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# codex alimentarius commission



FOOD AND AGRICULTURE  
ORGANIZATION  
OF THE UNITED NATIONS

WORLD  
HEALTH  
ORGANIZATION



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Agenda Item 8

**English Only**

## JOINT FAO/WHO FOOD STANDARDS PROGRAMME

### EXECUTIVE COMMITTEE OF THE CODEX ALIMENTARIUS COMMISSION

*Fifty-seventh Session, WHO Headquarters*

*Geneva (Switzerland), 6 – 9 December 2005*

### **RELATIONS BETWEEN THE CODEX ALIMENTARIUS COMMISSION AND OTHER INTERNATIONAL ORGANIZATIONS**

This document presents the following information provided by the International Centre for Trade and Sustainable Development (ICTSD), in conjunction with its application for observer status with Codex (see CX/EXEC 05/57/8 para.5 and Annex).

Annex 1: ICTSD Activities

Annex 2: ICTSD Articles of Association

**Annex 1****ICTSD Activities****Specific Projects 2005- 2007**

In addition to core programme activities described above, ICTSD is developing a number of specific projects, which tightly intersect with one or more of the core programme activities. Over the next three years these projects will help ICTSD improve the readability and accessibility of its publications; increase its outreach and enhance its delivery of news and analysis; help build negotiation-relevant dialogue and applied research on the relationships between trade and sustainable development both in Geneva and in developing country regions; and establish longer-term capacity for trade policy formulation in the regions. ICTSD will focus on the following three broad programmatic areas:

- Systemic issues such as the coherence between governance regimes, the notion of special and differential treatment in trade rules, public participation, or the WTO dispute settlement mechanism.
- Thematic issues such as agriculture, IPRs, services, and the environment.
- Regional trade and sustainable development, particularly in the context of Africa, Asia and the Americas.

Table 1 provides an overview of activities planned for 2005-2007. The most significant projects are briefly described below. Work already completed under these projects is available on ICTSD's web site.

***Finding a Constructive Middle Way in S&DT Negotiations***

In 2005, the programme will continue to develop its approach based on "situational analysis," which consists of identifying specific situations - as opposed to categories of countries - reflecting different economic and social conditions and defining how trade rules can accommodate the development needs associated with those situations. Particular attention will be put in integrating developing country stakeholder perspectives on how to move the S&DT debate forward at the WTO and strengthen developing country ownership of the process.

