

# Governing Statute/Articles of Incorporation of the World Institute for Nuclear Security

## Preliminary Provisions

### § 1 Preamble

- 1.1.1 This statute establishes the World Institute for Nuclear Security as an International Non-Governmental Organisation. In doing so it describes the governance, structure, functions, objectives and other essential characteristics of the World Institute for Nuclear Security.

### § 2 Name, Abbreviation and Logo

- 2.1 The Organisation's name is World Institute for Nuclear Security abbreviated to WINS. Its official logo appears below.



### § 3 Applicable Laws and Legal Status

- 3.1 The Organisation's seat is in Vienna, Austria, with its activities extending all over the world.

### § 4 Sphere of Activities

- 4.1 The objective of WINS is the global improvement of nuclear security. It is exclusively not-for-profit.
- 4.2 This objective in particular comprises the following activities:
- a. to improve the effectiveness and efficiency of security arrangements and management of the security enterprise for nuclear facilities and operations worldwide in particular through the sharing and promotion of good practices amongst security professionals ;

- b. to establish an international forum for the exchange of views regarding the foregoing matters and to seek new ways of promoting professional standards for nuclear security;
- c. to conduct research and development into security systems with the objective of finding more effective and efficient technical and managerial arrangements;
- d. to support and participate, as a non-governmental organisation, in the work of appropriate governmental, inter-governmental and non-governmental bodies, particularly with regard to actions that have implications for nuclear security;
- e. to consult with governmental, inter-governmental and non-governmental entities to support the establishment of laws, international conventions, treaties, rules, procedures and policies concerning the foregoing matters and encourage the accomplishment of these goals;
- f. to promote the training and development of nuclear security professionals by establishing scholarships, developing training programs, and engaging in other education-related activities.

#### 4.3 The objective of WINS is reached through material and non-material means;

- a. Non-material means include but are not limited to holding appropriate meetings, workshops, conferences, lectures, secondments, hosting events, conducting invited site visit and reviews, producing training material, providing education opportunities, reviews, publishing newsletters, reports, journals and books, speakers and information, writing papers and other publications and any related activities that contribute to the overall objectives of the Organization.
- b. Material means include but are not limited to donations and any other kind of contributions, admittance fees in particular for workshops, conferences, training programmes and similar events, earnings out of publications related to the Organisation's purposes, legacy and other contributions and other ancillary business related to the Organisation's purposes as well as any earnings out of the management and administration of the Organisation's assets.

## **§ 5 Duration**

5.1 WINS shall exist perpetually, except that it may be dissolved as provided in Article 31.

## **§ 6 Vision and Mission**

6.1 WINS' vision is to help improve security of nuclear and high hazard radioactive materials so that they are secure from unauthorized access, theft, sabotage and diversion and cannot be utilised for terrorist or other nefarious purposes.

6.2 WINS' mission is to provide an international forum for those accountable for nuclear security to share and promote the implementation of best security practices.

## **Membership**

### **§ 7 Membership and Qualification**

7.1 The membership of WINS is open by application to individuals and legal entities subject to approval of the Executive Director acting within discretion granted by the Board of Directors.

### **§ 8 Admission**

8.1 The Executive Director may refer to the Board of Directors approval of any application for membership. Admittance can be denied by the Executive Director or the Board without giving reasons.

### **§ 9 Responsibilities and Rights**

9.1 The members are obliged to comply with WINS' Code of Conduct and refrain from actions that might lower WINS' reputation or jeopardise the goals or the purpose of WINS.

9.2 All members have to uphold the internal rules of procedure as defined by the Executive Director, specifically including requirements to maintain the confidentiality of information, when required by the Executive Director.

9.3 Members of WINS are allowed to take part in the events and activities of WINS by invitation and have access to WINS International Best Practice Guides, workshop reports and other information held by WINS, except where access to such guides,

reports or other information or portions thereof is restricted by the Executive Director acting in his discretion.

- 9.4 Every member is entitled to a copy of the Governing Statute and WINS annual reports. The Governing Statute and WINS annual reports and (except where access is restricted by the Executive Director) WINS International Best Practice Guides and workshop reports will be posted and available for viewing at all times on WINS' website.

## **§10 Resignation**

- 10.1 The voluntary exit of a member is possible at any time by written notification to the Executive Director.

