

HEADQUARTERS AGREEMENT
BETWEEN
THE INTERNATIONAL VACCINE INSTITUTE
AND
THE GOVERNMENT
OF THE REPUBLIC OF KOREA

The International Vaccine Institute and the Government of the Republic of Korea,

Having regard to Articles II and XVII of the Constitution of the International Vaccine Institute,

Desiring to define the privileges and immunities required for the exercise of the functions and fulfillment of the purposes of the International Vaccine Institute,

Have agreed as follows:

ARTICLE I
DEFINITIONS

In this Agreement :

- (a) "Institute" means the International Vaccine Institute.
- (b) "Government" means the Government of the Republic of Korea.
- (c) "appropriate Korean Authorities" means such national or other authorities in the Republic of Korea as may be appropriate in the context

of and in accordance with the laws and customs applicable in the Republic of Korea.

(d) "headquarters seat" means

(i) any land or building owned, leased, loaned or otherwise at the disposal of the Institute in the Republic of Korea for the purpose of establishing its headquarters, including support facilities; and

(ii) with the concurrence of the Government, and for the duration of such use, any building in the Republic of Korea which is temporarily used by the Institute.

(e) "Board" means the Board of Trustees of the Institute.

(f) "property of the Institute" means all property, including funds, income and other assets, leased, held or administered by the Institute under arrangements of trust, endowment, bail, pledge, or otherwise in furtherance of its constitutional aims.

(g) "archives of the Institute" means all correspondence, documents, computer data, manuscripts, still and motion pictures, films and sound recordings, belonging to or held by the Institute in furtherance of its constitutional aims.

(h) "staff of the Institute" means the Director, senior members and other members of the Institute appointed by or on behalf of the Director.

ARTICLE II
INVIOLABILITY OF THE HEADQUARTERS SEAT

1. The headquarters seat shall be inviolable. No person exercising any public authority within the Republic of Korea shall enter the headquarters seat to perform any duties except with the consent of the Director.

2. In the event of natural disaster, fire or any other emergency constituting an immediate threat to human life, the consent of the Director is presumed.

3. The headquarters seat shall not be used in any manner incompatible with the Institute's functions.

ARTICLE III
PROTECTION OF THE HEADQUARTERS SEAT

The appropriate Korean Authorities shall take such measures as may be practicable to ensure the security and tranquillity of the headquarters seat.

ARTICLE IV
PUBLIC SERVICES AT THE HEADQUARTERS SEAT

To enable the Institute to carry out its function smoothly, the Government shall take such measures as may be practicable to ensure that the necessary public services are provided at the headquarters seat.

ARTICLE V
THE INSTITUTE AND ITS PROPERTY

1. The Institute shall enjoy immunity from every form of legal process except in so far as in any particular case the Director shall have waived its immunity. Waiver of such immunity shall not be held to imply waiver of immunity in respect of execution of a judgment, for which a separate waiver shall be necessary. In case the Institute initiates a legal process, waiver of immunities in respect not only of that legal process but also of the execution of a judgment thereof is presumed.

2. The property of the Institute and its archives, wherever located and by whomsoever held, shall be immune from search, attachment, requisition, confiscation, expropriation and any other form of interference.

ARTICLE VI
JURIDICAL PERSONALITY

The Government recognizes that the Institute is an international organization with international legal personality and capacity to perform legal acts required for the performance of its constitutional functions, in particular, to conclude treaties, to contract, to acquire and dispose of movable and immovable property, and to be a defendant party in judicial proceedings when the Director has waived immunity.

ARTICLE VII COMMUNICATIONS

1. All official communications directed to the Institute, or to staff of the Institute at the headquarters seat, and all outward official communications of the Institute, by whatever means or in whatever form transmitted, shall not be subject to censorship or any other form of interception or interference. This exemption shall also extend, inter alia, to publications, computer data, still and motion pictures, films and sound recordings.

