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United Nations Industrial Development Organization

Meeting on the

Proposed World Association of Industrial and
Technological Research Organizations

Vienna, Austria, 28 - 30 October 1970

DRAFT BY-LAWS

The Draft By-Laws of the proposed World Association of
Industrial and Technological Research Organizations (WAITRO),
to be submitted to the founding members for discussion and
adoption.

We regret that some of the pages in the microfiche copy of this report may not be up to the proper legibility standards, even though the best possible copy was used for preparing the master fiche.

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PROPOSED WORLD ASSOCIATION OF INDUSTRIAL AND
TECHNOLOGICAL RESEARCH ORGANIZATIONS

(WAITRO)

D R A F T
B Y - L A W S

INTERPRETATION CLAUSE

- 0.00 For the interpretation of these presents, the following words and expressions shall have the meaning hereinafter stated unless it shall be inconsistent with the object of the context:
- 0.01 These presents mean and include the Constitution, the By-laws and the Rules of Procedure of the Association as may be in force.
- 0.02 The "Association" means World Association of Industrial and Technological Research Organizations (WAITRO).
- 0.03 The "Secretariat" means the registered office of the Association.
- 0.04 "Member" means a member body included in the membership of the Association.
- 0.05 "Year" means the Gregorian calendar year, ending 31 December.
- 0.06 "Month" means the Gregorian calendar month.
- 0.07 "Annual Subscription" means subscription for one calendar year.
- 0.08 The "President" means the President in office of the Association.
- 0.09 The "General Assembly" means the General Assembly of the Association convened in accordance with the Rules of Procedure.
- 0.10 The "Executive Committee" means the Committee elected by the General Assembly, under the Rules of Procedure to manage the affairs of the Association.
- 0.11 The "Chairman" and "Vice-Chairman" mean the Chairman and Vice-Chairman respectively in office of the Executive Committee of the Association elected under Rules 33 and 34 of the Association.
- 0.12 The "Secretary-General" includes any person appointed by the General Assembly to perform the administrative functions of the Association, whether permanently or otherwise.
- 0.13 "Notice" means all communications either verbal or written, to members.

0.14 The word imparting only the singular number includes the plural and vice-versa.

0.15 The word imparting only the masculine gender includes feminine gender, persons include organizations and the converse applies.

PURPOSE

Clause 1

1.01 These By-laws are adopted under the authority of, and are intended to be complementary to, the Articles of the Constitution of the World Association of Industrial and Technological Research Organizations; and they shall be construed accordingly. In the event of a conflict of any provisions of these By-laws and any provision or requirement of the Articles of the Constitution, the Articles of the Constitution shall prevail.

MEMBERSHIP

Clause 2

2.01 Members of the Association shall be those national bodies or single institutes which are engaged in industrial and technological research at a high level of competence. They shall be located in countries which have membership in the United Nations Organization and shall agree to abide by the Constitution and Rules of Procedure.

2.02 Membership of the Association shall be also open to private, national, regional or international bodies or organizations engaged or interested in encouraging, promoting or financing, industrial research.

2.03 Members shall enjoy the rights and privileges of the Association, pursuant to the provisions of the constitution and By-laws.

2.04 Subject to such preliminary consultation as may be necessary, each Member Body of the Association may arrange for a representative to participate in any meeting of any of its constituent bodies or committees when items on the agenda are of interest to the other Member Body.

2.05 An organization desirous of becoming a member of the Association, shall apply in writing to the Secretary-General who shall submit the application to the Executive Committee. In the initial probationary period, it might be necessary to ensure that applicants for membership be recommended by (a) an appropriate national organization, or (b) a United

Nations Agency.

2.06 The Chairman of the Executive Committee shall examine and accept applications for membership to the Association after consultation with the Executive Committee.

2.07 Each Member of the Association at the time of admission to membership shall agree to pay its annual dues for a minimum of two calendar years, including the year of admission. Organizations in developing countries accepted into the membership of the Association shall pay a fixed contribution of US \$100 per annum and those from industrialized countries US \$200 per annum.

2.08 The Executive Committee shall examine the financial status of each member and shall recommend to the General Assembly, the suspension of those whose annual fees have not been paid for two years.

2.08.1 During this suspension, a Member has no right to hold a seat on the General Assembly or the Executive Committee or to vote, and furthermore may be denied the right to utilize the facilities provided by the Association.

