

## Preamble

The representatives of the various organizations participating in the Ceremony for Adoption of a Charter for the Establishment of the Institute for Global Environmental Strategies, held in Kyoto:

- are keenly aware that a fundamental challenge today for human society, which exists thanks to the bounty of the global environment, is to redefine the values and value systems of our present societies that have resulted in the global environmental crisis, in order to create new ways of conducting activities and a new paradigm for civilization, and to build new social and economic systems based on the principles of the new paradigm, in order to start a new era of the global environment;

- recognize that the realization of sustainable development in the Asia-Pacific region is a vital issue for the international community, as the region holds more than half of the world's population and is experiencing rapid economic growth, and thus plays a critical role in the protection of the global environment;

-believe that an effective means of achieving the objective to create a new paradigm for global civilization is to conduct strategic research on policies and practical measures, and make these results applicable for the policy making and decision making of various bodies; while being based on a foundation of natural and social scientific research as well as technological research on global environmental issues and in a setting which is above the special interests of countries, regions and sectors of society;

-recognize that it is indispensable to respect the following principles in conducting this research;

--independence of research must be guaranteed;

--research must be promoted in an international scheme that includes international exchange of personnel and information, and joint international research; and

--research must be open not only to academic researchers but also to researchers from governments, non-governmental organizations (NGOs), industry and the United Nations, and other sectors in order to ensure that research structure is based on partnerships of these sectors, and that research results must be open to various groups so that they can benefit from it;

- consider the establishment of an international network for global environmental strategic research to be essential for international policy formulation;

- welcome Japan's proposal for the establishment of the Institute for Global Environmental Strategies as well as Japan's preparations for the establishment of this institute; and

- approve the establishment of the Institute for Global Environmental Strategies which is to be operated in accordance with the following provisions, under the Japanese Civil Code, in Shonan Village, Kanagawa Prefecture, Japan, and agree to cooperate with and provide their support to this Institute within their capacities.

## **Chapter 1      General Provisions**

(Name)

### **Article 1**

This institute shall be called the Institute for Global Environmental Strategies (IGES; hereinafter "the Institute").

(Offices)

### **Article 2**

1. The headquarters of the Institute shall be situated in Shonan Village, Kanagawa Prefecture, Japan and the Tokyo office shall be in Chiyoda-ku, Tokyo, Japan.
2. The Institute may establish other offices where needed upon resolution of the Board of Directors.

(Legal status)

### **Article 3**

In accordance with Article 34 of the Japanese Civil Code, the Institute shall be established as a not-for-profit corporation under the authorization of the Prime Minister of Japan, and, therefore, the provisions of this Code governing not-for-profit corporations shall apply to the Institute.

(Objectives)

### **Article 4**

The Institute shall strive to carry out policy oriented research and related activities to develop and formulate innovative policy instruments and environmental strategies for sustainable development ("Strategic Research"), aiming at creating a new paradigm for global civilization; and to make the results of the Strategic Research applicable for the policy making and decision making of a broad range of entities so that sustainable development can be achieved globally, inter alia in the Asia-Pacific Region.

(Business activities)

### **Article 5**

In order to achieve the objectives outlined in the preceding article, the Institute shall undertake the following business activities:

- 1) conduct Strategic Research (this includes joint research with international organizations, national and local governments, research and academic institutions, corporations, and NGOs);
- 2) conduct Strategic Research in response to requests from international organizations, national and local governments, research and academic institutions, corporations, NGOs and other organizations; and provide information and recommendations on the formulation of strategies for sustainable development to those bodies as required;
- 3) convene international conferences and seminars, and conduct training courses and other capacity building activities (this includes co-sponsorship with other organizations);
- 4) participate in conferences where various policies and decisions are determined and offer proposals based on the results of its Strategic Research;
- 5) invite researchers from other research and academic institutions, public administrators, corporate personnel, and others to participate in research and to provide training in areas related to the creation of strategies;
- 6) collect, arrange, and provide information related to sustainable development; and
- 7) carry out any further necessary activities to achieve the objectives of the Institute.

(Working languages)

### **Article 6**

Working languages of the Institute shall be English and Japanese.

