



## Statutes

### Sustainable Energy for All

<b>1. NAME, SEAT, BUSINESS YEAR</b>
1.1. The name of the organization is Sustainable Energy for All (“SEforALL”)
1.2. The seat of SEforALL shall be Vienna. Its non-profit activities extend worldwide.
1.3. The business year of SEforALL shall be the calendar year.
1.4. SEforALL is made up of persons and entities of its administrative board. These shall be natural persons of different nationality or legal persons established according to the legal order of different states.
<b>2. OBJECTIVES</b>
2.1. SEforALL pursues exclusively and immediately non-profit and social impact objectives, in particular within the meaning of Sections 34 <i>et seq</i> of the Austrian Federal Fiscal Code and the Austrian Federal Act on Granting of Privileges to Non-Governmental International Organizations. SEforALL serves the general public and not the members of a body of SEforALL, it does not aim at profits and does not pursue its own economic interests.
2.2. SEforALL serves as a catalyst for action through partnerships to achieve its objectives. Its objectives are closely aligned with and supportive of the United Nations Sustainable Development Goals, in particular Sustainable Development Goal 7, which includes, by 2030, to ensure universal access to affordable, reliable, and modern energy services, to increase substantially the share of renewable energy in the global energy mix, and to double the global rate of improvement in energy efficiency. SEforALL’s objective is to support governments, private sector, and civil society to achieve these goals.
2.3. SEforALL supports the 2014 – 2024 Decade of Sustainable Energy for All as declared by the UN General Assembly and specifically the implementation of Sustainable Development Goal 7 as approved by the UN General Assembly in September 2015 as part of the Agenda 2030. The UN Secretary-General chairs an Advisory Committee on Sustainable Energy for All and invites the President of the World Bank Group to be his co-chair.
<b>3. MEANS FOR THE ATTAINMENT OF SEforALL’s OBJECTIVES</b>
3.1. Activities and financial means to achieve the objectives of SEforALL are set out in sections 3.2 and 3.3 below.
3.2. The objectives of SEforALL shall be achieved through a variety of customized activities to support leaders in brokering partnerships and unlocking finance for sustainable energy for all, always provided that these activities are in line with these Statutes and all applicable laws and regulations. SEforALL will carry out these activities in consultations

<p>with and in reliance upon delivery partners. SEforALL activities include but are not limited to:</p> <p>3.2.1. Marshaling the evidence and helping to ensure it is communicated smartly and in a timely manner to the right people and entities.</p> <p>3.2.2. Benchmarking progress towards the Sustainable Development Goal 7 objectives and, where needed, advocating for targeted action amongst leaders to make this a reality.</p> <p>3.2.3. Amplifying the voices of the energy poor, women and girls, and other stakeholders to support a just transition.</p> <p>3.2.4. Telling stories of success, what is working well and is being taken to scale, where the innovations in policy, technology, business or finance are underway, and who is benefitting.</p> <p>3.2.5. Connecting stakeholders to each other and to solutions in areas of common interest.</p>
<p>3.3. Measurement of SEforALL performance against its objectives is outlined in Business Plans and Work Plans and reported on regularly.</p>
<p>3.4. The necessary financial means shall be assured by:</p> <p>3.4.1. Voluntary private and public contributions;</p> <p>3.4.2. Proceeds from SEforALL’s activities;</p> <p>3.4.3. Donations, collections and grants;</p> <p>3.4.4. Earnings out of SEforALL’s assets.</p>
<p>3.5. The funds of SEforALL may only be used for purposes set forth in the Statutes of SEforALL. Members of any bodies of SEforALL shall have no entitlement to any profits of SEforALL nor to any profits derived from SEforALL’s activities. No person may receive any benefits which are not strictly in line with SEforALL’s statutory objectives.</p>
<p><b>4. BODIES</b></p>
<p>4.1. The bodies of SEforALL are the Administrative Board (Articles 5-6), the Chief Executive Officer (Article 7) and the Auditor (Article 8).</p>
<p>4.2. No member of a body of SEforALL may receive any benefits which are not strictly in line with SEforALL’s statutory purpose or are not within the boundaries set out by the SEforALL statutes or within applicable law.</p>
<p><b>5. ADMINISTRATIVE BOARD</b></p>
<p>5.1. The Administrative Board is the supreme body of SEforALL.</p>
<p>5.2. The members of the Administrative Board are appointed by the Administrative Board. Serving on the Administrative Board is not remunerated.</p>

5.3. The Administrative Board consists of legal persons and at least two natural persons. The Administrative Board members shall carry out their duties in the interest of SEforALL.

