

Control Arms Charter

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1. GENERAL PRINCIPLES

Control Arms is the global civil society coalition that works to reduce human suffering caused by conflict and armed violence through the regulation of international arms transfers. To meet this objective, Control Arms supports the universalization and effective implementation of the Arms Trade Treaty (ATT) through evidence-based research and analysis, policy dialogue, government outreach, advocacy campaigns, and national and regional capacity building.

Control Arms brings over 100 non-governmental organizations from across the globe in many different fields, including human rights, poverty alleviation, conflict reduction, weapons specialists, health, youth, gender, survivor and parliamentary networks. Membership in the Control Arms coalition is open to all non-governmental organizations that share its core goals and objectives.

Control Arms structures consist of the Control Arms International Board (International Board), the International Steering Group (ISG), the Control Arms Secretariat, and the Control Arms Swiss Board (Swiss Board).

The **International Board** is responsible for the governance of the coalition. Its responsibilities include overall strategic planning, financial oversight, fundraising and policy formation. The International Board supervises the Executive Director and ensures that personnel practices comply with relevant legislation. The International Board will conduct regular assessments of the overall staff structure, in consultation with the Executive Director.

The **International Steering Group (ISG)** is a representative body of the Control Arms membership. In consultation with the International Board and the Control Arms Secretariat, the ISG provides input into Control Arms' strategic plan and policy formation through consistent consultation with member organisations of the Control Arms coalition. The ISG also contributes to the selection process for the International Board.

The **Control Arms Secretariat** is the operational body of Control Arms, based in New York and Geneva. In the United States, Control Arms Headquarters is in New York. Nonviolence International provides Control Arms with fiscal sponsorship and is the legal entity through which Control Arms operates. In Switzerland, Control Arms is a non-profit association registered in accordance with Article 60 of the Swiss Civil Code, headquartered in Geneva. It is overseen by a **Swiss Board** that is responsible for financial and operational oversight of the Control Arms activities in Switzerland.

2. CONTROL ARMS INTERNATIONAL BOARD (INTERNATIONAL BOARD)

2.1 Function

The International Board is responsible for overall strategic planning, membership, financial and operational oversight, and fundraising for Control Arms. The Swiss Board is responsible for financial and operational oversight of Control Arms' activities in Switzerland.

The International Board does not hold any legal liability for or owe any fiduciary duties to Control Arms. All legal and fiduciary responsibilities are held by Control Arms' US fiscal sponsor, Nonviolence International, a registered 501(c)(3) non-profit organization based in Washington, DC, and by the Control Arms Swiss Association, based in Geneva.

The International Board is responsible for:

- **Strategic Planning.** Ensures that the strategic direction of Control Arms is consistent with the objectives of Control Arms
 - With input and support by the ISG, the Secretariat develops a strategic plan for Control Arms every three years, which is then endorsed by the International Board.
 - At each Annual Coalition Meeting (ACM), the International Board presents to the coalition the Control Arms strategic plan, reports on progress made toward its objectives and identifies key priorities for the upcoming year.
- **Membership.** Considers and approves all requests from organisations, networks or individuals wishing to become members.
 - The International Board shall disaffiliate any member that does not respect the principles and objectives of Control Arms.
 - The International Board shall serve, when necessary, as the seat of Control Arms' dispute-resolution mechanism in cases where its Code of Conduct is seriously violated, or when serious grievances of members are brought to the International Board's attention.
- **Finance and Operations.** Oversees the work of the Control Arms Secretariat, including but not limited to its management, administrative and financial issues.
 - The International Board is responsible for the hiring and management of the Executive Director, including through regular and at least annual performance reviews.
 - The International Board supervises the Executive Director and ensures that personnel practices comply with relevant legislation and that adequate policies and procedures are in place to support and manage the staff.
 - The International Board shall serve, when necessary, as the seat of Control Arms dispute-resolution mechanism in cases where its Code of Conduct or Safeguarding Policy is violated, or when serious grievances are brought by Secretariat staff or other relevant parties to the International Board's attention.

