

Statutes Ban Ki-moon Foundation

(August 2025)

1. NAME, SEAT, BUSINESS YEAR

1.1. The Ban Ki-moon Foundation (“**BKMF**”) is a non-profit Association established under Austrian Law. It aims to evolve to and retain the Status of a Quasi-International Organization under Austrian Law.

1.2. The seat of the Ban Ki-moon Foundation is in Vienna. Its non-profit activities extend worldwide.

1.3. The business year of the Ban Ki-moon Foundation shall be the calendar year. The first business year is a short business year.

2. OBJECTIVES

2.1. The activities of the Ban Ki-moon Foundation are exclusively in the public interest and non-profit. The Ban Ki-moon Foundations’ vision is to transform our world towards a more sustainable future by promoting partnerships and inspiring future generations to transformative action for global citizenship. All people have a stake in advancing the urgent and universal goals of ending poverty, transforming lives and protecting the planet. The activities of the Ban Ki-moon Foundation shall contribute to living up to the responsibility of saving succeeding generations from the scourge of war and extremism, in reaffirming faith in fundamental human rights, in the dignity and worth of the human person, in the equal rights of men and women and of nations large and small, and to establishing conditions under which justice and respect for the obligations arising from treaties and other sources of international law can be maintained while promoting social progress, actively contributing to the protection and the climate and better standards of life in larger freedom.

2.2. In 2015, the international community reached historic milestones including in particular the adoption of the 2030 Agenda for Sustainable Development and the Paris Agreement on Climate Change. These two frameworks reflect long-term intergenerational commitments: politically, economically, socially and environmentally. They point to recognition that the challenges faced by the world are growing more complex, interconnected and cross-cutting and solutions must be comprehensive. The solutions to global challenges benefit from the mindset of global citizenship and the participation of everyone. Solutions need to empower those who are often not yet part of the decision-making process, especially women and the youth. Global challenges, such as the climate crisis, cannot exclusively be addressed through traditional efforts of the UN, its organizations, Member States and non-governmental organizations alone. In addition, they require the global mobilization of world leaders, decision-makers, international organizations, civil society, ordinary citizens and youth. The Foundation will therefore pursue collaborative efforts, including with the commitment and engagement by people around the globe and supportive of and in close cooperation with relevant international organizations, including some UN affiliated and various UN

organizations like UNESCO, the UNFCCC, UN Academic Impact, UN Global Compact and the UN Foundation.

2.3. The Foundation will commence its work by leveraging partnerships, focusing on three key areas:

Leadership. Advocacy. Education

- Leadership for instilling peace and the Sustainable Development Goals and the Paris Climate Agreement
- Advocacy to empower women and the youth and
- Education for global citizens

By leveraging existing partnerships and capacities, the Foundation will facilitate at all levels transformative action on these pressing issues of global concern, by not duplicating but by complementing ongoing efforts.

2.4. The BKMF is a non-profit association that evolved into a Quasi-International Organization and pursues exclusively and immediately charitable purposes, in particular within the meaning of Sections 34 *et seq* of the Austrian Federal Fiscal Code. The BKMF serves the general public and not its members. It does not aim at profits and does not pursue its own economic interests. The funds of the BKMF may only be used for purposes set forth in the Statutes. Members of the BKMF shall have no entitlement to any profits of the BKMF or derived from BKMF's activities and shall not be granted any other allowances in their capacity as members of the BKMF. No person may receive any benefits which are not strictly in line with the BKMF's statutory objectives.

3. MEANS FOR THE ATTAINMENT

3.1. The objectives of the BKMF shall be achieved through the activities and financial means as set out in sections 3.2, 3.3, 3.4, and 3.5 below. Further the BKMF shall work closely with partner offices *inter alia* in Korea, in the US and other potential countries, which shall support the activities of the Ban Ki-moon Foundation in Vienna if deemed desirable.

