

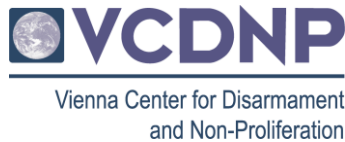
# **Governing Statute of the Vienna Center for Disarmament and Non-Proliferation (VCDNP)**

## **§ 1 Preamble**

This statute establishes the Vienna Center for Disarmament and Non-Proliferation (VCDNP) as a non-governmental and non-profit international organization. In doing so, it describes the governance, structure, functions, objectives, and other essential characteristics of VCDNP.

## **§ 2 Name, Abbreviation, and Logo**

The Organization's name is the Vienna Center for Disarmament and Non-Proliferation abbreviated to VCDNP. Its official logo appears below.



## **§ 3 Founding Organizations and Legal Status**

The VCDNP is established by the James Martin Center for Nonproliferation Studies (JMCNS), Monterey Institute of International Studies (MIIS), and Middlebury College, in coordination with the Federal Ministry for European and International Affairs, the Republic of Austria.

The JMCNS is a research center within MIIS, a graduate school of Middlebury College. Middlebury College is a non-profit tax-exempt organization in the United States under section 501 (c) (3) of the U.S. Internal Revenue Code.

The VCDNP has legal presence and a physical office in Vienna, Austria. It was granted the status of an International Non-Governmental Organization (INGO) by the Federal Ministry for European and International Affairs of the Republic of Austria under the the

Austrian Law on NGOs BGBl Nr. 174/1992. Ordinance GZ: BMeiA-N9.8.19.12/0034-I.2/2010 from December 23, 2010.

## **§ 4 Objectives and Activities**

The objectives of VCDNP are: 1) to further international peace and security, in particular, nuclear security through disarmament and nonproliferation measures; and 2) to further international discourse, education, and training on disarmament and nonproliferation.

It is exclusively not-for-profit.

The above objectives are to be achieved through the following activities:

- Conferences, seminars and other meetings to foster result-oriented dialogue among international organizations, governments, non-governmental experts, scholars, and civil society;
- Educational and training programs for professionals, faculty members, students, journalists, and the broader public from various countries;
- Research and analysis of disarmament and nonproliferation issues and the dissemination of findings ;
- Partnership with international, non-governmental, and academic institutions and organizations in Austria and other countries in achieving the aforementioned objectives and promoting dialogue, education, research, and analysis.

## **§ 5 Duration**

VCDNP shall exist in perpetuity, unless dissolved as provided in Article 15.

## **§ 6 Vision and Mission**

The mission of VCDNP is to promote disarmament and nonproliferation by providing a platform for dialogue, education, training, and research and engaging international organizations, governments, the non-governmental sector, academe, journalists, as well as civil society in these activities.

The VCDNP operates in line with the objectives and benefits from and contributes to the activities and programs in the area of disarmament and nonproliferation of the JMCNS, MIIS, Middlebury College, and cooperates in the above mentioned activities with the Federal Ministry for European and International Affairs, Republic of Austria, the International Atomic Energy Agency, the Comprehensive Test Ban Treaty Organization, and other international organizations in Vienna, Austria and Europe active in the area of nuclear disarmament, nonproliferation, and international security.

## § 7 Organizational Structure

VCDNP is headed by the Executive Director appointed by the Director of the JMCNS /MIIS.

### The Executive Director

The duties and functions of the Executive Director consist of the following:

- The Executive Director is responsible for the day-to-day management of the Organization and for establishing and implementing all internal and operational procedures to ensure the effective and efficient functioning of the Organization.
- The Executive Director reports to and acts under the direction of the Director of the James Martin Center for Nonproliferation Studies and in accordance with all operational procedures of the Monterey Institute of International Studies and Middlebury College.
- The Executive Director is responsible for all financial and management information relating to the Organization and for providing JMCNS, MIIS, and Middlebury College with such information as they deem necessary.
- The Executive Director has the authority to represent the Organization in deliberations with third parties and may conclude contracts with the approval of appropriate CNS, MIIS, and Middlebury College authorities.

