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ANALYSIS OF THE STRUCTURE OF ASSOCIATIONS
DEALING WITH WORLD DEVELOPMENT

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INTRODUCTION

The first part of the study sets forth the constitutions of development associations in a comparative table, and shows that there are more similarities than differences between these constitutions; the full texts of the constitutions are reproduced in annex I.

The second part gives examples of world associations composed of national committees and reveals a similarity of structure among these associations, whether national, regional or world-wide.

The third part analyses the provisions of a constitution of an association and the procedure necessary for its application.

The fourth and last part consists of annexes containing the constitutions of the associations referred to in the other parts of the study together with a model plan for an association.

I. COMPARATIVE STUDY OF THE CONSTITUTIONS OF DEVELOPMENT ASSOCIATIONS

Association for the Organization of Cultural and Technological Exchanges in the Mediterranean Area

International Centre for Development

The Club of Dakar

European Centre for International Co-operation (CECI)

Aims and objects

Article 2

To make suggestions and proposals with a view to ensuring a better balance between industrialized countries and developing countries, notably through a redistribution of industrial activities. To bring the results of its work to the attention of public and private bodies with decision-making powers, and of public opinion.

Article 2

To contribute towards the establishment of relations of a new type, based on equity and mutual respect, among the various countries or regions of the Mediterranean basin; to bring together individuals or organized groups in the French Mediterranean regions with this purpose; to promote this idea of solidarity. To this end, to stimulate co-operative activities in the fields of research, training, economic and social activities and cultural activities; to develop and implement new approaches involving co-ordination, consultation and mediation in regard to technological or cultural exchanges; to assist in any activity undertaken in the public domain which is likely to help to promote the above objectives.

Article 2

To promote the economic development of the countries of Africa, Latin America and Asia, by organizing the widest possible co-operation between European companies and economic organizations of all types and the firms of the countries concerned.

Article 3

The purpose of the association is to encourage, support, initiate and carry out research, studies, projects and other activities which may promote or accelerate balanced world economic development

Article 4

Individuals and corporate bodies; number of members limited to 120; names of members, as of the date of establishment of the Club, shown in the annex.

Article 3

The founder members are the individuals listed in the annex. New founder members may be designated by the Board of Directors from among active members who have belonged to the association for at least one year.

Article 6

The names of the founder members are listed in the Constitution.

Article 5

Persons approved by the Board of Directors and public or private corporate bodies, institutions and organizations may become members.

A list of founder members is annexed to the Constitution.

Composition

Active members may be individuals or corporate bodies.
Associate members are designated by the General Assembly.

Foreign individuals and corporate bodies may be admitted to the various categories of membership.

Honorary members are individuals or corporate bodies appointed by the Board of Directors and selected from the international, regional or national organizations whose object is to promote the economic development of countries that are in the process of industrializing.

1/ The full text of the constitutions appear in annex I.

The Club of Dakar
Association for the Organization of Cultural
and Technological Exchanges in the
Mediterranean Area

European Centre for International
Co-operation (CECI)

International Centre for Development

Admission of new members

Article 4

New members co-opted by the General Assembly on the proposal of the Board of Directors, within the limits of the membership of 120.

Sponsorship by at least two members of the association.

Article 5

Decision by the Board of Directors without indication of reasons.

Article 6

Sponsorship by two members of the Board of Directors.

Decision by the Board of Directors without indication of reasons.

Article 7

See "Composition". Article 5 also deals with the admission of new members.

Article 5

Resignation, death or expulsion decided on by the General Assembly.

Article 6

Resignation accepted by the Bureau of the Board of Directors.

Death, rule of court or bankruptcy. Failure to pay subscriptions, violation of the rules of procedure or any other serious reason. The procedure for striking members from the role is detailed. The party concerned has a means of recourse, namely to lodge an appeal with the General Assembly.

Article 7

Resignation. Temporary or permanent expulsion, to be decided upon by the Board of Directors. Repeated failure to pay subscription fees.

Articles 6 and 7

Members may withdraw from the association by sending a letter to the Secretariat in Geneva. Members may be expelled from the association by a decision taken by a three-fifths majority of the votes of members of the Board of Directors, without indication of reasons.

Article 6

Donations and legacies; subsidies from public or private corporate bodies; any income from the activities of the association.

Article 13

Annual subscriptions: amount fixed by the Board of Directors, subject to review by the General Assembly.

Subsidies from the State, public organizations or other bodies.

Fees for studies.

Payment for services rendered.

All resources authorized by laws and regulations.

Article 9

Subscriptions from members, subsidies, income from property belonging to the association and sums received by it in remuneration of services rendered.

Article 8

Subscriptions; private or public contributions and subsidies; gifts, subsidies and legacies income from work performed.

The financial liability of the association is limited to its own property, and members have no personal liability.

Association for the Organization of Cultural and Technological Exchanges in the Mediterranean Areas

European Centre for International Co-operation (CECI)

International Centre for Development

The Club of Dakar

Organs of the association

Article 7

General Assembly
President of the association
Board of Directors
Secretariat

The organs of the association are not dealt with in a special article. However, they are as follows:

- The Board of Directors,
- The Bureau of the association,
- The Chairman of the Board of Directors,
- The General Assembly,
- The General Meeting,
- The Grand Council,
- The Board of Directors,
- The Executive Committee.

Article 9

- The General Assembly,
- The Board of Directors,
- The Board of Trustees,
- The Technical Consultative Council,
- The Secretariat,
- The auditors.

Article 8

The General Assembly is convened by the President, on the decision of the Board of Directors, at least once a year.

It exercises all powers which it has not delegated to the Board of Directors or to the President of the association.

It takes decisions by a majority of the members present.

Article 12

The General Assembly is convened by the Chairman during the first half of each year.

An extraordinary General Assembly is convened by the Chairman when the interests of the association so require, or at the request of two-thirds of the founder and active members. The latter compose the General Assembly. The quorum required for its deliberations and the majority required for decisions are laid down.

The General Assembly considers all the questions on its agenda; it approves the accounts and appoints the administrators and the auditors.

Its discussions are reflected in minutes.

Article 10

The General Meeting is held at least once a year, and an extraordinary General Meeting may be convened by the Board of Directors. The General Meeting comprises the founder members and the active members.

The General Meeting approves the running of the association on the basis of a report submitted by the Board of Directors.

The agendas of General Meetings are prepared by the Board of Directors.

The majority required for decisions is laid down.

A majority of two-thirds is required to amend the Articles of Association.

Representatives must be duly furnished with powers.

The General Meeting elects its officers for the duration of the Meeting.

The General Meeting elects the members of the Board of Directors.

Its discussions are reflected in minutes.

Articles 10, 11 and 12

Supreme authority of the association.

The General Assembly is convened by the Executive Secretary in agreement with the Board of Directors. It is convened when three members of the Board of Directors or one-fifth of the members of the association so request. The latter provision is imperative under Senegalese law. It is not permitted to require a larger proportion, but the proportion provided for could be smaller, e.g. one-tenth.

Members may vote by correspondence if the agenda so permits. They may ask another member to represent (substitute for) them.

A member may not represent more than two other members.

The General Assembly exercises the final supervision over the association's activities. It approves the accounts for past years. It appoints the members of the Board of Directors and the auditors. Decisions are taken by a simple majority of those voting. In the case of a tie, the President has the casting vote.

The Club of Dakar

Association for the Organization of Cultural
and Technological Exchanges in the
Mediterranean Areas

European Centre for International
Co-operation (CECI)

International Centre for Development

Grand Council

Article 11

This association has no grand council.

This association has no grand council.

This association has no grand council.

The composition of the Grand Council is comprehensive and includes two assemblies, an Assembly of States and an Assembly of Companies. Its purpose is to ensure achievement of the objectives of the association by the means provided for in the Articles of Association (article 3).

The Grand Council is presided over by the President of the Board of Directors. It elects its Vice-Presidents, who preside over the two assemblies. The active industrial members of the Board of Directors are elected from among the members of the Assembly of Companies.

Any substitution for a member at the Grand Council requires special powers which may be given only to another member of the Grand Council.

Association for the Organization of Cultural and Technological Exchanges in the Mediterranean Areas

European Centre for International Co-operation (CECI)

International Centre for Development

The Club of Dakar

Board of Directors

Article 11

The Board of Directors is composed of an even number, between 6 and 12, of members of the association elected by the General Assembly and eligible for re-election.

It orients the work of the association within the framework established by the General Assembly.

It is convened by the President of the association at the request of a majority of its members.

Decisions are taken by a majority.

Articles 6, 7 and 8

The Board administers the association. It is made up of 10 to 40 members belonging to the "colleges" of founder members and active members. These members are elected by secret ballot for three years by the General Assembly. At least one-half must be chosen from among the founder members. The election procedure is laid down in detail in article 6. Corporate bodies may be members of the Board.

The Board meets at least twice a year (article 7). The voting procedure and quorum required are indicated in this same article. Discussions are reflected in minutes. The Board has the most extensive powers to act on behalf of the association (article 8) and to decide on and implement all operations relating to its purpose, in the framework of resolutions adopted by the General Assembly. It elects its Chairman and the members of the Bureau, and decides on its rules of procedure. It manages the association's funds, settles accounts and approves the budget prepared by the Bureau.

Article 12

The Board of Directors has from 8 to 20 members. It is made up of founder members, companies and member States. It is elected for three years by the General Assembly.

The Board is invested with the widest powers, as concerns both acts of administration and of disposition. It may sue on behalf of the association.

The Board adopts its rules of procedure. Decisions are taken by a simple majority. The quorum is fixed at six members. The Chairman is elected by the Board by a two-thirds majority.

This association has no Board of Directors.

The Club of Dakar

Association for the Organization of Cultural and Technological Exchanges in the Mediterranean Area

European Centre for International Co-operation (CECI)

International Centre for Development

Article 10

The President of the association is elected by the General Assembly for three years. He is eligible for re-election. The President of the association manages it and represents it in all civil functions.

Articles 9 and 10

The Bureau of the association (article 9) is made up of six persons:
The Chairman of the Board of Directors,
Two Vice-Chairmen,
One Secretary,
One Treasurer,
One member.

The Chairman and the Vice-Chairmen must be selected from among the founder members. They are elected by the Board of Directors for two years. The Bureau has full powers to implement the decisions of the Board of Directors and to take urgent decisions, which must be approved by the Board of Directors. Only the Chairman represents the association vis-à-vis third parties (article 10). He holds all the powers required for proper management of the association, including the powers to make all deposits and withdrawals of funds, sign all contracts, sign all cheques or transfer orders and sue on behalf of the association.

The Chairman may delegate his powers to one or more representatives.

Article 13

Management is ensured by an Executive Committee in accordance with the guidelines laid down by the Board of Directors, and under its supervision. The Executive Committee meets several times a month. On the proposal of the Chairman of the Board of Directors, the Committee may appoint one of its members or some other person to carry out certain specific tasks.

Any banking transaction requires the signature of one member of the Board of Directors and that of another person appointed for this purpose by the Board of Directors.

Articles 13, 14, 15 and 16

The Board of Directors has five members, from among whom the Chairman, an Executive Secretary and a Treasurer are elected for five years, with eligibility for re-election. The Board of Directors, which was originally set up by the founder members, is elected by the General Assembly by a majority of three-quarters of the votes cast. The Board of Directors is the senior executive body of the association. The association is bound in matters involving third parties by the signature of the Chairman and one other member of the Board of Directors.

Unpaid work

Article 11

The Chairman and the members of the Board of Directors and Bureau are unpaid. The Board may, however, decide to reimburse the Chairman and the Directors for the expenditure entailed by exercise of their functions.

There is no article on this subject

There is no article on this subject.

Association for the Organization of Cultural and Technological Exchanges in the Mediterranean Area

European Centre for International Co-operation (CECI)

International Centre for Development

The Club of Dakar

Trustee Committee

Article 17

This association has no trustee committee. This association has no trustee committee. The Trustee Committee is made up of members elected by the Board of Directors who represent either States or international organizations which have decided to join together to finance the association.

The Committee meets under the chairmanship of the President of the association to discuss all the important matters of concern to it.

Advisory Committee and Technical Advisory Board

Article 14

This association has none. The Grand Council, the General Assembly and the Board of Directors may decide on the establishment of advisory committees by a simple majority.

Article 18

The Advisory Board is made up of individuals or corporate bodies approved by the Board of Directors. The Advisory Board gives its opinion, without power of decision, on all matters submitted to it by other bodies of the association. It proposes to the association action which it should undertake to achieve its goal.

Litigation

Article 15

There is no article on this subject. Any litigation between members of the association must be submitted to conciliation before any other action is taken, in accordance with procedures laid down in this article.

There is no article on this subject.

Amendments and dissolution

Articles 17 and 18

Article 10

Dissolution of the association and amendment of the Constitution lie within the terms of reference of the General Assembly, convened in extraordinary session and taking decisions by a two-thirds majority of the members present. Any request for amendment of the Constitution must be proposed by the Board of Directors and adopted by an extraordinary General Assembly, by a vote of two-thirds of its members.

There is no article on this subject.

Only an extraordinary General Assembly may decide to dissolve the association. Article 18 provides for the procedure to be followed.

This comparative study shows the differences and similarities between the above statutes.

The main differences lie in:

- (a) The number of articles;
- (b) The number of organs;
- (c) The number of parties (even States can be members of associations);
- (d) Narrower or wider terms of reference of the organs.

The main similarities are:

- (a) Similarity between the basic articles, inter alia concerning the purpose of the associations;
- (b) All associations have, as a minimum, an executive organ and a deliberative organ;
- (c) The main functions of the deliberative organ are to formulate the policies of the association and to monitor the implementation of those policies.

II. WORLD ASSOCIATIONS COMPOSED OF NATIONAL COMMITTEES

AND

MODEL CONSTITUTION OF A NATIONAL ASSOCIATION

Annex II contains the constitutions of three world associations which are non-governmental organizations made up of national committees, namely the World Energy Conference, the International Council on Social Welfare, and the International Chamber of Commerce.

A. World Energy Conference

The World Energy Conference has its headquarters in London, where it was established in 1924.

It is composed of national committees in many countries. It was set up to study the potential resources and the means of production, transportation, transformation and utilization of energy in all their aspects, and also energy consumption in its over-all relationship to the growth of economic activity in an area.

It is composed of an Executive Council, a Chairman and three Vice-Chairmen. The Executive Council is concerned with management and acts as the instrument for carrying into effect the policies of the World Energy Conference. A quorum of one-third of the members is required for important decisions. The Secretary General is responsible, under the direction of the Chairman, for carrying out the work of the Central Office. There are also two standing committees: the Administrative Committee, which is composed of nine persons, and the Programme Committee, also composed of nine persons. The function of the latter committee is to recommend themes for future conferences, which must be approved by the Council. Conferences are held at intervals of three years. At intervals of six years, a general survey of energy resources is included in the programme. Funds come from annual subscriptions from national committees and the income and property of the World Energy Conference.