2. The Institute shall have the right to use codes and to dispatch and receive official communications by courier or in sealed bags, which shall have the same privileges and immunities as are accorded to diplomatic couriers and bags.

ARTICLE VIII FINANCIAL FACILITIES

In order to achieve its constitutional aims, the Institute may freely;

1. hold funds, gold or currency of any kind and operate accounts in any currency;

2. transfer its funds, gold or currency to or from the Republic of Korea or within the Republic of Korea and convert any convertible currency held by it into any other currency.

ARTICLE IX
TRANSIT AND SOJOURN

1. The Government shall take necessary measures to facilitate the entry into, sojourn in and departure from the Republic of Korea of the Institute's staff, their families and members of their household, participants in the Institute's programs and persons visiting the headquarters seat on official business, irrespective of their nationality. The Government shall not impede the transit of such persons to and from the headquarters seat. Any visas required by the persons referred to in this Article shall be granted as promptly as possible.

2. The Director shall communicate the names of persons referred to in paragraph 1 of this Article to the Government, to the extent practicable, in advance.

ARTICLE X
EXEMPTION FROM TAXES

1. For the carrying out of its constitutional aims, the Institute and its property, assets and income shall be:

(a) exempt from all direct taxes except those which are, in fact, no more than charges for public utility services;

(b) exempt from customs duties and prohibitions and restrictions on imports and exports in respect of articles imported or exported by the Institute for its official use. It is understood, however, that articles imported under such exemption will not be sold in the Republic of Korea except under conditions agreed with the Government ;

2. The Institute shall enjoy, with respect to indirect taxation, the same exemptions and facilities as are granted to Special Agencies of the United Nations in the Republic of Korea.

ARTICLE XI STAFF OF THE INSTITUTE

1. The staff of the Institute who are not Korean nationals shall enjoy, within and with respect to the Republic of Korea, the following privileges and immunities:

- (a) immunity from every form of legal process in respect of acts done by them in the exercise of their functions, including words spoken or written, and all acts performed by them in their official capacity, it being understood that such immunity shall continue notwithstanding that the persons concerned may have ceased to be on the staff of the Institute;
- (b) immunity from inspection and from seizure of official baggage ;
- (c) exemption from direct taxes on salaries and emoluments paid to them by the Institute ;
- (d) exemption for the staff and their family who are not Korean nationals from all forms of immigration restriction and alien registration;
- (e) the same rights with respect to the import and the purchase of their furniture and effects, including motor vehicles, as are accorded to officials of Specialized Agencies of the United Nations in the Republic of Korea.

2. The Institute shall communicate annually to the Government a list of its staff and any changes thereto. And whenever any staff member of the Institute begins or ends his/her service with the Institute, the Institute shall without delay notify the Government of the fact.

3. The Government shall issue to the staff of the Institute, and to their spouses and dependents who are entitled to privileges and immunities and facilities an identity card specifying the holder's status.

4. In addition to the privileges and immunities specified in paragraphs 1, 2, 3 of this Article, the Director who is not a Korean national shall be accorded the privileges, immunities and facilities equivalent to those granted to Ambassadors.

ARTICLE XII

MEMBERS OF THE BOARD OF TRUSTEES OF THE INSTITUTE

1. Members of the Institute's Board of Trustees who are not Korean nationals, while exercising their functions, shall enjoy the following privileges and immunities:

(a) personal inviolability, including immunity from personal arrest or detention;

(b) except as provided in paragraph 2 of this Article, immunity from legal process of any kind with respect to words spoken or written, and all acts done by them in the performance of their official functions, it being understood that such immunity shall continue notwithstanding that the persons concerned may have ceased to perform such functions;

- (c) inviolability of all papers and documents;
- (d) exemption with respect to immigration restrictions, alien registration and national service obligations;
- (e) the same facilities with respect to currency or exchange restrictions as are accorded to representatives of foreign governments on temporary official missions;
- (f) the same immunities and facilities with respect to their personal and official baggage as are accorded to members of comparable rank of diplomatic missions, pursuant to security measures that the Republic of Korea might apply according to international law.

