

IRGC
International Risk Governance Council

Charter

I. Name, Registered Office, Duration, Purpose, Assets and Financial Resources

Art. 1: Name, registered office and duration

¹ There is hereby formed under the name International Risk Governance Council (IRGC) a non-profit foundation within the terms of Article 80 and onwards of the Swiss Civil Law (Schweizerisches Zivilgesetzbuch, or ZGB).

² The registered office of the foundation shall be located in Vernier.

³ The official language of the foundation shall be English.

⁴ The foundation shall remain in effect for an unlimited duration.

Art. 2: Purpose (Mission Statement)

The IRGC aims to support governments, business and other organizations and to foster public confidence in risk governance and in related decision-making by

- reflecting different views and practices and providing independent, authoritative information;
- improving the understanding and assessment of important risks issues and ambiguities involved;
- designing innovative, efficient and balanced governance strategies.

Art. 3: Assets

¹ The foundation is endowed with initial assets of SF 50'000 in cash.

² The assets of the foundation may be increased by further endowments at any time.

Art. 4: Financial Resources

¹ The financial resources of the foundation shall consist of:

- (a) contributions made by the founders and/or by third parties;
- (b) donations and legacies;
- (c) subsidies received from public authorities or public institutions;
- (d) income from its assets;
- (e) income from its publications and other deliverables;
- (f) any other receipts.

² Back payments to donors shall not be allowed.

Art. 5: Administration of the assets of the foundation

The administration of the assets of the foundation shall be specified by the Board and include the use of a commercial bank.

Art. 6: Accounts management

¹ The accounts shall be concluded on 31st December of each year, starting on 31st December 2003. The Board shall be able to set the beginning and end of the accountancy year differently for practical reasons. Notification of this shall be made to the supervisory authorities.

² After the conclusion of the accountancy year, the Board shall work out the annual accounts and submit these to the auditors. In addition, the Board shall also write an annual report. The annual report, annual accounts and the auditors' report shall be submitted to the supervisory authorities within six months of the end of accountancy year.

II. Organization

Art. 7: Organs

¹ The organs of the foundation shall be:

- a. The Board;
- b. The Scientific and Technical Council;
- c. Advisory Committee;
- d. Secretariat;
- e. External Auditors.

A. The Board

Art. 8: Composition

¹ The Board shall consist of 12 to 20 members.

² Individuals shall be elected in person to the Board. Science, governments, governmental and non-governmental organizations, industry and society shall be represented. If a Board member elected to the Board as the representative of a legal entity leaves the entity that he represents, his office automatically terminates whatever is the reason for such departure.

³ The duration of office of individual members shall be three years. Re-election shall be possible on two occasions. In case of vacancy during the term of three years, a new member shall be appointed to complete the term of the vacating Board member.

⁴ A board member may be dismissed at any time by a unanimous decision of the Board. A new Board member shall be elected to fill the vacancy until the end of the term; such new Board member is reeligible.

⁵ The presidency of the foundation shall comprise one president and one to two vice-presidents. The president and vice-presidents shall be designated among the Board members. They are elected for a one year period and can be re-elected.

⁶ The Board shall be self-constituting, shall determine the exact number of its members and shall regulate the authority to sign, with the reservations contained hereby in Art. 8 Para. 4 and Para. 6. These control the resolution of the first presidency and its authority to sign.

⁷ The members of the first Board shall be selected by the founders. Future election and re-election of members shall be carried out by the Board with input from interested parties by majority vote of two thirds.

⁸ The Board members hold honorary office. They are reimbursed by the foundation for their incurred expenses upon presentation of proper invoices. In individual cases, the Board can decide to grant an adequate compensation to one of its members for additional time-consuming tasks performed by such member.

Art. 9: Tasks

¹ The Board shall be the main oversight and highest decision-making organ of the foundation. It is entrusted with all powers necessary to make the appropriate decisions to promote and to achieve the foundation's objectives. It is in charge of the overall administration of the foundation.

² In particular, it shall carry out the following tasks:

- a. Specification of the general guidelines and the focuses of the work of the foundation;
- b. Approval of the program of activities;
- c. Approval of agreement providing for contributions to third-party projects, and for participation in events organised by third parties;
- d. Fund raising;
- e. Approval of the budget, the annual report and the annual accounts;
- f. Approval of the foundation regulations, reserving the right of approval of the supervisory authorities;
- g. Setting up of further organs of the foundation;
- h. Supplementation or modification of the foundation's Charter, reserving the right of approval of the supervisory authorities;
- i. Election, re-election and dismissal of members of the Board, including the founding rector, Prof. Wolfgang Kröger, who shall also become member of the Scientific and Technical Council during the start-up phase;
- j. Election and dismissal of the members of the Scientific and Technical Council and approval of the Chairman;
- k. Election and dismissal of the General Secretary and determination of the performance specification and competencies of the General Secretary;
- l. Election and dismissal of the External Auditors;
- m. Appointing of the foundation's signatories and determination of signature procedures;

² The Board shall deal with all business that is not assigned to another organ in accordance with this Charter or the foundation regulations.

Art. 10 Board meetings

¹ The Board shall meet as often as required by the affairs of the foundation, but at least twice a year, upon convocation by the President or within a maximum of 60 days after the majority of the members of the Board have so requested. Members shall be notified of a session at least 30 days prior to its scheduled date.

² Minutes of the sessions and resolutions must be taken and signed by the President and the secretary of the meeting.