3.2. The BKMF will carry out its activities in consultation with and reliance upon one or more eminent person(s), partners, and primary implementing organizations.

3.3. The concept of global citizenship will be a core vehicle to promote partnership through educating and inspiring future generations to look beyond national boundaries and narrow interests to support solutions to today's global challenges. It will serve as a stimulus for the global mobilization of resources and will power. As an ever-evolving concept global citizenship necessitates a variety of partnership approaches: top-down, coalition building and bottom-up. By leveraging existing partnerships and capacities, global citizenship will facilitate transformative action at all levels. The Foundation will not reinvent the wheel but will build upon existing structures and networks in order to create new synergies. These efforts should specifically target youth, as leaders of the future, as well as women, who still are underrepresented in decision-making structures.

3.4. For its various activities, the Foundation and its partners will develop a Theory of Change and a strategic plan. By the virtue of engagement of a multitude of partners, including high-level public figures, donors, intellectuals and civil society and youth, this Theory of Change and strategic plan will embody some of the most important notions of global citizenship. The Theory of Change will serve as a basis for the Foundation's activities and mapping the goals for the practical application of programs with measurable objectives and results to be achieved by the Foundation and its partners. The objectives of the BKMF may be achieved *inter alia* through the following activities, always provided that they are in line with the Theory of Change, these Statutes and all applicable laws and regulations:

Leadership for instilling peace and protecting the environment

- Create and implement a Theory of Change and strategic plan together with leaders and eminent multi-stakeholders for the Ban Ki-moon Foundation as the basis for the Foundation's programs with measurable objectives;
- Mobilize global leaders and work with young leaders to instill concepts of peace, protection of the environment and global citizenship and hold inclusive leadership conversations;
- Engage in awareness raising and confidence building for international peace and security; and for protecting the environment

Advocacy for empowering youth and women

- Engage in educational and empowerment projects to build leadership and entrepreneurship in youth and/or women, in reference to the Sustainable Development Goals and the Paris Climate Agreement;
- Dedicate online and social media campaigns to support global citizenship values;
- Convene thematically relevant events on Global Citizenship, the Sustainable Development Goals and the Paris Climate Agreement;
- Engage youth in essay/artwork contests on what global citizenship means in today's world;
- Promote partnerships and coalition building for global citizenship issues (primarily in the framework of the Sustainable Development Goals and the Paris Climate Agreement) to advocate youth and women empowerment effectively and creatively;
- Support conferences/events/workshops based on the values of global citizenship, youth and women empowerment;

Education for global citizenship

- Support scholarships and fellowships for global citizenship, while encouraging academic institutions to integrate global citizenship issues in their curricula and programs and online courses;
- Assist in the implementation of relevant UNESCO initiatives and programs';
- Counter discrimination of youth and women and its consequences through concrete work on education
- Support capacity building activities for teachers and educators in the topics of Global Citizenship, the Sustainable Development Goals, as well as the protection of the climate and the environment
- Facilitate intergenerational exchange between youth and established decision

makers around the topics of Global Citizenship, the Sustainable Development Goals, as well as the protection of the climate and the environment

3.5. The necessary financial means shall be assured by:

3.5.1. Voluntary private and public contributions;

3.5.2. Proceeds from the BKMF's activities;

3.5.3. Donations, collections and grants;

3.5.4. Earnings out of the BKMF's assets.

4. MEMBERS AND MEMBERSHIP ADMISSION

4.1. Any legal person or physical person may apply to become a Member of the BKMF. Applications to become a Member shall be addressed to the Secretariat and are subject to approval by the Board.

4.2. The membership shall begin by accession to the BKMF. Upon application by a prospective member, the Board shall decide, in its sole and unrestricted discretion, on the application of such member and, in its sole and unrestricted discretion, whether such member shall be admitted. The decision of the Board shall be final and binding upon such member.