**Table 1: ICTSD's Programmes and Projects**

Programme Category	ICTSD Programmes	Examples of Projects /Specific Activities in 2005
<b>Systemic Issues</b>  Programmes focusing on issues related to the architecture and governance of the trade and sustainable development regimes.	<ul style="list-style-type: none"> <li>Building the Trade and Sustainable Development Agenda</li> </ul>	<ul style="list-style-type: none"> <li>Finding a Middle Way in Special &amp; Differential Treatment</li> <li>Spaces for Sustainable Development Policies in Trade (SPACES)</li> </ul>
	<ul style="list-style-type: none"> <li>Dispute Settlement and Sustainable Development</li> </ul>	<ul style="list-style-type: none"> <li>Towards a Development-Supportive Dispute Settlement System at the WTO</li> <li>Context Setting Reporting and Analysis</li> </ul>
<b>Thematic Focus</b>  Programmes designed to examine specific issues at the heart of the trade and sustainable development interface.	<ul style="list-style-type: none"> <li>Trade in Services and Sustainable Development</li> </ul>	<ul style="list-style-type: none"> <li>Filling Analytical and Conceptual Gaps: a 2 Year Research and Dialogue Project</li> <li>Policy Paper: Identifying Linkages with Sustainable Development and Policy Implications</li> <li>Supporting selected countries in the request and offer phase.</li> </ul>
	<ul style="list-style-type: none"> <li>IPRs and Sustainable Development</li> </ul>	<ul style="list-style-type: none"> <li>Creating Capacities: UNCTAD/ICTSD Project on IPRs and Sustainable Development</li> <li>Integrating Sustainable Development Objectives and IP-related Technical Assistance Services</li> <li>TRIPS-plus Standards in Bilateral and Regional Agreements</li> <li>Incorporating a Development Agenda in WIPO</li> </ul>
	<ul style="list-style-type: none"> <li>Agriculture Trade Reform and Sustainability</li> </ul>	<ul style="list-style-type: none"> <li>Intelligence Reports on WTO Agriculture Negotiations</li> <li>Promoting a Pro-poor and Sustainability-oriented Reform Agenda: the Windsor Initiative</li> <li>Integrating Effective and Meaningful S&amp;DT Modalities in Agriculture Negotiations: The SP/SSM Project</li> <li>Defining criteria for green box subsidies</li> </ul>
	<ul style="list-style-type: none"> <li>Trade, Natural Resources and the Environment</li> </ul>	<ul style="list-style-type: none"> <li>Southern Agenda on Trade and Environment</li> <li>Environmental Goods and Services</li> <li>Strengthening Developing Country Participation in Fisheries Negotiations</li> <li>Capacity Building for the Safe Use of Biotechnology</li> <li>Making the Multilateral Trading System Supportive of the Transition to a Sustainable Energy Future</li> </ul>
<b>Region-specific Programmes</b>  Cross-cutting programmes designed to respond to the specific needs of a region, a group of countries or a particular constituency.	<ul style="list-style-type: none"> <li>Africa Trade and Sustainability</li> </ul>	<ul style="list-style-type: none"> <li><i>Trade Negotiations Insights</i></li> <li><i>PASSERELLES</i></li> </ul>
	<ul style="list-style-type: none"> <li>Americas Trade Programme</li> </ul>	<ul style="list-style-type: none"> <li><i>PONTES</i></li> <li><i>PUENTES</i></li> </ul>

### *Making the Dispute Settlement Mechanism Work for Developing Countries*

This two-year project on "The WTO Dispute Settlement System and Developing Countries" aims to strengthen developing countries' understanding of options and their potential strategies for defending their trade rights through an increasingly important and legalised dispute settlement system. These objectives will be achieved through two primary mechanisms. First, the project team will sponsor and coordinate original research by forming a multidisciplinary network of academics from developed and developing countries. Second, three regional dialogues will be organised in Asia, Africa, and South America to bring together a range of developing country stakeholders concerned with trade issues. A consortium of trade experts comprising of economists, lawyers and political scientists have already been established, consisting of representatives from the Advisory Centre for WTO Law, the University of Geneva, the Graduate Institute of International Studies in Geneva, and the University of Wisconsin Law School. ICTSD will work closely with this consortium in implementing the project.

### *Services Liberalisation and Sustainable Development: Filling the Conceptual and Analytical Gap*

In 2005, ICTSD will finalise the production of a comprehensive Policy Paper aimed at identifying policy issues associated with services liberalisation from a sustainable development perspective and filling the many existing conceptual and analytical gaps in this area. This ground-breaking research is being prepared by a group of leading experts in the field of services and sustainable development and is expected to be completed in 2005. The project is also envisaging a series of regional dialogues, informal meetings in Geneva, and studies addressing systemic and sectoral issues associated with services negotiations from a sustainable development perspective.

### *Balancing Private and Public Interests: the Intellectual Property Rights Programme*

Activities in the area of intellectual property will focus on two processes, namely the WIPO negotiations and the negotiations of bilateral free trade agreements. On WIPO negotiations, ICTSD will contribute to fleshing out elements of the "Development Agenda" proposed by some developing countries. In the area of bilateral and regional agreements, ICTSD will raise awareness at the highest political level in selected developing countries on the risks and opportunities associated with IP chapters under those agreements. This will be done through a series of national dialogues jointly organised with the World Bank Institute in developing countries that already are engaged in such negotiations. These dialogues will mobilise different ministries, the media as well as respected experts that will address some of the challenges posed by TRIPS + provisions in bilateral agreements.