The procedure for amending the Constitution is laid down.

B. International Council on Social Welfare

The International Council on Social Welfare has its headquarters in New York.

It is composed of national committees and international organizations. Its purpose is to provide a world-wide forum for the discussion of social welfare and related issues, to promote the exchange of information and experience throughout the world and to facilitate and promote co-operation among international organizations in the field of social welfare.

Its means of action are world-wide and regional conferences, studies and research in the field of social welfare, the publication of documents and assistance to national committees. The main organs of the Council are the Committee of Representatives, the Executive Committee and the Secretariat.

The Committee of Representatives is composed of two members of each National Committee and one member from each international organization represented. These members are elected by the Council (paragraph 9 (c) of the Constitution). The Committee of Representatives admits national committees and international organizations to membership in the Council, elects the members of the Executive Committee from its own membership and approves the budget (paragraph 10, subparagraphs (b) and (d), of the Constitution).

The Executive Committee, which as a management body, carries out the policies laid down by the Committee of Representatives, prepares the budget, adopts and amends the rule of procedure, and appoints the Secretary General, who is responsible for carrying out the duties assigned by the Committee of Representatives and the Executive Committee. The Constitution sets forth in detail the amendment procedure, and annexed by-laws lay down the procedure for admitting national committees and international organizations to membership, as well as specifying the modus operandi of the Committee of Representatives and the Executive Committee. The by-laws also lay down the procedure for electing members of national committees; they contain provisions concerning the Secretariat and world-wide meetings, and set up an International Advisory Board and several commissions.

C. The International Chamber of Commerce (ICC)

The International Chamber of Commerce has its headquarters in Paris. It is composed of national committees and individual members. Its purpose, inter alia, is to represent all the economic factors of international business, including commerce, industry, transportation and finance, to ascertain and to express the considered judgement of those interested in international business and to improve the conditions for commerce between nations.

The association is composed of organization members (commercial, industrial and financial organizations) and associate members. In order to become members, candidates in both categories must be proposed for membership by a national committee and accepted by the Council. The latter is composed of members appointed by the national committees and ex officio members mentioned in the Constitution (article III, "Council", para. 1). The number of members from each national committee is determined by the financial contribution of the committee. The Council administers ICC and furthers its policy. The quorum is fixed at 30 members. However, with regard to approval of the quotas for the contribution of national committees to the budget, interpretation or amendment of the Constitution and recognition or exclusion of national committees, a majority of three-quarters of the members present is required.

The Executive Board is composed of at least 12 and not more than 15 members, in addition to its ex officio members. It is presided over by the President of ICC or, in the event of his being prevented from presiding, by the Vice-President. In the interval between sessions of the Council the powers of the latter enumerated in the Constitution (article IV, para. 5) are delegated to the Executive Board. It takes appropriate decisions whenever prompt action by ICC is required. The President and Vice-President are elected by the Council.

The Budget Commission prepares and presents the budget, reviews the income and expenditure and prepares the quotas for contribution of national committees. The Treasurer and his deputies are also elected by the Council.

Congresses are held once in three years; the rules of procedure are contained in the appendix to the Constitution. The Congress is composed of representatives of national committees, with government delegates having no vote. The Congress indicates the broad lines of ICC's future activities.

In the interval between two Congresses, the Conference meets at least once. The participants at the Conference are selected by the national committees; the Conference discusses, inter alia, themes affecting the international business community.

The Secretary General and the headquarters staff are chosen by the Council and subject to its direction.

The national committees are formed by each country concerned. They decide the rate of subscription of their members, the national contribution to headquarters being fixed by the Council. The articles of association of national committees must conform as closely as possible to the model articles drafted by international headquarters and approved by the Council. The national committees are represented at International Headquarters by an Administrative Commission, the functions of which are laid down in article VII of the Constitution of ICC. Procedure relating to termination of membership is laid down in article X of the Constitution.

Annex III contains the constitution of a national association, the French Association for the Study of the Third World. The purpose of the Association is to promote study, research and teaching, both in France and abroad, relating to all matters concerning the third world, considered from the legal and political points of view, e.g. promotion of educational assistance and of training of any person from the third world and any person wishing to study or work in the third world. It is similar in structure to the associations described in chapter I.

III. ANALYSIS OF CONSTITUTIONS

The legal status of associations is governed by the national legislation of the headquarters country. The law may provide for several types of associations: unregistered associations, registered associations, associations recognized as being in the public interest, federations of associations, etc.

We shall consider the most common type of association, namely the registered association. In this case, once the required statement is submitted to the competent authority and then published, the association acquires the legal capacity provided for in the legal provisions; the statement is made by the person or persons responsible, in whatever capacity, for the management.

The registration statement generally indicates the name and purpose of the association, its headquarters and its address, as well as the civil status and address of the persons responsible for its administration or management. This does not mean that these persons can be held personally liable for payment of any debts of the association. A saving clause to this effect may be inserted into the constitution (see the Constitution of the International Centre for Development, article 8 and annex 4). A copy of the constitution of the association must usually be attached to the application. Notification of any future amendments to the constitution or of the dissolution of the association must, in principle, be made in the same manner.

Legal capacity

The legal capacity of the association enables it to sue, to acquire against consideration, and to own and administer the subscriptions paid by its members and the buildings required to achieve its purpose. However, the laws to which the association is subject may place limitations on the exercise of this capacity, especially as regards the amount of subscriptions and the buildings that the association may own. Relevant legislation should be checked in each case as regards gifts and legacies, since acceptance may sometimes be prohibited or the amount limited, in order to protect the heirs of legators.

Auditing

Associations must adhere to certain formalities such as submission of account books to the competent authorities and submission of an annual report on their position. In some cases, they must even allow duly accredited delegates to visit their offices. Legislation in force in the headquarters country lays down the details.

Non-profit operation

Another generally recognized principle prohibits these associations from seeking profit and provides that the members shall exercise their functions without remuneration. Only certain commercial activities such as sale of the association's publications, cultural functions, charity sales, etc., are permitted.

Formal structure

As has been shown in the foregoing chapters, associations generally have similar structures (sometimes going under different names), whether they are national, regional or world-wide.

Basic provisions

The two basic provisions concerning any association relate to the aims or goals of the association and its composition. The articles dealing with these subjects are very often juxtaposed in the constitution. There may be a multiplicity of purposes, but they constitute the foundation of the association. They must therefore be laid down with care, clearly and precisely enough to permit the association to operate properly. The provisions in a constitution other than those dealing with the composition of the association set forth the means for achieving its purposes. The importance of the article on the composition of the association lies in the fact that its efficiency will depend largely on its composition. The composition may include individuals and corporate bodies, active and honorary members and associate members who may participate in certain activities of the association. Apart from these categories, there are the founder members, whose names are often included in the constitution or the annexes to it. Members of the association other than founder members are admitted through one of its bodies, e.g. the Bureau, the Board of Directors or even in some cases the General Assembly. Membership is lost through resignation, death or expulsion by the competent organ of the association owing to failure to pay subscriptions, some other serious reason or any reason provided for in the constitution.

Financial resources

An association's funds usually come from membership fees, annual subscriptions and subsidies from the State, public institutions and regional or international organizations.

Board of directors

As a rule, an association will be managed by a board which may be called the board of directors, the executive committee, the executive council, etc., and which has a small number of members (from 10 to 30) elected for a given period of time by the general assembly. The members of the board of directors are as a rule eligible for re-election. Meetings of the board of directors are regularly convened, preferably twice a year, in the manner provided for in the constitution. The board elects its officers, usually including a chairman, one or two vice-chairmen, a secretary and a treasurer, from among its members. The officers prepare the agenda of the board of directors and convene its meetings. Discussions by the board of directors are reflected in minutes. The powers of the board of directors should be extensive enough to enable it to decide on and carry out activities relating to the purpose of the association, in the context of the guidelines and resolutions adopted by the general assembly. The board usually decides on the admission of new members, manages the association's funds, decides how they will be allocated and settles accounts.

Chairman

The chairman of the board of directors often personally represents the association in relations with third parties and takes the action required for its proper management. In this case, he receives the amounts due to the association, signs all contracts and represents the association before the courts, etc.

General assembly

In principle, the general assembly comprises all the members of the association. It meets at least once a year in the manner provided for by the constitution. It approves the accounts, votes the budget, approves the report on the activities of the association and elects the members of the board of directors. It considers the matters on its agenda and any issues raised by the board of directors, members and any other body provided for in the constitution or the rules of procedure. The general assembly decides on all important changes, e.g. amendments to the constitution, headquarters, devolution of property and dissolution.

Accounting

The treasurer manages the funds under the supervision and responsibility of the chairman and keeps the association's accounts.

Rules of procedure

Rules of procedure may be drafted by the board of directors and approved by the general assembly. The rules of procedure may be more or less detailed and may cover preparation of the agendas of the organs, credentials of representatives, conduct of debates, votes on proposals and amendments, committees and working parties, languages, minutes, etc.

Dissolution

Voluntary dissolution of the association is decided on by the general assembly in accordance with the provisions laid down by the constitution.

Annex I

EXAMPLES OF DEVELOPMENT ASSOCIATIONS

A. CLUB OF DAKAR

Article 1

A non-profit association shall be set up under the name of the Club of Dakar, governed by the rules set forth in Book VI, chapter II, of the Civil and Commercial Code of the Republic of Senegal and in the present Constitution.

This association is qualified for recognition as being in the public interest.

The duration of the association shall be unlimited.

Article 2

The purpose of the association shall be:

- To study the development of the developing countries and conditions for achieving a better balance between the latter and the industrialized countries, in particular through a new international division of industrial activities;
- To make suggestions and proposals for the realization of the above objectives;
- To bring the results of its work to the attention of public and private bodies with decision-making powers in the field concerned, and of public opinion.

Article 3

The headquarters of the association shall be at Dakar.

Article 4

Individuals and corporate bodies may be members of the association.

The number of members of the association shall be limited to 120.

The persons whose names are annexed to this Constitution were members of the association on the date of its establishment.

Within the limits laid down in the second paragraph of this article, new members may be co-opted by the General Assembly of members of the association on the proposal of the Board of Directors provided for in article 7, below. Candidates must be sponsored by at least two members of the association.

Article 5

Membership shall be lost through resignation or death, or, on the decision of the General Assembly, by expulsion.

Article 6

The resources of the association may come from any donations and legacies, subsidies from public or private corporate bodies and any income from its activities.

Article 7

The organs of the association shall be:

- The General Assembly of its members;
- The President of the association;
- The Board of Directors;
- The Secretariat.

Article 8

The General Assembly shall be convened by the President of the association, on the decision of the Board of Directors, as often as the latter shall deem necessary, and at least once a year.

It shall exercise all powers which it has not delegated to the Board of Directors or to the President of the association.

It shall take decisions by a majority of the members present.

Article 9

Dissolution of the association and amendment of the Constitution shall fall within the competence of the General Assembly, convened in extraordinary session and taking decisions by a two-thirds majority of the members present or represented.

Each member present at the General Assembly convened in extraordinary session may represent a maximum of two absent members.

Article 10

The President of the association shall be elected from among its members by the General Assembly for three years. On the expiry of his term of office, he shall be eligible for re-election.

The President of the association shall manage the association and represent it in all civil law matters.

Article 11

The Board of Directors shall be composed of the President of the association, who shall be a de jure member and its Chairman, and an even number, between six and twelve, of members of the association elected by the General Assembly. On expiry of their terms of office, the latter shall be eligible for re-election.

The Board of Directors shall direct the work of the association within the framework of the guide-lines established by the General Assembly.

The Board of Directors shall be convened by the President of the association on his own initiative or at the request of a majority of its members. The decisions of the Board of Directors shall be taken by a majority. The members of the Board of Directors may be consulted by the President by correspondence.

Article 12

The Secretariat shall be at the disposal of the President of the association, who shall assign it its duties.

B. ASSOCIATION FOR THE ORGANIZATION OF CULTURAL AND TECHNOLOGICAL
EXCHANGES IN THE MEDITERRANEAN AREA

Constituent General Assembly

Constitution

It has been decided by all those who adhere or shall adhere to the present Constitution to establish an association governed by the law of 1 July 1901 and the texts which have amended it or will amend it.

ARTICLE 1: Name, headquarters, duration

The Association shall bear the following name: ASSOCIATION FOR THE ORGANIZATION OF CULTURAL AND TECHNOLOGICAL EXCHANGES IN THE MEDITERRANEAN AREA (ECHANGES - MEDITERRANEE).

Its headquarters shall be located at 43, rue Vendôme, 13007 Marseilles.

The headquarters may be transferred to any other location on the decision of the Board of Directors.

Its duration shall be unlimited.

ARTICLE 2: Object

The object of the Association shall be to contribute towards the establishment of relations of a new type, based on equity and mutual respect, among the various countries or regions of the Mediterranean basin,

- By bringing together individuals or organized groups in the French Mediterranean regions whose action is directed towards this end, in order to co-ordinate their action and ensure its continuance;
- By informing the various economic agents, social partners and public opinion in the French Mediterranean regions so as to ensure that the utility of Mediterranean solidarity will be taken into account in their own development.

In order to achieve these objectives, the Association shall:

- "Stimulate" and promote co-operative activities meeting the needs and aspirations expressed by the various Mediterranean countries and their peoples in the fields of research, training, economic and social activities and cultural activities, based on existing public or private, local, regional, national and international enterprises and organizations;
- Develop and implement, at all levels of economic and social organization, in the Mediterranean context, new approaches involving co-ordination, consultation and mediation in regard to technological or cultural exchanges, maintaining respect for national sovereignty;
- Assist in any activity undertaken in the public domain which is likely to further the above objectives.

ARTICLE 3: Composition

The Association shall be comprised of founder members, active members and associate members.

(1) Founder members shall be the individuals listed in the annex to the present Constitution.

After the end of the first business year, new founder members may be designated by the Board of Directors from among active members of at least one year's standing.

(2) Active members shall be corporate bodies and individuals wishing to participate in the work of the Association.

(3) Associate members shall be corporate bodies and individuals designated by a vote of the General Assembly.

The rights and obligations of the various categories of members not specified by the present Constitution shall be laid down in the by-laws of the Association. All members must respect these rights and obligations.

(4) Foreign corporate bodies and individuals may be admitted to the various categories of membership of the Association.

ARTICLE 4: Admission

Applications must be submitted in writing.

Decisions shall be taken by the Board of Directors, which shall not be required to indicate its reasons.