## **Chapter 2      Assets and Accounting**

(Composition of assets)

### **Article 7**

The assets of the Institute shall be comprised of the following:

- 1) assets recorded in the List of Property as of the establishment of the Institute;
- 2) voluntary contributions from governmental agencies and local governments of Japan and other interested countries;
- 3) grants from private foundations and others;
- 4) donations from corporations and individuals;
- 5) income received with the research commissioned by international organizations and governments;

- 6) income generated from existing assets;
- 7) income from fees paid by affiliates;
- 8) income from regular activities; and
- 9) any other income.

(Administration of the assets)

### **Article 8**

The assets of the Institute shall be administered by the Chair of the Board of Directors using methods decided by the Chair upon resolution of the Board of Directors.

(Business plans and budget for revenue and expenses)

### **Article 9**

Prior to the start of each fiscal year, the documents for the Institute's annual business plans and the annual budget for revenue and expenses of such business plans shall be prepared by the Chair of the Board of Directors, and these documents must be approved by the Board of Directors. Any revisions to these documents must also follow the same process.

(Provisional budget)

### **Article 10**

1. Notwithstanding the provisions of the preceding article, when the budget for revenue and expenses is not formulated due to compelling reasons, the Chair of the Board of Directors may, upon resolution of the Board of Directors, exercise control over revenue and expenses in accordance with the budget of the previous fiscal year until a new budget is formulated.
2. The revenue and expenses referred to in the preceding clause shall become the revenue and expenses for the newly formulated budget.

(Business reports and settlement of revenue and expenses)

### **Article 11**

The Institute's business reports and settlement statements shall be prepared by the Chair of the Board of Directors after each fiscal year and shall include the Business Report, Statements of Income, Report on Changes in Net Assets, Balance Sheets, and the List of Property. After receiving and reviewing the Auditors' inspection, these documents must be approved by the Board of Directors.

(Fiscal year)

### **Article 12**

The Institute's fiscal year shall begin on April 1 of each year and end on March 31 of the following year.

## **Chapter 3      Officers**

(Types and number of Officers)

### **Article 13**

1. The Institute shall have the following Officers:
  - 1) Directors  
The Institute shall have at least 15 and no more than 25 Directors.
  - 2) Auditors  
The Institute shall have two Auditors.
2. Among the Directors, one-half of the current number of Directors plus one shall be persons of Japanese nationality. In the case where the current number is odd, the terms "the current number of Directors" shall signify "the current number minus one".
3. Among the Directors, there shall be one Chair of the Board of Directors.
4. Among the Directors, there shall be one or two Vice-Chair(s).
5. Among the Directors, there shall be one President.
6. Among the Directors, there may be one Vice-President.
7. Among the Directors, there shall be one Managing Director.

(Election of Directors, Auditors and other matters)

### **Article 14**

1. The Directors and Auditors shall be elected by the Board of Trustees.
2. The Directors shall mutually elect the Chair of the Board of Directors, one or two Vice-Chair(s), the President, the Vice-President and the Managing Director.
3. The Directors, Auditors, and Trustees cannot simultaneously serve in another position.

(Duties of the Directors and other positions)

### **Article 15**

1. The Chair of the Board of Directors shall represent the Institute and exercise general control over the business thereof.
2. The Vice-Chairs shall assist the Chair of the Board of Directors and, in the event that the Chair becomes incapacitated or is absent, a designated Vice-Chair shall execute the duties of the office of the Chair in accordance with the previously determined intentions of the Chair in an order determined by resolution of the Board of Directors.

3. The President shall direct the operation of Strategic Research, its related training and other matters of the Institute as stipulated in Article 36.
4. The Vice-President shall assist the President and execute the duties of the office of the President in the event that the President becomes incapacitated or is absent.
5. The Managing Director shall assist the Chair of the Board of Directors and the Vice-Chair(s) and shall, under the guidance of the Chair and the Vice-Chair(s), exercise control over and dispose of the ordinary business of the Institute which is not within the duties of the office of the President.
6. The Directors shall comprise the Board of Directors, and they must resolve matters related to the business of the Institute in accordance with the provisions under this Charter.

(Duties of the Auditors)

### **Article 16**

The Auditors shall:

- 1) audit assets and accounting;
- 2) audit the execution of business activities by the Directors;
- 3) report irregularities found through the auditing of assets, accounting, and the execution of business activities to the Board of Directors, and the Board of Trustees; and
- 4) when it is necessary to report on matters in the preceding item, request a convening of or convene the meetings of the Board of Directors and the Board of Trustees.