## **§ 11 Expulsion or Suspension**

- 11.1 The Executive Director can expel or suspend a member without notice if the member violates the internal rules of procedure or otherwise, in the judgment of the Executive Director, acts against the interests of WINS.
- 11.2 Expulsion means the permanent termination of all rights and status as a member of WINS. Termination occurs upon the decision of the Executive Director to expel a member. In certain cases, expelled members may be allowed to reapply for membership, and may be thereafter admitted to WINS at the Executive Director's discretion. The Board will be notified about any member that has been expelled.
- 11.3 Suspension results in the temporary revocation of all rights and status as a member of WINS. Suspension may be for a specified period of time, or may be indefinite. A suspended member's rights and status as a member of WINS can be restored by a decision of the Executive Director.

## **Organisation**

### **§ 12 Organisational Structure**

- 12.1 WINS shall consist of the Board of Directors (§13-22), the Executive Director (§23), Supporting Committees (§24-28), the Financial Auditor/Certified Public Accountant (§27) and a Council of Advisors (§ 26.1).

## **The Board of Directors**

### **§ 13 Composition**

- 13.1 The Board of Directors will have a minimum of two members and a maximum of nine, including the Chairman.

### **§ 14 Eligibility**

- 14.1 All natural persons are eligible to be members of the Board of Directors, except such person shall be experienced in the development or implementation of nuclear security policy, or the management or governance or security of nuclear facilities, or the custody and security of nuclear or high hazard radioactive materials, or the organizations or government entities responsible for oversight and management of such materials.

### **§ 15 Selection and Appointment**

- 15.1 The initial members of the Board shall be those sitting members of the Board of Directors of the predecessor Association registered under Austrian Law as the World Institute for Nuclear Security. Upon the effective date of this Governing Statute and these Articles of Incorporation, this Organisation shall assume all title, interest, responsibilities and obligations of the predecessor Association.
- 15.2 Following the effective date of this Governing Statute and these Articles of Association and thereafter, the members of the Board of Directors shall be elected by the Board of Directors at either regular or specially held meetings of the Board of Directors. In order for a Director to be appointed, a majority of the members of the Board of Directors must vote in favor of the appointment.

### **§ 16 Term of Office and Vacancies**

- 16.1 Terms of office and rules of succession are matters which will be decided by the Board of Directors through a resolution of the Board of Directors. Re-election is possible. Every position in the Board of Directors has to be personally performed.

### **§ 17 Duties and Functions of the Board**

- 17.1 The Board of Directors appoints the Executive Director and has the power to dismiss him or her. The term of office of the Executive Director is two years, renewable by mutual agreement.

- 17.2 The Board of Directors shall establish policy and program guidance and is accountable for corporate oversight and review of the financial accounts and the Auditor's annual report to demonstrate adequate governance over the assets. Except as the Board may otherwise provide, program management and operational control of the Organisation's assets are delegated to the Executive Director.
- 17.3 The Board of Directors is empowered to delegate their powers as they see fit to specific individuals and committees. The Board of Directors will define those powers reserved by the Board, and those delegated to the Executive Director, and will review these definitions periodically.
- 17.4 The Board of Directors delegates all staff matters to the Executive Director with the following exceptions:
- a) Approval of the annual budget
  - b) Approval of the Annual Staffing Plan
  - c) The Executive Director is required to consult the Board prior to the appointment of Executive staff, and shall obtain Board approval for the appointment of the Director, International Affairs and a Deputy Executive Director.
- 17.4 Subject to such guidance as the Board of Directors may provide, the Executive Director shall define the Organisation's internal rules of procedure.
- 17.5 The Board of Directors is accountable for authorising insurance coverage for members of the Board of Directors and the staff of the Organisation.
- 17.6 Each Member of the Board of Directors has the power to represent the Organisation in relation to third parties, but no individual member of the Board may contractually or financially obligate WINS except pursuant to express authority of the Board.

## **§ 18 Decision-making**

- 18.1 Decisions of the Board are made by simple majority. When there are only two board members they have to decide unanimously. In the event that one of the two board members waives participation, the other board member may decide alone. When there are only two board members this provision applies only in the case that the other board member is hindered by illness or physical absence for more than two weeks. A Board meeting may be held by telephone, by fax, by e-mail correspondence or other virtual systems and electronic devices.