5.4. The Administrative Board:

5.4.1. Supervises SEforALL's general affairs and its business;

5.4.2. Chooses a Chair and Vice-Chair from amongst Board members; the Chair may represent SEforALL in selected matters laid out in these Statutes and in the Rules of Procedures set for SEforALL by the Board;

5.4.3. Decides on the appointment of the Chief Executive Officer and oversees her/his performance.

5.4.4. Decides on the appointment of the Auditor;

5.4.5. With a two thirds majority, decides on amendments of the Statutes of SEforALL in line with SEforALL's statutory purpose and within the boundaries of Austrian Law.

5.4.6. Upon proposal from the Chief Executive Officer, decides on the policies for the operations of SEforALL;

5.4.7. The Administrative Board is furthermore charged with all the duties entrusted to it by law and by these statutes.

5.5. The Administrative Board sets itself up as it sees fit in its sole and unrestricted discretion, including but not limited to by way of passing rules of procedure for the Administrative Board, the setting up of sub-committees and/or other bodies or advisory councils to SEforALL.

5.6. The Administrative Board takes decisions as it sees fit, within the boundaries of these statutes. Its decisions may not be inconsistent with Austrian Law or these statutes.

## **6. MEETINGS OF THE ADMINISTRATIVE BOARD**

6.1. An Annual General Meeting of the Administrative Board shall be held in the second quarter of every fiscal year.

6.2. Further meetings of the Administrative Board may be held as the Chair of the Administrative Board sees fit or as is otherwise provided in these Statutes.

6.3. Any member of the Administrative Board may call for an extraordinary meeting with the support of a two thirds majority of other members of the Board. The Chair of the Administrative Board or another member delegated by him/her shall call such a meeting of the Administrative Board without undue delay.

6.4. The Annual General Meeting shall be convened by the Chair of the Administrative Board or by such person appointed by him/her. The convocation shall be made in text form (e.g. via letter, fax, email) with at least one month prior notice. Other meetings of the Administrative Board may be convened either by the Chair or the Vice-Chair of the Administrative Board or the Chief Executive Officer.

6.5. At least four weeks in advance of the Annual General Meeting, the Chief Executive Officer shall provide the Administrative Board with the audited accounts of SEforALL. The Auditor shall be available, either physically or by electronic means, to the Administrative Board at its Annual General Meeting.
6.6. Meetings of the Administrative Board may be conducted by video conference, telephone conference, or in person.
6.7. Meetings of the Administrative Board are presided over by the Chair of the Administrative Board or in her/his absence the Vice-Chair of the Administrative Board.
6.8. At meetings of the Administrative Board, each Administrative Board Member shall be entitled to cast one vote. All decisions of the Administrative Board shall normally be reached by consensus, in the absence of that, by a minimum two thirds majority. Abstentions shall not be counted in calculating the outcome of a vote. 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.)
<b>7. CHIEF EXECUTIVE OFFICER</b>
7.1. The Administrative Board appoints the Chief Executive Officer after consultation with the UN Secretary-General and the World Bank Group President as co-chairs for the advisory Committee.
7.2. The Chief Executive Officer is ex officio a member of the Administrative Board
7.3. The Chief Executive Officer manages SEforALL in her/his own responsibility and operates the business of SEforALL in accordance with these Statutes, the resolutions of the Administrative Board and the applicable law. The Chief Executive Officer shall represent SEforALL in all legal and factual matters.
7.4. The Chief Executive Officer may hire staff as s/he sees fit in her/his sole and unrestricted discretion, in accordance with applicable laws and regulations.
7.5. The Chief Executive Officer may develop and propose for adoption to the Administrative Board policies for the operations of SEforALL.
<b>8. AUDITOR</b>
8.1. The Administrative Board shall elect an independent professional auditing company to be contracted to carry out the annual audit of SEforALL.
8.2. The auditor shall audit the accounts of SEforALL according to all proper accounting standards and with due regard to the provisions of this Statutes and any policies on financial management and accounting that may be adopted by the Administrative Board. The Administrative Board and the Chief Executive Officer shall provide the auditor with all necessary documentation and information. The auditor shall report to the Administrative Board.
8.3. The auditor cannot hold any office in SEforALL. In particular, they cannot be members of