### The Advisory Board

The Advisory Board shall provide programmatic guidance to the Executive Director.

The Advisory Board shall include but is not limited to the Director of the James Martin Center for Nonproliferation Studies (Chair of the Board), the President or his/her representative of the Monterey Institute of International Studies, the President or his/her representative of Middlebury College, the Director for Disarmament, Arms Control, and Non-Proliferation of the Federal Ministry for European and International Affairs of Austria or his/her representative, and one or more representatives from academic, international organizations, or other organizations in Austria. Members of the Advisory Board from non-founding organizations shall be selected by the Director of the James Martin Center for Nonproliferation Studies in consultation with the Executive Director of the VCDNP and the Director for Disarmament, Arms Control, and Non-Proliferation of the Federal Ministry for European and International Affairs of Austria. The Executive Director of the VCDNP shall be an ex-officio member of the Advisory Board.

## **§ 8 Staffing**

VCDNP staff members are employees and interns of or contractors for Middlebury College. Staff members will be hired through normal Monterey Institute of International Studies hiring procedures and in accordance with the U.S. and Austrian laws and labor regulations.

## **§ 9 Sources of Funding**

VCDNP operations and activities shall be funded through grants, contracts, donations, and similar contributions from philanthropic foundations, governments, international organizations, private individuals, and corporate bodies.

## **§ 10 Accounting and Auditing**

Middlebury College has responsibility for financial accounting and auditing of the VCDNP operations. A Certified Public Accountant to act as financial auditor will be designated by Middlebury College.

## **§ 11 Liability**

Employees and interns of the JMCNS, MIIS or Middlebury College employed at VCDNP, including the Executive Director, where acting on behalf of VCDNP, shall be entitled to be indemnified by Middlebury College against all costs, charges, losses, expenses, and liabilities incurred by him/her in the execution and discharge of his/her duties or in relation thereto other than those caused by gross negligence, fraud, or willful misconduct of the respective employee or intern.

Middlebury College shall purchase and maintain insurance for the benefit of any persons who are or were at any time the Executive Director of the VCDNP or employed at the VCDNP, including insurance against liability incurred by such persons in the actual or purported execution of their duties and/or exercise of their powers in relation to VCDNP.

## **§ 12 Fiscal Year**

The fiscal or financial year of VCDNP shall begin on the first of July of each year.

## **§ 13 Applicable Laws and Courts**

VCDNP is constituted as an operational unit of a US non-profit organization with a legal presence in Vienna, Austria, and applies to obtain legal status as an international non-governmental organization in Austria. The objectives and activities of VCDNP are international in scope with the majority of activities and operations occurring in Austria. Any dispute involving VCDNP shall be resolved by a court having jurisdiction over the dispute unless the parties to the dispute stipulate another forum in accordance with the relevant domestic laws.

## **§ 14 Dissolution**

The voluntary dissolution of VCDNP can only be decided by mutual consent of the Middlebury College, Monterey Institute of International Studies, and the James Martin Center for Nonproliferation Studies.

## **§ 15 Liquidation**

In the event of dissolution, VCDNP will ensure that any assets or money in its possession will be properly managed, returned, and allocated in accordance with management procedures, contractual commitments, and stakeholder agreements.

Equipment and furniture supplied at the establishment of VCDNP by the Federal Ministry of European and International Affairs of Austria will be returned to the Ministry. Equipment and furniture provided by Middlebury College will be sold and the proceeds returned to the College.

## **§ 16 Modifications and Amendments to the Statute**

The Statute may be amended only by the mutual agreement of the founding organizations—Middlebury College, Monterey Institute of International Studies and the James Martin Center for Nonproliferation Studies. Before amending the Statute the Federal Ministry of European and International Affairs, Republic of Austria, shall be consulted. The amended and modified Statute remains valid as long as its modifications and amendments remain consistent with the underlying principles of the VCDNP establishment and operations and are in accordance with the provisions of the act on privileges of an international non-governmental organization under the Austrian Federal Act BGBl No. 174/1992 and its status and privileges under the US laws as they apply to Middlebury College and its operational units and programs.