2.08.2 During this suspension, a Member may be restored to its status as a Member by paying its dues in arrears.

2.09 If the suspended Member Body continuously fails to pay its dues, it will be deemed to have been dropped from membership of the Association as soon as three consecutive subscriptions have remained unpaid.

2.10 If a Member Body which has under the terms of Clause 2.09 above, ceased to belong to WAITRO, asks to be admitted again after payment of the full total of its dues remaining unpaid at the point it was dropped from membership (i.e., three years' dues), the Executive Committee shall decide in such a case, upon its re-admission to WAITRO.

2.11 Any Member may withdraw from the Association by notice, addressed to the Secretary-General. Such notice shall take effect at the end of the year following that during which the notice was given. No such withdrawal shall affect the financial obligation owed to the Association on the date the withdrawal takes effect.

STRUCTURE

Clause 3

3.01 The Association shall consist of a General Assembly, an Executive Committee and a Secretariat. After a period of four (4) years, the General Assembly may review these arrangements and amend them as necessary.

GENERAL ASSEMBLY

Clause 4

4.01 The General Assembly shall be constituted by a meeting of the delegates nominated by the Member Bodies duly convened in accordance with the Rules of Procedure.

4.02 The General Assembly shall meet in ordinary sessions at least once every two years. Meetings of the General Assembly shall be of the following classes:

4.02.1 The ordinary biennial meeting for the business prescribed in the Constitution and the By-Laws.

4.02.2 Special meeting for the purpose of:

- i. Considering making amendment or revocation of the Rules of Procedure under the provisions of Rule 57 of the Rules of Procedure, and
- ii. Considering any specific matter to be moved at such Special General Assembly meeting pursuant to a call from the Executive Committee or any requisition signed by not less than one-third of the members submitted to the Secretary-General.

4.02.3 Extraordinary General Assembly meeting for the purpose of making, amending or rescinding the Constitution of the Association.

4.03 During its session the General Assembly shall hold the powers of the Association except as herein otherwise provided.

4.04 At the General Assembly, each Member Body shall have one vote except in case of review and approval of the working programme and consequent allocation of funds when one vote per country shall be the rule.

4.05 Decisions by the General Assembly shall be by the majority of the members present and voting except as

provided in the Rules of Procedure.

- 4.06 The General Assembly shall set up special Committees and Commissions and such other subsidiary bodies as may be necessary for its purposes.
- 4.07 The main functions of the General Assembly shall be the following:
- 4.07.1 To elect the Chairman of the Executive Committee.
 - 4.07.2 To elect members of the Executive Committee.
 - 4.07.3 To appoint the Secretary General upon recommendation of the Executive Committee.
 - 4.07.4 To review and approve the working programme and the global budget presented by the Executive Committee.
 - 4.07.5 To review and approve the report on the activities of the Association since the previous General Assembly.
 - 4.07.6 To decide initially on the members and structure of the Executive Committee and later to introduce any changes it deems necessary.
 - 4.07.7 To adopt the rules and procedure for the conduct of business of the meeting.
 - 4.07.8 To decide on amendments of the Constitution and Rules of Procedure by the two-thirds majority of the Members present and voting at the plenary meeting of the General Assembly.

EXECUTIVE COMMITTEE

Clause 5

5.01 The management of the Association shall be carried out by an Executive Committee in accordance with the policy and instructions laid down by the General Assembly of the Association. The Executive Committee shall be elected once every two years at the Ordinary biennial meeting of the General Assembly and shall consist of a Chairman and between four and six other representatives of member bodies. The number of persons on the Committee and its structure may, however, be determined from time to time by the General Assembly taking into consideration geographical distribution as far as possible.

- 5.02 The Executive Committee shall elect from among its Members a Vice-Chairman and a Treasurer.
- 5.03 Each member of the Executive Committee shall have one vote at the meetings of the Committee. Decisions by the Executive Committee shall be by the majority of the Members present and voting.
- 5.04 Although the members of the Executive Committee are representatives of their respective organizations, they shall exercise the powers delegated to them by the General Assembly on behalf of the Association as a whole.
- 5.05 For its effective functioning, the Executive Committee may set up other committees which shall report to it on the matters referred to them.
- 5.06 The Executive Committee shall meet in regular session at least once a year and may meet in special sessions if convoked by the Chairman on his own initiative or upon the request of one-third of its members.
- 5.07 The main functions of the Executive Committee shall be as follows:
- 5.07.1 To consult with the Chairman on the admission of new Members.
- 5.07.2 To recommend to the General Assembly on the appointment and recalling of the Secretary-General.
- 5.07.3 To review and adopt annual budgets.
- 5.07.4 To approve a yearly statement of accounts audited by accountants designated by it for this purpose.
- 5.07.5 To appoint technical committees and regional correspondents as needed.
- 5.07.6 To prepare a plan of activities of the Association at least every two years for submission to the General Assembly for approval.
- 5.07.7 To initiate and implement any activities undertaken on behalf of the Association.
- 5.07.8 To prepare annual reports of activities of the Association for circulation to the members of the Association.
- 5.07.9 To draft and amend regulations subject to confirmation by the General Assembly covering the detailed planning and conduct of activities of the Association.