ARTICLE 5: Resignation, expulsion

The following shall cease to be members of the Association:

- (1) Members whose resignation has been accepted by the Bureau of the Board of Directors;
- (2) Members who have died or been declared subject to rule of court or bankrupt;
- (3) Members stricken from the roll for failure to pay their subscriptions, violation of the rules of procedure or for any other serious reason.

A member may not be stricken from the roll less than 15 days after having been called upon by registered letter, delivered against receipt, to provide explanations or meet his obligations.

The party concerned may lodge an appeal with the General Assembly.

The resignation or expulsion of a member shall not lead to the extinction of the Association, which shall continue its activities among all its members.

Subscriptions due shall be payable in all circumstances and shall not be reimbursable.

ARTICLE 6: The Board of Directors

The Association shall be administered by a Board of Directors made up of 10 to 40 members belonging to the "colleges" of founder members and active members. The directors shall be elected by secret ballot for three years by the General Assembly and shall be eligible for re-election. One-third of the seats shall be renewable every year, and the first seats to be renewed shall be determined by the drawing of lots. At least half of the directors shall be chosen from among the founder members.

In the event of a vacancy, the Board must complete its membership by co-option within two months after the vacancy has arisen, subject to ratification by the subsequent General Assembly.

The replacement member must belong to the same category as the member replaced. Should such appointment not be ratified, the decisions taken by the Board before the meeting of the General Assembly shall none the less remain valid.

The Board of Directors, in agreement with the President of the Association, shall fix the date of elections and indicate the number of seats to be filled. It shall inform the members thereof three weeks in advance.

The list of candidates submitted by the outgoing Board of Directors, together with the names of any individual candidates, shall be drawn up by the President of the Association ten days before the meeting and shall be sent to all the members of the electoral college.

Corporate bodies may belong to the Board of Directors. Their representatives need not personally be members of the Association.

Candidates having received a relative majority of the votes cast shall be declared elected on the first ballot. In the event of a tie, a second ballot shall be held, in which only the members present at the meeting shall participate, to elect candidates put forward by the members present at the meeting.

ARTICLE 7: Meetings of the Board of Directors

The Board of Directors shall be convened at least twice a year by its Chairman or at the request of the majority of its members.

Decisions shall be taken by a simple majority of the members present. In the case of a tie, the Chairman shall have a casting vote. At least one-half of the directors in office must actually be present if decisions are to be valid. If fewer than one-half are present, decisions shall be deferred to the subsequent meeting, when they shall be valid whatever number of members may be present. Any director who will be absent or unable to attend may empower another director to represent him, but no director may exercise more than two votes, including his own.

The decisions of the Board of Directors shall be reflected in minutes entered in a special minute book and signed by the Chairman of the meeting and by the Secretary or the majority of the members present.

Copies or excerpts of these minutes for use in a court of law or elsewhere shall be signed by the Chairman or a director.

The statements contained in the minutes shall constitute adequate proof, vis-à-vis third parties, concerning the number and status of the directors present.

ARTICLE 8: Powers of the Board of Directors

The Board of Directors shall have the most extensive powers to act on behalf of the Association and to decide on and implement all operations relating to its purpose, in the framework of resolutions adopted by the General Assembly.

It shall decide on programmes of action in keeping with the object of the Association.

It shall elect its Chairman and the members of the Bureau.

It shall decide on the admission or expulsion of members of the Association, as specified in article 5.

It shall be empowered, within the limits of the provisions laid down in the present Constitution, to draft by-laws and, if necessary, to amend them.

It shall manage the Association's funds, decide on their allocation, settle accounts and approve the budget estimates prepared by the Bureau.

It may delegate all or part of its powers to the Chairman, the Bureau or one or more of its own members.

ARTICLE 9: The Bureau

The Bureau of the Association shall be composed of six persons:

- The Chairman of the Board of Directors,
- Two Vice-Chairmen,
- One Secretary,
- One Treasurer,
- One member.

The Chairman and the Vice-Chairmen must be selected from among the founder members. The members of the Bureau shall be elected by the Board of Directors from among its members for two years. They shall be eligible for re-election.

The Bureau shall be convened by the Chairman or the majority of its members whenever the interests of the Association so require. It shall have all necessary powers to implement the decisions of the Board of Directors and, if necessary, to take urgent decisions, which must be approved by the Board of Directors.

Decisions shall be taken by a majority of votes. In the case of a tie, the Chairman shall have a casting vote.

ARTICLE 10: Chairman of the Board of Directors

Only the Chairman shall represent the Association vis-à-vis third parties.

He shall hold all the powers required for proper management of the Association, including the powers:

- To receive amounts owed to the Association and issue valid receipts for them;
- To have an account opened for the deposit of funds in the name of the Association, either with a banking establishment or a postal checking centre, and to make all deposits and withdrawals of funds on his signature alone and to sign all cheques or transfer orders;
- To sign all contracts, sales agreements, purchase deeds and loan contracts, with or without mortgages;
- To represent the Association before courts of law, both as plaintiff and as defendant.

The above list of powers is only indicative.

The Chairman may delegate his powers, under his responsibility, to one or more representatives of his choice.

In the event of incapacity, he may ask a Vice-Chairman to substitute for him. In this case, the Vice-Chairman shall have the same powers and exercise them under the same conditions.

ARTICLE 11: Unpaid work

The Chairman and the members of the Board of Directors and the Bureau shall be unpaid. The Board may, however, decide to reimburse the Chairman and the Directors for expenditure entailed by exercise of their functions.

ARTICLE 12: General Assembly

The General Assembly shall be convened in ordinary session by the Chairman during the first half of each year.

An extraordinary General Assembly shall be convened by the Chairman whenever the interests of the Association so require. It may also be convened at the request of at least two-thirds of the founder or active members.

The ordinary and extraordinary sessions of the General Assembly shall be composed of the founder and active members. The General Assembly shall be empowered to take decisions only if the majority of the members are present or represented. If such a majority is not present, a second session of the General Assembly shall be convened. The second session may take decisions regardless of the number of active members present or represented.

No member may exercise more than three votes, including his own.

The founder members and the active members shall be informed of the convening of a session by personal letters sent to them at least 20 days before the date fixed for the session.

The General Assembly shall discuss all items on its agenda; it shall approve the accounts for the past financial year; and it shall appoint the directors and the auditor(s).

Decisions shall be taken by a relative majority of the votes of members present or represented. However, resolutions providing for amendments to the Constitution must be approved separately by two-thirds majorities of both the college of founder members and the college of active members, a quorum of two-thirds of the members present being required. The General Assembly shall arrange, if necessary, for renewal of the membership of the Board of Directors.

The discussions of the General Assembly shall be reflected in minutes signed by the Chairman and the Secretary. Excerpts or copies issued shall be certified true by the Chairman or another director.

ARTICLE 13: Resources

The resources of the Association shall derive from:

- (1) Annual subscriptions paid by founder members and active members; the amount of these subscriptions shall be fixed by the Board of Directors and may be revised by the General Assembly;
- (2) Any subsidies granted by the State, public or semi-public organizations or other bodies in the context of the objectives laid down in articles 2 of the present Constitution;
- (3) Fees for studies carried out for third parties;

- (4) Payment for services rendered;
- (5) All resources authorized by laws and regulations.

ARTICLE 14: Annual estimates

The President shall arrange every year for preparation of the budget estimates for income and expenditure and shall submit them to the Board of Directors.

ARTICLE 15: Accounting

The Treasurer shall manage the funds under the supervision and responsibility of the President, and shall keep the Association's accounts.

ARTICLE 16: Financial year

The financial year shall begin on 1 January and end on 31 December.

ARTICLE 17: Amendment of the Constitution

Any request for amendment of the Constitution must be submitted to the Board of Directors, which shall decide whether or not to convene an extraordinary General Assembly. The latter, which may not meet less than one month after the meeting of the Board of Directors, shall deliberate under the conditions provided for in article 12 and shall be empowered only to amend the Constitution.

ARTICLE 18: Dissolution

Voluntary dissolution of the Association may be declared only by an extraordinary General Assembly, under the conditions provided for in articles 12 and 18, and following a decision taken by the Board of Directors.

The Board shall, if necessary, appoint a liquidator. After discharge of liabilities, the remaining assets shall be turned over by decision of the extraordinary General Assembly to another association of its choice governed by the law of 1901 and pursuing similar goals.

ARTICLE 19: Formalities

Full powers shall be conferred on the bearer of an original copy of the present Constitution to perform the formalities of registration and publication provided for by the law of 1 July 1901 and the decree of 16 August of the same year.

ARTICLE 20: By-laws

The Board of Directors may, if it deems necessary, adopt the text of by-laws concerning application of the present Constitution.

These by-laws shall be subject to approval by the General Assembly.

II. FOUNDER MEMBERS

The individuals listed below are founder members of the Association:

- Mr. Pierre Bastianelli, ADER Provence Côte d'Azur, 32, Cours P. Puget, 13006 Marseilles
- Mr. Gérard de Belsunce, 56, rue Grignon, 13001 Marseilles
- Mr. Jean-Pierre Bérard, ANVAR, 13, rue Madeleine Midelis, 92200 Neuilly s/Seine
- Mr. R.F. Bizeq, DITEIM, 97, rue de Grenelle, 75007 Paris
- Mr. Pierre Blanc, CATADAS, Clair-Matin, Les S.eyes, 04000 Digne
- Mr. Paul Borel, 63, Troisième Avenue, 60260 Lamorlaye
- Mr. Jean-Benjamin Brun, S.A. Brun-Jallut, 16, rue Berlioz, 13006 Marseilles
- Mr. Daniel Carrière, 2, Allée des Dahlias, 93700 Drancy
- Mr. Paul Cordonnier, 17, Allée Murillo, 13008 Marseilles
- Mr. Pierre Courtillat, 32, Cours P. Puget, 13006 Marseilles
- Mr. Dency, Domaine du Merle, 13300 Salon de Provence
- Mr. Daniel Drocourt, 151 Corniche Kennedy, 13007 Marseilles
- Mr. Christian Dubonnet, Union Régionale CFDT, Palais de l'Ancien Archevêché, Place des Martyrs de la Résistance, 13100 Aix-en-Provence
- Mr. Mario Fabre, 21, Quai Toulemont, 13500 Martigues
- Mr. Alain Fourest, 43, rue Vendôme, 13007 Marseilles
- Mr. Yves Fourestier, Chambre Régionale de Commerce et d'Industrie, FCA, Palais de la Bourse, 13001 Marseilles
- Mr. Christian Goux, 24, rue du Docteur Marçon, 83150 Bandol
- Mr. Gilles Guillaud, OREAM, 37, rue Perrier, 13295 Marseilles Cedex 2
- Mr. Paul-Marc Henry, OECD, 94 rue Chardon-Lagache, 75016 Paris
- Mr. Claude Jaquet, SDR Méditerranée, 39, Cours P. Puget, 13006 Marseilles
- Mr. Jean-Claude Joulin, Tour La Murcie-Roy d'Espagne, 13008 Marseilles
- Mr. Jacques Léger, Mas St. Roch, 13410 Lambesc
- Mr. François Le Guay, Paulanergasse 7/5, Vienna, Austria
- Mr. Raymond Lignon, CIHEAM, 11, rue Newton, 75016 Paris
- Mr. Bruno de Monsabert, E3, La Rouvière, 13009 Marseilles
- Mr. Michel Oriol, IDERIC-CAFRI, 34, rue Verdi, 06000 Nice
- Mr. Maurice Parodi, Les Vidaux, 83910 Pourrières
- Mr. Jean-Pierre Paret, Office Publique H.L.M. de la Ville de Marseille, 29, rue St. Lazare, 13003 Marseilles
- Mr. Georges Péri, Université Provence-St. Jérôme, 13013 Marseilles
- Mr. François Perrin, 411 Avenue du Prado, 13008 Marseilles
- Mr. Pradal, DGRST, 46, rue du Dragon, 13006 Marseilles
- Mr. Bernard Sussmann, 14, Bd. Joseph Piazza, 13012 Marseilles

III. BOARD OF DIRECTORS

All the first founder members shall provisionally constitute the Board of Directors of the Association for the first financial year and, for this purpose, shall delegate all their powers to the Bureau of the Association.

IV. THE BUREAU

The provisional Bureau of the Association for its first financial year shall be composed of:

Paul-Marc Henry, 94, rue Chardon-Lagache, 75016 Paris,
Chairman, Board of Directors

Michel Oriol, 34, rue Verdi, 06000 Nice,
Vice-Chairman

Georges Péri, Université Provence-St. Jérôme, 13013 Marseilles,
Vice-Chairman

Jean-Pierre Bérard, 13, rue Madeleine Midelis, 92200 Neuilly s/Seine,
Secretary

Alain Fourest, 43, rue Vendôme, 13007 Marseilles
Treasurer.

V. SUBSCRIPTIONS

The subscription to be paid by members for the first financial year of the Association shall be a minimum of 50 francs.

C. EUROPEAN CENTRE FOR INTERNATIONAL CO-OPERATION^{*/}

ARTICLE 1: Title

The Association shall be called: "EUROPEAN CENTRE FOR INTERNATIONAL CO-OPERATION", the abbreviated form to be: C.E.C.I. The Association has an international status and is non-profit making.

ARTICLE 2: Object and aims

The object of the Association is to promote the economic development of the countries of Africa, Latin America and Asia, by organising the widest possible co-operation between the European companies (particularly those who are members of the E.E.C.) and economic organizations of all types as well as with the firms of the countries concerned.

ARTICLE 3: Ways and means

In order to achieve its object, the Association shall act in agreement with the public and private authorities of the countries concerned, informing them of the industrial, commercial and financial possibilities of its European members and informing the latter of the developing countries' economic needs.

The Association shall, at the request of the countries in process of industrialization, advise them on planning, presentation and realisation of their economic development projects.

The Association shall assist in the establishment and furthering of permanent economic relations between the companies and the countries.

The Association may issue any publications, organise any public activity, create national delegations or any other organisations necessary, for the achievement of its aims and objectives.

ARTICLE 4: Headquarters and registered office

The Association has its headquarters and registered office in Paris. These may be transferred by decision of a General Meeting at the proposal of the Board of Directors.

ARTICLE 5: Duration

The duration of the Association shall be unlimited.

ARTICLE 6: Members

Members shall be recruited from all countries. They shall be:

1. Founder members

The following persons are founder members. This statutory qualification is given without prejudice to the legal qualification of a founder member.

^{*/} This is an unofficial translation of the official French version of the Constitution, published by the European Centre for International Co-operation.

Messrs. Max Adolphe BUNFORD, of British nationality and domiciled at 10, Haymarket, London S.W.1.

Dionède CATROUX, of French nationality and domiciled at 80, rue de l'Université, 75007 Paris.

Albert CHAMBON, of French nationality and domiciled at 10, rue du Refuge, 78 Versailles.

