



SEforALL STATUTES

Last updated and approved on 31 March 2023

TABLE OF CONTENTS

- 1. NAME, SEAT, AND PURPOSE 3
- 2. ACTIVITIES OF SEFORALL..... 3
- 3. FINANCIAL MEANS..... 4
- 4. BODIES AND MEMBERSHIP..... 5
- 5. GENERAL ASSEMBLY 5
- 6. GOVERNANCE BOARD..... 8
- 7. CHIEF EXECUTIVE OFFICER..... 9
- 8. ANNUAL FINANCIAL STATEMENTS AND EXTERNAL AUDITOR (*ABSCHLUSSPRÜFER*)10
- 9. DISPUTE SETTLEMENT10
- 10. STATUTES11
- 11. VOLUNTARY DISSOLUTION OF SEFORALL11
- 12. MISCELLANEOUS.....11

1. NAME, SEAT, AND PURPOSE

- 1.1 The name of the organization is Sustainable Energy for All Verein für nachhaltige Energie ("SEforAll Verein"), hereinafter referred to as "**SEforALL**".
- 1.2 The seat of SEforALL is in Vienna. Its charitable (*gemeinnützige*) activities extend worldwide.
- 1.3 SEforALL is made up of Members that include sovereign states and members of the United Nations as well as entities holding a legal personality and natural persons, as defined in clause 5.10.
- 1.4 The purpose of SEforALL is supporting the general public (*Förderung der Allgemeinheit*) by the promotion (*Förderung*) of climate action (*Klimaschutz*), energy transition, energy access for all, environmentally friendly and sustainable growth, creation of environmentally friendly jobs and inclusive development. SEforALL drives action and implements global agendas on Sustainable Development Goal 7 (SDG7) – access to affordable, reliable, sustainable and modern energy for all by 2030 – and the Paris Agreement on climate change to reduce greenhouse gas emissions. SEforALL supports and promotes the energy transition of countries in Africa, Asia-Pacific and Latin America and the Caribbean towards sustainable development, energy access, low-carbon economic growth, climate change mitigation and adaptation through the promotion and development of sustainable energy solutions and climate-resilient development pathways that advance the implementation of the SDG7 and the Paris Agreement.
- 1.5 In this respect, the purpose of SEforALL is to pursue exclusively (*ausschließlich*) and directly (*unmittelbar*) charitable purposes within the meaning of Sections 34 et seq of the Austrian Federal Fiscal Code (*Bundesabgabenordnung* - "**BAO**").
- 1.6 SEforALL is not a profit-making entity.

2. ACTIVITIES OF SEforALL

- 2.1 The purpose of SEforALL pursuant to clause 1.2 shall be fulfilled by conducting the following activities:
 - 2.1.1 Collect country-level data and produce broad-based knowledge documents necessary for enabling public and individual decision-making across the energy value chain by conducting SEforALL's own data analysis and making it available to the general public worldwide through all suitable means, including publication of reports and other knowledge products by SEforALL.
 - 2.1.2 Undertake technical assessments to develop tools, roadmaps, and plans that can be adopted by countries and individuals worldwide to achieve sustainable energy and climate change goals, including needs assessments for hospital electrification, geospatial data on electrification and clean cooking supply/demand, renewable energy manufacturing capabilities, sectoral carbon credit potential, as well as possibilities and needs for access to cooling in lower-middle-income countries.

SEforALL makes this information available to the general public worldwide by all suitable means.

- 2.1.3 Training, coaching and mentoring mid-career women and youth to develop technical and professional skills to help them enter or progress in the clean energy sector, provide networking opportunities and encourage greater visibility.
 - 2.1.4 Implement in-country projects to provide energy access to those facing energy poverty as well as power healthcare, and other social services facilities in Africa, Asia-Pacific, and Latin America and the Caribbean.
 - 2.1.5 Implement sustainable energy solutions, such as mini-grids, stand-alone solar systems and clean cook stoves to households and micro-, small- and medium-sized developers in Africa, Asia-Pacific and Latin America and the Caribbean.
- 2.2 SEforALL will carry out the activities under this clause 2.1 itself. The exercise of the activities under this clause 2.1 may only be carried out by a third party if this third party is under instruction of SEforALL and its activities are to be regarded as SEforALL's own activities.
- 2.2.1 SEforALL may establish cooperative relationships with international organizations, including the UN and its sub-organizations, regional development banks countries, and other charitable entities, which pursue the same or similar charitable purposes and may enter into cooperation agreements and arrangements to that regard.
 - 2.2.2 In line with sec 16 Para 2 No 3 of the Austrian Headquarters Law (*Amtssitzgesetz – "ASG"*) SEforALL has entered into a relationship agreement with the United Nations ("**UN Relationship Agreement**") on 23 December 2016 for the purpose of forming a working relationship in accordance with the terms and conditions of this UN Relationship Agreement, which is disclosed on the website of SEforALL (https://www.seforall.org/system/files/2019-04/Relationship_Agreement_UN-SEforALL.pdf).
- 2.3 Measurement of SEforALL performance against its objectives is outlined in multi-year Strategy and Business Plans as well as annual Work Plans. These are annually reported on to the General Assembly and the Governance Board as well as published to the wider stakeholder base of the organization.