4.3. Any legal person or physical person may participate in the BKMF Meeting of Members and Board meetings not as a member but as an observer upon admission by the Board, which shall decide, in its sole and unrestricted discretion, on the application of a prospective observer. The decision of the Board shall be final and binding upon such observer. The observers shall have the right to participate and speak at the Meeting of Members and on the meeting of the Board, but they shall not have the right to vote.

5. TERMINATION OF MEMBERSHIP

5.1. Member status terminates automatically upon loss of legal personality in case of a legal person, death of a physical person or upon the dissolution of the BKMF, as well as in case of cancellation by or the exclusion of a member.

5.2. Members may resign from membership of the BKMF by giving written notice to the Secretariat.

5.3. The Board shall have the power to expel a member if the member persistently or grossly violates its obligations under these Statutes. The resolution shall not require any specific reasons. The resolution shall be final and binding. The exclusion shall be effective upon the resolution of the Board.

5.4. Sections 5.1 through 5.3 shall apply *mutatis mutandis* to observers.

6. RIGHTS AND DUTIES OF MEMBERS

6.1. Members are entitled to attend events of the BKMF; however, the Board may limit participation in events. Furthermore, members are entitled to participate in the Meeting of Members, however only the voting members are entitled to vote in the Meeting of Members.

6.2. The members are obligated to support the goals and interests of the BKMF as well as to comply with the Statutes of the BKMF and the resolutions of the BKMF's bodies. They shall refrain from any behavior potentially detrimental to the reputation and purpose of the BKMF.

6.3. At the Meeting of Members, members shall be informed by the Board about the BKMF's current activities. The members shall receive at least once a year a written information about the activities of the Foundation.

6.4. If accounts are on the agenda of a Meeting of Members, the auditors may be present or in case of a virtual conference may attend such Meeting of Members.

6.5. If the co-chairperson, or at least one third of members of the Board request a Meeting of Members, the co-chairperson shall call such a Meeting of Members without undue delay.

7. CORPORATE BODIES

7.1. The corporate bodies of the BKMF are the Meeting of Members (Article 8), the Board (Article 10), the Secretariat (Article 11), the Auditors (Article 13) and the Board of Arbitration (Article 14).

8. MEETING OF MEMBERS

8.1. The Meeting of Members is the assembly of all members. In the Meeting of Members, each member has one vote.

8.2. The ordinary Meeting of Members shall be held once every three years. An extraordinary Meeting of Members shall be convened as stipulated in Article 6.5.

8.3. The convocation shall be made in text form (e.g. via letter, fax, email) with at least one-month prior notice, for extraordinary general meetings at least two weeks prior notice, to each member specifying the place, date, time and agenda of the meeting; in case of urgency the meeting may be convened with one-week prior notice. The day of the invitation letter being sent and the day of the meeting being held shall not be included.

8.4. Motions to the Meeting of Members shall be provided at least two weeks, in case of a meeting with one-week prior notice three days, prior to the meeting in text form (e.g. via letter, fax, email). The agenda shall be amended accordingly prior to the beginning of the Meeting of Members. Motions to amend the agenda brought forth at a later point in time or at the Meeting of Members shall require a majority of two thirds of the votes validly cast.

8.5. The Meeting of Members is presided over by the co-chairperson of the Board, who shall appoint a secretary to record the minutes.

8.6. Upon recommendation of the co-chairperson the Board and the Meeting of Members can conduct meetings together, at which both the rights and functions of the Board and also the rights and functions of the Meeting of Members are observed.

8.7. All meetings, including the Meeting of Members, the Board meeting and common meetings of both bodies at the same time can be held if the majority of members participate. Decisions will be taken with the majority of those participating and voting. For the important decisions as stipulated in Article 9 a two-thirds majority is necessary.

8.8. Every Meeting of Members shall be recorded in minutes in written form (as evidence, but not as a requirement for the legal effect of the resolution), containing the place and date of the meeting, the attendance and agenda as well as the essential content of negotiations and resolutions of the Meeting of Members. The minutes have to be approved by the co-chairperson of the meeting and the meeting's secretary. After the Meeting of Members all members shall be provided with a copy of the minutes in due course.