Guy des CLOSIÈRES, of French nationality and domiciled at 4, rue de Longelbach, 75017 Paris.

Jean DARIDAN, of French nationality and domiciled at 36, rue Sainte-Croix-de-la-Bretonnerie, 75004 Paris

Olivier GISCARD D'ESTAING, of French nationality and domiciled at 22 rue Bertaux-Dumas, 92 Neuilly.

Paul PACLOT, of French nationality and domiciled at 164, rue du Faubourg-Saint-Honoré, 75008 Paris

Luchino REVELLI-BEAUMONT, of Italian nationality and domiciled in Turin.

The founder members being natural persons are listed above in compliance with the current legislation, the withdrawal of Mr. Jean TASTEVIN, domiciled at 64, bd. Maurice-Barrès, Neuilly, being hereby recorded.

2. Active members

Active members shall be private individuals and public or private corporate bodies who pay their annual subscription in conformity with the Association's rules.

3. Honorary members

Honorary members shall be private individuals or public or private corporate bodies. They shall be appointed by the Board of Directors and selected from the international, regional or national organisations whose object is to promote the development of the economy of countries in the process of industrialisation.

ARTICLE 7: Conditions of membership and subscription fees

Application for membership must be sponsored by two members of the Board of Directors and addressed to the Secretary General of the Association.

The Board of Directors may, without having to justify its decision, refuse the application of any candidate, whom it considers does not fulfil the requirements and aims of the Association.

Any application for active membership of the Association shall be subject to the payment of yearly subscription fees as laid down every year by the Board of Directors.

ARTICLE 8: Loss of membership

Membership of the Association is lost under the following circumstances:

1. by resignation, which is to be in writing to the Chairman of the Board of Directors.
2. by temporary or permanent exclusion to be decided upon by the Board of Directors.
3. non-payment of subscription fees.

ARTICLE 9: Resources of the Association and responsibility of its members

The resources of the Association, which shall be employed exclusively for the purpose of its good functioning as well as for the international services to be rendered to its members, shall constitute the patrimony of the Association which shall be solely responsible for the engagements undertaken in its name, none of the members being responsible for such, whatever may be his functions.

The resources of the Association are by no means limitative and include, besides subscriptions, subsidies of any sort which may have been granted to the Association, income and revenue from property belonging to the Association and sums received by it in remuneration for services rendered.

ARTICLE 10: General meetings

A General Meeting shall be convened at least once a year by letter addressed to all members one month before the date of the meeting, stating the agenda. A General Meeting may also be convened extraordinarily by the Board of Directors whenever it deems this appropriate.

The General Meeting includes all the members of the Association without distinction of nationality. It approves the running and the accounts of the Association as presented by a report of the Board of Directors.

Only the following members shall have the right to vote at the General Meeting: founder, and among the active members only private or public individuals and companies.

The agenda of General Meetings shall be prepared by the Board of Directors and the decisions shall be taken by a simple majority of the members present or represented.

Any modifications of the articles of the Association, which must be proposed by the Board of Directors, are to be decided upon at an Extraordinary General Meeting by a two-third majority of the members present or represented.

Any member not attending can be represented only by another member of the Association provided with a written power of attorney.

At General Meetings a four member committee composed of a Chairman, a Secretary and two Assessors, shall be designated for the duration of the meeting.

The Minutes of the meeting are to be prepared by the Secretary of the Committee and transcribed by him into a minutes book and signed by the Chairman and one of the Assessors of the Committee, acting as Scrutineer.

The Secretary may deliver certified copies of the minutes of the General Meeting for legal purposes.

The members of the Board of Directors shall be elected at a General Meeting in accordance with Article 12 hereafter.

ARTICLE 11: Grand Council

The Grand Council is composed of all representatives of member public and private bodies, subscribing member companies, members of the Board of Directors and Founder Members. It shall also include those persons who, for reasons of exceptional services rendered or recognised abilities, shall have been designated by the Board of Directors.

The active industrial members of the Board of Directors shall be elected from amongst the members of the Assembly of Companies of the Grand Council.

The Grand Council shall ensure the achievement of the objectives of the Association in accordance with the provisions of Article 3 above.

The Grand Council shall take decisions by simple majority vote of members present or represented.

Any representation on behalf of a member at the Grand Council requires a special power which shall be given in exclusivity to another member of the Grand Council.

The Grand Council shall be presided by the President of the Board of Directors. In his absence, the Grand Council shall elect one of the Vice Presidents, by simple majority vote, to chair the meeting.

The Grand Council comprises two assemblies which shall meet as and when they deem it necessary, as follows:

- an Assembly of States
- an Assembly of Companies

Each assembly shall be chaired by one of the Vice-Presidents of the Grand Council and for the first five-year period from the date of approval of these Articles, the two Chairmen shall be Mr. Albert CHAMBON, Chairman of the Assembly of States and Mr. Diomède CATROUX, Chairman of the Assembly of Companies.

At the expiration of the above mentioned five year period, the Grand Council shall elect two Vice-Chairmen from its own members who shall preside over the Assemblies. Furthermore, the Grand Council may also comprise Vice-Presidents designated by the Assembly of States and as many Vice-Presidents as there are countries whose industry is represented by at least one member of the Association. In the absence of the respective Chairman, an Assembly may elect a replacement from its own members by simple majority vote.

ARTICLE 12: Board of Directors

The Board of Directors shall comprise from 8 to 20 members.

It shall be made up of representatives of the founder members, of member companies and of the member States. It shall be elected by a General Meeting for a period of three years. The Board of Directors may co-opt members whose designation must be approved at the next General Meeting.

The Board of Directors is invested with the widest powers within the framework of the Association's objectives, whether these may concern acts of administration or disposition. The Board of Directors shall have jurisdiction to act in justice in the name of the Association.

The Board of Directors shall draw up the internal rules and regulations of the Association each year, it being understood that in default of modifications proposed by the Board of Directors at the end of each year, the previous internal rules and regulations shall automatically remain valid.

Decisions of the Board of Directors shall be taken by simple majority of the members present or represented.

Any member not attending can be represented on a permanent basis by another person, to be approved by the Board of Directors, whether he is a member of the Board or not.

The Board of Directors cannot validly deliberate unless at least six of its members are effectively present.

For a first period of five years from the date of approval of the present articles, by the General Meeting, the Chairman of the Board of Directors shall be Monsieur Olivier GISCARD D'ESTAING.

At the expiration of this period, the Chairman of the Board shall be deemed to have resigned. He shall be eligible for re-election for one or more periods of three years each.

The election of the Chairman of the Board of Directors is within the jurisdiction of the said Board who shall decide by a majority of two-thirds of its members present or represented.

ARTICLE 13: Daily administration

The administration of the Association is ensured by an Executive Committee in accordance with the requirements of the Board of Directors and under its control. This Committee shall meet several times each month.

At the proposal of the Chairman of the Board of Directors, the latter may appoint one of its members or any other person to ensure the administration of certain specific duties laid down in the interests of the Association.

However, any banking operations shall require the signature of a member of the Board of Directors and that of another person specially designated for this purpose by the said Board.

ARTICLE 14: Advisory committees

To ensure permanent and harmonious relations between the members of the Association and for the study of specific problems, the Grand Council, the General Meeting and the Board of Directors may, by a simple majority vote of their members present, decide on the creation of advisory committees.

ARTICLE 15: Litigation arising within the Association

By reason of the international status of the Association, each member thereof undertakes by virtue of his membership to submit any litigation of whatever nature which might arise between him and one or more of the other members to a conciliation previous to any other proceedings in accordance with the rules hereafter.

Each of the parties shall designate one arbitrator amongst the members of the Board of Directors and one arbitrator from the members of the Grand Council. The two arbitrators so designed may appoint a third arbitrator from the members of the Grand Council to complete their number. The arbitration panel shall meet within one month following its constitution and shall issue recommendations to the parties for the purpose of conciliation.

The penalty for non-compliance by any member of the Association may be his automatic expulsion from the Association without refund or indemnification whatsoever, notice of dismissal being given by the Board of Directors.

ARTICLE 16: Formalities

The President, in the name of the Board of Directors, shall be responsible for completing all formalities regarding the registration and publication of the Articles and legal documents of the Association. All powers are, however, conferred on the bearers of the present articles for the purpose of completing such formalities Drawn up in 8 (eight) originals plus one original for the Association and two for the purposes of registration.

Signed this 24th day of May Nineteen Hundred and Seventy Five, and incorporating modifications. (Which were approved at an Extraordinary General Meeting held on the 26th day of April Nineteen Hundred and Seventy Six.)

PARIS

D. INTERNATIONAL CENTRE FOR DEVELOPMENT

(A Non-profit association set up
under the provisions of the
Swiss Civil Code)

Constitution

Article 1

Establishment, name,
legal form

An international non-governmental organization with non-material goals, constituted as a corporate body and organized as an association within the meaning of article 60 of the Swiss Civil Code, is hereby established under the name of "International Centre for Development".

Article 2

Headquarters

The legal headquarters of the association shall be at Geneva, 1-3 rue Varembe.

Secretariat

Regional secretariate may be set up in given countries on the basis of a simple decision by the Board of Directors.

Article 3

Purpose

The purpose of the association shall be to encourage, support, initiate and carry out research, studies, projects and other activities which may promote or accelerate balanced world economic development.

Article 4

Means of action

In order to achieve its purpose, the association shall use, inter alia, the following means:

- (a) Awakening and mobilization of awareness throughout the world of the problems of economic under-development and its various manifestations.
- (b) Research and preparation of documentation and training in technical subjects and human relations of experts, assistants and volunteers to combat under-development.
- (c) Action, project implementation and all appropriate intervention.
- (d) To this end, the association shall maintain and develop effective co-operation with existing private or public national or international institutions whose objectives are compatible with its own programme.

Members

Article 5

Any person approved by the Board of Directors may become a member of the association.

Public or private corporate bodies, institutions and organizations may also become members.

The management shall approve all candidates who, through their intellectual and moral qualities, are able to make an effective contribution to achievement of the objectives of the association. Public or private corporate bodies, institutions and organizations pursuing the same objectives as this association shall be admitted as members.

There shall be no discrimination on the basis of sex, race, origin or nationality, and the Board of Directors shall decide on applications for membership in a spirit of complete political and religious independence.

Resignations

Article 6

Any member of the association, whether an individual or public or private corporate body, institution or organization, may withdraw from the association at any time merely by sending a letter to the General Secretariat in Geneva. The subscriptions in respect of the current year shall automatically fall due and be payable immediately.

Expulsion

Article 7

Any member may be expelled from the association by a decision taken by a three-fifths majority of the votes of members of the Board of Directors, without indication of reasons.

Resources

Article 8

The resources of the association shall derive from:

- (a) Subscriptions paid by members, the amount of which shall be fixed by the General Assembly;
- (b) Private or public contributions and subsidies;
- (c) Donations, subsidies and legacies, whether earmarked for any special purpose or not;
- (d) Any income from work performed by it.

Any surplus income remaining at the end of a financial year may be used only to promote the purposes set forth in article 3.

The financial liability of the association shall be limited to its own property, and members shall have no personal liability.

Article 9

Organs

The organs of the association shall be:

1. The General Assembly,
2. The Board of Directors,
3. The Board of Trustees,
4. The Technical Consultative Council,
5. The Secretariat,
6. The Auditors.

Article 10

General Assembly

The General Assembly shall be the supreme authority of the association. It shall be convened by the Executive Secretary in agreement with the Board of Directors at a place fixed by the latter.

An announcement of the meeting shall be sent in writing to each of the members at the addresses shown in the roll of the association, at least one month in advance.

A meeting shall be convened:

- (a) Whenever three members of the Board of Directors so request;
- (b) Whenever one-fifth of the members of the association so request.

Members may vote by correspondence when the agenda so permits. A member may ask another member to act as his delegate at the General Assembly. However, the delegates may represent no more than two other members, not counting his own vote.

Article 11

Powers of the
General Assembly

The General Assembly shall exercise the final supervision over the association's activities. It shall decide on all matters submitted to it by one of the other organs of the association. It shall approve the accounts for past years. It shall appoint the new members of the Board of Directors and the auditor or auditors.

Article 12

Decisions

All members of the association shall have equal voting rights in the General Assembly. Decisions shall be taken by a simple majority of those voting except where the present Constitution provides otherwise. In the case of a tie, the Chairman shall have a casting vote.

Article 13

Board of Directors

The founders shall set up a Board of Directors composed of five members, from among whom they shall appoint a Chairman, an Executive Secretary and a Treasurer, who shall be elected in principle for a period of five years and shall be eligible for re-election.

They may, however, be removed from office for valid reasons by the members of the association at a General Assembly by means of a resolution adopted by a majority of three-quarters of the votes cast.

When the post of a member of the Board of Directors falls vacant owing to the physical or mental incapacity or the death of a member, the Executive Secretary shall immediately convene a General Assembly to elect a new member to the Board of Directors.

Members of the Board of Directors may resign at any time by sending written notification at least three months in advance to the General Secretariat at Geneva. When a member of the Board of Directors has resigned, the Executive Secretary shall immediately convene a General Assembly to elect the new member by a resolution to be adopted by a majority of three-quarters of the votes cast.

In an emergency, the founders shall unanimously agree on the new member or members of the Board of Directors. However, the right to remove these members from office at a General Assembly shall be explicitly reserved.

Article 14

Powers of the
Board of Directors

The Board of Directors shall be the senior executive body of the association.

All matters which do not fall within the terms of reference of another body by virtue of an explicit provision of the present constitution shall fall within its terms of reference.

The Chairman of the Board may delegate powers or distribute duties among other members.

The co-optation of members for the Board of Trustees shall also fall within the terms of reference of the Board of Directors.

Meetings of the Board of Directors shall be convened as required by the Chairman or the Executive Secretary.

The Board of Directors shall prepare its rules of procedure.

- Article 15
- Representatives When a member of the Board of Directors is not resident in Switzerland, the Board of Directors shall appoint a representative resident at Geneva. He need not be a member and shall have no power to commit the association. If he is not a member of the association, his functions may be remunerated in accordance with the means available to the organization, as the Board of Directors sees fit.
- Article 16
- Signatures The association shall be bound vis-à-vis third parties by the joint signature of the Chairman and one other member of the Board of Directors. This clause shall not apply to banking transactions.
- Article 17
- Board of Trustees The Board of Trustees shall be made up of members elected by the Board of Directors who represent either States or major international organizations which have decided to join together to finance the association.
- The Board of Trustees shall meet under the chairmanship of the President of the association to discuss all important matters of concern to it.
- Decisions shall be taken by a majority. In the case of a tie, the President shall have a casting vote.
- Article 18
- Technical Advisory Board The Technical Advisory Board shall be made up of individuals or corporate bodies appointed and approved by the Board of Directors. The Advisory Board shall give its opinion, without power of decision, on all matters submitted to it by other bodies of the association.
- It shall propose to the association action which it should undertake to achieve its goal.
- Article 19
- Secretariat The General Secretariat shall be located at Geneva, 1-3, rue Varembe.
- Should a representative be appointed by the Board of Directors under the provisions of article 15, the domicile of the representative shall also be within the Secretariat.