3. FINANCIAL MEANS

- 3.1 The necessary financial means shall be assured by:
 - 3.1.1 Voluntary private and public contributions;
 - 3.1.2 Reimbursement of expenses incurred upon the delivery of SEforALL's activities: For the avoidance of doubt, the term reimbursements means the provision of funds by donors that are released to SEforALL upon confirmation on expenses already incurred (e.g. by providing receipts on procurement, travel or similar) or upon achievement of certain milestones;

- 3.1.3 Donations, collections and grants;
- 3.1.4 Proceeds of disposing of SEforALL's assets, interest earned on retained funds, etc.
- 3.2 Financial means shall be applied only for the exclusive purposes as set forth in the Statutes of SEforALL to provide:
 - 3.2.1 Structural funding of SEforALL;
 - 3.2.2 Should any random profits arise for SEforALL, such random profits shall be exclusively used for the purpose (as per clause 1.2) and activities (as per clause 2.1) of SEforALL.

4. BODIES AND MEMBERSHIP

- 4.1 The bodies of SEforALL are the General Assembly (*Generalversammlung*) (clause 5), the Governance Board (*Vorstand*) (clause 6), and the Chief Executive Officer (clause 7). The Governance Board and the Chief Executive Officer together constitute the governing body (*Leitungsorgan*) of SEforALL.
- 4.2 Members of any bodies of SEforALL shall have no entitlement to any profits of SEforALL nor any random profits derived from SEforALL's activities. 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 these Statutes or within applicable law.

5. GENERAL ASSEMBLY

- 5.1 The General Assembly is the supreme body of SEforALL. It consists of all members of SEforALL (the "**Members**").
- 5.2 In addition to the powers assigned to it elsewhere in these Statutes or by law, the functions of the General Assembly are:
 - 5.2.1 the approval of the amendment of the Statutes upon a proposal by the Governance Board;
 - 5.2.2 the approval and adoption of the rules of procedure of the General Assembly;
 - 5.2.3 the approval of the rules of procedure of the Governance Board upon a proposal by the Governance Board;
 - 5.2.4 the approval of the annual financial statements of SEforALL;
 - 5.2.5 the appointment of the external auditor of SEforALL upon a proposal by the Governance Board;
 - 5.2.6 the approval of the admission of new Members and the removal, or suspension, of existing Members upon a proposal by the Governance Board;
 - 5.2.7 the appointment and discharge of the Members of the Governance Board; and
 - 5.2.8 the resolution on the dissolution of SEforALL upon a proposal by the Governance Board.

- 5.3 The General Assembly shall meet at least once per year for the purpose of holding the annual general meeting ("**AGM**") in the second quarter of each fiscal year at SEforALL's headquarters in Vienna, Austria.
- 5.4 Additional meetings of the General Assembly (extraordinary general assembly meetings, "**EGM**") (i) may be called in by the Governance Board at any time and (ii) must be called in by the Governance Board without undue delay at the request of at least 10% of the Members.
- 5.5 Notice of a meeting of the General Assembly shall be given by the Governance Board to the Members in text form (e.g. letter, fax, e-mail) with at least one-month notice for the AGM and at least two weeks notice for an EGM. The convocation of a meeting of the General Assembly shall state the date and place of the meeting and the agenda. Proposals for additional agenda items may be made by any Member in text form (e.g. letter, fax, e-mail) to the Governance Board not later than one week before the date of the meeting of the General Assembly. General Assembly resolutions – except for General Assembly resolutions on the convocation of an EGM and written resolutions – can only be passed on items having been on the agenda. A meeting of the General Assembly may be held regardless of the fulfilment of formalities for the convocation if all Members are present and agree to such procedure.
- 5.6 General Assembly resolutions may also be adopted in writing (by circular resolution), if no Member objects to this form of voting.
- 5.7 Members have the right to participate in the General Assembly and to exercise their voting rights. Members who are unable to personally attend a meeting of the General Assembly may exercise their voting right via telephone, online, video conference or similar means or may grant power to another Member for a specific meeting. Participation in this manner constitutes presence at a meeting.
- 5.8 The Chairperson of the Governance Board shall preside over the meeting of the General Assembly. In the absence of the Chairperson, the Vice-Chairperson of the Governance Board shall preside.
- 5.9 Unless otherwise stipulated in these Statutes or by mandatory law, General Assembly resolutions shall be adopted by a simple majority of votes cast. Abstentions shall not be counted in the calculation of the voting results.
- 5.10 At least one month prior to the AGM, the Governance Board shall make available to the General Assembly the audited financial statements of SEforALL, along with a proposal for the appointment of the External Auditor for the following year. The external auditor shall be available to the Members at the AGM, either physically or virtually.
- 5.11 At the AGM, Members shall be informed by the Governance Board and the Chief Executive Officer about SEforALL's prior year activities and performance, as well as future strategy. The Members shall receive this information at least one month in advance of the AGM. If at least one-tenth of the Members request this information between AGMs, the Governance Board shall provide reasonable information to all Members within four weeks of the date of receipt of the request. Every Member is also entitled to demand the delivery of the Statutes of SEforALL from