PRESIDENT AND VICE-PRESIDENTS

Clause 6

6.01 The President and the two Vice-Presidents of the Association shall be elected in the General Assembly, a simple majority being required for election. Their terms of office shall be two years. They shall be citizens of countries which have Member Bodies in the Association.

6.02 The President, or in his absence one of the Vice-Presidents or their substitute, shall preside over the General Assembly and shall submit to the Assembly, the proposals made and the decisions taken by the Executive Committee.

6.03 The President, or in his absence one of the Vice-Presidents or their substitute, shall sit ex-officio in an advisory capacity on the Executive Committee.

SECRETARIAT AND SECRETARY-GENERAL

Clause 7

7.01 The Secretariat shall comprise of the Secretary-General and such administrative and technical staff as may be required for the discharge of duties as approved by the General Assembly and directed by the Executive Committee within the limits of the authorized budget. The Secretariat shall be located at the same place as the seat of the Association, except in the initial period when it may be located where the Secretary-General is located.

7.02 Members shall be regularly informed by the Secretariat on the activities of the Association directly, or through any other appropriate channels.

7.03 The Secretary-General shall be the Chief Administrative Officer of the Association. He shall be appointed by the General Assembly upon recommendation of the Executive Committee.

7.04 The Executive Committee shall frame and maintain, subject to confirmation by the General Assembly, rules and regulations under which the Secretary-General shall conduct the affairs of the Secretariat. These rules and regulations shall be periodically reviewed by the Executive Committee and the General Assembly.

7.05 The Executive Committee shall define the authority of the Secretary-General and the scope of his work.

7.06 In the performance of his duties, the Secretary-General shall not seek nor receive instructions from any Member Body, any country, or from any authority external to the Association, except as specifically provided for in the Constitution and the By-laws.

7.07 Each Member Body and country should respect the international character of the responsibilities of the Secretary-General and his staff and shall not seek to influence them in the discharge of their responsibilities.

TECHNICAL COMMITTEES AND OTHER SUBSIDIARY BODIES

Clause 8

8.01 Technical committees shall work under the supervision of the Executive Committee.

8.02 Each Member Body interested in a subject, for which a technical committee has been authorized, shall have the right to be represented on the committee.

8.03 The scope for each technical committee shall be approved by the Executive Committee. Within such scope, each technical committee shall determine its own programme of work.

8.04 The Association, on recommendation by the Executive Committee, may establish on a permanent or temporary basis special committees as may be deemed necessary to carry out its work. Each committee shall elect its own Chairman and arrange its meetings in consultation, so far as practicable, with the Chairman of the Executive Committee.

FINANCE

Clause 9

9.01 The funds of the Association shall be derived from the dues and contributions from the Member Bodies, from the sale of publications and from any other sources as approved by the Association. The financial responsibilities of each Member Body in respect of the commitments of the Association shall be limited to its annual dues.

9.02 Special tasks undertaken by the Association in connection with special committees, studies or activities shall be funded separately from the grants, donations or special contributions if they have not been

foreseen in the annual budget.

9.03 The Executive Committee shall take the steps necessary for the safe keeping and proper administration of the funds of the Association.

9.04 Each year the Treasurer shall send to the member bodies the budget for the ensuing year as approved by the Executive Committee.

9.05 Each year the Secretary-General shall send to the Member Bodies the accounts of the Association for the preceding year, duly verified by a professional auditor and signed by the Chairman and the Treasurer.

LANGUAGES

Clause 10

10.1 The languages of the Association shall be English and French.

10.02 Publications and documents issued by the Association shall be in English and French.

10.3 Translations of the texts of these publications and documents in other languages used by Member Bodies may be approved by the Executive Committee and shall be distributed to the Member Bodies upon request.