8.9. Amendments of these Statutes requested or recommended by the competent tax authority may be implemented by the Board without a further resolution of the Meeting of Members. The members shall be notified of such amendments at the latest in the course of the invitation for the next Meeting of Members.

9. FUNCTIONS OF THE MEETING OF MEMBERS

9.1. The following issues need a decision of Meeting of Members:

9.1.1. Amendment of the Statutes of the BKMF;

9.1.2. Dissolution of the Association;

10. BOARD

10.1. The Board consists of the co-chairperson and additional members. Once a Chief Executive Officer is appointed by the Board he/she becomes a Member of the Board.

10.2. The new members of the Board are elected by the Board on the basis of a proposal of the co-chairperson for a period of four years. Reelection is permissible. In any case re-election shall be limited to only one additional term of four years.

10.3. The Board may, in its sole and unrestricted discretion, elect observers for the Board; the observers shall have the right to participate and speak at the meeting of the Board, but they shall not have the right to vote. Observers become members of the BKMF for the period of four years. The co-chairperson has the right to invite an expert as a guest to a single Board meeting.

10.4. The Board is responsible for all matters that are not expressly delegated to another body of the BKMF by the Statutes or mandatory legal requirements and the Board. The

functions of the Board are:

- a) Adoption of the agenda of the Board Meeting;
- b) Decision of the Membership of the Meeting of Members according to Article 4.2;
- c) Convocation of the Meeting of Members according to Article 6.5 and 8.2;
- d) Appointment of the Chief Executive Officer as stipulated in Article 11.1;
- e) Input and approval of the multi-year strategy;
- f) To the extent possible provision of individual commitment to and assistance in fundraising and programmatic efforts for the Ban Ki-moon Foundation;
- g) Approval of the annual accounts, annual reports and audit reports;
- h) Assistance in the establishment of the Ban Ki-moon Foundation network partnerships as deemed necessary;

10.5. The Board meeting can be held if the majority of members participate and decisions will be taken with the majority of those participating and voting.

10.6. The co-chairpersons will convene at least one Board Meeting per year - with optional additional informal exchanges, if deemed useful - , preferably taking place in person. The location of each convening shall be decided at the preceding meeting.

10.7. The Board may take decisions or issue recommendations by the process of circular resolutions. For such process the Board may be assisted by the Secretariat.

10.8. The members of the Board may at any time resign from the Board by written notice to the Secretariat, or in the case of resignation of the whole Board to the Meeting of Members.

11. SECRETARIAT

11.1. The Board appoints the Chief Executive Officer, who is *ex officio* a voting member of the BKMF and a member of the Board. The Chief Executive Officer shall represent the BKMF in all legal and factual matters. The CEO shall be appointed for a period of 4 years. The CEO may be appointed for additional terms of 4 years upon decision by the Board.

11.2. The Chief Executive Officer may appoint additional staff to the Secretariat in line with the Theory of Change and the strategy plan, and the budget in agreement with the co-chairpersons.

11.3. The Secretariat shall ensure an orderly operation of the BKMF's affairs. The rights and obligations of the Board shall remain unaffected.

11.4. The Secretariat shall be accountable to the other corporate bodies of the BKMF.

11.5. The functions of the Secretariat are:

- a) Prepare, organise and report on meetings of the Meeting of Members and the Board meetings;
- b) Implement the decisions and recommendations of the co-chairperson and the Board; Implement programmes, projects and other activities to meet the purposes of the Ban Ki-moon Foundation with the help of partners;
- c) Liaise with partner organizations and coordinate the wider Ban Ki-moon Foundation

network; Prepare the annual budget estimate of the Ban Ki-moon Foundation; Facilitate communication of all BKMF network partners;

d) Everything else necessary to fulfil responsibilities and powers as delegated by the co-chairperson and the Board.