- The International Board is also responsible to oversee the operation of the Secretariat, which shall include approval of the annual budget and review of annual financial reports and/or audits.
- The International Board shall, finances permitting, appoint an independent evaluator every three years to assess the effectiveness of the internal functioning, outputs and impacts of Control Arms. This report shall be circulated to the Control Arms membership.
- **Fundraising.** Provides substantial support to the Secretariat with ongoing fundraising efforts, including but not limited to identification of new funding sources, outreach to potential donors on behalf of Control Arms, regular communication with the Secretariat regarding funding needs, support in developing fundraising materials and funding applications.
- **Grant Making:** Oversees all decisions of the Secretariat with regard to providing grants to member organisations, individually or as parts of specific projects or campaigns. Criteria for the selection shall be published and/or made available upon request by any member before decisions are made.

2.2 Composition and Criteria

The International Board shall consist of a total of seven (7) representatives, serving on a voluntary basis as follows:

Organizational Representatives. Five (5) organisational members of Control Arms shall be appointed to the International Board as Representative Organizations.

- Each Representative Organisation is a legally-established, independent and non-partisan, and with no institutional connection to any government. Each Representative Organization must have a clear organisational policy in support of reducing human suffering from conflict and armed violence through the regulation of international arms transfers and willingness and capacity to dedicate personnel and resources towards that goal.
- Each Representative Organisation is a member organization of Control Arms.
- Each Representative Organization shall identify one main individual who engages with the International Board of on behalf of the organization with the consent and support of the head of the organization.
- Representative Organizations may select up to two additional individuals to participate in meetings as alternates, with the International Board's consent. If the main individual is not able to participate in an International Board meeting, the organization should designate an alternate to vote on behalf of the organization by submitting a notification to the Chair of the International Board, at least one week prior to the meeting.

Individual Representatives. Two (2) of the International Board Representatives shall be appointed to the International Board as Individual Representatives. Individual Representatives are individuals recognised as experts in a relevant specific functional or issue area, such as those set out in sub-paragraphs b) and c) below. While they must support the aims and

objectives of the organisation, they need not be Control Arms Coalition members or have detailed knowledge of arms control issues.

Regional and Gender Balance. The International Board is committed to regional and gender balance, in line with the membership of the coalition.

- Regional balance is encouraged through the selection of Representative Organizations from no less than four of the following regions (Americas, Asia, Europe, Middle East North Africa, Sub-Saharan Africa, Pacific) and at least one Representative Organization from each of the Africa, Asia and GRULAC regions.
- Gender balance is encouraged through the selection of no less than three women as Individual Representatives or acting on behalf of Representative Organizations.
- The board shall strive to attract representatives who are from armed violence-affected countries and/or survivors of armed violence.

Additional Requirements for International Board Representatives:

- a) International Board Representatives commit to the goals and objectives of Control Arms and to uphold its Code of Conduct
- b) International Board Representatives are recognized as having expertise/experience in at least one of the following thematic areas: human rights, humanitarian affairs, development, arms control or management, or armed violence/violence prevention/survivors.
- c) International Board Representatives possess recognized skills in at least one of a range of key functional areas, such as: policy, advocacy, research, international campaigning, international law, diplomatic negotiations, human resources management, financial management, fundraising or strategic development.
- d) Each International Board Representative commits to keeping the Secretariat regularly informed of activities relating to the ATT or international arms transfers more generally and supporting the work of Control Arms through the frequent sharing of information and expertise.

Chair. The International Board is facilitated by one Chair. The role of Chair is held by a Representative Organisation or an Individual. For Representative Organizations, one individual must be designated to fulfil that role.

The Chair is elected by the International Board for a one-year term, with the possibility of one additional term.

The responsibilities of the Chair will include, but will not be limited to:

- Preparing for and convening meetings of the International Board:
 - Finalize the agenda for meetings of the International Board, with input from the Executive Director and International Board Representatives
 - Request from the Executive Director any background documentation or financial records at least one week prior to International Board meeting

- At Annual Coalition Meetings (ACM), present to the coalition the Control Arms strategic plan and report on progress made toward its objectives.
- Serving as the primary contact for the International Board to the Secretariat and providing advisory services, support and rapid response to the Secretariat for operational issues when they arise.
- Acting as Control Arms' spokesperson, along with the Executive Director.
- Initiating and coordinating the selection process for new International Board Representatives, with input from the ISG as set out below.

2.3 Term, Nomination and Selection Process

International Board Representatives will serve a two year term, with the option to serve an additional two year term.

Every year at least two Representatives shall complete their appointment. To serve an additional two year term, existing members must join the nomination process as outlined below.

The International Board is expected to manage this process on a rolling basis so as to balance continuity and institutional memory with fresh perspectives and dynamics.

