



SEforALL Administrative Board Rules of Procedure – (By-laws)

Article 1: Status and Content

1. These By-laws were adopted by the SEforALL Administrative Board at its meeting on 28 October 2016. They were drawn up with due observance of the relevant provisions of the Austrian Association Law and the Austrian Federal Law on the Granting of Privileges to Non-Governmental International Organizations (StF: BGBl. Nr. 174/1992 (NR: GP XVIII IA 287/A AB 407 S. 60. BR: AB 4235 S. 551) as amended by BGBl. I No. 160/2015).
2. As a supplement to the provisions of the Statutes of SEforALL, these By-laws provide rules with respect to the affairs of the Administrative Board which will be observed by the Board and its members.
3. Austrian law prevails over the SEforALL Statutes. The Statutes prevail over these By-laws. Invalid provisions of these By-laws will not affect the validity of other provisions. With due observation of the purport and contents of the invalid provisions, the Administrative Board will replace the invalid provisions with valid provisions.
4. The Administrative Board unanimously declares that it will comply with and be bound by the obligations arising from these By-laws to the extent that they apply to it and its members; on appointment of new Administrative Board members it will cause such members to issue a declaration as referred to above.
5. These By-laws are published on SEforALL's website.

Article 2: The Administrative Board

The Administrative Board, Size and Chair

6. The Administrative Board leads SEforALL, managing its operations in accordance with the organization's statutes and applicable law, and appoints the Chief Executive Officer.
7. The Administrative Board consists of at minimum five and maximum nine members, including the Chief Executive Officer who is ex officio member of the Administrative Board. Members are appointed by the Administrative Board, for a term of three years, and reappointed once, for a maximum of six years consecutively.
8. The Chair of the Administrative Board is appointed by its members with a two thirds majority vote for a term of three years and reappointed once, for a maximum of six years consecutively. The Administrative Board also appoints a Vice-Chair, in the same manner as the Chair, to serve congruently with the Chair, and in terms and responsibilities equivalent to the Chair, in case the Chair is absent or otherwise incapacitated.
9. The Chair exercises her/his functions, within the authority of the Administrative Board. At times, as specified in SEforALL's statutes or in these procedures, the Chair may legally represent SEforALL. The Vice-Chair, when acting as a Chair, shall have the same powers and

functions as the Chair.

Membership of the Administrative Board

10. The Administrative Board of SEforALL selects its own members. To identify new members, the Administrative Board relies on its own networks, on suggestions from across the SEforALL community and beyond, and, as appropriate and considered necessary on the professional advice of global search experts.
11. Administrative Board members will see their duty - when acting in their role - to be in the best interest of SEforALL .
12. Administrative Board members will retire according to a schedule to be drawn up in writing by the Administrative Board to ensure continuity of the Administrative Board's affairs.
13. A member of the Administrative Board may resign from the Administrative Board by written notice to the Chair of the Administrative Board.
14. Administrative Board members stay in office until a replacement has been identified and appointed to the Board.
15. It is the Administrative Board's aim that the expertise relevant to the business of Sustainable Energy for All is represented at the Administrative Board and that Board members operate independently and critically with respect to each other.
16. Members of the Administrative Board will be chosen based on their personal capacity and professional expertise in managing SEforALL.
17. The Administrative Board seeks for its membership to be diverse in managerial expertise, as appropriate to its role in leading the SEforALL operations; in industry experience, as appropriate to SEforALL's objectives and value proposition; in organizational background, as appropriate to SEforALL's partnership structure; in countries and geographical knowledge, as appropriate to SEforALL's geographical reach; in culture and gender, as appropriate for the SEforALL global and development mandates. The Administrative Board will maintain a diversity matrix, aiming to cover, through its membership, all fields in the diversity matrix with at least one of their members. Amongst the Administrative Board members, at minimum two different nationalities shall be held by its members.
18. Administrative Board members operate without remuneration; its members thus need to be able to afford the time and engagement necessary on their own account. Administrative Board members will be reimbursed, as appropriate and needed, for direct expenses associated with the attendance of meetings (e.g. travel cost).