12. BENEFITS AND CONFLICT OF INTEREST

12.1. No member of a body of the BKMF may receive any benefits which are not strictly in line with the BKMF's statutory purpose or which represents an inappropriately high remuneration.

12.2. Any member of the Board or the Secretariat of the BKMF who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the respective organ shall have the obligation to disclose all relevant information that may give rise to the conflict and may, in the sole discretion of the respective organ, be asked for this particular matter to immediately recuse him/herself and vacate the seat and refrain from discussion and voting on said item.

13. AUDITORS

13.1. In addition to the appointment of two internal auditors, and in accordance with the provisions of the Austrian Law on Associations (Vereinsgesetz 2002) regarding qualified accounting, the duties of an external annual auditor as specified in the Law on Associations shall be assumed by an independent professional auditing company contracted to carry out the annual audit of the Ban Ki-moon Foundation (annual auditor, "Abschlussprüfer").

13.2. The Secretariat shall provide the auditors with all necessary documentation and information. The annual audit report shall be submitted to the co-chairperson. It shall examine compliance with legal requirements and BKMF's statutes with respect to the preparation of the financial statements and accounting.

14. DISPUTE SETTLEMENT

14.1. Disputes arising within the Association shall be settled by the BKMF Board of Arbitration if another solution cannot be found. The Board of Arbitration acts according to the Austrian Association Act and is not a court of arbitration (within the meaning of Section 577 ff of the Austrian Civil Procedure Act, ZPO).

14.2. The Board of Arbitration is not a permanent institution but shall be constituted on an ad hoc basis and shall consist of three members. One of the parties to the dispute provides in writing the name of one member for the Board of Arbitration to the co-chairperson. The other party is then requested by the co-chairperson to name another member for the Board of Arbitration within 14 days. The two so named members of the Board of Arbitration shall then name within 14 days another member as chairperson for the Board of Arbitration. If they fail to reach agreement the decision about the third member shall be taken by the co-chairperson. The members of the Board of Arbitration can be completely independent and may not belong to any organ of BKMF other than the Meeting of Members.

14.3. The Board of Arbitration shall reach its decision by majority vote after hearing both parties with all members of the Board of Arbitration present. Decisions of the Board of Arbitration may not be overruled by any other organ of BKMF.

15. RELATIONSHIP AGREEMENTS AND ARRANGEMENTS

15.1. The BKMF may establish cooperative relationships with public and private entities which can contribute to its work and may enter into relationship agreements and arrangements to that regard.

15.2. The BKMF shall seek close cooperation with the UN and/or other relevant international organizations if deemed desirable may seek to conclude a relationship agreement with such organizations.

16. DISSOLUTION OF THE ASSOCIATION

16.1. The Meeting of Members may decide on the dissolution of the Association by two thirds majority any time as stipulated in Article 9.1.3.

16.2. In case of dissolution, the Board shall decide upon the liquidation of any assets involved in accordance with Austrian law. It shall nominate a trustee and decide how the assets shall be apportioned following settlement of liabilities. Remaining assets may be distributed to the members of the BKMF up to the amount of the funds paid or contributed by the respective members. Any recipient of the remaining assets (institutions, members or otherwise) in case of dissolution, may only reinvest these funds for charitable purposes substantively comparable to activities as stipulated in the BKMF's Statutes. Assets not distributed to the members shall be passed to a non-profit organization devoted to the same or similar purpose as the BKMF.

17. MISCELLANEOUS

17.1. These Statutes of BKMF shall be governed by, and construed in accordance with, the substantive laws of Austria. Upon conference of the status of an international non-governmental organization within the meaning of the Austrian Federal Law on Granting of Privileges to Non-Governmental International Organizations, the Austrian Law on Associations shall apply by way of analogy if these Statutes do not explicitly provide otherwise. To the extent legally permissible, the exclusive venue shall be Vienna.

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