Nomination/Application Process. The application and nomination process for International Board representation is as follows:

For proposed Organizational Representatives:

- With support from the Secretariat, the Chair of the ISG will announce – through email communication to the coalition – the opening of International Board position(s).
- The ISG will consult with the coalition and put forward a shortlist of nominations in line with the criteria and regional representation and gender balance requirements outlined in section 2.2.
- Whenever possible, Organizational Representatives shall be appointed from the shortlist provided by the International Steering Group. If a satisfactory shortlist cannot be supplied, the International Board reserves the right to recruit the necessary individuals to satisfy to the greatest extent possible the criteria outlined in section 2.2.

For proposed Individual Representatives:

- With support from the Secretariat, the Chair of the International Board will announce – through email communication to all appropriate networks – the opening of International Board position(s).
- Applicants will submit a standard application form in English, French or Spanish to the Chair of the International Board.

Selection Process. In selecting new Organizational Representatives, the International Board will review nominations provided by the ISG. In selecting new Individual Representatives, the

International Board will accept and review applications submitted to the Chair of the International Board.

The criteria for reviewing nominations to join the International Board includes:

- commitment to the Control Arms mission and goals;
- knowledge and engagement with issues involving international arms transfers;
- capacity to dedicate sufficient time and resources on behalf of their organisation to fulfil relevant roles and responsibilities;
- the needs of the International Board in terms of diversity of skills and perspectives, expertise, gender, regional diversity, constituencies, and ability to mobilise resources;
- the effective and smooth functioning of the International Board.

International Board nominations will be assessed on an individual basis, and for organizations, on the basis of the organization and the named individual(s) that will represent the organization.

Within two (2) weeks after receipt of the nomination list and background documents from the ISG (Representative Organizations), and/or the applicant list and background documents (Individual Representatives), the International Board will convene and, in accordance with Section 2.4, make a final decision on the selection of International Board representative(s).

The names of all International Board Representatives are published on the Control Arms website, along with name and contact information of the Individual Representative or for the main individual representing each Representative Organisation.

2.4 Practices and Decision-making

Frequency. The International Board meets at least once per quarter, either virtually or in-person. Extraordinary International Board meetings may be called when particular issues require the consideration or approval of the International Board.

Annual Coalition Meeting (ACM). The International Board convenes the ACM, open to all coalition members. At each ACM, the International Board presents to the coalition the Control Arms' strategic plan, reports on progress made toward its objectives and identifies key priorities for the upcoming year. The ISG will also report on its work completed in the last year and set out its objectives for the upcoming year. Provision will be made for virtual participation for those members who are not able to join in person.

Meeting Agendas. Overall strategic planning, membership, financial and operational oversight, and fundraising will be standing items on the agendas of the International Board meetings. In addition, reports from committees, the ISG and the Secretariat are also welcomed as needed.

All items on the agenda of a regular (non-extraordinary) meeting that require a decision shall be accompanied by sufficient background documentation sent out in good time before the meeting and contain a proposed decision.

All background documentation, financial or otherwise, collected from the Secretariat will be provided to the International Board by the Chair at least one week prior to the regular meeting.

Confidentiality. All documents and their contents developed or circulated by the International Board are deemed confidential and may not be shared outside of the International Board or the Secretariat without express permission of the International Board.

Minutes. The International Board shall be responsible for and shall take minutes of all International Board meetings.

The International Board minutes will be kept by the Secretariat and made available for consultation by International Board members. All decisions will be recorded appropriately in the minutes, noting voting records if appropriate. All International Board minutes are confidential.

Based on these minutes, the Secretariat shall prepare a summary (subject to the endorsement of the Chair) to inform all Control Arms coalition members of major decisions and action points that are not confidential. The summaries will be posted on the Control Arms website.

Decision-Making. Each Representative of the International Board has one vote in all International Board matters. A quorum shall consist of two-thirds ($\frac{2}{3}$) of International Board Representatives, i.e. five representatives.

Decisions will be taken in the course of meetings only when a quorum is present, whether in-person or virtual. If an International Board organization is unable to participate in the meeting, its vote can be submitted via email to the entire International Board by the time of the start of the meeting in which the decision will be taken. Emergency voting can occur in the course of a meeting.

The International Board will do its utmost to reach decisions by consensus. If consensus cannot be achieved, a simple majority vote of all International Board Representatives present at the meeting will be taken.

