



INTERNATIONAL
NUREMBERG
PRINCIPLES
ACADEMY

Statutes

of the “International Nuremberg
Principles Academy” Foundation

a Civil-Law Foundation

*(Stiftung des bürgerlichen Rechts)*¹

¹ This translation of the Statutes of the “International Nuremberg Principles Academy” was revised following the adoption of the Rules of Procedure of the Advisory Council at its 6th Session in Nuremberg on 19–20 May 2017.



- § 1 Name, legal form, domicile**
- (1) The Foundation established by the Federal Republic of Germany, the Free State of Bavaria, and the City of Nuremberg is named the “International Nuremberg Principles Academy”.
 - (2) It is a civil-law foundation having legal personality.
 - (3) The Foundation is domiciled in Nuremberg.
- § 2 Purpose of the Foundation**
- (1) The purpose of the Foundation is to promote scholarship and research, and furthermore to promote education. In particular, it will endeavor to implement what are known as the “Nuremberg Principles,” and to promote international criminal law and support the struggle against impunity for the most serious crimes that are of concern to the international community as a whole.
 - (2) To achieve this goal, the Foundation is to promote the legitimacy, acceptance and legality of international criminal law. It will achieve this goal in particular through educational programs, through research, and will support the implementation through scholarly consultation. It is intended in particular to become an international forum for practitioners and theoreticians in international criminal law, as well as for diplomats, multipliers, and civil society, on current questions of international criminal law.
The purpose of the Foundation is to be achieved in particular with the following measures:
 - Specially tailored programs of training, consultation and advanced education for groups of professionals working in international criminal law;
 - Conducting conferences and symposia in the area of international criminal law and related fields;
 - Promoting and conducting research work in international criminal law and related fields;
 - Projects for education in human rights;
 - Organizing discussion forums on current issues in international criminal law.
 - (3) The measures listed in subsection 2 above may be carried out in alternation or cumulatively. If the financial situation so requires, the Foundation may limit itself to a single measure.
 - (4) The Foundation may pursue its purposes both in Germany and in other countries. In so doing, it is to collaborate with other institutions with a similar focus.
- § 3 Nonprofit nature**
- (1) The Foundation is not primarily to pursue its own financial benefit. It is to operate altruistically, and is to pursue solely and directly the nonprofit purposes under § 2 (1) of its Statutes. The Foundation’s resources may be applied only for the purposes provided under its Statutes. The members of the Foundation’s governing bodies will receive no grants from Foundation funds.
 - (2) The Foundation is solely and directly to pursue nonprofit purposes within the meaning of the section on “Tax-Privileged Purposes” in the currently applicable version of the German Fiscal Code (*Abgabenordnung*).
 - (3) The Foundation cannot benefit any legal entity or natural person through expenditures alien to its purpose, or with disproportionately high remuneration.
 - (4) The Foundation may pursue its purposes itself or through agents, or by contributing some of its resources to another corporation that is likewise tax-privileged or to a corporation under public law, to be used for tax-privileged purposes within the meaning of these Statutes.
 - (5) There is no legal entitlement to the Foundation’s services or benefits.



- § 4 Endowment**
- (1) The endowment of the Foundation proceeds from the Endowment Transaction. At the time of the Foundation’s establishment, the endowment is €50,000.00.
 - (2) The endowment of the Foundation is to be preserved undiminished. It is to be kept separate from the Foundation’s other assets in such a way that it can be recognizably reported as a segregated asset. A record of the substance of the endowment is to be maintained and regularly updated. The endowment must be invested safely and gainfully. No more than one-third of the endowment may be invested for this purpose in stocks.
 - (3) The Foundation’s endowment may be reallocated. Land owned by the Foundation may be sold only if the Foundation’s financial situation so requires, and the proceeds from the sale are to be reinvested so far as possible in the acquisition of land. Gains generated from the reallocation of assets may be invested in whole or in part in a reserve permitted for tax purposes, or may be permanently added to the Foundation’s endowment.
 - (4) Donations toward the endowment are always permitted. Donations are to be added to the endowment if the donor designates them for that purpose. Donations by bequest or donations of rights to land are as a rule to be treated as donations to the endowment unless specified otherwise. The Foundation is not required to accept donations.

**§ 5 East wing of the
Nuremberg Palace of Justice**

Subject to the consent of the budget legislators, the Free State of Bavaria will provide the “International Nuremberg Principles Academy” Foundation, on a permanent basis and at no charge, with offices for its use in the east wing of the Nuremberg Justice Center on Fürther Straße, following completion of the new Nuremberg courtroom building. The necessary conditions for this purpose will be created under the 2015/2016 Budget Act. The details shall be governed by a Use Agreement; there will be no entitlement to security in rem for the right of use.