the Chief Executive Officer.

- 5.12 Subject to clauses 5.15 and 5.16, Members may be all sovereign states that are members of the United Nations, multilateral development banks/ international financial institutions/international organizations, private sector entities, financial institutions, and natural persons that support SEforALL's purpose, and are willing to contribute to its funding and the execution of its mandate.
- 5.13 The Governance Board shall submit proposals to the General Assembly for (i) the admission of new Members and (ii) the appointments and discharge of Members of the Governance Board for the consideration and decision of the General Assembly.
- 5.14 The Members are expected to support the goals and interests of SEforALL, and they are obligated to comply with the Statutes of SEforALL and the resolutions of SEforALL's bodies as well as any applicable laws and regulations. They shall refrain from any behaviour potentially detrimental to the reputation and purpose of SEforALL.
- 5.15 SEforALL shall have three types of Members:
 - 5.15.1 States, International Organizations or institutions which almost exclusively fulfil the functions of States or International Organizations, including international or regional development banks and other international financial institutions, provided that they qualify as International Organizations within the meaning of Sec 16 Para 2 No 2 in connection with Sec 2 No 2 ASG ("**Type A Members**");
 - 5.15.2 Legal entities, such as private sector entities that are not international organizations or institutions within the meaning of 5.15.1 ("**Type B Members**"); and
 - 5.15.3 Natural persons ("**Type C Members**").
- 5.16 At all times, it shall be safeguarded that Type A Members (i) either constitute the majority of the Members of SEforALL or (ii) finance at least 25% of the organization through the contribution of equity and payments, whereby fees for services are not to be taken into consideration.
- 5.17 Members shall have the right to terminate their membership by providing a notice of withdrawal to the Chairperson of the Governance Board one month before its intended membership termination date. Such notice shall include a statement of the reasons for withdrawal and shall become effective at the date indicated in the notice. The withdrawing Member shall fulfill all financial obligations to SEforALL up to the effective date of withdrawal. The withdrawing Member shall also cooperate with SEforALL in settlement of any other outstanding obligations that arise from its membership. The withdrawal of a Member shall not affect the rights and obligations of SEforALL and its remaining Members.
- 5.18 The General Assembly may at any time remove or suspend a Member upon a proposal by the Governance Board for an important reason, such as acting materially contrary to the objectives or interests of SEforALL.