In the event of urgent or unforeseen events requiring decisions, an extraordinary meeting can be convened to take a decision, or decision can be taken by email within a 48-hour period. That decision will be reaffirmed in the course of the next regularly scheduled meeting. When an unforeseen matter is so urgent that it is impossible to consult the entire International Board (less than two days), a decision may be taken by the Chair on behalf of the International Board.

Extraordinary meetings or voting should be discouraged and only exercised in rare or unusual circumstances.

International Board Representatives may not exercise a vote when they have an interest in the decision, such as for renewal of their own International Board representation.

All significant decisions made by the International Board will be communicated to the Secretariat and the ISG. All decisions are to be acted upon by the International Board effectively in accordance with the Control Arms Code of Conduct.

2.5 International Board Committees

The International Board may establish committees to work on specific issues and may invite other member organisations to contribute to working groups on a case-by-case basis.

The International Board shall decide the nature, purpose and number of these committees. These may include, for example, finance/fundraising, human resources, and communications and membership. Each committee will develop its own terms of reference, to be reviewed by the International Board on a biannual basis. These committees meet at least once quarterly, but as often as deemed necessary. The committees report to the International Board as a whole with relevant recommendations or evaluations at least quarterly.

Each committee has at least two International Board Representatives. After committee formation is approved by the International Board, the committee selects an International Board Representative as committee chair, who will act as the convenor. The convenor is responsible for ensuring effective communication within the group, organising meetings, and reporting on the group's activities to the International Board.

All committee decisions are taken to the International Board for review and adoption.

Committees may invite participation from experts who are not International Board Representatives, as appropriate.

3. INTERNATIONAL STEERING GROUP (ISG)

The International Steering Group (ISG) serves to connect the International Board and the Secretariat with the wider coalition. Through regular consultations with Control Arms members, the ISG will ensure that diversity, breadth of knowledge and region-specific expertise are reflected in Control Arms' strategic plan and activities.

While the role of the ISG is critical to the effective and efficient overall communication with Control Arms members, direct lines of communication between Control Arms members and the International Board or the Secretariat are also permitted and encouraged.

3.1 Function

The ISG is responsible for:

- Developing and maintaining a mechanism for active engagement with members to ensure a representative coalition.

- Gathering information and viewpoints from Coalition members for input into the Control Arms three-year strategic plan and identification of Control Arms annual priorities.
- Nominating, on an annual basis, a shortlist of prospective new International Board Representatives to replace any Organizational Representatives rotating out, taking into consideration the thematic, functional and diversity needs and requirements of the International Board as a whole, as the basis from which the International Board would select its new members.

3.2 Composition and Criteria

The ISG is made up of a maximum of 17 Members of Control Arms.

Representation. The International Board is committed to regional and gender balance, in line with the membership of the coalition, as well as significant participation by Control Arms members representing survivors and representing countries or contexts affected by armed violence. Up to (2) two representatives of the ISG are from International Organizations and up to one (1) representative from each of the following sub-regions:

- | | |
|--------------------|-------------------------------------|
| 1. North America | 9. Southern Africa |
| 2. Central America | 10. South Asia |
| 3. South America | 11. East Asia |
| 4. Caribbean | 12. South East Asia |
| 5. MENA | 13. Pacific/Oceania |
| 6. West Africa | 14. Western Europe |
| 7. East Africa | 15. Eastern Europe and Central Asia |
| 8. Central Africa | |

Sub-regions are not, however, obliged to supply a member to the ISG.

Additional Requirements for ISG Representatives. Representatives of the ISG must:

- Be a legally-established, independent and non-partisan civil society organization or individual, active and knowledgeable with respect to the arms trade, with no institutional connection to any government. Organizations must have a clear organizational policy in support of reducing human suffering from conflict and armed violence through the regulation of international arms transfers and willingness and capacity to dedicate personnel and resources towards that goal.
- Be a member of the Control Arms coalition.
- Participate actively in promoting the goals and objectives of Control Arms through work on an international, regional and/or national level.
- Commit to keeping the Secretariat regularly informed of activities relating to the ATT or international arms transfers more generally, and supporting the work of Control Arms through the frequent sharing of information and expertise.

Chair. The ISG is facilitated by one Chair, held by a Representative Organization who will designate an individual to fulfil that role. The Chair is elected by the ISG for a one-year, renewable term.