§ 6 Foundation funds

- (1) The Foundation shall perform its duties
 - (a) out of the income from the endowment,
 - (b) out of funds it receives in the form of institutional support and project funds provided by the Founders for the ongoing achievement of the Foundation’s purpose, in accordance with the applicable terms of the Budget Act,
 - (c) out of donations, unless the donor designates these to be added to the endowment.
- (2) The Free State of Bavaria will provide its contribution toward financing the Foundation by providing the use of offices under § 5.
- (3) In addition to support from the Founders, the Foundation is also to make appeals for third-party funds. Surpluses from received third-party funds are to be allocated to the endowment, subject to the limits under § 62 of the Fiscal Code.
- (4) All funds may be used only for the purposes provided under the Statute.
- (5) The Foundation’s funds are to be utilized cost-effectively and thriftily.
- (6) Financial provisions may be set aside if and so long as necessary in order for the Foundation’s purposes as provided in its Statute to be performed sustainably, and insofar as there are specific objectives and time frames for the use of the provisions. Funds may also be allocated to the endowment. The limits under the tax terms of the Fiscal Code must be complied with.

§ 7 Fiscal year, financial reporting

- (1) The fiscal year is the same as the calendar year.
- (2) The Foundation’s financial reporting and the auditing of its annual financial statements shall be governed *mutatis mutandis* by the rules applicable to capital corporations of comparable size. The annual financial statements are to be audited by a German certified public accountant (*Wirtschaftsprüfer*), sworn auditor, or auditing association; the auditor is to be engaged by the Foundation Board. The audit must extend to the preservation of the Foundation’s assets and the application of income and donations in compliance with the Statutes.



§ 8 Governing bodies of the Foundation

- (1) The governing bodies of the Foundation are:
 - (a) the Executive Board,
 - (b) the Foundation Board,
 - (c) the Advisory Council.
- (2) The members of the Foundation Board and of the Advisory Council serve without remuneration; they are entitled to a fair and reasonable reimbursement of their documented expenses.
- (3) The governing bodies of the Foundation are liable as provided by law. The Foundation may take out insurance, at its own expense, to cover the governing bodies against claims for slight and/or gross negligence.

§ 9 Executive Board and representation of the Foundation

- (1) The Executive Board comprises a Director and a Deputy Director.
- (2) They are to be appointed and removed from office by the Foundation Board.
- (3) The Director’s appointment is for a term of five years. Repeated reappointments are permitted.
- (4) The Director or Deputy Director may be removed from office by the Foundation Board for good cause. They are to be given an opportunity to state their own position before removal.
- (5) The Director and Deputy Director are to be compensated for their work, insofar as the Foundation’s financial capabilities permit.
- (6) The Executive Board of the Foundation represents the Foundation in and out of court. It has the status of a legal representative. The Director and Deputy Director are always individually empowered to represent the Foundation. Neither is exempt from the limitations under § 181 of the Civil Code. The Foundation Board may grant such an exemption on a case-by-case basis.
- (7) *Inter partes*, the Director represents the Foundation by himself or herself, and the Deputy Director represents the Foundation if the Director is impeded from doing so.

§ 10 Duties of the Executive Board

- (1) The Executive Board is responsible for managing the Foundation’s affairs in all matters not referred to the Foundation Board. Its tasks in particular include:
 - (a) Representing the Foundation in and out of court;
 - (b) Conceptual work subject to the strategic instructions of the Foundation Board, with the advice of the Advisory Council;
 - (c) Investing and managing the Foundation’s assets, to be done with the care of a prudent businessperson;
 - (d) Presenting the annual financial statements and annual report to the Foundation Board within three months after the end of the fiscal year;
 - (e) Preparing a business plan for each coming fiscal year;
 - (f) Hiring and removing staff in permanent positions;
 - (g) Hiring and removing staff under temporary employment agreements;
 - (h) Preparing for and following up on the meetings of the Foundation Board.
- (2) *Inter partes*, the Executive Board must obtain the consent of the Foundation Board to undertake the following transactions:
 - (a) Buying, selling, or encumbering land or rights equivalent to land;
 - (b) Taking out credit or assuming guarantees;
 - (c) Hiring or removing staff in permanent positions at or above level TV-L 9;
 - (d) Entering into or amending leases in any form with a term of more than one year;
 - (e) In general, entering into any transaction involving a value of more than €50,000.00;



- (f) Granting or using Foundation funds for the benefit of a legal entity in which the Director or Deputy Director is a member of a governing body that has powers of representation;
- (g) Granting or using Foundation funds for the benefit of a related party of the Director or Deputy Director; related parties are spouses, registered domestic partners, and relatives by blood or marriage to the third degree.