### *Promoting Food Security and Rural Livelihood in the Doha Development Agenda: the Agriculture Programme*

ICTSD will continue to monitor WTO negotiations closely in order to enable relevant knowledge communities to engage with policy makers by providing context-setting analysis and coverage through its regular Intelligence Reports on agriculture<sup>1</sup> and through a new web portal on agriculture (<http://www.agtradepolicy.org>). As agriculture negotiations enter a decisive phase, however, the Centre will undertake more targeted and strategic activities. This work will focus on facilitating an informal collective action process through a loose network of negotiators, policy makers, experts, and NGOs with the view to defining and monitoring a pro-poor and sustainability-oriented agenda on agriculture trade reform. This initiative aims to identify priority areas where action is needed both in terms of substance and process. As a complement to this initiative ICTSD will contribute substantively to the advancement of this agenda, in three broad areas, namely special and differential treatment - with a special emphasis on special products and special safeguard mechanism - as a way to address food and livelihood security concerns; strategic commodity markets and related global value chains; and subsidies, environment and sustainability.

### *Reconciling Trade, Development, and Environmental Concerns*

Regular reporting on issues related to trade and biodiversity will continue in BRIDGES Trade BioRes, and through ICTSD's new Trade & Environment Knowledge Navigator ([www.trade-environment.org](http://www.trade-environment.org)), which aims to facilitate access to a wide range of knowledge on trade and environment for trade policy-makers and influencers. Additional activities will focus on four specific areas:

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<sup>1</sup> see <http://www.agtradepolicy.org/page/ictsd/resource.htm#reports>

- "Promoting a Southern Agenda on Trade and Environment" by strengthening the capacity of key stakeholders in developing countries to identify their regional priorities on trade and environment through a series of research and dialogue activities, including the production of a Resource Book that will function as an important tool for policy-makers and influencers alike to facilitate their informed participation in trade and environment negotiations and policy-making processes.
- Providing regional inputs in the identification, selection and treatment of environmental goods and services through a series of regional dialogues and cross-cutting research papers.
- Facilitating the informed participation of developing country on fisheries negotiations by supporting disadvantaged developing countries in the formulation of their negotiating positions and strategies in the ongoing WTO negotiations on fisheries subsidies and generating knowledge, creative thinking and innovative approaches on integrating broader sustainable fisheries management objectives into multilateral trade policy-making.
- Building capacity for trade and biotechnology policy-making. This project aims to enhance the capacity of developing countries to better formulate their biotechnology strategies and priorities as they relate to trade and sustainable development.
- Fostering new and innovative solutions - through dialogues and new policy research - to help make the Multilateral Trading System supportive of the transition to a sustainable energy future.

### **Communication, Outreach & Information: ICTSD's periodicals**

With a view to enabling stakeholders to participate more effectively in policy-making processes, ICTSD will continue to provide a series of targeted and regular electronic and printed publications. Each of these publications have been designed and implemented – in terms of language, focus and issue coverage – with specific targeted constituencies in mind. They seek to highlight sustainable development concerns in trade policy formulation and trade rule negotiations, and to fill significant knowledge and information gaps for stakeholders in trade and non-trade policy-making communities. They are increasingly recognised as a main vehicle for innovative and critical thinking as well as ideas in the trade and sustainable development arena. Annex 1 provides an overview of the publications outreach, regionally and among different stakeholders, as well as of the thematic issues addressed.

ICTSD follows a two-track approach that addresses the needs of those at the front of the trade and sustainable development debate while ensuring that new entrants into the debate are well supported and able to navigate this complex intersection of policies, theories and institutions. This job has become considerably more challenging in recent years as the number of trade related issues has grown; as many NGOs and others in civil society have become much more expert on trade issues; and as many more members of the public have begun to engage in trade-related debates. The Centre's internationally recognised "BRIDGES" series of publications includes:

*BRIDGES Between Trade and Sustainable Development*, (Quasi-monthly, 16-24 pp.). The ICTSD review (circulation @ 7,900) contains trade and sustainable development analysis and news on the WTO, UNCTAD, MEAs and the UN, as well as views from NGOs and academia. It is aimed at all of the Centre's audiences. Drawing on the views of different audiences (often written by prominent representatives of those audiences), the review synthesises and highlights common concerns between the trade community and the environment and development communities on current issues. It also keeps readers informed of important meetings, documents, decisions, dispute settlement panels and other events taking place in these communities.