All correspondence, applications for membership and resignations of members of the association or the Board of Directors must be sent to the General Secretariat. If regional secretariats have been set up, they may also receive resignations of members and all correspondence from members in the region.

Article 20

A change in the purpose of the association may not be imposed on any member.

Geneva, 12 June 1964

THE FOUNDERS

(See attached list)

Geneva, 12 June 1964

THE FOUNDERS

(Signatures)

	JOSUE DE CASTRO
	MAX HABICHT
	MAURICE GUERNIER
	ABBE PIERRE
Messrs. Josué de Castro	15, rue Lord Byron, Paris 8ème
Maurice Guernier	7, av. de la Bourdonnais, Paris 7e
Angelos Angelopoulos	16, rue Voncourestion, Athens
Georges Balandier	13, rue de Square Carpeaux, Paris 18e
Rev. Jacques Beaumont	80, rue de Passy, Massy, France
J.W. Beumer	World Association of World Federalists, Burg. Patijnlaan 49 The Hague, Netherlands
Georges Breuil	25, av. des Courses, Le Vesinet, France
Joszef Bogнар	Kulturalis Kapscolatok Interete Dorottya Utca 8, Budapest, Hungary
Robert Buron	14, rue de Bellechasse, Paris 7e
Michel Cépède	135, rue Falguière, Paris 15e
Chandrasekhar	Indian Institute for Population Studies Gandhinagar, Madras 20, India
Robert Debré	5, rue de l'Université, Paris
Arthur Doucy	138, av. Molière, Brussels, Belgium
Jean Fourastié	10, rue César Franck, Paris 15e
Max Habicht	18, Chemin Etienne Chennaz, Geneva
Abbé Houtart	Fédération Internationale des Instituts de Recherches Sociales et Socio-religieuses 116, rue des Flamands, Louvain, Belgium
Jacques Juglas	137, rue de la Tour, Paris 16e
Bruno Kreisky	Ministère des Affaires Etrangères Vienna, Austria
Victor Larock	18 C, rue des Champs-Élysées, Brussels, Belgium
Kasimierz Laski	Szkola Glowna, Planowania 1 Statystyki Al. Niepodleglosci 162, Warsaw, Poland
F. Luis Las Casas Grieve	Universidad Nacional de Ingenieria Escuela de Economia, Lima, Peru
Henri Laugier	55, rue de Babylone, Paris 7e
R.P. Joseph Leuret	49, rue de la Glacière, Paris 13e
Gaston Leduc	Bel-Air, Presles (S. et O.) France
B.K. Lekru	Embassy of India, Washington, D.C.
Vittorio de Nora	9 Politcenico, Milan, Italy
Philippe d'Oettembre	10, rue Belliard, Brussels, Belgium
Etienne Pallay	Hôtel Richmond, Geneva, Switzerland
James Patton	National Farmer's Union 1575 Sherman St. Denver 1, Colorado USA

Mrs. Ika Paul-Pont	Centre International de l'Enfance Château de Longchamp, Bois de Boulogne, Paris 16e
Messrs. François Perroux	I.S.E.A. 11, bd. de Sébastopol, Paris
Abbé Pierre	9, rue des Bordeaux, Charenton 94, France
Alberto Pioseco V.	Facultad Latinoamericana de Ciencias Sociales J.M. Infante 65.85, Casilla 3213, Santiago, Chile
Ministre Raymond Scheyven	141, rue Froissard, Brussels, Belgium
Président Léopold Songhor,	President de la République, Dakar, Senegal

Annex II

EXAMPLES OF WORLD ASSOCIATIONS COMPOSED OF NATIONAL COMMITTEES

A. WORLD ENERGY CONFERENCE

Constitution

1. The First World Power Conference was held in London in 1924. Acting under a Memorandum approved on the 11th July 1924, the International Executive Council (in the Constitution called the 'Council') of the First World Power Conference submitted proposals for the consideration of each of the participating countries. These proposals were adopted and constituted the World Power Conference a permanent international organisation, with the Objects set forth in the Memorandum. These Objects were modified at the Meeting of the Council in 1958 and again at the Meeting of the Council in 1968, where it was also resolved that the Conference should henceforward be known as the World Energy Conference.

OBJECTS

2. The Objects of the World Energy Conference are to promote the development and the peaceful use of energy resources to the greatest benefit of all, both nationally and internationally by:

- (i) Considering the potential resources and all the means of production, transportation, transformation and utilisation of energy in all their aspects.
- (ii) Considering energy consumption in its overall relationship to the growth of economic activity in the area.
- (iii) Collecting and publishing data on the matters mentioned in Objects (i) and (ii).
- (iv) Holding conferences of those concerned in any way with the matters mentioned in Objects (i) and (ii).

The World Energy Conference will render the maximum assistance to other organisations in the energy field and act as an organisation for the co-ordination of information and a clearing house for its exchange.

The World Energy Conference will do everything possible to stimulate and promote all activities aiming at the economic development and peaceful use of energy resources, and generally to continue the work begun by the first Conference, and continued by succeeding Conferences.

METHODS

3. The World Energy Conference will accomplish its objects by:

- (a) organising periodical conferences
- (b) holding meetings of the Council at regular intervals
- (c) organising studies by technical committees
- (d) arranging the interchange of information among its National Committees

- (e) collaborating with other international organisations in the energy field and by encouraging an interchange of membership and participation in conferences
- (f) publishing Transactions and reports
- (g) collecting and publishing data on World Energy Resources in the form of a survey at six-yearly intervals.

WORLD ENERGY CONFERENCE

4. (a) The World Energy Conference shall be constituted of the existing National Committees and such other National Committees as shall be hereafter admitted. Each country shall be represented by a National Committee.

(b) Each National Committee may be constituted in the manner desired by energy interests in each country. It is recommended that as far as possible each National Committee shall be composed of members concerned, either as representatives of organisations or individually with the matters set forth in the Objects of the World Energy Conference. It is also recommended that, as far as possible, National Committees should include amongst their national members representatives from other international organisations concerned with energy matters.

MEMBERSHIP

5. (a) Membership of the World Energy Conference may be accorded to the National Committee of an individual country. The Council will satisfy itself that the National Committee making application represents the energy interests in the country concerned. Admission shall be decided by a majority vote of the members of the Council present at the meeting.

(b) A National Committee may withdraw from membership of the World Energy Conference by informing the Secretary General of its intention to do so, but such a withdrawal shall not remove the obligation to pay any subscription which has fallen due.

(c) The case of a National Committee which shall have failed to pay its subscription for two successive years shall be referred to the Council, who shall have authority to terminate the membership of such National Committee.

(d) The Council shall have the power to reinstate a member on such terms with regard to the payment of arrears as it may think fit.

INTERNATIONAL EXECUTIVE COUNCIL

6. (a) The management of the affairs of the World Energy Conference is vested in its Council, which shall act as the instrument for carrying into effect the policies of the World Energy Conference. The ordinary meeting of the Council shall be held annually unless otherwise determined by the Council.

(b) Extraordinary meetings of the Council shall be convened by the Chairman at the written request of not less than one-third of the National Committees of the World Energy Conference, or may be convened by the Chairman on his own initiative.

(c) The Council shall consist of duly appointed representatives from each National Committee. Each National Committee, acting autonomously, may change its representatives at any time as it may desire. Each National Committee shall be entitled to only one vote at meetings of the Council but shall be entitled to have up to four representatives attend a meeting of the Council, all of whom may take part in the discussion.

(d) Action shall not be taken on decisions of the Council in matters other than those of routine business (routine business includes the selection of the date and place of meetings of the Council or its Committees, and the authorisation or discharge of Committees and the election of officers and finance), unless a quorum of at least one-third of the members is present.

(e) Invitations to attend meetings of the Council shall be sent to all National Committees of the World Energy Conference by the Secretary General.

PRESIDENT

7. The President of the World Energy Conference shall be a person of eminence in the energy field who shall be elected by the Council at each Conference. He will be chosen from nominations put forward by the National Committee of the host country where the Conference is being held. He will preside at the Closing Ceremony of the Conference at which he is chosen, and will remain in office until the commencement of the Closing Ceremony of the succeeding Conference. In the event of the office falling vacant, the Chairman will carry out the duties of the President until the office is filled.

CHAIRMAN AND VICE-CHAIRMEN

8. (a) The Council shall, at the meeting of the International Executive Council in the year preceding each Conference, elect a Chairman who will take up his duties at the Conference and remain in office for three years, or until the next meeting thereafter. The election shall be by secret ballot and the candidate having the greatest number of votes shall be elected.

During the time between his designation and his assumption of office the person so elected will act as Deputy Chairman and assist the Chairman in carrying out his duties. At the wish of the members of the Council, the Chairman may be re-elected for a further term of three years, but the total duration of his office may not exceed six years. Apart from this special circumstance, successive terms of office shall not, unless otherwise agreed, be held by representatives of the same National Committee.

(b) The Council shall also elect three Vice-Chairmen, who shall hold office for three years. A Vice-Chairman may not remain in office for more than three consecutive years.

(c) Nationals of countries in the same large geographical areas, namely, Africa, America, Asia, Australasia and Europe, may not at any time simultaneously hold more than two of the four chairmanships, viz. the offices of the Chairman and the three Vice-Chairmen. The countries falling within those areas shall be those listed in the current Yearbook of International Organizations published by the Union of International Associations.

(d) At the meeting of the Council which takes place in a Conference year the Vice-Chairman to be elected in that year will be a subject of the country where the succeeding Conference is to take place, unless the Chairman is from the same National Committee.

(e) In the event of a vacancy occurring from any cause whatsoever, either in the office of Chairman or in one of the offices of Vice-Chairmen, the Council shall fill such vacancy or vacancies at its next ensuing meeting, the person so appointed to serve for the unexpired portion of the period of office of the person whose place he is taking. In the event of the Chairman's temporary incapacity, the senior Vice-Chairman present shall perform the functions of Chairman during the continuance of such incapacity. Should the Chairman die, become permanently incapacitated or resign during his period of office, the senior Vice-Chairman shall perform the functions of the Chairman until the next ensuing meeting of the Council, when the vacancy shall be filled. The seniority of Vice-Chairmen shall be governed by the time of their appointment.

(f) The Council may appoint past Chairmen as Honorary Chairmen, and past Vice-Chairmen as Honorary Vice-Chairmen. Such honorary appointments shall carry with them no duty, except that Honorary Chairmen or Honorary Vice-Chairmen shall be invited to be present at all Meetings of the Council in a consultative capacity and without a vote.

(g) The Chairman of the Council shall not represent any National Committee and shall not be entitled to vote. Vice-Chairmen may vote only when acting on behalf of their own National Committees.

SECRETARY GENERAL AND STAFF

9. (a) The Secretary General of the World Energy Conference shall, under the general direction of the Chairman, be responsible for carrying out the work of the Central Office of the World Energy Conference. He will also be responsible for developing relations with other international organisations.

(b) When there is a vacancy in the post of Secretary General, the Council shall appoint a new Secretary General, subject to such financial provision as it may make for this purpose.

(c) There shall be delegated to the Secretary General the engagement of the other members of the staff of the Central Office, subject to such financial provision as may be made by the Council.

(d) The Secretary General will be the Secretary of the Administrative Committee and of the Programme Committee. He shall be an ex-officio member of all other Committees and it shall be decided at the time of their establishment whether he shall also act as Secretary to such other Committees.

CENTRAL OFFICE

10. The location of the Central Office shall be determined by the Council; until otherwise determined, the Central Office of the World Energy Conference shall be situated in London.

STANDING COMMITTEES

11. Two standing Committees shall be set up by the Council to advise this body upon the administrative and financial affairs of the World Energy Conference and to advise upon the technical activities of the Conference. Neither Committee shall have executive authority.

They shall be known as:

- (a) The Administrative Committee, which shall be composed as follows:

A Chairman, nominated by the Chairman of the Council and approved by the Council.

Ex-officio

The President of the World Energy Conference

The Chairman of the Council

The three Vice-Chairmen of the Council

One representative from each of three National Committees approved by the Council, other than those from which the President of the Conference, the Chairman and Vice-Chairmen of the Council and the Chairman of this Committee are drawn.

National Committees shall not be invited to provide members of the Committee for successive terms.

The total membership of the Committee is thus nine.

The Chairman shall serve for a period of three years and shall not be eligible for re-election for successive terms. Apart from those who are members of the Committee by virtue of their office in the Conference or Council, the members shall serve for a term of three years. The Committee shall have the right to co-opt a member, or members, from other National Committees when matters of specific interest to those Committees are being discussed. All members, including co-opted members, shall be entitled to vote.

The function of this Committee will be to advise the Council on matters of membership, general administration and financial policy.

- (b) The Programme Committee shall be composed as follows:

A Chairman nominated by the Chairman of the Council and approved by the Council.

Ex-officio

The Chairman of the Council

One representative from each of seven National Committees, approved by the Council, which shall not include the National Committee from which the Chairman of the Council has been chosen nor the National Committee from which the Chairman of the Programme Committee is chosen.

The total membership of the Committee is thus nine.

The Chairman and other members of the Committee shall normally serve for a period of six years and shall not be eligible for election for successive terms. Appointment to the Committee will be so arranged that four members are replaced every three years. The Committee shall have the right to co-opt a member, or members, from other National Committees when matters of specific interest to those Committees are being discussed.

All members, including co-opted members, shall be entitled to vote.

The function of the Committee shall be to recommend themes for future conferences and, in conjunction with host National Committees, prepare outlines of technical programmes. It shall advise the Council on the technical activities of the Conference and recommend to the Council subjects which could profitably be studied by technical committees. It shall advise on their composition and supervise their studies.

(c) In the absence of an ex-officio member of either the Programme or Administrative Committee, it is the right of the ex-officio member to appoint a representative for the Committee meeting who would properly represent the National Committee of which he is a member.

CONFERENCES

12. (a) Conferences of the World Energy Conference shall be held at intervals of three years at such places and dates as may be decided by the Council. All Conferences shall be of equal status. The theme of such meetings shall be approved by the Council on the proposal of the Programme Committee in conjunction with the host National Committee. At Conferences occurring at intervals of six years provision shall be made in the programme for a general Survey of Energy Resources.