§ 11 Foundation Board

- (1) The members of the Foundation Board are the Advisor to the Federal Government on International Law and Head of the Legal Department of the Foreign Office, on behalf of the Foreign Office; one representative each appointed by the Free State of Bavaria and the City of Nuremberg; and the President and the two Vice-Presidents of the Advisory Council. The Federal Republic of Germany, the Free State of Bavaria, and the City of Nuremberg may each delegate an additional member to the Foundation Board. This provision is without prejudice to § 13 (3) below.
- (2) The alternate for the member of the Foundation Board for the Foreign Office is the deputy who represents that member in his or her primary function. The Advisory Council is to elect one alternate member for each of the Advisory Council members on the Foundation Board. Alternates for the remaining members of the Foundation Board are to be appointed by each of the parties entitled to appoint a member.
- (3) The members of the Foundation Board appointed by the Free State of Bavaria and the City of Nuremberg, and their alternates, are appointed for a term of three years. After the end of their term, the members of the Foundation Board and their alternates will remain in office until their successors take office. A reappointment is permitted. The term of office of the other members of the Foundation Board will depend on their term in their primary function.
- (4) If the members of the Foundation Board are present in person, their alternates may attend meetings of the Foundation Board, but without a vote of their own.
- (5) Members of the Foundation Board or their alternates may be removed from office for good cause by the entity that appointed them. The member concerned must be given an opportunity to state his or her own position before removal. The Foreign Office and the Advisory Council may likewise remove the members and alternates serving for them on the Foundation Board as provided in sentences 1 and 2. In such a case, the Foreign Office and the Advisory Council may appoint substitutes as members or alternate members of the Foundation Board for a term of not more than one year. After the end of that term, membership on the Foundation Board will again be governed by subsections 1 and 2 above.
- (6) The Foundation Board is to be chaired by the representative of the Foreign Office.

§ 12 Duties of the Foundation Board

- (1) The Foundation Board decides on the fundamental strategic matters confronting the Foundation and determines the Foundation’s basic orientation. It must ensure that the Foundation’s purpose is lastingly and sustainably fulfilled. In particular, the following duties fall under the responsibility of the Foundation Board:
 - (a) Appointing and removing the Executive Board;
 - (b) Appointing and removing the members of the Advisory Council;
 - (c) Approving transactions under § 10 (2) above;
 - (d) Overseeing and advising the Executive Board in its management duties;
 - (e) Reviewing and approving the budget and annual financial statements;
 - (f) Preparing guidelines for investing the Foundation’s assets;
 - (g) Preparing guidelines for the use of the Foundation’s funds;



- (h) Amending the Foundation’s Statute as provided in § 16 (3) below;
- (i) Dissolving the Foundation as provided in § 16 (4) below;
- (j) Appointing a certified public accountant, sworn auditor or auditing association to audit the annual financial statements.

(2) The Foundation Board may appoint professional auditors to monitor the Executive Board’s management of the Foundation’s business. Every member of the Foundation Board has a full right to receive information and conduct audits.

§ 13 Resolutions by the Foundation Board

- (1) At meetings, the Foundation Board adopts resolutions by a 2/3 majority of the votes present, except as provided otherwise in the Statute. Votes are always rounded up to an integer. The Foundation Board has a quorum if enough members are present to hold at least nine votes in all (subsection 3 below).
- (2) Resolutions of the Foundation Board may be made outside meetings if a 2/3 majority of the members consent to the resolution in text form. In that case, the content of the resolutions to be voted on must be made accessible to all members of the Foundation Board at least two weeks before the vote, with an indication of the intended manner of voting. The Foundation Board shall have a quorum if enough members participate to hold at least nine votes in all (subsection 3 below).
- (3) Of the members of the Foundation Board:
 - (a) the members delegated by the Foreign Office hold four votes in all;
 - (b) the members delegated by the Free State of Bavaria hold three votes in all;
 - (c) the members delegated by the City of Nuremberg hold one vote in all;
 - (d) the President of the Advisory Council holds two votes and the two Vice-Presidents each hold one vote.If the option under the second sentence of § 11 (1) above is exercised, each set of votes may be cast only unanimously.
- (4) The Foundation Board is convened as needed by its Chairperson, or if the Chairperson is impeded, by the Vice-Chairperson, but at least once per calendar year. The Foundation Board is also convened at the request of a member of the Foundation Board. The notice period must be at least two weeks. The convocation notice must be sent in text form, stating the agenda. Requirements of form and timing may be waived unanimously if all members of the Foundation Board are present.
- (5) The Director has the right to attend meetings of the Foundation Board.
- (6) A record must be kept of resolutions of the Foundation Board and must be signed by the attending members of the Foundation Board. The Foundation Board may adopt rules of procedure governing the details of its work by a two-thirds majority vote.
- (7) Amendments of the Statute and the dissolution of the Foundation may be resolved only by all members of the Foundation Board unanimously.