*Puentes, Pontes, Passerelles and BRIDGES Asia* (Semi-monthly, 20-24 pp.). ICTSD produces Spanish, Portuguese and French language editions of the Bridges monthly review in conjunction with local partners in Costa Rica, Brazil and Senegal (circulation @ 3200, close to 2000 and 3000, respectively). These publications are written in Latin America and Africa and draw on information from the regions as well as contributing to the regional coverage of the Bridges English language edition. They are part of a cross-programme initiative with ICTSD's capacity building and outreach strategy in which ICTSD has assisted local partners in building regional capacity for trade and sustainability reporting and analysis, while building and supporting regional networks that can participate more effectively in trade policy-

making. Since 2002, the bi-monthly Puentes and Passerelles are complemented by bi-weekly electronic bulletins dedicated to giving an objective, up to date synopsis of the most recent developments on trade and sustainable development that directly relate to Africa and Latin America whilst at the same time trying to put them in perspective. A bi-weekly version of Pontes is starting up in mid-2005.

Finally, efforts will be dedicated in 2005 to launch a similar process in Asia through a new periodical called BRIDGES Asia. It is planned as a collaborative venture between ICTSD, the Stockholm Environment Institute-Asia (SEIA), and the Centre for Ecological Economics (CEE), Chulalongkorn University. The main language of BRIDGES Asia shall be English, but translations/ adaptations will be made in four regional languages: Thai, Vietnamese, Bhasa Indonesia and Chinese.

*BRIDGES Weekly Trade News Digest*, (Weekly, 14 – 20 pp.). The Digest (circulation @ 5,800 via list-server) summarises and synthesises trade news for non-trade professionals. It flags upcoming issues, covers hard to access Geneva news and keeps audiences abreast of mainstream press coverage. The Digest has proven very popular with NGOs, trade officials, academia, law offices and other trade stakeholders.

*BRIDGES Trade and Biological Resources News Digest* (BRIDGES Trade BioRes, Bi-Weekly, 10–12 pp.). ICTSD launched a bi-weekly publication on trade and biological resources in November 2001. BRIDGES Trade BioRes (circulation @ 1500 via list-server) aims to improve understanding between trade, conservation and sustainable development communities of intersecting issues related to biodiversity, trade and sustainable development. The newsletter covers developments, events and resources in national, regional and international arenas.

Other publications include *Trade Negotiations Insights: from Doha to Cotonou* (available in French and English, quarterly, 8pp). This joint European Centre for Development Policy Management (ECDPM)-ICTSD-Overseas Development Institute ([ODI](#)) quarterly publication focuses on the major issues faced by ACP countries in their international trade negotiations at the WTO and with the EU in the context of the Cotonou Agreement.