(Terms of office)

### **Article 17**

The terms of office for the Officers shall be three years. However, the Officers shall not be prevented from being reelected.

(Dismissal)

### **Article 18**

When one of the following matters applies to an Officer, the Officer may be dismissed by both resolutions of at least two-thirds majorities of both the Board of Directors and the Board of Trustees, based on the current number of Directors or Trustees. In the case of such dismissal, an opportunity must be given to the Officer for exculpation prior to a vote on a resolution of the Board of Directors and the Board of Trustees.

- 1) When it is recognized that the Officer is unable to execute the duties of the position because of psychological or physical problems.
- 2) When it is recognized that the Officer has violated an obligation of the duties of the position

or if the Officer carries out any activity that is inappropriate for an Officer.

(Remuneration and others)

### **Article 19**

1. Officers shall not be remunerated. However, Officers working on a regular basis can be remunerated.
2. Officers may be reimbursed for expenses.
3. The Chair may decide on necessary matters for remuneration or reimbursement related to the preceding two clauses upon resolution of the Board of Directors.

## **Chapter 4      The Board of Directors**

(Composition)

### **Article 20**

The Board of Directors shall consist of Directors.

(Authority)

### **Article 21**

The Board of Directors shall elect the Trustees, and deliberate and decide on business plans and the budget, provisional budget, business reports and settlement, dismissal of Officers, amendments to this Charter, withdrawal, disposition of residual assets and other related matter provided by the provisions in this Charter as well as to decide on all matters of importance related to the business of the Institute.

(Types and convening of the meetings of the Board of Directors)

### **Article 22**

1. There shall be two types of meetings of the Board of Directors: the ordinary meeting of the Board of Directors and the extraordinary meeting of the Board of Directors.
2. The ordinary meeting of the Board of Directors shall convene twice each year.
3. The extraordinary meeting of the Board of Directors shall convene in any of the following cases:
  - 1) when the Chair of the Board of Directors recognizes that such a convening is necessary;
  - 2) when there is a request to convene by one-third or more of the current number of members, with a request stating in writing the purpose of the convening of the Board of Directors; and
  - 3) when there is a request to convene by an Auditor, as stipulated in item 4 of Article 16.

(Calling)

**Article 23**

1. The Chair of the Board of Directors shall call meetings of the Board of Directors.
2. The Chair of the Board of Directors must call the extraordinary meetings of the Board of Directors within 20 days in the case of items 2 and 3 of clause 3 under Article 22.
3. When calling of the ordinary meeting of the Board of Directors, notification in writing that states the time and date, place, purpose, and articles for deliberation must be made at least 30 days prior to the convening of the meeting. However, this shall not apply when all Directors agree to convene the meeting.

(Chair of meeting)

**Article 24**

The Chair of the Board of Directors shall also serve as meeting chair.

(Quorum)

**Article 25**

Meetings of the Board of Directors may not be convened unless more than a half of the current number of Directors are in attendance.

(Resolutions)

**Article 26**

Except as otherwise provided for by the provisions in this Charter, the resolutions of the meeting of the Board of Directors shall be decided upon by a majority vote of the Directors. In the case of an equal number votes for approval and disapproval, the matter shall be decided by the Chair of the meeting.

(Voting in writing and others)

**Article 27**

1. Any Director unable to attend the meeting due to unavoidable circumstances may vote in writing on the matters on which notification has been made beforehand, or another Director may be commissioned to vote as a proxy for the absent Director.
2. With regard to the application of provisions in the preceding two articles in the case where a Director is unable to attend as stipulated in the preceding clause, the Director shall nevertheless be regarded as having attended the meeting.

## **Chapter 5 Trustees and the Board of Trustees**

(Trustees)

### **Article 28**

1. The Institute shall have at least 25 and no more than 35 Trustees.
2. The Trustees shall be elected by the Board of Directors and appointed by the Chair of the Board of Directors.
3. The Trustees shall be the persons commissioned by national administrative organizations and international organizations that sign this Charter or persons of knowledge and experience.
4. The provisions in Articles 17, 18, and 19 shall be applied mutatis mutandis to the Trustees. In this case, the term "Officer" used in these articles shall read as "Trustee."