- 18.2 Appointment or removal of members of the Board of Directors, dissolution, or amendments to the Governing Statute may only be rendered by a majority of the Board of Directors, not merely a majority of a quorum.

## **§ 19 Meetings**

- 19.1 The Board of Directors meeting is called by the Chairman by written notice. In case the Chairman is impaired by illness from doing so, any other board member may call a Board of Directors meeting on twenty (20) days notice or such shorter period as may be required in the event the Executive Director informs the Board a matter of urgency so requires.
- 19.2 The meetings of the Board of Directors are chaired by the Chairman, or in the absence of the Chairman, such member as the members in attendance shall designate by majority vote.

## **§ 20 Quorum**

- 20.1 A majority of the Board of Directors shall constitute a quorum.

## **§ 21 Resignation**

- 21.1 Every member of the Board of Directors can resign at any time by written notification to the Board of Directors .

## **§ 22 Removal**

- 25.1 A majority of members of the Board of Directors can at any time dismiss one or more Members of the Board of Directors.

## **Executive Director**

### **§ 23 Duties and Functions of the Executive Director**

- 23.1 The Executive Director shall attend Board meetings, except as the Board shall convene in executive session.
- 23.2 The Executive Director is accountable for the day-to-day management of the Organisation and for establishing and implementing all internal and operational procedures to ensure the effective and efficient functioning of the Organisation.

- 23.3 The Executive Director is responsible for all financial and management information relating to the Organisation and for providing the Board of Directors such information as the Board of Directors defines as necessary to meet its corporate governance obligations.
- 23.4 The Executive Director is accountable for all staff matters, and therefore is responsible for ensuring that recruitment, staff training, development, deployment and review are effective and managed proactively to meet the needs of the Organisation
- 23.5 The Executive Director provides the Board of Directors with an Annual Staffing Plan for approval and may subsequently manage staff resources within the agreed financial limits.
- 23.6 The Executive Director is in charge of the preparation of the Organisation's budget and the establishment of a formal statement of accounts to be reported directly to the Chair of the Board of Directors. The formal statement of accounts must be independently audited prior to submission to the Chair of the Board of Directors.
- 23.7 The Executive Director is responsible for conducting an annual inventory of the Organisation's assets and for deciding on the policy for the use of such assets by the staff.
- 23.8 The Executive Director is responsible for conducting an annual review of the Governing Statute and for bringing recommendations for revision to the attention of the Board and for reviewing comments or proposals from Members.
- 23.9 The Executive Director is expected to recommend appropriate insurance for staff and other aspects of WINS' operations to the Board of Directors.
- 23.10 The Executive Director has the power to represent the Organisation in relation to third party discussions or negotiations and may bind the Organisation contractually, subject to such limitations as the Board may provide by resolution.
- 23.11 The Executive Director manages all statements made to and relations with the media, which on occasions may require the Chair of the Board or other Board Members to make statements on behalf of WINS.
- 23.12 Except as the Board of Directors may specifically otherwise provide, the Executive Director has broad discretion in the exercise of his or her responsibilities to protect sensitive nuclear security information and to otherwise promote the purposes of the Organisation.



## **Supporting Committees**

### **§ 24 Board Committees**

24.1 The Board of Directors can create any Board committee it chooses, at any time, to support the Board of Directors' function. Such committees will be chaired by a Board member but may comprise any other individuals chosen by the Board. Members of the Board of Directors may serve on a committee concurrently while they serve as members of the Board of Directors.

### **§ 25 Ad hoc Executive Committees**

25.1 The Executive Director may create executive committees to support the management of the Organisation, on such issues as funding, media, strategy, policy, project development or any other issue. The Executive Director or someone appointed by the Executive Director will Chair such ad-hoc committees.

### **§ 26 Council of Advisors**

26.1 The Executive Director will appoint a Council of Advisors to help provide strategic guidance on the development of the Organisation. The Council will be advisory and non-executive.

26.2 The Council of Advisors shall include members to be appointed, *ex officio*, by the International Atomic Energy Agency (IAEA) and the Institute for Nuclear Materials Management (INMM). Other members will be chosen by the Executive Director from representatives of other international organisations and other bodies on the basis that they can make a professional and effective contribution to the purposes of the Organisation.

