

Governing Statute of the World Institute for Nuclear Security (WINS)

Preamble

The World Institute for Nuclear Security operates as an independent, not for profit, international non-governmental organisation, whose Vision is to help ensure that *“all nuclear and other radiological materials and facilities are effectively secured by demonstrably competent professionals applying best practice to achieve operational excellence”*.

WINS was established in Vienna as a legal entity with the support and endorsement by the Director General of the IAEA in 2008. The work of WINS is fully consistent with, coordinated and complementary to the International Atomic Energy Agency's (IAEA) work in the field of nuclear security. WINS has been welcomed by the IAEA as a Cooperating Partner for Major Events and Conferences, and is an Official Observer at the IAEA General Conference and at key Nuclear Security Related Committees.

This Governing Statute describes the governance, structure, functions, objectives and other essential characteristics of the World Institute for Nuclear Security.

§ 1 Name and Registered Office

The Organisation's legal name is in the English language: World Institute for Nuclear Security, abbreviated and hereinafter referred to as WINS. In this Governing Statute WINS is also called "the Organisation". Its official logo appears below.



The Organisation has a legal presence and registered office in Vienna, and its activities extend all over the world.

§ 2 Establishment of WINS and Legal Status

WINS was established with financial contributions from Governments and the Non-Governmental Organisation community. WINS was initially registered on 31st October 2008, as an Association and registered under this name in the Register of Associations under ZVR Number 194781262.

From 14th September 2010, WINS was granted the legal status of a Non-Governmental International Organisation, by the Federal Ministry for European and International Affairs of the Republic of Austria, reference: BMeiA-N9.8.19.12/0017-I.2/2010. WINS has been granted non-profit status by Decree of the Austrian Federal Ministry of Finance, reference BMF-010221/0280-VI/8/2015.

§ 3 Duration

WINS shall exist perpetually, except that it may be dissolved as provided for in Article 12.

§ 4 Objectives and Activities

The objective of WINS is the global improvement of nuclear security in the global and public interest, and is exclusively not-for-profit.

WINS Vision and Mission are reflected in the following statements:

WINS Vision: All nuclear and other radiological materials and facilities are effectively secured by demonstrably competent professionals applying best practice to achieve operational excellence.

WINS Mission: To be the leader in knowledge exchange, professional development and certification for nuclear security management.

WINS will achieve its objectives and Vision through the following activities:

- a. to improve the effectiveness and efficiency of security arrangements and management of the security enterprise for nuclear facilities and organisations with other radioactive materials and operations worldwide in particular through the sharing and promotion of good practices amongst security professionals;
- b. to be an international forum for the exchange of views regarding the foregoing matters and to seek new ways of promoting professional standards for the security of nuclear and other radioactive materials and facilities;
- 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 personnel with responsibilities for nuclear security by establishing scholarships, developing certified training programmes, and engaging in other education-related activities.

§ 5 Means Employed in Pursuit of WINS Objectives

The objectives of WINS are 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 Organisation.
- b. Material means include, but are not limited, to grants, funding, 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.

§ 6 Membership

WINS offers membership to individuals and organisations by which WINS pursues its objectives of global nuclear security improvement. WINS members constitute a rich, varied nuclear security community drawn from industry, government, law enforcement, and academic and research institutions. WINS enables its members to exchange ideas, network, promote leadership, and increase their professional development.

The membership of WINS is open by application and is subject to approval by the Executive Director, and this may be delegated by the Executive Director to an appropriate member of the WINS staff. Members may not have their membership cancelled without the specific approval of the Executive Director. Members are encouraged to support the goals and objectives of the organisation and to make voluntary financial or in-kind contributions. Members have no general or specific rights or responsibilities over the management or operation of the Organisation.

§ 7 The Board of Directors

The Board of Directors provides strategic guidance to the organisation and is accountable for oversight and assurance.

The Chair of the Board, on behalf of the Board of Directors, will produce an annual governance assurance report on the activities of WINS, which will be published, to afford stakeholder and public confidence.