6. GOVERNANCE BOARD

- 6.1 The Governance Board shall be the governing body of SEforALL. The Governance Board shall have the powers and the authority to direct and control the business, property and affairs of SEforALL to the extent such powers and authority are not vested to the General Assembly under these Statutes or applicable law or transferred to the Chief Executive Officer, other officers or senior or other staff members in accordance with these Statutes.
- 6.2 The Governance Board shall consist of at least three members. The members of the Governance Board shall be appointed by the General Assembly for a term of three years, with the possibility of a single reappointment, for a maximum of six consecutive years.
- 6.3 The Governance Board shall appoint a Chairperson and a Vice-Chairperson of the Governance Board from among its Members with a majority of two-thirds of votes cast.
- 6.4 The Chairperson of the Governance Board and the Chief Executive Officer shall each have the power of representation of SEforALL vis-à-vis third parties.
- 6.5 The non-executive Members of the Governance Board shall not be remunerated for their services.
- 6.6 The Governance Board shall have overall responsibility that the activities of SEforALL are conducted in accordance with these Statutes and the applicable laws and regulations. In case of conflict, the applicable laws and regulations shall prevail. The members of the Governance Board shall fulfil their legal and statutory duties in the best interest of SEforALL.
- 6.7 The functions of the Governance Board include:
- 6.7.1 providing direction and overseeing SEforALL's general affairs and operations;
 - 6.7.2 the approval of the multi-year strategy and Business Plan, as well as the annual Work Plan and budget;
 - 6.7.3 the appointment of the Chief Executive Officer and overseeing her/his performance;
 - 6.7.4 considering and approving the operational policies of SEforALL;
 - 6.7.5 the decision on all other matters outside the ordinary course of business or of fundamental importance.
- 6.8 Unless otherwise provided for in these Statutes or the Rules of Procedure for the Governance Board, the Governance Board shall have a quorum if at least two-thirds of its members are present in the Governance Board meetings, and shall decide with a simple majority of votes cast. In the case of a parity of votes, the Chairperson of the Governance Board shall have the casting vote.
- 6.9 The resolutions by the Governance Board may also be adopted in writing (circular resolution) if no member of the Governance Board objects to this form of voting.
- 6.10 The Governance Board shall regularly hold meetings as required by the affairs of SEforALL or otherwise in the interest of SEforALL. A meeting of the Governance Board may be called in at any time by any member of the Governance Board.
- 6.11 The Chairperson, or in his/her absence, the Vice Chairperson of the Governance Board, shall preside over all meetings of the Governance Board..
- 6.12 Meetings of the Governance Board may take place outside of Austria and also via telephone,

online, video conference or similar means, if no member of the Governance Board objects to this form of participation and voting. A member of the Governance Board who is unable to personally attend a meeting of the Governance Board may exercise his or her voting rights via telephone, online, video conference or similar means or may grant power of representation to another member of the Governance Board for a specific meeting. Participation in this manner constitutes presence at a meeting.

- 6.13 The Governance Board shall have the power to create committees and sub-committees of the Governance Board, as well as other bodies and/or advisory councils to SEforALL, as it deems necessary, to assist it in the achievement of organizational objectives and performance. The composition, mandate, and procedures of such committees shall be determined by the Governance Board, and committee members shall be appointed by the Chairperson of the Governance Board.
- 6.14 The General Assembly may at any time remove or suspend a member of the Governance Board for an important reason, such as the material inability of or inability to fulfil its duties, acting contrary to the objectives or interests of SEforALL or opening of insolvency proceedings against the respective member of the Governance Board.
- 6.15 Rules of Procedures may be established for the Governance Board. The Rules of Procedures shall be prepared by the Governance Board, but require approval by the General Assembly.

7. CHIEF EXECUTIVE OFFICER

- 7.1 The Governance Board shall appoint the Chief Executive Officer of SEforALL (**CEO**) by a two-thirds majority. The term of office of the Chief Executive Officer is five (5) years. Re-election is possible for one term. If there is a proposal of the UN Secretary-General for the CEO, such proposal must be taken into due consideration by the Governance Board.
- 7.2 The Chief Executive Officer is an ex-officio member of the Governance Board, but may not vote on matters presented for the decision of the Governance Board.
- 7.3 The Chief Executive Officer has the task of managing SEforALL on his/her own responsibility and conducting the affairs of SEforALL in accordance with these Statutes, the resolutions of the General Assembly and the Governance Board, and the applicable laws and regulations. The Chief Executive Officer has the right to represent SEforALL in all legal and factual matters.
- 7.4 The Chief Executive Officer shall focus on the exclusive and direct fulfilment of the non-profit purpose of SEforALL in accordance with the provisions set forth in these Statutes. He/she shall execute the multi-year strategy and business plan as well as the annual workplan and budget, as approved by the Governance Board in accordance with clause 6.7.2.
- 7.5 The Chief Executive Officer shall head the staff and, under the control and direction of the Governance Board, shall be responsible for conducting the business of SEforALL. The Chief Executive Office shall organize the staff and shall appoint and dismiss members of the staff in accordance with regulations and policies adopted by the Governance Board.
- 7.6 To the extent permitted by law, the Chief Executive Officer may propose to the Governance Board the delegation of the exercise of the Chief Executive Officer's powers and/or duties under these Statutes to designated employees. Such delegations require the approval of the Governance Board and may be revised from time to time. The Governance Board shall maintain a register of delegations (i.e., Authority Matrix), and the register shall be reviewed by the

Governance Board at least once each fiscal year.