Name of publication
<p><u>Bridges Monthly</u></p> <p>A monthly publication on trade, sustainable development and the WTO. Available at: <a href="http://www.ictsd.org/monthly/index.htm">http://www.ictsd.org/monthly/index.htm</a></p>
<p><u>Bridges Weekly</u></p> <p>A weekly electronic news service on trade, sustainable development and the WTO. Available at: <a href="http://www.ictsd.org/weekly/index.htm">http://www.ictsd.org/weekly/index.htm</a></p>
<p><u>Bridges BioRes</u></p> <p>A bi-weekly electronic news service on trade and biological resources co-published with IUCN – the World Conservation Union. Available at: <a href="http://www.ictsd.org/biores/index.htm">http://www.ictsd.org/biores/index.htm</a></p>
<p><u>Puentes</u></p> <p>A bi-monthly publication co-published in Spanish with the Centro Internacional de Política Económica par el Desarrollo Sostenible, Costa Rica, focusing on trade and sustainable development in the context of Latin America. Available at: <a href="http://www.ictsd.org/monthly/puentes.htm">http://www.ictsd.org/monthly/puentes.htm</a></p>
<p><u>Puentes Quincenal</u></p> <p>A bi-weekly electronic news service on trade and sustainable development from a Latin American perspective, co-published in Spanish with the Centro Internacional de Política Económica par el Desarrollo Sostenible, Costa Rica. Available at: <a href="http://www.ictsd.org/puen_quince/04-11-15/index.htm">http://www.ictsd.org/puen_quince/04-11-15/index.htm</a></p>
<p><u>Pontes</u></p> <p><b><u>A bi-monthly publication co-published in Portuguese with the Fundação Gertulio Vargas, in Brazil. Available at: <a href="http://www.ictsd.org/monthly/pontes.htm">http://www.ictsd.org/monthly/pontes.htm</a></u></b></p>
<p><u>Pontes Quinzenal</u></p> <p><b><u>A bi-weekly publication co-published in Portuguese with the Fundação Gertulio Vargas, in Brazil</u></b></p>
<p><u>Passerelles</u></p> <p>A bi-monthly publication co-published in French with ENDA, Senegal, focusing on trade and sustainable development from an African perspective. Available at: <a href="http://www.ictsd.org/monthly/pasrel.htm">http://www.ictsd.org/monthly/pasrel.htm</a></p>
<p><u>Passerelles Synthèse</u></p> <p>A monthly electronic news service on trade and sustainable development from an African perspective co-published in French with ENDA, Senegal. Available at: <a href="http://www.ictsd.org/africodev/edition/synthese/04-10-14/index.htm">http://www.ictsd.org/africodev/edition/synthese/04-10-14/index.htm</a></p>
<p><u>Trade Negotiations Inside / Eclairage sur les Négociations Commerciales</u></p> <p>A bi-monthly publication co-published in French and English with the European Centre for Development Policy Management (ECDPM), with a particular focus on ACP countries and the articulation between WTO negotiations, the Cotonou process and regional integration. Available at: <a href="http://www.ictsd.org/tni/index.htm">http://www.ictsd.org/tni/index.htm</a></p>

For further information, see [www.ictsd.org](http://www.ictsd.org), [www.iprsonline.org](http://www.iprsonline.org), [www.trade-environment.org](http://www.trade-environment.org) and [www.agtradepolicy.org](http://www.agtradepolicy.org).

**Annex 2**

**INTERNATIONAL CENTRE  
FOR TRADE AND  
SUSTAINABLE  
DEVELOPMENT**

*ARTICLES OF ASSOCIATION*

Revised May 2005

(Originally adopted in Geneva, on 20 June 1996. Revised 22 March 1998, 15 November 2000, 25 September 2002, 14 December 2004 and 19 May 2005)



# INTERNATIONAL CENTRE FOR TRADE AND SUSTAINABLE DEVELOPMENT

## PREAMBLE

**Aware** of the overarching importance of trade for development and environment;

**Recognising** the mandate of relevant international organisations, notably the World Trade Organization (WTO), the United Nations Conference on Trade and Development (UNCTAD), the United Nations Environment Programme (UNEP), and the International Labour Organization (ILO) to contribute to a trade regime based on the principles of sustainable development;

**Convinced** of the importance of a transparent, participatory, democratic and accountable framework for trade-related decision-making at the multilateral, regional and national levels;

**Recalling** the need for close and effective co-ordination and co-operation among, civil society, particularly Non-Governmental Organisations (NGOs), and other actors in international trade policy.

The founding members: the Consumer Unity and Trust Society (CUTS) - India; Fundación Futuro Latinoamericano - Ecuador; the International Institute for Sustainable Development (IISD) - Canada; Swiss Coalition of Development Organisations (SCDO) - Switzerland; and IUCN - The World Conservation Union - Switzerland, established "The International Centre for Trade and Sustainable Development" with the following Articles of Association:

## ARTICLE I

### ESTABLISHMENT AND SEAT

- a) The International Centre for Trade and Sustainable Development (hereinafter called "Centre") is constituted as an association in accordance with Article 60 (and following sub-articles) of the Swiss Civil Code;
- b) The Centre shall be a non-profit organization. It shall devote any revenue or excess funds to its programmes or return excess funds to its donors. In no case shall the Centre distribute profit;
- c) The seat of the Centre shall be in Geneva, Switzerland.