26.3 The Terms of Reference of the Council of Advisors and its *modus operandi* will be defined by the Executive Director in consultation with the Board of Directors. The terms of office of any member of the Council of Advisors can be modified by the Executive Director or the Board at any time and for any reason.

## **Auditor**

### **§ 27 Auditing**

27.1 A Certified Public Accountant to act as financial auditor will be selected and appointed by the Board of Directors.

- 27.2 The financial auditor is responsible for the auditing of the statement of accounts on an annual basis and will report their findings and conclusions to the Chair of the Board and provide a management statement to the Executive Director.

## **Final Provisions**

### **§ 28 Liability**

- 28.1 Every member of the Board of Directors, the Executive Director or other employee of WINS, where acting on behalf of WINS, shall be entitled to be indemnified by WINS against all costs, charges, losses, expenses and liabilities incurred by 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 member, Executive Director, or employee.
- 28.2 The Executive Director, subject to the approval of the Board, shall have the power to purchase and maintain insurance for the benefit of any persons who are or were at any time members of the Board of Directors, the Executive Director or other employees of WINS 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 WINS.

### **§ 29 Fiscal Year/Financial Year**

- 29.1 The fiscal or financial year of WINS shall begin on the First of January each year.

### **§ 30 Applicable Laws and Courts**

- 30.1 WINS is constituted as an international non-governmental organisation under the laws of Austria, but its operations are international in scope. Any dispute involving WINS, except those of the type specified in article (X.2), shall be resolved by a court having jurisdiction over the dispute unless the parties to the dispute stipulate another forum.
- 30.2 Any disputes arising from membership of WINS shall in the first instance be resolved by internal procedures developed by the Executive Director and members will make every effort to resolve such disputes in an amicable manner using internal procedures. In the event that matters remain unresolved, members may refer the dispute to the Board of Directors for resolution. Disputes arising from membership of WINS can in no case be brought to a court; decisions of the board of directors on such disputes are incontestable.

### **§ 31 Dissolution**

- 33.1 The voluntary dissolution of WINS can only be decided at a meeting of the Board of Directors called in for that special purpose.

### **§ 32 Liquidation**

- 32.1 In the event of dissolution WINS will ensure that any assets or money in its possession will be properly managed, returned and allocated in accordance with management procedures, contractual commitments and stakeholder agreements. Any assets or money remaining after proper return and allocation according to these procedures, commitments and agreements will be allocated by the Board of Directors to another not-for-profit organisation for charitable, scientific, literary or educational purposes, or to a government instrumentality for public purposes.

## **Modification and Validity**

### **§ 33 Additions, Modifications, and Amendments to the Statute.**

- 33.1 The Governing Statute may be amended by the Board of Directors at a special meeting called for that purpose by a qualified majority of two-thirds of the valid cast votes.
- 33.2 This statute including possible amendments according to § 33.1 is valid as long as WINS enjoys the status and the privileges of an international non-governmental organisation under the Austrian Federal Act BGBl.No. 174/1992. Should this status be withdrawn by the Austrian Federal Ministry for European and international Affairs, the Statute of 31 October 2008 under which WINS was registered with the name World Institute for Nuclear Security/Weltweites Institut für Nukleare Sicherheit as association under the Austrian Federal Act BGBl I No 66/2002 (Vereinsgesetz 2002) will come into force again.

## **Definitions**

### **§ 34 Definitions**

- 34.1 Security is defined as any activity or system that contributes to the protection of nuclear and high hazard radioactive materials from unauthorized access, theft, diversion or sabotage, including *inter alia* guarding, physical protection, facility design, personnel vetting, IT security, technical measures, etc.

- 34.2 Nuclear facilities and operations are understood to include, *inter alia*, facilities with nuclear and high hazard radioactive materials, including fuel cycle facilities, nuclear reactors of all types, and industrial and medical applications of such materials.
- 34.3 Nuclear material shall include highly enriched uranium and plutonium.
- 34.4 High hazard radioactive material shall include such materials and related activities as the Board or the Executive Director determine to pose high radioactive hazard, the security of which is appropriate to WINS' vision and mission under § 6.