8. ANNUAL FINANCIAL STATEMENTS AND EXTERNAL AUDITOR (Abschlussprüfer)

- 8.1 The Chief Executive Officer, under the oversight of the Governance Board, shall prepare the annual financial statements (*Aufstellen des Jahresabschlusses*) for SEforALL as required by law.
- 8.2 The annual financial statements shall be audited by an external auditor.
- 8.3 Upon proposal by the Governance Board, the external auditor shall be appointed by the General Assembly for a period of one (1) year, which may be renewable for a maximum of five (5) consecutive years. The appointment of the external auditor shall take place before the end of each respective fiscal year.
- 8.4 The external auditor must fulfill all requirements stipulated by law and be independent (*unabhängig*) and unbiased (*unbefangen*). The external auditors may not exercise any business and/or operational function at SEforALL. In particular, the external auditor must not be a member of any of SEforALL's governing bodies. Moreover, the external auditor may not undertake any services that are, either directly or indirectly, related to the audit activities.
- 8.5 The General Assembly may decide to dismiss the external auditor at any time, and the external auditors may resign at any time by giving written notice to the General Assembly. In both these events, the General Assembly shall immediately appoint a replacement external auditor upon the proposal of the Governance Board.
- 8.6 The external auditor shall conduct the audit (*Abschlussprüfung*) in accordance with all applicable statutory provisions and shall submit a report with an opinion to the Governance Board within the first four months of every subsequent fiscal year. The Governance Board shall then present the External Auditor Report to the General Assembly at the AGM who shall decide on the approval of the annual financial statements (*Feststellung des Jahresabschlusses*).

9. DISPUTE SETTLEMENT

- 9.1 All disputes arising from membership in SEforALL or membership in a corporate body of SEforALL shall, in the first instance, be resolved by an Internal Dispute Resolution Panel, which is a mediation panel (*Schlichtungseinrichtung*) and not an arbitration tribunal.
- 9.2 The Internal Dispute Resolution Panel is composed of three persons who shall not be a member of any other body of SEforALL, whose activities are the subject matter of the dispute, with the exception of the General Assembly. The Internal Dispute Resolution Panel shall be formed in such a way that each party to the dispute nominates one person to the Panel, whereby the Governance Board must nominate the second member if it is itself or SEforALL is the other party to the dispute. The Chairperson of the Internal Dispute Resolution Panel shall be appointed by the two nominated members within two weeks, otherwise the Chairperson shall be chosen from

the persons suggested by the nominated members of the Panel by the lot.

- 9.3 The parties to the dispute shall be granted a hearing with the participation of all parties to the dispute. The members of the dispute resolution panel shall be independent and unbiased.
- 9.4 Any dispute, controversy or claim between any Type A Member or Type B Member and SEforALL arising out of or relating to this Statutes or membership in SEforALL, which is not settled within six months in accordance with clauses 9.1. to 9.3 above, shall be finally settled by arbitration in accordance with the UNCITRAL Rules for International Arbitration. The number of arbitrators shall be three. The language to be used in the arbitration proceedings shall be English. The place of the arbitration shall be Vienna, Austria.

10. STATUTES

- 10.1 The General Assembly may amend or modify these Statutes upon a proposal by the Governance Board within the framework of applicable laws and regulations by a two-thirds majority of votes cast.

11. VOLUNTARY DISSOLUTION OF SEforALL

- 11.1 The General Assembly is the only body that can decide to dissolve SEforALL. The decision for dissolution has to be approved by at least two-thirds of the Members present or represented at a duly constituted meeting of the General Assembly upon a proposal by the Governance Board.
- 11.2 The Chairman of the Governance Board shall notify the United Nations of a decision of the General Assembly to dissolve SEforALL in accordance with the UN Relationship Agreement between SEforALL and the United Nations.
- 11.3 In the event of dissolution, the General Assembly shall appoint a trustee (*Abwickler*). Any remaining assets shall go to a charitable organization pursuing similar objectives.

12. MISCELLANEOUS

- 12.1 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 if and to the extent these Statutes do not explicitly provide otherwise. In case of conflict, the Austrian law shall prevail.
- 12.2 Should individual provisions of these Statutes be ineffective or become ineffective after conclusion of the Statutes, the effectiveness of the remaining provisions of the Statutes shall remain unaffected. The invalid provision shall be replaced by a valid provision whose effects come as close as possible to the economic objective pursued by the contracting parties with the invalid provision. These principles shall apply accordingly in the event that the Statutes prove to be unenforceable or incomplete.

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