## ARTICLE II

### OBJECTIVES

The goal of the Centre is to contribute to the achievement of sustainable development in its economic, environmental, social, and political dimensions. The Centre's objectives shall be to:

- a) Contribute to a better understanding of development and environment concerns in the trade policy process;

- b) Enable participation in trade policy making, with special attention to the needs of those who are formally excluded or excluded, de-facto, for reasons of funding, geography or political conditions, including NGOs, other civil society organizations, developing country participants, and other key actors.
- c) Stimulate the interest of NGOs and other key actors in trade and sustainable development;
- d) Bridge the gap in information and communication between the NGO and trade policy communities.

### ARTICLE III

#### FUNCTIONS

In pursuit of its objectives, the Centre shall:

- a) Provide information services: e.g. facilitate access to information, establish context, publish a Bulletin, and link participants to relevant sources of information;
- b) Facilitate dialogue: e.g. host NGO community meetings and link NGO, trade, research, business, and other communities;
- c) Deliver support services: i.e. provide counselling on individual requests,
- d) Commission and support research;
- e) Undertake any other function that the Board may deem appropriate to achieve the agreed objectives.

### ARTICLE IV

#### MEMBERSHIP

After the expiry of tenure of the founding members,

- (a) The membership of the association shall be composed of no less than eight and no more than twelve individuals, serving in their individual capacities, and shall be referred to as the Governing Board.
- (b) Members shall serve a term of three years from the date of election, and may serve no more than two consecutive terms, unless requested to do so by majority decision of the Governing Board. Election shall take place at any time during the year, and membership of the Governing Board of elected individuals shall be deemed to commence at the beginning of the annual Governing Board meeting following the election. Retirement shall be deemed to take place at the end of the year in which the three years of membership (or six in the case of two terms) shall have expired.
- (c) The Governing Board should reflect a balanced range of experience and perspectives on trade, environment and development issues. At least eight of the twelve members shall have substantial NGO experience, and the four remaining members shall have experience in other relevant fields, not excluding NGO experience. At least one member shall possess significant financial and management skills and will act as the Governing Board (the membership)'s representative to the Executive Committee on matters requiring financial expertise. One member shall represent the donor perspective within the Governing Board. Membership shall also represent an appropriate gender balance and appropriate balance between developed and developing countries, among the different geographical regions and among areas of concern.
- (d) Governing Board member responsibilities include:

- assisting the Centre in identifying and bringing forward best practices in sustainable development as they relate to trade;
- actively supporting the mission and objectives of the Centre through collaboration, information provision, partnership, fund raising efforts or financial contributions;
- giving priority to meeting information and other requests from ICTSD relating to its programme of work.

## ARTICLE V

### ORGANISATION

- a) The Centre shall comprise the following organs: the Governing Board, the Executive Committee and the Secretariat.
- b) The Governing Board may create other advisory bodies as it may deem appropriate.
- c) The Governing Board may, at its discretion, recognise individuals who have provided exceptional services to the Centre or its mission by conferring upon them the title of “Distinguished Fellow”. The individual so recognized shall enjoy such rights and responsibilities as the Board may determine.

## ARTICLE VI

### FUNCTIONING OF THE GOVERNING BOARD

In order to fulfill its responsibilities,

- (a) The Governing Board normally meets once a year. Extraordinary Governing Board meetings may be convened at the request of a majority of members of the Governing Board. The Executive Director of the Centre shall be entitled to attend all sessions of the governing Board as a non-voting participant;
- (b) Each member may exercise one vote. The Governing Board, however, shall endeavour to take its decisions by consensus;
- (c) Decisions are taken by a simple majority of the members present. Decisions related to a revision of the Articles of Association, the dissolution of the Centre, its merger with other institutions, or the admission and exclusion of members require the approval of at least two thirds of all members. In the event this proportion is not reached, a second Governing Board shall be convened within two months which shall decide by a majority of at least two thirds of the members present. Such decisions may also be taken by circulation, provided that at least two thirds of the Governing Board cast a vote;
- (d) The Governing Board shall be convened and presided over by the Chair or by the Chair’s representative. Invitations to the Governing Board meeting shall be dispatched by the Centre at least one month in advance, communicating the proposed agenda. Members may request amendments to the agenda. The members shall be informed at least one week prior to the Governing Board meeting of any items so proposed. Relevant documentation shall be dispatched by the Centre at least four weeks in advance of a meeting;
- (e) The Governing Board shall have the following duties and responsibilities:
  - nomination and election of the Chair and other members of the Governing Board;
  - appointment of Executive Committee;
  - appointment of the external auditor;
  - approval of the annual report and the annual accounts;
  - amendments to the Articles of Association
  - dissolution of the Centre or its merger with other institutions:

- approval of the minutes;
  - review of Centre policy, direction and substantive programmatic content, including approval of the annual work programme;
  - appointment and dismissal of the Executive Director;
  - any other decision referred to it by members or the Executive Committee.
- (f) The Governing Board shall be the highest decision-making organ of the Centre.

## ARTICLE VII

### EXECUTIVE COMMITTEE

- a) The Executive Committee, including the Chair and Treasurer, shall be composed of at least five persons, three of whom shall be Governing Board members. The Executive Director of the Centre shall serve as a member of the Executive Committee, as will a representative elected by the Centre's full-time Staff.
- b) The term of office for members of the Executive Committee will be determined by Governing Board. Executive Committee members shall serve in their personal capacities with the exception of the Executive Director and the representative of the ICTSD staff.
- c) The Executive Committee convenes at the invitation of its Chair as often as business requires, as a rule at least twice a year. For decisions to be valid, at least half of the Committee members must be present. By mutual agreement, decisions by circular letter, telephone or email conference are admissible. The Secretariat shall keep the minutes;
- d) Decisions are taken by simple majority. In the event of equal votes, the Chair shall cast the deciding vote.
- e) Taking into account the advice of the Governing Board, the Executive Committee shall have the following duties and decision-making powers:
- preparation and convening of the Governing Board (it shall be the Chair's duty to convene the Governing Board);
  - management guidance to the Secretariat, specifically in respect of finance, personnel and administration;
  - approval of the annual budget and the financial perspectives for the subsequent two years;
  - establishment of administrative rules for the Centre, including Staff Rules;
  - initiating an evaluation procedure; all matters that are not explicitly assigned to the Governing Board or the Secretariat.
- f) The Executive Committee shall report on its conclusions and decisions to the Governing Board.
- g) The Executive Committee shall propose names of candidates for election to the Governing Board as required.

## ARTICLE VIII

### SECRETARIAT

- a) The Secretariat shall be managed by the Executive Director along the lines defined by the Governing Board and the Executive Committee;
- b) The duties of the Executive Director include:
- appointment and dismissal of personnel;
  - securing the funding of the Centre;
  - representation of the Centre;
  - preparation of the meetings of the Governing Board and Executive Committee in co-operation with the Chair;

- implementation of the decisions of the Governing Board and Executive Committee;
  - any other duties deemed by the Governing Board or Executive Committee to be necessary for the smooth running of the Centre;
- c) The Executive Director shall obtain the approval of the Chair and/or treasurer for any proposed expense in excess of CHF 200,000.

## ARTICLE IX

### AUDITORS

The annual financial statements shall be audited by an independent auditor. The auditor(s) shall be appointed by the Governing Board at its annual meeting.

## ARTICLE X

### FINANCIAL RESOURCES

- a) The financial resources required for the operation of the Centre shall be sought from various sources, including:
- NGOs, members and non-members;
  - foundations;
  - governments;
  - other contributions.
- b) The Centre shall endeavour to achieve a well-balanced array of funding sources in order to maintain its independence and credibility.

## ARTICLE XI

### CONCLUDING PROVISIONS

- a) The fiscal year of the Centre shall be the calendar year;
- b) In case of dissolution of the Centre, the Governing Board shall decide on the utilisation of the remaining assets after having honoured all obligations. In such a case, the remaining assets will be entirely allocated to an institution of public interest, pursuing comparable goals and benefiting from a tax exemption. In no case the remaining assets may be returned to the founders/members nor be used in any manner, wholly or partially, for their own profit.
- c) These Articles of Association become effective on the date of their approval by the constituent assembly of the founding members.

*Geneva, 19 May 2005*