Responsibilities of the Administrative Board

Specific responsibilities of the SEforALL Administrative Board include but are not limited to:

19. Selecting a Chair, a Vice-Chair and such other officers as it may decide.

20. Appointment of a Chief Executive Officer for a term of five years, with a possibility for a second term reappointment.
21. Appointment of an Auditor to SEforALL, provided that the Auditor has no conflict in reviewing SEforALL's accounts. Such conflict would arise, e.g., for auditing firms that also conduct audits of the UN. The auditor shall not perform non audit services for the organization.
22. Approval, annually towards the end of each fiscal year, of the SEforALL Business Plan for the respective subsequent year and approval of the associated budget. Where the Business Plan and budget cover more than one year, the approval will be for the period proposed and subject to an appropriate review and update set annually.
23. Review of the audited accounts and revocation of the Chief Executive Officer and the Auditor.
24. Approval of policies guiding SEforALL operations as submitted to the Board by the Chief Executive Officer.
25. Approval of the Relationship Agreement with the UN and its renewal or cancelation.
26. Agreement, with the Chief Executive Officer, on her/his performance objectives, on an annual basis. Based on the performance objectives, the Chair of the Board and the Chief Executive Officer will have periodic reviews of the Chief Executive Officer's performance.
27. Removal of the Chief Executive Officer for non-performance or gross misconduct is decided by a two thirds majority upon a review of the Chief Executive Officer's performance or materials constituting evidence of gross misconduct.

Decisions

28. Each Administrative Board Member shall be entitled to cast one vote in meetings of the Administrative Board.
29. All decisions of the Administrative Board shall normally be reached by consensus, in the absence of that, by a minimum two thirds majority.
30. The Administrative Board shall have a quorum if at least two thirds of its members are present (face to face or over VC or audio).
31. Any Administrative Board Member that has a Conflict of Interest with respect to a proposed Administrative Board decision should immediately report this to the Chair of the Administrative Board and it shall be recorded. If the Chair has a Conflict of Interest with respect to a proposed Administrative Board resolution, s/he should immediately report this to the other Board members and it shall be recorded.
32. An Administrative Board member shall not participate in the deliberation and decision-making process if s/he has a Conflict of Interest. In the event that, as a consequence of the preceding sentence, a resolution cannot be adopted, the Administrative Board may appoint an interim Board member to the Board to adopt the resolution.
33. The Administrative Board may also take decisions without convening a meeting, provided

that all Administrative Board members - with the exception of the Administrative Board members that have reported a Conflict of Interest pursuant to these Rules of Procedures - have been consulted and none of them have raised an objection to adopt resolutions in this manner. For resolutions outside of a meeting all articles regarding decisions and resolutions in the SEforALL statutes and Rules of Procedure shall apply.

Meetings

34. The Chair shall preside at the sessions of the Administrative Board, declare the opening and closing of each such session, direct the discussions, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. The Chair shall, subject to these rules, set the agenda, timing and frequency of meetings of the Administrative Board; s/he shall have complete control of the proceedings and over the maintenance of order thereat. The Chair may propose to the Administrative Board the closing of the list of speakers, limitation of the time allowed to speakers and on the number of times each representative may speak on any question, the adjournment or the closure of debate and the suspension or the adjournment of a meeting.
35. The convocation to any meeting of the Administrative Board shall contain the agenda for the meeting, but in the absence of an agenda the convocation as well as the meeting shall nevertheless be valid. Relevant materials shall be provided at least two weeks prior to a meeting in text form (e.g. letter, fax, email).
36. At the beginning of Meetings of the Administrative Board, the Chair may appoint a secretary to record the deliberations and decisions of a meeting.
37. All meetings of the Administrative Board and any sub-committees of SEforALL shall be recorded in minutes in written form, containing the place and date of the meeting, the attendance and agenda as well as the essential content of deliberations and decisions of the Administrative Board. After any meeting of the Administrative Board all members shall be provided with a copy of the minutes in due course. Meeting minutes shall be maintained on record by the Executive Office of the Chief Executive Officer for a minimum of seven years. Meeting minutes shall remain confidential. The board may decide at the conclusion of its meeting to make public a summary of its deliberations
38. All meetings of the Administrative Board and any sub-committees or other bodies of SEforALL shall be held in private. The Administrative Board may invite any other person, entity, organ or organization to submit written statements or to participate in its meetings when the Administrative Board considers that such participation would facilitate its work.

Article 3: Chief Executive Officer

39. The Chief Executive Officer recruits and directs SEforALL's staff. S/he develops Business Plans and Budgets as well as other documents necessary to inform and support the Administrative Board in overseeing the conduct of SEforALL.

40. When justified by circumstances, in consultation with the Chair, and only if the Chair has agreed that a decision is urgent and cannot reasonably be delayed, the Chief Executive Officer may take executive decisions that would normally fall under the purview of the Administrative Board prior to a resolution of the Administrative Board. The Chief Executive Officer will report on any such executive decision taken as a matter of urgency in full at the next available meeting of the Administrative Board or earlier if so requested by the Chair.
41. The Terms of Reference for the Chief Executive Officer serve as an attachment to this Rules of Procedure.