(b) Invitations to attend the Conference shall be extended by the Secretary General of the World Energy Conference to all National Committees who are members of the World Energy Conference, and to such other organisations as may be agreed upon by the Council. In all matters relating to the organisation of the Conference which affect the interest of National Committees, decisions shall be taken by the Secretary General or the Chairman, who may refer any such matter to the Council.

FINANCE

13. (a) The World Energy Conference shall derive its income from annual subscriptions from National Committees on a scale to be fixed by the Council from time to time as circumstances require.

(b) All moneys shall be paid into a banking account at Bankers authorised by the Chairman of the Council. All cheques drawn on this account shall be signed by the two persons authorised by the Chairman of the Council.

(c) The income and property of the World Energy Conference whensoever derived shall be applied solely to the promotion of its Objects and no portion thereof shall be applied by way of profit to its members.

(d) The financial year of the World Energy Conference shall end on the 31st December. Not later than the 15th May each year the Secretary General shall send to all National Committees accounts for the previous financial period, duly verified by the Auditors appointed at the previous meeting of the Council. These accounts shall be presented to members for their approval at the annual meeting of the Council.

TRANSACTIONS

14. (a) The Transactions of meetings of the World Energy Conference shall be published as soon as practicable after the termination of each Conference.

(b) The Transactions of any Conference shall be published by the National Committee in whose territory the Conference is held, with the assistance of the Secretary General so far as may be necessary.

(c) Transactions shall be published in bound volumes and in addition to a full account of the Technical Sessions shall include a chronicle of the Conference, a list of participants and indexes.

AMENDMENT OF THE CONSTITUTION

15. (a) The Constitution of the World Energy Conference can be amended by the Council only provided that at least four month's notice of the amendment has been circulated to National Committees in the required form.

(b) Proposed amendments to the Constitution shall be submitted in writing to the Secretary General and shall then be studied at the next meeting of the Administrative Committee. The report of this Committee shall then be circulated to all National Committees four months before the meeting of the Council at which the amendment is to be placed on the Agenda.

(c) Amendments to the Constitution shall not be put to the vote by the Council unless at least forty per cent of all National Committees are represented and shall require a three-quarters majority of the votes of the National Committees present.

BY-LAWS

16. By-Laws shall be prepared and adopted by the Council which in conjunction with this Constitution shall govern the conduct of the affairs of the World Energy Conference.

The By-Laws will be amended as necessary by the Council in accordance with provision made therein.

B. INTERNATIONAL COUNCIL ON SOCIAL WELFARE (ICSW)^{a/}

Preamble: The International Conference of Social Work, in order to reflect the expansion of its interests, purposes and activities, hereby adopts the following Constitution which incorporates the modifications including the change of its name to The International Council on Social Welfare, while continuing its existence.

1. The International Council on Social Welfare (hereinafter referred to as "the Council") is a non-political, non-governmental, non-sectarian and non-profit organization for the field of social welfare.
2. The purposes of the Council are:
 - (a) to provide a world-wide forum for the discussion of social welfare and related issues;
 - (b) to foster the development of social welfare throughout the world;
 - (c) to promote the exchange of information and experience among social workers, social agencies and others interested in social welfare throughout the world;
 - (d) to facilitate and promote co-operation among international organizations related to the field of social welfare.
3. The Council's means of action are:
 - (a) the organization of conferences on a world-wide and regional basis for all persons interested in or identified with the field of social welfare;
 - (b) the promotion and conduct of study and research into questions related to the field of social welfare on a world-wide or regional basis;
 - (c) the publication and distribution of documentary material on the field of social welfare;
 - (d) assistance to National Committees and international organizations by the provision of such information and materials as may be feasible;
 - (e) the promotion of the interests of social welfare with the appropriate intergovernmental bodies;
 - (f) all such other lawful activities as are incidental or conducive to the attainment of the above purposes.
4. Members of the Council are National Committees and international organizations admitted to membership of the Committee of Representatives.

International organizations which become members shall retain full autonomy and full rights of their relationship with the various organs of the United Nations and other inter-governmental bodies.
5. The main organs of the Council are:
 - (a) the Committee of Representatives;
 - (b) the Executive Committee;
 - (c) the Secretariat.

^{a/} Adopted by the Permanent Committee of the International Conference of Social Work on 8 September 1966.

6. In each country where there are organizations co-operating in the work of the Council there shall be set up one National Committee representative of the full range of social welfare in that country.
7. Each National Committee in membership has the right to appoint two representatives to the Committee of Representatives.
8. Each international organization in membership has the right to appoint one representative to the Committee of Representatives.
9. The members of the Council will:
 - (a) contribute to the policy-making of the Council;
 - (b) further the purposes of the Council;
 - (c) select their representatives in the Committee of Representatives;
 - (d) contribute to the financing of the Council.
10. The Committee of Representatives will:
 - (a) function as the governing body of the Council;
 - (b) admit to membership National Committees and international organizations and terminate such memberships;
 - (c) decide where the seat of the Council will be located;
 - (d) elect officers and members of the Executive Committee from its own membership;
 - (e) approve the budget.
11. The Executive Committee will:
 - (a) carry out the policies and programme laid down by the Committee of Representatives;
 - (b) supervise the management of the affairs of the Council;
 - (c) prepare the budget of the Council for approval by the Committee of Representatives;
 - (d) adopt and change the by-laws;
 - (e) appoint the Secretary General;
 - (f) exercise the powers of the Committee of Representatives in emergency situations requiring action to prevent damage to the Council and when the Committee of Representatives cannot meet, subject to ratification by the Committee of Representatives at its next meeting.
12. The Secretariat is responsible to carry out the duties assigned by the Committee of Representatives and the Executive Committee.
13. This Constitution may be amended by a two-thirds majority vote of the members of the Committee of Representatives present and voting, provided notice of the amendment is filed with the Secretary General and submitted to the members of the Council at least 100 days before the meeting of the Committee of Representatives.

Between meetings of the Committee of Representatives, the Executive Committee may submit to the Committee of Representatives proposals for the amendment of the Constitution by a postal ballot. In the conduct of this ballot it shall submit the text of the proposed

amendments in full and allow 100 days from the date of dispatch before closing the ballot. Any amendment submitted and voted upon under this procedure shall be regarded as an amendment of the Constitution, provided it is supported by two-thirds of the members of the Committee of Representatives.

14. The Council may be dissolved by action of the Committee of Representatives by the same procedure and vote as required to amend this Constitution. In the event of dissolution the assets of the Council may be transferred only to an organization of similar scope and purposes as those of the Council.

By-laws of the International Council on Social Welfare
adopted by the ICSW Executive Committee on 4 August 1971

ARTICLE 1: Regions

In order to facilitate the realization of the Council's purpose, the National Committees shall be grouped in regions in a Secretariat, to include subregions where approved by the Executive Committee. The Executive Committee decides on the number of regions and on the distribution of National Committees over the regions. A regional office can be created in each region. The Executive Committee decides upon the establishment of such regional offices as may be required.

Regional activities have to be of such a nature that they serve the worldwide purposes of the Council and are in accordance with its Constitution and By-Laws.

ARTICLE 2: National Committees

Recognition of new Committees: All applications of new committees have to be voted upon by the Committee of Representatives after advice of the Membership Commission, the Secretary-General, and the Assistant Secretary-General of the region where the committee is located.

A National Committee has the right to be represented by two delegates with the right to vote at the Committee of Representatives. A Committee which has not fulfilled its financial obligations according to Article 9 of the Constitution can be excluded by a vote of the Committee of Representatives after advice of the Membership Commission.

At the beginning of each meeting of the Committee of Representatives, the President shall submit the cases of Committees which failed to pay their annual dues. The Committee of Representatives may authorize by a vote a Committee which, due to exceptional circumstances, was unable to meet its financial obligations, to vote at the current session.

ARTICLE 3: International Member Organizations

Applications for membership by international organizations have to be submitted to the Committee of Representatives by the Membership Commission after advice by the Secretary-General. Admission is voted upon by the Committee of Representatives.

The Committee of Representatives has the right to withdraw the status as member from such international organizations pursuing aims conflicting with those of the Council (Article 9 of the Constitution).

International organizations which pay the Council annual dues have the right to participate in meetings of the Committee of Representatives and to be represented by a delegate with the right to vote.

ARTICLE 4: The Committee of Representatives

The Committee of Representatives shall meet at least every two years at a place and date fixed by the Executive Committee.

(a) Composition: The Committee of Representatives consists of the officers of the Council, two representatives of each National Committee and one representative of each international member organization. Members of the Advisory Board are members "ex-officio" of the Committee of Representatives.

(b) Methods of operation: Each National Committee appoints two representatives and each international organization appoints one representative for the meetings of the Committee of Representatives. These appointments have to be submitted in writing to the Secretary-General at least 48 hours prior to the meeting. Each member of the Executive Committee is, ex-officio, one of the two representatives of his National Committee. All changes in the representation of a National Committee or an international organization have to be submitted in writing to the Secretary-General. In addition, officers are as such "ex-officio" members of the Committee of Representatives and do not serve as representatives of their National Committee.

(c) Procedure: The Secretary-General shall dispatch the provisional agenda at least forty-five days before the date of the meeting of the Committee of Representatives. Members of the Council shall be given thirty days to propose amendments to the agenda. The Secretary-General shall dispatch the provisional agenda plus the proposed amendments submitted by members of the Council to the Committee of Representatives at least fifteen days before the meeting. The Committee of Representatives decides upon its final agenda at its opening meeting.

(d) Vote: It shall be the responsibility of the Committee of Representatives to elect the Executive Committee. Every member of the Committee of Representatives shall have one vote. The Committee of Representatives shall first elect the officers and then the members of the Executive Committee.

With the written consent of his National Committee, a member of the Committee of Representatives may give a proxy to another member of his country or to another member of the Committee of Representatives if his country has no representative. International member organizations may give a proxy to another member of the Committee of Representatives. No member can hold more than two proxies unless otherwise provided in the statutes.

All decisions shall be taken by simple majority. The President shall vote only in the event of a tie.

ARTICLE 5: The Executive Committee

In addition to the officers of the Council, the Executive Committee consists of the members elected by the Committee of Representatives. The Committee of Representatives shall determine the number of members of the Executive Committee, but this number must in no case be larger than half of the number of National Committees, excluding the number of officers. At least two members of the Executive Committee are to be representatives of international member organizations.

The term of office of members of the Executive Committee shall be four years. They may be re-elected once in that same capacity. With the exception of the officers, members of the Advisory Board, and representatives of international member organizations, there shall be not more than one member of the Executive Committee coming from one and the same country.

The Executive Committee shall convene annually.

All decisions shall be reached by simple majority unless the statutes shall provide otherwise. The President shall vote only in case of a tie.

A quorum in the Executive Committee shall exist if one-third of the members are present or represented. Any decision concerning an unforeseen question on the By-Laws shall be made by the Executive Committee.

A member of the Executive Committee may assign his vote to another member if the latter does not hold more than two proxies and if the Secretary-General shall have been duly informed in writing at least eight days before the meeting.

Officers

The President, Vice-Presidents, Treasurer-General, and Assistant Treasurers-General, are the officers of the Council. Like other Executive Committee members, their term of office is four years. They may only serve in the same function for two consecutive terms.

The term of office of the President shall be four years. The President need not be a member of the Committee of Representatives when standing for election. Except for exceptional circumstances recognized as such by the Executive Committee, the President may not be re-elected for a consecutive term. The retiring President shall ex-officio be a member of the Executive Committee for a period of two years, outside the National quota and with the right to vote.

ARTICLE 6: Nominating Committee and Elections

(a) A regional nominating committee shall be established in each region. The regional nominating committee shall consist of a chairman and two members who are appointed by the President of the Council on the proposal of the Vice-President of the region. The regional committee establishes a slate of candidates for vacancies in its own region. This slate is presented to the National Committees at least three months before the election.

(b) The President of the Council shall appoint the chairman of the worldwide nominating committee which consists of the chairman of the regional nominating committees. The worldwide nominating committee establishes a worldwide provisional slate of candidates for the vacancies of all regions. This provisional slate is submitted to all National Committees at least six weeks before the elections.

(c) The regional and worldwide nominating committees may include in their slates any person proposed by a National Committee, but it shall be obligatory to include a person formally proposed by a National Committee and representing it in the Committee of Representatives. If a National Committee proposes a candidate of a country other than its own, it shall be mandatory that approval of the candidate be secured from the candidate's National Committee. No person's name shall appear on a slate of candidates without written consent of the candidate.

(d) The worldwide nominating committee shall present the final slate of candidates at least 24 hours before the election takes place. The election shall be limited to the candidates on the final slate. Election shall be by secret vote in the order of offices to be filled.

ARTICLE 7: The Secretariat

The Secretariat shall consist of a Secretary-General and Assistant Secretaries-General for the various regions and other administrative staff. The Secretary-General is the chief executive officer of the Council.

Regional secretaries shall be appointed by the Secretary-General, subject to confirmation by the Executive Committee, and shall be responsible to the Secretary-General.

ARTICLE 8: The Revenues of the Council

The Revenue of the Council shall be derived from:

- (a) fees which shall be determined by the Executive Committee and shall consist of amounts payable by members, and
- (b) any other source as approved by the Executive Committee,
- (c) any other source as approved by the President and Secretary-General.

ARTICLE 9: Meetings

Each worldwide meeting organized by the Council shall be designated International Conference on Social Welfare and shall take place every two years. The holding of consecutive meetings in the same region shall if possible be avoided, unless decided otherwise by the Committee of Representatives.

ARTICLE 10: International Advisory Board

There shall be an International Advisory Board appointed by the Committee of Representatives consisting of past Presidents and officers who have rendered distinguished service to the Council, and other persons identified with the field of international social welfare who may be expected to assist the Council in achieving its purpose. Members of the International Advisory Board take part in the deliberation of the Executive Committee in a consultative capacity.

ARTICLE 11: Commissions

The Council shall have the following Commissions which shall be appointed and dissolved by the Executive Committee, as the body responsible for designating their members.

- (a) A credentials commission
- (b) A membership commission
- (c) A programme commission to plan the programme of the following International Conference on Social Welfare
- (d) An administrative and financial commission. The Treasurer-General and the regional treasurers are ex-officio members of this commission.

- (e) An activities commission
- (f) A documentation and publication commission
- (g) Such other commissions as are deemed necessary

ARTICLE 12: Amendments

Amendments to the By-Laws shall be effected by the Executive Committee, deciding by majority vote. Nothing herein will restrict the power of the Committee of Representatives to overrule the decisions of the Executive Committee.

C. INTERNATIONAL CHAMBER OF COMMERCE

Constitution

This Constitution was approved by the eleventh Congress of the ICC, in Montreux (2-7 June 1947). Article III, IV, V, V-bis, VI and VI-bis, as well as the Transitional Provisions, have been adopted by the twenty-fifth Congress of the ICC in Madrid on 16 June 1975.