The responsibilities of the Chair will include, but will not be limited to:

- Preparing for and convening meetings of the ISG:
 - Finalize the agenda for meetings of the ISG, with input from the Executive Director and International Board representatives
 - Request from the Executive Director any background documentation and draft strategic plans at least one (1) week prior to ISG meeting
 - At ACM, present to the coalition reports on progress made in the previous year.
- Serving as the primary contact for the ISG to the Secretariat and the International Board
- Initiating and coordinating the nomination and selection process for new ISG representatives.

3.3 Term, Nomination and Selection Process

The regional composition of the ISG is subject to review by the ISG every five years.

Each ISG representative organization serves a single three year term.

Every year, at least 25% of ISG representative organizations will complete their appointment. ISG representative organizations are expected to manage this process on a rolling basis so as to balance continuity and institutional memory with fresh perspectives and dynamics.

Nomination Process. With support from the Secretariat, the Chair of the ISG will announce – through email communication to the appropriate regional or international member organizations – the opening of ISG position(s).

The ISG Chair will collect nominations from specific regions or international organizations, in line with the regional representation and gender balance requirements outlined in section 3.2.

Selection Process. The ISG Chair will then coordinate a consultation process with the coalition, wherein the coalition, led by the ISG Chair, will review and assess all nominations to develop a final list of nominees for consideration.

All ISG nominations will be assessed on the basis of the organisation and the named individual(s) that will represent the organisation. The criteria for reviewing nominations to join the ISG will include:

- knowledge and engagement with issues involving international arms transfers
- commitment to the Control Arms mission and goals
- capacity to dedicate sufficient time and resources on behalf of their organisation to fulfil relevant roles and responsibilities

- the needs of the ISG in terms of diversity of regional representation and gender balance in accordance with section 3.2
- the effective and smooth functioning of the ISG

Within two weeks after receipt of the final list of nominees and background documents from the ISG Chair, the ISG will convene and, in accordance with section 3.4, will make a final decision on the selection of ISG representative(s).

All incoming ISG representatives will be announced by the Chair of the ISG.

The names of all ISG representative organizations are published on the Control Arms website.

3.4 Practices and decision-making

Frequency. The ISG meets at least two times per year, either virtually or, where feasible, in-person.

Agenda and Minutes. Proposed agendas, relevant logistical information and necessary documents for all ISG meetings and decision-making processes will be circulated to members at least one week in advance.

The ISG shall be responsible for and shall take minutes of all ISG meetings. The minutes shall be made public on the Control Arms website.

Decision-making. Each ISG representative has one vote in all ISG matters and should consult internally to ensure that any input offered on issues of policy is consistent with its organization. A quorum shall consist of two-thirds ($\frac{2}{3}$) of International Steering Group Representatives. For example, if the ISG has a full complement of 17 members, 12 would need to be present to be quorate.

The ISG shall strive to make decisions by consensus. When necessary, the ISG may decide on the basis of a majority vote of ISG members present.

The Secretariat may participate in all ISG meetings and deliberations, but without voting rights.

4. CONTROL ARMS MEMBERSHIP

Eligibility. Control Arms operates on the basis of a membership model. Requests for international membership with Control Arms are considered and approved by the International Board.

Any NGO is eligible to become a Member Organization (Member). Membership involves pledging to:

1. promote the Control Arms goals and objectives;

2. identify publicly with Control Arms;
3. operate non-violently; and
4. adhere to membership agreement.

Upon joining Control Arms, Member Organizations are encouraged to outline how they intend to support Control Arms and its goals and engage in its activities, and to report back on their progress.

Members are listed on the Control Arms website.

5. CONTROL ARMS SECRETARIAT

Control Arms employs an international Secretariat team (the Secretariat) consisting of staff members and consultants. The International Board regularly reviews and approves the overall staff framework, which is then implemented by an Executive Director.

The specific responsibilities of the Secretariat are set out in their individual role descriptions. Together, the Secretariat provides core strategic, policy, operational and financial direction and support for all projects undertaken by Control Arms.

The Secretariat is also tasked with coordinating and supporting Member Organizations in their work to reduce human suffering caused by conflict and armed violence through the regulation of international arms transfers.

The work of the Control Arms Secretariat is coordinated and guided by the Executive Director, who reports to the International Board. Under the direction of the Executive Director, Control Arms staff ensure regular communications with Member Organizations, the International Board, and the ISG.

Under the Executive Director, the Secretariat may develop or coordinate independent advisory bodies for individual projects, such as the ATT Monitor.