§ 14 Advisory Council

- (1) The Advisory Council is composed of at least nine and not more than 18 persons of international repute in the scholarship and practice of international law (especially international criminal law) or related scholarly fields. In addition, one representative of each Founder shall attend the meetings and have a vote; this representative may also be a member of the Foundation Board.
- (2) The Advisory Council shall elect a President and two Vice-Presidents from among its ranks by simple majority.
- (3) The members of the Advisory Council are appointed for a term of five years; a reappointment is permitted.



§ 15 Duties of the Advisory Council

- (4) The members of the Advisory Council are nominated by the members of the Foundation Board and appointed by a three-quarters majority vote, including all votes of the representatives of the Founders on the Foundation Board.
 - (5) Members of the Advisory Council may be removed from office by the Foundation Board for good cause. The member concerned must be given an opportunity to state his or her own position before removal.
 - (6) Employees of the Foundation cannot be members of the Advisory Council.
- (1) The Advisory Council advises the Executive Board and Foundation Board on the Foundation’s professional focus. It ensures the quality of the Foundation’s scholarly work. In particular, the responsibilities of the Advisory Council include the following tasks:
 - (a) Electing its own President and the two Vice-Presidents;
 - (b) Advising the Foundation Board on appointing the Executive Board;
 - (c) Advising the Executive Board;
 - (d) In scholarly fields and in conceptual work;
 - (e) Cooperating in promoting the Foundation’s purpose.
 - (2) The Advisory Council may adopt rules of procedure governing the details of its work by a two-third majority vote.
 - (3) The working languages of the Advisory Council are German and English.

§ 16 Amendments to the Statute and dissolution of the Foundation

- (1) The Statute may be amended when such amendments appear necessary in order to adjust to changes in circumstances of law or fact, particularly in order to maintain the Foundation’s ability to work and function. If amendments of the Statute may affect the Foundation’s tax-privileged status, they must be submitted for an opinion from the competent fiscal authority prior to their adoption.
- (2) Changes to the purpose of the Foundation are permissible only if the Foundation’s tasks are obviated or fulfillment of the Foundation’s purpose is impossible or no longer appears meaningful in the form as adopted in the Statute because of changes in circumstances. The amended purpose must approximate the original purpose of the Foundation as closely as possible. Changes of purpose shall take effect only subject to consent from the competent fiscal authority and approval from the Supervisory Authority for Foundations.
- (3) Amendments to the Statute must have the consent of all Founders. The members of the Advisory Council must be given a hearing and the Director must be given an opportunity to state an opinion in advance. Resolutions on amendments to the Statute cannot be adopted in a written procedure.
- (4) The dissolution of the Foundation is subject to the consent of all Founders.

§ 17 Accrual of assets

Upon suspension or dissolution of the Foundation, or in the event that it loses its tax-privileged purposes, the remaining assets of the Foundation shall accrue to the Federal Republic of Germany, the Free State of Bavaria and the City of Nuremberg proportionately to the shares they originally contributed; they must use these funds immediately and exclusively for nonprofit purposes.

§ 18 Supervision of Foundations

The Foundation is subject to supervision by the government of Middle Franconia.

§ 19 Transitional provisions

- (1) Until the Advisory Council is established and its President and two Vice-Presidents are elected, the Foundation Board shall comprise only the members appointed by the Founders.
- (2) The Founders shall appoint a Founding Director who shall perform the duties of a Director until he or she is removed from office, and shall arrange for the appointment of a new Director by the four-member Foundation Board as provided under § 12 (1) (a) of these Statute

§ 20 Effective date

These Statute shall take effect upon recognition of the Foundation by the government of Middle Franconia.

Nuremberg, November 22, 2014



The Founders For the Federal Republic of Germany:

The Advisor to the Federal Government on International Law and
Head of the Legal Department of the Foreign Office
Director-General Dr. Martin Ney

For the Free State of Bavaria:

The Bavarian Minister of State
for Justice
Minister of State Prof. Dr. Winfried Bausback

The Bavarian Minister of State
for Finance, Development and Homeland
Minister of State Dr. Markus Söder

For the City of Nuremberg:

The Mayor of the City of Nuremberg
Dr. Ulrich Maly