Article I

NAME AND PURPOSE

1. This Association shall be known as the International Chamber of Commerce, and hereinafter referred to as the ICC.
2. The ICC is organized:
 - To represent all the economic factors of international business, including commerce, industry, transportation and finance;
 - To ascertain and to express the considered judgment of those interested in international business;
 - To secure effective and consistent action for the improvement of business conditions between nations and for the solution of international economic problems;
 - To encourage intercourse and better understanding between business men and business organizations of the various countries;
 - And thereby to promote peace and cordial relations among nations.
3. The ICC is a confederation of the main economic forces of the countries included in its membership, united in each country by a National Committee.

Article II

MEMBERSHIP

1. The ICC is composed of Organization Members and Associate Members, belonging to the countries which may from time to time be designated by the Council as hereinafter provided.
2. (a) National and local, commercial, industrial, and financial organizations which are truly representative of the interests they embrace and are not conducted for individual profit or partisan purposes, are eligible for Organization Membership.
(b) Individuals, firms and corporations engaged in business activities, the organizations of which are eligible for membership are eligible for Associate Membership. Associate Members shall be entitled to attend Congresses and, subject to the Rules of Procedure, shall have the privileges of the floor but may not vote. They will receive publications issued by the ICC.

3. Organizations and corporations, firms and individuals may respectively become Organization and Associate Members of the ICC if they fulfil the following conditions:

- (a) if they are proposed for membership by the National Committee in their country, wherever such Committee is recognized by the Council;
- (b) if they are accepted by the Council of the ICC in accordance with the provisions of this Constitution.

Article III

COUNCIL

1. The Council shall be composed of members appointed by the National Committees of the ICC and of such ex-officio members as provided for by its Constitution:
2. The Council shall be presided over by the President of the ICC or, in the case of his being prevented from doing so, by the Vice-President of the ICC.
3. The Council shall administer the affairs of the ICC, pursue its objectives and further its policy.
4. In particular, the responsibilities of the Council shall be:
 - (a) to direct, review and approve the work of
 - (i) the Executive Board;
 - (ii) the Commissions and other working bodies of the ICC;
 - (iii) International Headquarters;
 - (b) to decide on the subjects and arrangements for each Congress and each Conference;
 - (c) to elect the President and Vice-President of the ICC as provided for in Article V, Para. 1 of the Constitution;
 - (d) to appoint the Chairman and the members of the Court of Arbitration of the ICC and of the International Council on Marketing Practice of the ICC, the Chairman of the Budget Commission, the Treasurer and the Deputy Treasurers of the ICC;
 - (e) to consider and establish, on the proposal of the Budget Commission, the quotas for the contributions of National Committees to the budget of the ICC;
 - (f) to interpret or to amend the Constitution of the ICC and to ensure the observance of its provisions;
 - (g) to decide on the recognition or exclusion of National Committees.
5.
 - (a) Every National Committee shall be represented on the Council.
 - (b) The number of members from each National Committee, except the ex-officio members of the Council, shall be determined by the effective contribution of each National Committee to the budget of the ICC:
 - 3 members for each of the National Committees paying three percent or more of the total amount of contributions from National Committees to the ICC budget;
 - 2 members for each National Committee paying more than 3/4 of one percent but less than three percent of the total amount of contributions of National Committees to the ICC budget;
 - 1 member for each of all other National Committees;

- (c) National Committees shall appoint their members or member of the Council. Their names shall be notified to International Headquarters. National Committees may appoint alternate members of the Council, subject to the same procedure of notification.
6. (a) A quorum shall exist when at least thirty members are present.
- (b) The decisions of the Council shall be taken by a majority of members present, except with regard to the following:
- approval of the quotas for the contribution of National Committees to the budget of the ICC;
 - interpretation or amendment of the Constitution of the ICC;
 - recognition or exclusion of National Committees.
- Decisions on these three questions shall require a majority of three quarters of members present.
7. (a) As a general rule, the Council shall meet at least twice a year.
- (b) The Council shall be convened by the President of the ICC with at least six weeks' notice.
- (c) The President shall also convene the Council for a special meeting upon request of at least ten National Committees.
- (d) The Council shall determine its own procedure in accordance with the provisions of the Constitution.
8. The President, the Vice-President, the Past President, the Chairman of the Budget Commission, the Treasurer of the ICC and the Chairman of the Court of Arbitration shall be ex-officio members of the Council.
9. The Secretary General shall attend all meetings of the Council and be its Secretary.

Article IV

EXECUTIVE BOARD

1. The Executive Board shall be composed of at least 12 and not more than 15 members, in addition to its ex-officio members. They are appointed as individuals of capacity and competence, on the recommendation of the President, by the Council from among its members, taking into account inter-alia the ICC's geographical structure. Not more than one representative from the same National Committee shall be appointed. Each year, the term of office of one third of the members of the Executive Board shall expire.
2. The Executive Board shall be presided over by the President of the ICC or, in the case of his being prevented from doing so, by the Vice-President of the ICC.
3. The President, the Vice-President, the Past President and the Chairman of the Budget Commission shall be ex-officio members of the Executive Board.
4. The Secretary General shall attend all meetings of the Executive Board and be its Secretary.
5. The Executive Board shall keep itself informed of the activities of the ICC and its bodies and shall take appropriate decisions whenever prompt action of the ICC is required. To this effect, in the interval between Council sessions, the powers of the Council shall be delegated to the Executive Board except the responsibilities enumerated in Article III, Paras. 4 (a) (i), and (ii), (b), (c), (d), (e), (f), (g).

6. The Council and its members shall be promptly and regularly informed of all decisions taken by virtue of such delegations as well as of other activities and decisions of the Executive Board.
7. The President shall convene the Executive Board. The Executive Board shall meet as frequently as necessary. Upon request of at least five of its members the President shall also convene the Executive Board.
8. The President may invite any personality to attend its meetings, when specific items on its agenda appear so to require.
9. The Executive Board shall establish its rules of procedure in accordance with the provisions of the Constitution.

Article V

PRESIDENT AND VICE-PRESIDENT

1. Before the end of each calendar year, the Council shall elect the President and the Vice-President of the ICC for a period of one year commencing the first of January.
2. The President shall appoint the officers of the Commissions of the ICC in conformity with Article III, para. 4 (a) (ii).
3. The Vice-President shall assist the President of the ICC in the discharge of his responsibilities. In the case of death or resignation of the President, or his being for any other reason unable to undertake the duties of his office, the Vice-President shall replace him.
4. The President may delegate certain of his responsibilities to the Vice-President.
5. The Vice-President shall be considered as the normal successor to the presidency of the ICC.
6. The immediate Past President shall be, for a period of one year from the expiry of his term of office, an ex officio member of the Council and the Executive Board.

Article V-bis

BUDGET COMMISSION AND TREASURERS

1. The Budget Commission shall be responsible for preparing and presenting the Budget of the ICC, reviewing the income and expenditure and preparing the quotas for contributions of National Committees. It shall submit its conclusions to the Council for approval.
2. At its meeting preceding each Congress, the Council shall elect the Chairman of the Budget Commission, the Treasurer and the Deputy Treasurers for a period of three years commencing on January 1st of the following year.
3. Each National Committee shall have the right to be represented by one member in the Budget Commission. The Treasurer, the Deputy Treasurers and the Secretary General of the ICC are ex officio members of the Budget Commission.

Article VI

CONGRESS

1. A Congress of the members of the ICC shall be held at least once in three years. The date, place and theme of the next Congress shall be fixed by the Council. Notice of all Congresses shall be given at least six months in advance and the programme shall be communicated to all members at least four months in advance.
2. The Rules of Procedure governing the organization and conduct of Congress debates are those appearing in the Appendix to this Constitution.
3. It is the responsibility of the National Committees to lay down the rules for the formation of national delegations to the Congresses.
4. Governments of countries represented in the ICC membership may be invited by their National Committees to nominate delegates to the Congress. Government delegates who shall be registered with their national delegations shall have the privilege of the floor but may not vote.
5. The President shall have discretion to invite representatives of appropriate International Organizations.
6. The Congress shall take note of the work of the ICC. The Congress may suggest new subjects for examination by the ICC and indicate the broad lines of the ICC's future activities.
7. At the earliest moment possible after the close of a Congress, the Secretary General shall transmit to the members of the ICC a summary of the deliberations of the Congress.

Article VI-bis

CONFERENCE

1. The President shall convene the Conference at least once in the interval between two Congresses. Its purpose shall be to discuss one or more themes of major importance affecting the international business community and to enable the ICC to frame its future policies and objectives.
2. The participants at the Conference shall be selected by their respective National Committees or by the President of the ICC.
3. The President of the ICC shall preside over the Conference.
4. The theme, programme, date, place, size and modalities of the Conference shall be established by the Council at least three months in advance.

Article VII

INTERNATIONAL HEADQUARTERS

1. International Headquarters shall have a Secretary General and staff chosen by the Council and in all respects shall be subject to direction and control by the Council.

The Council shall determine the location of International Headquarters.

The Secretary General of the ICC shall conduct the International Headquarters and shall be responsible therefore to the Council.

2. The International Headquarters shall:

- (a) carry out the instructions of the Council;
- (b) centralize data concerning economic and social conditions, information concerning production and requirements, the possibilities of future production and requirements;
- (c) act as a co-ordinating organization and suggest regulations and legislative measures likely to facilitate and encourage economic intercourse;
- (d) place at the disposal of members and of official organizations reports and conclusions which may be issued in accordance with these articles;
- (e) inform public opinion through publication of facts concerning business and economic conditions.

3. The National Commissioners appointed under Article VIII to represent their National Committee at International Headquarters shall form the "Administrative Commission" under the chairmanship of the Secretary General.

The duties of the National Commissioners shall be on the one hand to advise and assist the Secretary General, place at his disposal information and advice regarding their respective countries, make representation to him concerning the special interests and problems of their respective countries, keep him closely informed upon the progress in their respective countries of the policy of the ICC and perform such other duties in the operation of International Headquarters as the Secretary General may prescribe; on the other hand to maintain contact between International Headquarters and their National Committees.

They shall be kept fully informed of the activities of International Headquarters.

In the event of a dispute as to the interpretation or execution of a contract or any controversy arising between business men of different countries, either party may request the good offices of the Administrative Commission of the ICC, with a view to settlement by conciliation through mutual agreement based upon the friendly suggestions of such Commission, after an examination of the points at issue. In such case, the party expressing such desire may request the intervention of the ICC in writing through his National Committee and shall submit at the same time a copy of the contract in question together with a copy of the complete documentary record of the transaction.

4. It shall be the duty of each Organization Member of the ICC to place the Secretary General of the International Headquarters upon its mailing list in order that he shall receive all publications.

Article VIII

NATIONAL COMMITTEES

1. National Committees shall be formed according to the conditions found most appropriate in each country and shall represent, so far as possible, the chief economic interests of the country.
2. National Committees shall decide the rate of subscription of their members, the national contribution to International Headquarters being fixed by the Council, after review by the Budget Commission.
3. Each National Committee may appoint as National Commissioner a competent person, residing in the town where International Headquarters is located. The National Commissioner represents his National Committee and shall furnish the Secretary General with the articles of association, annual reports, annual accounts and all publications or reports issued by his National Committee.
4. The Articles of Association of a National Committee shall conform as closely as possible to the Model Articles drafted by International Headquarters and shall be approved by the Council.

Article IX

DUES

1. After each Congress, or exceptionally between Congresses, the Council shall, on proposal of the Budget Commission, fix the annual quota of the National Committees as well as the annual dues of Organization Members and Associate Members in countries without a National Committee.
2. The sums due shall be remitted to International Headquarters in two instalments, one half in the first fortnight of January and one half in the first fortnight of July.
3. The annual dues of Organization and Associate Members shall be determined by the respective National Committees and paid to them. The annual dues of Organization or Associate Members in countries without a National Committee shall be paid to International Headquarters.
4. Each National Committee shall establish an annual balance sheet which shall be communicated to International Headquarters.
5. Economic and educational institutions of the countries represented in the membership of the ICC may, upon the recommendation of the National Committee of their respective countries, receive the publications of the ICC, upon payment of an agreed amount.

Article X

TERMINATION OF MEMBERSHIP

1. Any Organization or Associate Members whose adherence to its National Committee is terminated for any reason shall ipso facto be eliminated from the List of Members of the ICC.

2. Organization or Associate Members may terminate their membership of the ICC by resignation, provided that, in every case:

- (a) the resignation is presented through its National Committee, and
- (b) the annual dues for the current financial year in which the resignation is presented are fully paid.

3. The Council upon its own authority may terminate the membership of any Organization or Associate Member, provided:

- (a) that in the judgment of three-quarters of all the Members of the Council such termination of membership is desirable in the best interests of the ICC;
 - (b) that such action be taken at a regular meeting of the Council, and that at least sixty days' notice of this meeting and of this contemplated action shall have been given to the Council, to the Member concerned and to the National Committee, in which notice the cause for such contemplated action shall have been stated;
 - (c) any such termination of membership shall take effect sixty days after the date of the Council meeting at which the action is taken and the ICC shall refund to the Member concerned the amount of dues paid for the current year proportionate to the portion of the year following the date of action by the Council. Official notice of the termination shall be forwarded to the Member through the appropriate National Committee.
4. (a) Within thirty days after the Member concerned has received official notification of termination of membership, an appeal to the Congress from the decision of the Council may be lodged with the Secretary General through the National Committee.
- (b) Any such appeal when duly filed shall be placed on the agenda and considered at the next Congress provided that the appeal has been accompanied by payment of a sum equal to the dues which would be otherwise payable up to the date of the next Congress.
 - (c) Pending the determination of appeal, the action of the Council shall be suspended.
 - (d) The Member concerned shall be notified promptly of the decision of the Congress through its National Committee. If the Congress ratifies the action of the Council in terminating the membership, the Member concerned shall be immediately struck off the List of Members and no refund of dues shall be made.

5. If any Organization or Associate Member fails to pay the current annual dues within three months as from the date when they become payable, notice of delinquency shall be sent to such Member through the National Committee concerned. If the dues remain unpaid for a period of five months, the Council may terminate the membership for non-payment of dues and strike the name from the List of Members.

Appendix

RULES OF PROCEDURE FOR CONGRESSES*

1. No delegate shall represent more than one Organization Member and no delegate shall cast more than one vote.

*The Rules of Procedure for Congresses will be reviewed following the changes in the Constitution adopted by the 25th Congress in Madrid, 1975.