10.4 Texts of the publications and documents in languages other than English and French used by Member Bodies, may be approved by the Executive Committee for reproduction and distribution. The accuracy of the text shall be certified to the Secretary-General by those Member Bodies submitting the text.

10.04 The work of the committees and other subsidiary bodies and the correspondence of the Association may be in any one or both of the above mentioned languages, whichever is, or are, appropriate.

10.05 Mutual correspondence between Member Bodies may be in their languages.

PUBLICATIONS AND INFORMATION DISSEMINATION

Clause 11

11.01 For furthering its aims and activities, the Association shall establish programmes and facilities for sustained and systematic collection and dissemination of information. For this purpose it may also issue the

following types of documents.

11.01.1 Minutes of meetings and financial statements.

11.01.2 Working documents of the technical committees and guides or directives covering various aspects of work.

11.01.3 Technical documents for study purposes.

11.01.4 Reports on progress of work within the technical and special committees, and subsidiary bodies of the Association.

11.01.5 Technical reports to the Member bodies of the Association.

11.01.6 Technical reports resulting from the studies initiated by the requests originating from outside the Association.

11.01.7 Annual Reports.

11.01.8 Periodicals, newsletters, press notes, brochures, inventories, bibliographies and other similar publications for dissemination of information for industrial and technological research organisations and their programmes and other matters pertaining to the aims and activities of the Association.

11.02 Decisions as to pricing, distribution and sale of documents issued or published by the Association shall be made by the Executive Committee for each type of document. Generally, documents under 11.01.1 and 11.01.2 shall be issued only to Members for their use.

11.03 Subject to such arrangements as may be necessary for the safeguarding of confidential material, the fullest and promptest dissemination of information and documents shall be made.

EXTERNAL RELATIONS

Clause 12

12.01 The Association may affiliate with other national, international and regional organisations interested partially or wholly in industrial and technological development or arrange for their affiliation with the Association.

12.02 The Association may be brought into special relationship with the United Nations or any of its subsidiary bodies or specialized agencies, through agreements approved by the General Assembly. The agreements shall provide for effective mutual co-operation in the pursuit of common

purposes and at the same time shall recognize the autonomy of this Association within the fields of its competence as defined in the Constitution of this Association.

12.03 The Association may co-operate with other specialized intergovernmental organizations and agencies whose interests and activities are related to its purposes. To this end the Secretary-General, acting under the general authority of the Executive Committee, may establish effective working relationships with such organizations and agencies and establish such joint committees as may be necessary to assure effective co-operation. Any formal arrangements entered into with such organizations or agencies shall be subject to the approval of the General Assembly.

12.04 Whenever the General Assembly of this Association and the competent authorities or any other specialized intergovernmental organizations or agencies, whose purposes and functions lie within the competence of this Association, deem it desirable to effect a transfer of their resources and activities to this Association, the Secretary-General subject to the approval of the General Assembly may enter into mutually acceptable arrangements for this purpose.

12.05 The Association may make appropriate arrangements with other national and intergovernmental organizations for reciprocal representations at meetings. National co-operating bodies, where they exist, shall act in an advisory capacity to their respective delegations to the General Assembly and to their governments in matters relating to the Association and shall function as agencies of liaison in all matters of interest to it.

RULES OF PROCEDURE

Clause 13

13.01 Details of the conduct of the General Assembly Commissions and Subsidiary Bodies shall be dealt with in the Rules of Procedure of the General Assembly.

13.02 The Executive Committee and other Technical Committees established by the Executive Committee shall draft and adopt their own Rules of Procedure.

LEGAL PROVISIONS

Clause 14

14.01 The relevant laws of the country, in which the Association has its seat, shall apply in any, or all, case or cases not specifically provided for in these By-laws or in the Rules of Procedure.

AMENDMENTS TO THE BY-LAWS

Clause 15

15.01 Proposed amendments to these By-laws shall be communicated in writing to the Secretary-General who shall send copies to all Member bodies at least three months prior to the meeting of the Executive Committee at which the proposed amendments shall be considered. If approved by the Executive Committee, as originally proposed or modified at the meeting, they shall be sent to the member bodies for consideration. The member bodies shall be requested to reply to the Secretariat within one month of the date of despatch of the communication by the Secretariat. The amendments are approved if at least two-thirds of the Members cast a favourable vote.

15.02 The Secretariat shall report to the Member Bodies the result of the voting.

15.03 The date on which an amendment shall take effect shall be decided by the Executive Committee but no amendment shall take effect earlier than two months after adoption.