Art. 11 Quorum and Decision-making

¹ The foundation Board can validly meet provided that a majority of its members are present.

² Subject to Article 8 paragraphs 4 and 7 above and to Article 11 paragraph 3 underneath, resolutions can be passed by a simple majority vote. There is no casting vote.

³ The following decisions require a two-third majority of the votes:

- (a) Approval of the program of activities;
- (b) Approval of the annual budget;
- (c) Hiring and dismissal of the Scientific and Technical Council members;
- (d) Hiring and dismissal of the Advisory Committee members;
- (e) Hiring and dismissal of the General Secretary;
- (f) Adoption and amendment of this Charter and of any internal regulation;
- (g) Dissolution of the foundation.

⁴ The Board can provide in internal regulations that further decisions may be submitted to a qualified majority.

B. The Scientific and Technical Council (hereafter called "The Council")

Art. 12 Composition

¹ The Council members shall be designated by the Board. The Council shall consist of 20 – 30 persons balanced with respect to geography, gender, and field of expertise. The Council members shall designate a Chairman among themselves, subject to the approval of the Board.

² The term of office of the members of the Council shall be for three years and may be renewed two times.

Art. 13 Tasks

¹ The Council shall play the leading role in the overall work agenda. Its members shall provide the professional basis for the deliverables.

² In particular, the Council shall carry out the following tasks:

- a. Preparation of a program of activities for its approval by the Board;
- b. Technical representation of IRGC on projects and tasks;
- c. Preparation of studies and reports on selected subjects using Council members and their networks, outside networks and consultants;
- d. Organization of projects and events to evaluate changing and emerging risks for possible future action;
- e. Cooperation with other organizations having interests that could contribute to IRGC programs and where IRGC's activities can be used by other organizations;
- f. Execution of the tasks and duties delegated to it by the Board.

³ The Chairman shall be charged with the proper information and communication of the relevant data to the Board. He shall be invited to attend meetings of the Board, unless otherwise decided by the Board. The Chairman shall have no right to vote, unless he is also a member of the Board.

Art. 14 Meetings

¹ The Council shall meet as often as required by the affairs of the foundation, but at least quarterly.

² Minutes of the sessions and resolutions must be taken.

Art. 15 Quorum and Decision-making

The Council can validly deliberate provided that a majority of its members are present.

Decisions of the Council require a two-third majority vote.

D. Advisory Committee

Art. 16

¹ The Advisory Committee shall be composed of an indefinite number of distinguished members appointed by the Board. To the possible extent, the Advisory Committee members shall represent the broadest geographical regions, field of activities, types of organisation, etc.

² The Advisory Committee shall constitute an open platform of discussions for its members with the aim to make proposals of possible solutions or of new issues to be addressed by the foundation, and to increase visibility of the foundation.

³ The Advisory Committee shall meet as often as the affairs require it and at least within 60 days after a majority of its members have so requested.

E. Secretariat

Art. 17

¹ The secretariat supports the Board and the Council, takes care of the day-to-day management of the foundation and is responsible for the execution of the tasks delegated to it by the foundation Board and the foundation Council. The number of assistants of the General Secretary, forming together the secretariat, shall be set by the Board.

² The Board shall use a performance specification to control the tasks undertaken by the General Secretary.

³ The Board shall determine the organization of the secretariat, depending on the tasks and coordination needs involved, by means of internal regulations.

⁴ The General Secretary shall be invited to attend meetings of the Board and of the Council, unless otherwise decided by the Board or by the Council. The General Secretary shall have no right to vote, unless he is also a member of the Board or of the Council.

F. External Auditors (hereafter called "auditors")

Art. 18

¹ The Board shall elect independent external auditors to carry out an annual examination of the foundation's accounting, and to distribute an examination report upon the result to the Board, together with its proposals.

²The auditors shall notify the Board of any deficiency it discovers while carrying out its task. If deficiencies are not corrected within a reasonable time, the auditors shall advise the supervisory authorities as necessary.

III. Liability

Art. 19 Liability of the Foundation

¹ The foundation's assets solely respond to the foundation's liabilities.

Art. 20 Liability of the Foundation's organs

¹In so far as the law allows, every present or former board member or other official of the foundation shall be indemnified by the foundation against any loss or liability by reason of being or having been a board member or official of the foundation.

IV. Amendments of the foundation's charter/constitution

Art. 21: Amendments

The Board may, by majority vote of two thirds of its members present, resolve amendments of the foundation's charter/constitution. Such resolution must, in order to be valid and binding, be approved by the supervisory authorities.

V. Dissolution of the foundation

Art. 22: Dissolution

¹ The foundation may only be dissolved for reasons set out by law (Art. 88 of the ZGB) and only with the agreement of the supervisory authorities and by a resolution of the Board.

² Upon dissolution, the Board shall transfer any assets still remaining to an institution that is based in Switzerland and is free of taxation, as a result of its non-profit-making character or public purpose, and which acts on comparable terms as the IRGC. In no case shall the assets be returned to the founders or to contributors or their legal successors or be used, in whole or in part, for their benefit.

VI. Register of business names and supervisory authorities

Art. 23: Entry in the Commercial Registry

The foundation shall be registered in the Commercial Registry of the Canton of Geneva.

Art. 24: Supervisory authorities

The foundation shall be subject to the supervision of the Swiss Federal Department of the Interior (the Eidg. Departement des Innern).