(Structure of the Board of Trustees)

### **Article 29**

The Board of Trustees shall be comprised of Trustees.

(Authority of the Board of Trustees)

### **Article 30**

The Board of Trustees shall elect the Directors and Auditors, and deliberate and provide advice to the Chair of the Board of Directors on matters related to the business of the Institute, in response to requests from the Chair of the Board of Directors or when the Board of Trustees recognizes that such deliberation and advice are needed.

(Calling)

### **Article 31**

1. The Board of Trustees shall be called by the Chair of the Board of Directors.
2. The Chair of the Board of Directors must call the convening of the Board of Trustees within 20 days, when there is a request to convene by one-third or more of the current number of Trustee members, with a request stating in writing the purpose of the convening of the Board of Trustees.

(Election of the Chair)

### **Article 32**

The Chair of the meeting of the Board of Trustees shall be mutually elected by the Trustees.

(Quorum, resolutions and voting in writing and others)

### **Article 33**

The provisions in Articles 25, 26 and 27 shall be applicable mutatis mutandis to the Trustees. In this case, the terms "Board of Directors", "Directors" and "Chair of the Board of Directors" used in the preceding articles shall read as "Board of Trustees", "Trustees" and "Chair of the Board of Trustees".

(Other)

### **Article 34**

In addition to the provisions in this article, the Board of Directors shall determine necessary matters related to the operation of the Board of Trustees.

## **Chapter 6      Honorary Advisors and Counselors**

(Honorary Advisors and Counselors)

### **Article 35**

1. The Institute may have Honorary Advisors and Counselors.
2. The Honorary Advisors and Counselors shall be appointed by the Chair of the Board of Directors upon the recommendation of the Board of Directors.
3. The Honorary Advisors shall respond to inquiries from the Chair of the Board of Directors regarding basic matters and may provide advice to the President.
4. The Counselors shall respond to inquiries from the Chair of the Board of Directors regarding important business matters and may provide advice to the President.
5. The terms of office for both the Honorary Advisors and the Counselors shall be three years. However, the Honorary Advisors and Counselors are not prevented from being reappointed.

## **Chapter 7      Research Structure**

(Duties of the President)

### **Article 36**

The President shall execute the following duties based on resolutions made by the Board of Directors:

- 1) decide on Strategic Research plans and manage their implementation;
- 2) prepare annual reports on Strategic Research and its related training and report to the members of both the Board of Directors and the Board of Trustees;

- 3) appoint and dismiss research fellows and other related staff;
- 4) decide on necessary matters related to Strategic Research and its related training;
- 5) direct the operation of Strategic Research and its related training.

(Research Advisory Committee)

### **Article 37**

1. The Institute shall have a Research Advisory Committee which is an advisory body for promotion of Strategic Research.
2. The Research Advisory Committee provides the President with advice on matters related to promotion of Strategic Research, such as decisions on Strategic Research plans and management of their implementation.
3. The Members of the Research Advisory Committee shall be appointed by the Chair of the Board of Directors in consultation with the President.
4. The Members of the Research Advisory Committee shall be the persons commissioned by research and academic institutions that sign this Charter or persons of knowledge and experience.
5. The terms of office for the Members of the Research Advisory Committee shall be three years. However, the Members are not prevented from being reappointed.
6. In addition to matters stipulated in the preceding clauses, necessary matters related to the Research Advisory Committee shall be decided by the Chair of the Board of Directors subject to resolution of the Board of Directors.

(Research fellows and other related staff)

### **Article 38**

1. The Institute shall have research fellows, research associates and visiting research fellows.
2. Visiting research fellows shall belong to other organizations and engage in the Strategic Research.
3. The research fellows, research associates and visiting research fellows shall be appointed and dismissed by the President.
4. Necessary matters related to research fellows and others shall be decided by the President subject to resolution of the Board of Directors.

(Trainees)

### **Article 39**

1. In addition to those persons belonging to the Institute, the Institute may have other persons participate in the Strategic Research as trainees.
2. Necessary matters related to trainees shall be decided by the President subject to resolution of the Board of Directors.