The Chair of the Board, on behalf of the Board of Directors, will appoint an independent financial auditor, as defined in Article 9, to conduct an independent audit of the organisation's finances and control systems on an annual basis.

The Board of Directors will review the quarterly financial accounts and the Auditor's annual report, and other relevant management reports to exercise and demonstrate adequate governance over the organisation, its financial assets and liabilities.

Each member of the Board of Directors has the power to represent the Organisation in relation to third parties to advance support for the WINS mission, but no member of the Board may contractually or financially obligate WINS.

The Board of Directors will have a minimum of three members and a maximum of nine, including the Chair of the Board. Senior professionals with an extensive background in areas associated with the work of WINS are eligible to be appointed as Directors of the Board.

The Board of Directors shall appoint new members of the Board of Directors. In order for a new member of the Board of Directors to be appointed, a majority of the Board members must vote in favour of the appointment.

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

Each Director must perform his or her role personally; it cannot be delegated to another representative or represented by an alternate.

A Board meeting may be held in person or by telephone or other virtual systems and electronic devices. The Board will endeavour to hold meetings at least three times a year.

Decisions of the Board are made either by a majority of the full Board or a quorum. A quorum shall comprise at least three Board members. Each member of the Board of Directors shall have a vote.

Decisions reserved for a majority vote of the full Board include:

- The appointment and dismissal of the Chair of the Board and other Board Members
- The appointment and dismissal of the Executive Director
- Amendments to the Governing Statute
- The voluntary dissolution of WINS

§ 8 Executive Director

The Chair of the Board, on behalf of the Board of Directors, and subject to their majority approval, appoints the Executive Director and has the power to dismiss him or her in accordance with the provisions of the Executive Director's Employment Contract. The contract is renewable by mutual agreement.

The Executive Director has executive authority, including:

- The appointment, dismissal and management of staff.
- All aspects of the operational programme, including quality and financial controls – in general the day-to-day management of the Organisation.
- Establishment of a formal statement of accounts and for providing sufficient information for the Board to discharge its oversight and assurance responsibilities, including quarterly financial reports, the Annual Financial Statement and the Auditor's annual report.
- The power to represent the Organisation and bind the Organisation contractually.
- Management of all statements made to and relations with the media.

In circumstances where the Executive Director is incapacitated, during the term of his or her employment contract, the Chair of the Board will assume the executive authority of the Executive Director on a temporary basis, until such time as new executive arrangements are put in place by the Board.

§ 9 External Auditor

A Certified Public Accountant will be selected and appointed as provided for in Article 7 to act as financial auditor.

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, as appropriate, to the Executive Director.

§ 10 Liability

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.

The Executive Director will ensure that sufficient insurance cover is available 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. The insurance will extend to cover 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.

§ 11 Applicable Laws and Courts

All disputes or claims arising out of or in connection with the Governing Statute including disputes relating to its validity, breach, termination or nullity shall be finally settled under the Rules of Arbitration of the International Arbitral Centre of the Austrian Federal Economic Chamber in Vienna (Vienna Rules) by arbitrators appointed in accordance with the said Rules. The number of arbitrators shall be three. The substantive law of Austria shall be applicable. The language to be used in the arbitral proceedings shall be English.

§ 12 Dissolution

The voluntary dissolution of WINS can only be decided at a meeting of the Board of Directors called for that special purpose. The resolution requires a majority of the full Board of Directors, not merely a majority of a quorum.

§ 13 Liquidation

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

§ 14 Modification and Validity

The Governing Statute may be amended by the Board of Directors by a majority decision of the full Board

The Governing Statute of WINS shall be governed by, and construed in accordance with, the substantive laws of Austria. The Austrian Federal Law on Associations shall apply by way of analogy if and to the extent this Governing Statute does not explicitly provide otherwise. In the event that WINS should cease to have the status and privileges of an organisation under the Austrian Federal Act BGBl.No. 174/1992, this Governing Statute shall apply *mutatis mutandis*.

Approved by the Board of Directors on 3rd May 2018.