<p>the Administrative Board, other bodies of SEforALL or staff or contractors of SEforALL. They also cannot be affiliated with or contracted by the United Nations for auditing the United Nations' accounts. The auditor is not subject to instructions.</p>
<p>8.4. The auditor shall be a certified public accounting firm and shall be appointed by the Administrative Board for a period of two years. The Administrative Board may at any time decide to dismiss the auditor. The auditor may at any time resign by written notice to the Chair of the Administrative Board. Should the term end prematurely, a substitute auditor has to be appointed without undue delay by the Administrative Board for the remaining term.</p>
<p>8.5. The auditor shall conduct an audit and submit a report to the Chief Executive Officer within the first four months of every subsequent fiscal year.</p>
<p><b>9. DISPUTE SETTLEMENT</b></p>
<p>9.1. All disputes or claims arising out of or in connection with these Statutes 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 one or three 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.</p>
<p><b>10. STATUTES</b></p>
<p>10.1. The Administrative Board may amend or change these statutes as it sees fit and within applicable laws and regulations with a two thirds majority vote.</p>
<p><b>11. DISSOLUTION OF SEFORALL</b></p>
<p>11.1. The Administrative Board may decide on the dissolution of SEforALL only with a two thirds majority vote. The Administrative Board will notify the United Nations of its decision in line with the Relationship Agreement between SEforALL and the United Nations and will dissolve SEforALL according to the terms of the Relationship Agreement. The Administrative Board shall be deemed to have decided on a dissolution of SEforALL if SEforALL has lost its status according to the Austrian Federal Act on Granting of Privileges to Non-Governmental International Organizations or the Austrian Association Law and such loss has neither been remedied nor has SEforALL re-incorporated as an association according to the Austrian Federal Law on Associations within 12 months as of the respective loss.</p>
<p>11.2. In case of dissolution, the Administrative Board shall decide upon the liquidation of any assets involved in accordance with applicable law. It shall nominate a trustee and decide how the assets shall be apportioned following the settlement of liabilities. Remaining assets shall be returned to its donors who have made cash contributions to SEforALL since it's founding, where possible and appropriate, either in full or, where assets are less than</p>

donor cash contributions made since SEforALL's founding, in relative shares ("pro rata"). Any assets existing that exceed donor contributions or for other reasons cannot be returned to a particular donor, shall be passed to a non-profit organization devoted to the same or similar purpose as SEforALL.

## **12. Partnership AGREEMENTS**

12.1. SEforALL may establish cooperative relationships with public or private entities which can contribute to its work and may enter into partnership agreements and arrangements to that regard.

12.2. Annex B of the Relationship Agreement between the United Nations and SEforALL lays out the Terms of Reference of a Coordination Committee between the UN system and SEforALL. The Committee will ensure that the activities of the UN in the area of sustainable energy for all and of SEforALL as an entity are supportive and mutually enhancing.

12.3. The Relationship Agreement between the UN and SEforALL is signed by the Chair of the Administrative Board and negotiation is led by the same.

## **13. MISCELLANEOUS**

13.1. These Statutes of SEforALL 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 these Statutes do not explicitly provide otherwise.

13.2. The German version hereof is a non-binding convenience translation. In case of doubt, the English version of these Statutes shall prevail.