2. However, the immunity from legal process shall not apply to the civil and administrative jurisdiction of the Republic of Korea in relation to an action for damages arising from an accident caused by a motor vehicle, vessel or aircraft, used or owned by the persons concerned where those damages are not recoverable from insurance.

ARTICLE XIII

PURPOSE OF PRIVILEGES AND IMMUNITIES AND COOPERATION WITH APPROPRIATE KOREAN AUTHORITIES

1. The privileges and immunities provided for in Articles X through XII are conferred in the interest of the Institute and not for the personal benefit of the individuals themselves. The authorities specified in paragraph 2 of this Article shall have the right and the duty to waive immunity whenever it would impede the course of justice. Such waiver of immunity shall be without prejudice to the interests of the Institute.

2. The authorities referred to in paragraph 1 of this Article shall be:

(a) the Chairperson of the Board with respect to Board Members and the Director,

(b) the Director with respect to senior members and other members of the Institute, official visitors to the Institute and the Institute itself.

3. The Institute and its staff shall cooperate with the appropriate Korean Authorities to facilitate the proper administration of justice, to secure the observance of police regulations and to prevent the occurrence of any abuse in connection with the privileges and immunities provided for in this Agreement.

4. Without prejudice to the privileges and immunities conferred by this Agreement, it is the duty of all persons enjoying such privileges and immunities to observe the laws and regulations of the Republic of Korea. Such persons also have a duty not to interfere in the internal affairs of the Republic of Korea.

ARTICLE XIV
SECURITY MEASURES

The provisions of the present Agreement do not constitute impediments to the enforcement of security measures or controls as may be required by the appropriate Korean Authorities.

ARTICLE XV
SETTLEMENT OF DISPUTES

Any dispute between the Institute and the Government concerning the interpretation or application of this Agreement or any question affecting the headquarters seat or the relationship between the Institute and the Government, which is not settled by negotiation or other agreed mode of settlement, shall be referred to arbitration, by a tribunal composed of three arbitrators: one to be appointed by the Director, one to be appointed by the Government, and the third, who shall be the chairperson of the tribunal, to be appointed by the first two arbitrators. Should the first two arbitrators fail to agree upon the third within six months of the date on which both of them had been appointed, such third arbitrator shall be appointed by the President of the International Court of Justice at the request of either party. A majority vote of the arbitrators shall be sufficient to reach a decision, including decisions on procedural matters, which shall be final and binding on the parties.

ARTICLE XVI
ARBITRATION

The Institute shall establish appropriate procedures for the settlement of disputes with all its staff. The Institute shall insert clauses in contracts with all other persons, whether physical or corporate, providing for the settlement of disputes by arbitration in a manner complying with generally accepted legal principles as regards impartiality and such matters as the right to the parties to state their cases. In addition, the Institute shall maintain adequate insurance or take other such measures to enable it to meet claims of a non-contractual nature.

ARTICLE XVII
FINAL PROVISIONS

1. This Agreement shall enter into force, provided that all conditions contained in Article VIII of the Agreement on the Establishment of the International Vaccine Institute have been met, on the day of notification that internal procedures have been completed by the Institute and the Government .

2. Consultations with respect to amendment of this Agreement will be held at the request of the Institute or the Government.

3. This Agreement shall remain in force for such time as the Institute maintains its headquarters seat in the Republic of Korea unless it is terminated previously by mutual consent.

4. Without prejudice to this Agreement, laws, regulations and administrative procedures enacted by the appropriate Korean Authorities to

govern administrative affairs of Specialized Agencies of the United Nations in the Republic of Korea shall apply to the Institute.

Done in _____, in duplicate, in the English and Korean languages, each text being equally authentic on the day of 19...

FOR THE INTERNATIONAL
VACCINE INSTITUTE

FOR THE GOVERNMENT OF THE
REPUBLIC OF KOREA