shall be appointed by the nominated members within two weeks failing which it shall be chosen from the persons suggested by the nominated members of the panel by the lot. The members of the dispute resolution panel shall be independent and unbiased.

13. Amendment

This Charter may be altered, amended or repealed by the Board with a two-thirds vote of the Directors present at a duly constituted meeting of the Board called for that purpose with at least two weeks prior notice.

14. Dissolution

IPI may be dissolved by a resolution of the Board with a two-thirds vote of the Directors present at a duly constituted meeting of the Board called for that purpose with at least two weeks prior notice. In the event of a dissolution the Board shall (a) take care that IPI fulfills any unfulfilled obligations and commitments (including commitments to donors and other stakeholders) and (b) decide on the use of any remaining funds and assets of IPI which may, however, only be (i) used for not-for profit purposes as set forth in this Charter or (ii) transferred to another international organization or another non-governmental organization with like (not-for profit) purpose and mission, subject to such legal approval as may be required.

This Charter of the International Peace Institute has been adopted by the founding members on 9 March 2015 as amended on March 27, 2015.