## **Chapter 8 Secretariat**

(Establishment)

### **Article 40**

1. A Secretariat shall be installed to carry out the business of the Institute.
2. The Secretariat shall have necessary staff.
3. The staff shall be appointed and dismissed by the Chair of the Board of Directors, in consultation with the President as necessary.
4. The Chair of the Board of Directors shall decide on matters necessary for the organization and operation of the Secretariat subject to resolution of the Board of Directors.

## **Chapter 9 Affiliates**

(Affiliates)

### **Article 41**

1. Individual persons and corporations who endorse the objectives and activities of the Institute may become affiliates of the Institute according to the rules determined by the Chair of the Board of Directors upon resolution by the Board of Directors.
2. The affiliates can participate in the business activities of the Institute and obtain information on results of Strategic Research and related matters.
3. The affiliates shall pay the prescribed fees according to the rules stipulated in clause 1 of this Article.

## **Chapter 10 Amendments to this Charter**

(Amendments to this Charter)

### **Article 42**

This Charter may be amended only with the approval by three-fourths or more of the current number of members of both the Board of Directors and the Board of Trustees.

## **Chapter 11 Signature and Withdrawal**

(Signature by national administrative organizations and international organizations)

### **Article 43**

1. This Charter shall be open for signature by the persons commissioned by national administrative organizations and international organizations which desire to build partnerships with the Institute.
2. The national administrative organizations and international organizations signing this Charter shall provide advice on matters related to the business of the Institute by having persons commissioned by those organizations become members of the Board of Trustees as stipulated in Article 28 and endeavoring to build partnerships with the Institute, e.g., by exchanging relevant information.

(Signature by research and academic institutions)

### **Article 44**

1. In addition to the provisions in the preceding article, this Charter can be signed by the persons commissioned by research and academic institutions which are determined to build partnerships with the Institute.
2. The research and academic institutions signing this Charter shall provide advice on matters related to promotion of Strategic Research by having persons commissioned by those institutions become members of the Research Advisory Committee as stipulated in Article 37 and endeavoring to build partnerships with the Institute, e.g., by implementing joint research.

(Withdrawal)

### **Article 45**

Any signatory organizations and institutions desirous of withdrawal from the Institute shall do so by giving three month's written notice to that effect to the Chair of the Board of Directors.

## **Chapter 12    Dissolution**

(Dissolution)

### **Article 46**

The Institute may be dissolved only with the resolution of three-fourths or more of the current number of members of both the Board of Directors and the Board of Trustees.

(Disposition of residual assets)

### **Article 47**

The residual assets at the time of the dissolution of the Institute shall be donated to organizations that operate with objectives similar to those of the Institute, or to the organizations which provided the assets, subject to the resolution of three-fourths or more of the current number of members of both the Board of Directors and the Board of Trustees.

## **Chapter 13    Supplementary Provisions**

(Commission)

### **Article 48**

In addition to matters stipulated in this Charter for establishment, necessary matters relating to the operations of the Institute shall be decided by the Chair subject to resolution of the Board of Directors.

## **Additional provisions**

1. Notwithstanding the provisions set forth in clauses 1 and 2 of Article 14 and in clause 2 of Article 35, the Officers, Honorary Advisors, and Counselors of the Preparatory Organization to Establish the Institute for Global Environmental Strategies (hereafter "the Preparatory Organization") shall transfer to the Institute at the time of its establishment. Their terms of office shall be until March 31, 1999 notwithstanding the provisions set forth in Article 17 and in clause 5 of Article 35 (Clause 2 of Article 13 shall not apply until March 31, 1999.). However, the Chair of the Board of Directors of the Preparatory Organization shall serve as the President until the day when the first meeting of the Board of Directors of the Institute is held.
2. Notwithstanding the provisions set forth in clause 2 of Article 28, the Trustees at time of its establishment of the Institute shall be elected by the Board of Directors of the Preparatory Organization and shall be appointed by the Chair of the Board of Directors of the Preparatory Organization. Their terms of office shall be until March 31, 1999, notwithstanding the provisions

set forth in clause 4 of Article 28.

3. Notwithstanding the provisions set forth in Article 9, the annual business plans and budget for the Institute in its first fiscal year shall be as determined by the Preparatory Organization to Establish the Institute for Global Environmental Strategies.

In witness whereof, the undersigned, having been duly authorized by their respective organizations, signed this Charter for establishment.

Signed on December 7, 1997 in Kyoto, Japan, .