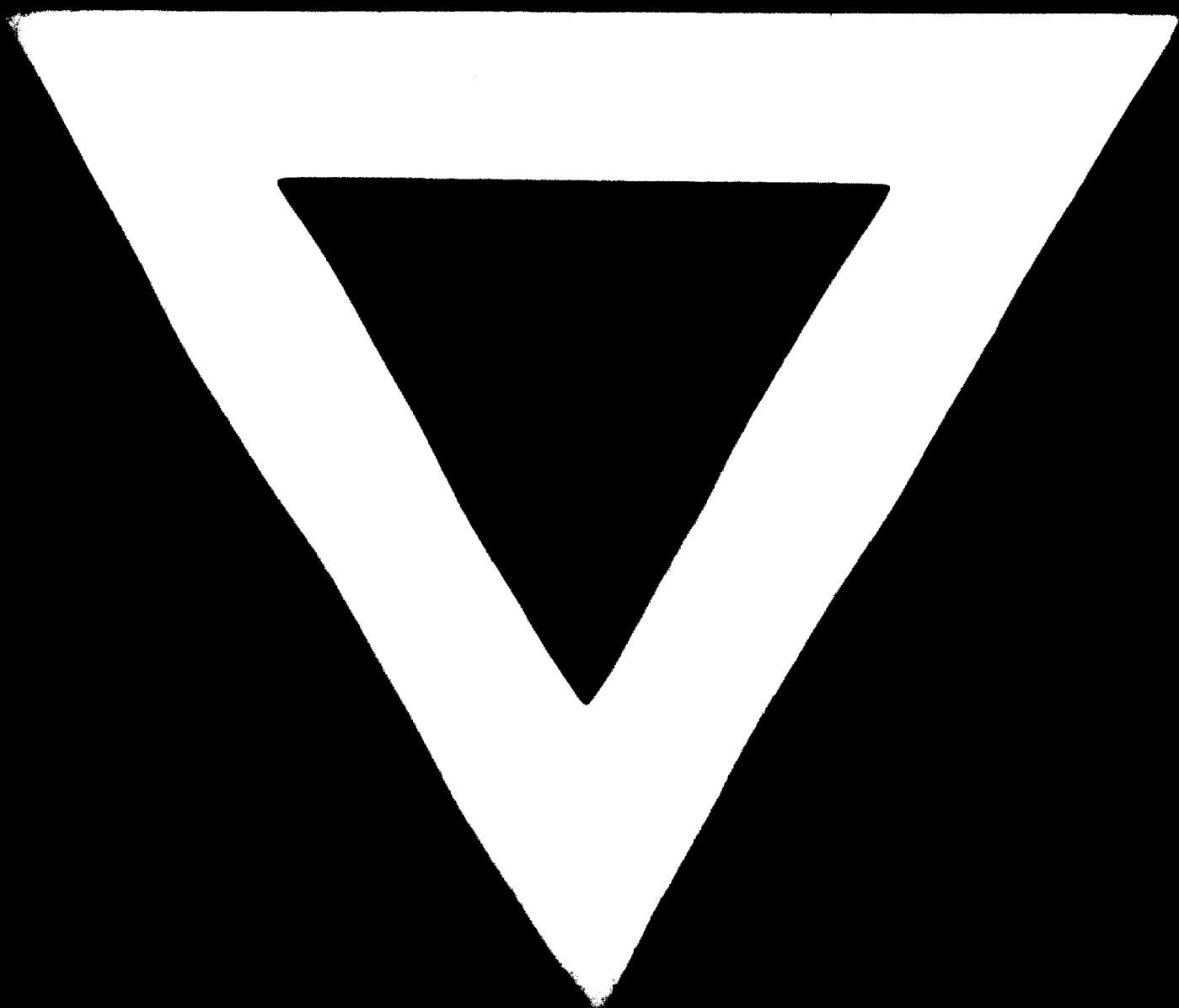
DISSOLUTION OF THE ASSOCIATION

Clause 16

16.01 A proposal for the dissolution of the Association shall be supported either by the General Assembly or the Executive Committee, or at least 25 percent of the entire membership, before a ballot is taken. An affirmative vote of two-thirds of the entire membership shall be required for the dissolution of the Association.

16.02 In the event of the dissolution of the Association, the Executive Committee shall determine the manner of disposal of the funds and properties owned by the Association.





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