2. Associate Members, as well as representatives of countries without Members in the ICC but invited to participate in the Congress, and duly invited guests are entitled to the privileges of the floor and may take part in all discussions under the same conditions as delegates, but may neither introduce resolutions nor vote.
3. At the first session the President of the ICC shall announce the Members of the Resolutions Committee, which shall consist of one Member from each of the countries designated by the Council and chosen by the National Committees of such countries. At the same time the President shall appoint a Committee on Credentials, to be composed of one Member from each country designated by the Council.
4. Upon the request of a duly accredited delegate or the Chairman of a National Committee the Resolutions Committee shall grant a hearing upon any subject before taking a decision. The Resolutions Committee shall report prior to the close of the Congress upon each subject, resolution and report submitted to it; it may change the form of resolutions, but not the substance or meaning thereof. The Resolutions Committee may recommend substitutes, either for individual resolutions or for groups of resolutions.
5. All resolutions introduced upon a question of principle on the agenda shall be moved by a delegate on behalf of the organization he represents and not on his own individual responsibility. All such resolutions shall in the first instance be introduced at the appropriate Group Meeting, the report of which shall be transmitted to the Resolutions Committee. Resolutions which are not appropriate for any Group Meeting, or respecting which a Group Meeting takes action not acceptable to the organization for which the introducer acts, may be put before a Plenary Session and shall be referred to the Resolutions Committee without discussion.
6. The report of the Resolutions Committee upon any resolution or subject shall be open to debate, in which each speaker shall be limited to five minutes and which shall close at the end of thirty minutes, unless by unanimous consent the time of a speaker or the period of discussion is extended, provided that the proposer of a resolution upon which the Resolutions Committee makes an unfavourable report shall be entitled to preferential recognition.
7. If three or more Organization Members object to the consideration of any item on the agenda, their objections shall be filed at the first session, and shall be incorporated in a written statement setting forth briefly the reasons and signed by the delegates for the objecting organizations. The objection shall be considered at the first session. Debate shall be limited to one speech of five minutes upon behalf of each National Committee. At the close of the debate a vote shall at once be taken and the votes of a majority of the delegates registered as present shall be determining. If the objection is sustained, the papers and the result of the vote shall be transmitted to the Resolutions Committee, for its information, and shall at the end of the Congress be referred by the Resolutions Committee to the Council.
8. By a vote of two-thirds of the delegates present on the floor in support of a motion presented by the Chairman of a National Committee upon behalf of his country, the Congress may accept for discussion a subject consistent with the general purposes of the ICC and not included in the agenda. In debate upon such a motion the presiding officer shall apportion the time for each speaker, which shall not exceed fifteen minutes each. At the end of thirty minutes after such a subject has been accepted for discussion any delegate may move that the

meeting proceed with the agenda. This motion shall not be debated except for two speeches made on the motion and not exceeding five minutes each, one for and one against. If a majority of the delegates actually present on the floor supports this motion, there shall be no further discussion of the subject, and the only motion in order shall be to refer the subject to the Council or to place it on the agenda for the next Congress, as the Council may decide. On this motion there shall be no debate and it shall be carried only if supported by two-thirds of the delegates actually present on the floor. If the motion is carried, notification shall at once be given to the Resolutions Committee for its information.

9. No one may address the Congress without having previously asked and obtained permission from the presiding officer. Speakers shall be afforded opportunity in the order in which they have signified their desire to speak, but if a question is being advocated and opposed the presiding officer shall, in so far as possible, grant recognition alternately to advocates and opponents. No speaker may address the Congress more than once on the same subject during the same general discussion, except by unanimous consent, and no one shall speak on any subject not properly put before the Congress.

10. The first vote upon any question, except a vote by countries, shall be obtained by show of hands, by the presiding officer. The presiding officer shall announce the result of the vote and, if a vote by countries is not then demanded, it shall be final.

11. Upon the announcement of the open vote regarding any motion, a delegate may propose that a vote by countries shall be taken and on support from at least three countries the open vote shall be superseded by a vote by countries.

Each country shall vote through the medium of a delegate designated for this purpose by his national delegation and after consultation with his colleagues.

A two-thirds vote by countries in support of the previous vote by delegates shall ratify the said vote and shall be final. If the previous vote by delegates is not so ratified it shall be deemed rescinded and the question, unless withdrawn, shall without further debate or further vote be referred to the Council.

12. When a motion has been carried or lost, any delegate who voted with the majority may within twenty-four hours file with the Secretary General a written motion for reconsideration signed by such other delegates as join in the motion and setting out briefly the reasons for reconsideration. If at least ten delegates in an aggregate representing Organization Members in at least two countries join in the motion, announcement of the motion shall be made at the beginning of the following session, and not less than an hour thereafter the motion shall be duly put. If the motion is supported by a majority of two-thirds or any other majority required for the action which it is proposed to reconsider, the previous examination shall be deemed rescinded and a fresh examination shall begin. If a motion to reconsider is proposed as above but on the last day of the Congress, it shall be dealt with at once, and upon its adoption as above the subject in question shall be immediately reopened.

13. A quorum for the transaction of business by a Plenary Session shall exist if there are delegates registered from Organization Members belonging to at least two thirds of the affiliated countries.

14. Resolutions determining the attitude of the Congress require at least a two-thirds vote of the delegates present on the floor.
15. If any action requires a two-thirds majority, or any vote other than that of a majority of delegates, all motions with respect thereto shall be carried by a similar vote.
16. A point of order may be raised by a delegate at any period during the discussion of any subject and shall be decided immediately by the presiding officer; discussion shall be limited to ten minutes and confined strictly to the point of order.
17. The decision of the presiding officer on a point of order shall be final.

TRANSITIONAL PROVISIONS

1. The new Constitution shall be presented for adoption by the Congress at its Opening Meeting on Monday, 16 June 1975 and shall be in force as from the day it is adopted. The Madrid Congress will, however, be held under the rules of the old Constitution.
2. The "new" Council meeting on 17 June 1975 in Madrid shall appoint a President and a Vice-President of the ICC for a period from the end of the Congress until 31 December 1976.
3. The "new" Council meeting on 17 June 1975 in Madrid shall elect the Chairman of the Budget Commission, the Treasurer and the Deputy Treasurers for a period from the end of the Congress until 31 December 1978.
4. The "new" Council meeting on 17 June 1975 in Madrid shall appoint among its members the Executive Board as follows:
 - 4 members for a period from the end of the Congress until 31 December 1976
 - 4 members for a period from the end of the Congress until 31 December 1977
 - 4 members for a period from the end of the Congress until 31 December 1978.
5. The "new" Council meeting in December 1975 shall appoint among its members additional members of the Executive Board as follows:
 - 1 member for a period up until 31 December 1976
 - 1 member for a period up until 31 December 1977
 - 1 member for a period up until 31 December 1978.
6. The former Presidents of the ICC who, according to the Constitution as amended in Montreux, 1947, have been elected Honorary Chairmen, shall retain this title and the prerogatives pertaining to it.

(Art. I, II, VII, VIII, IX, X: translation from the French;
Art. III, IV, V, V-bis, VI, VI-bis: original)

Annex III

EXAMPLE OF A NATIONAL ASSOCIATION

FRENCH ASSOCIATION FOR THE STUDY OF THE THIRD WORLD

(AFETIMON)

The undersigned:

and all persons having adhered to the present Constitution hereby establish an Association in accordance with the law of 1 July 1901 and set forth the Constitution as follows:

Article 1: Name

The name shall be French Association for the Study of the Third World (AFETIMON).

Article 2: Purposes

The purposes of the Association shall be:

- (1) Promotion of study, research and teaching, both in France and abroad, relating to all matters concerning the third world, considered from the legal and political points of view;
- (2) Publication, using all channels, of articles, theses, books and manuals directly or indirectly relating to the third world;
- (3) Development of teaching assistance, training and re-training of any person from the third world or any person wishing to study or work in the third world;
- (4) Organization and implementation of all training programmes, study courses and short or long periods of education requested by one or more individuals or public or private, profit-making or non-profit corporate bodies;
- (5) Organization of tours and missions for the purpose of study, research or teaching in third world countries;
- (6) Organization and implementation of seminars, symposia and congresses both in France and abroad, within the context of the purposes of the Association;
- (7) Participation in any projects or programmes for study, research, teaching, training, missions or tours, seminars, symposia or congresses organized by any public or private corporate body in France or abroad, provided the purpose of these activities is compatible with the purposes of the Association;

(8) Establishment and management of scholarships granted to persons from third world countries or to persons of French nationality to carry out studies or research or teaching missions in France or in third world countries in the fields of political science or law;

(9) To establish all possible contacts among all persons interested in the purposes of the Association;

(10) To establish all possible contacts with public or private national or international bodies concerned with the legal or political problems of the third world.

Article 3: Headquarters

The headquarters shall be at 17 rue d'Anjou, 75008 Paris.

The choice of the headquarters building shall lie with the Board of Directors, which may decide to transfer it within the same city.

Article 4: Duration

The duration of the Association shall be unlimited.

Article 5: Means of action

The means of action of the Association shall be all legal means enabling it to achieve the purposes listed above.

Article 6: Composition, subscriptions

The Association shall be composed of:

(1) Founder members:

Mr. P.F. Gonidec
Mr. J.P. Colin
Mr. Edmond Jouve
Mr. Georges Chatillon
Mr. Albert Bourgi

In addition, those having paid an amount equal to 20 times the subscription of active members, but not more than the legal maximum, shall also be considered founder members.

(2) Active members:

Those who have paid an annual subscription of 80 francs, unless such amount is amended by decision of the General Assembly, shall be considered active members.

(3) Honorary members:

Honorary members shall be named by the Board of Directors from among persons rendering or having rendered services to the Association. They shall belong to the General Assembly without being required to pay an annual subscription.

(4) Corresponding members:

Corresponding members shall be named by the Board of Directors from among persons interested in the third world and wishing to represent AFETIMON in its relations with public or private national or international bodies. They shall belong to the General Assembly without being required to pay an annual subscription.

Article 7: Conditions for membership

Any individual or corporate body concerned with the political and legal aspects of problems of the third world may be a founder, active, honorary or corresponding member of the Association.

Individuals or corporate bodies of foreign nationality may be founder, active, honorary or corresponding members of the Association. Applications for membership shall be made in writing, signed by the applicant and accepted by the Board of Directors.

Commitments made in the name of the Association shall be met out of its assets, and none of the secretaries or members of the Bureau can be held liable therefor.

Article 8: Resources

The resources of the Association shall consist of:

- (1) Subscriptions by its members;
- (2) Subsidies granted to it by the State or public organs or by national and international bodies;
- (3) Income from its assets;
- (4) Amounts collected in payment of services provided by the Association;
- (5) Royalties relating to the publications of the Association;
- (6) Donations and legacies;
- (7) Any other resources authorized by laws and regulations.

Article 9: Resignation, striking from the roll

Membership in the Association shall be lost:

- (1) By resignation;
- (2) By striking from the roll for failure to pay the subscription or for serious reasons, as decided on by the Board of Directors after having heard the member concerned, subject to appeal to the General Assembly.

Article 10: Administration

The Association shall be administered by a Board made up of 15 members elected for five years by the General Assembly by secret ballot and selected from among the active members in enjoyment of their civil rights.

In the case of a vacancy on the Board, the latter shall arrange for a provisional replacement. The member shall be finally replaced at the following General Assembly.

The mandate of a member so elected shall come to an end at the time when the mandate of the member replaced would normally expire.

The Board shall be renewed one-third at a time.

The names of members leaving office at the time of the first partial renewal of the membership of the Board shall be drawn by lot.

Outgoing members shall be eligible for re-election.

The Board shall select from among its members, in an open vote, a Bureau made up of a Chairman, two Vice-Chairmen, one Secretary-General, one Deputy Secretary-General, one Treasurer and one Deputy Treasurer.

The Bureau shall be elected for five years.

Article 11: Sessions of the Board

The Board shall meet twice a year and whenever convened by its Chairman or at the request of one-third of its members.

One-third of the members of the Board of Directors shall constitute a quorum.

Records shall be kept of the meetings.

The records shall be signed by the Chairman and the Secretary. They shall be entered in a minute book assigned a number and initialled by the president or his representative, whenever the nature of the decision so requires.

Decisions shall be taken by an absolute majority. In the case of a tie, the Chairman shall have a casting vote.

Article 12: Unpaid work

The members of the Association may not receive any remuneration in respect of the functions entrusted to them.

Article 13: Powers of the Board

The Board of Directors shall be invested with the widest powers to authorize any acts not reserved for the General Assembly. It shall supervise the management exercised by the members of the Bureau and shall be entitled to ask them to account for their actions.

It shall authorize all purchases, sales or rentals and loans, with or without mortgage, required for the operation of the Association.

It shall authorize all transactions and all cancellations of mortgages, stoppages of payment, etc., with or without proof of payment.

It shall fix the amount of any entertainment allowances granted as an exception to given members of the Bureau.

This list is not exclusive.

It may delegate any powers regarding a specific matter and for a limited length of time.

Article 14: General Assemblies

The General Assembly of the Association shall be made up of the founder, active, honorary or corresponding members.

It shall meet at least once a year and whenever convened by the Board of Directors or at the request of at least one-quarter of its members.

The agenda shall be determined by the Board of Directors.

The Bureau of the Board shall also act as the Bureau of the Assembly.

The Assembly shall hear reports on the management of the Board of Directors and on the Association's financial and substantive situation.

It shall approve the accounts for the financial year, adopt the budget for the financial year and, if necessary, arrange for renewal of the membership of the Board of Directors.

It shall confer on the Board of Directors or on given members of the Bureau full authority to carry out any operations relevant to the purposes of the Association for which the powers conferred by the Constitution may prove inadequate.

Notices of General Assemblies shall indicate the agenda.

All decisions by the annual General Assembly shall be taken by show of hands and carried by the absolute majority of the members present. A secret ballot may be requested either by the Board of Directors or by one-quarter of the members present.

Article 16: Extraordinary Assemblies

A General Assembly shall be extraordinary when it is deliberating on any amendment to the Constitution. It may decide on the dissolution of the Association and the assignment of its assets or its merger with any association having the same purpose.

An extraordinary Assembly must be made up of at least one-half of the active members. It must take decisions by a majority of three-quarters of the votes of the members present.

A member present may, by means of a written power of attorney, authorize another member of the Association to represent him.

An attendance list shall be initialled and certified by the members of the Bureau. If a quorum is not present on the first convening of the Assembly, the Assembly shall be convened again by individual notification 15 days later. The deliberations of such subsequent meetings shall be valid whatever the number of members present.

Article 17: Records

The records of the meetings of the General Assembly shall be transcribed by the Secretary into a minute book and signed by the Chairman and one member of the Bureau who was present at the deliberations.

The records of meetings of the Board of Directors shall be transcribed by the Secretary into a minute book and signed by the Secretary and the Chairman.

The Secretary may issue certified true copies which shall be considered authentic for purposes of dealings with third parties.

Article 18: Dissolution

Dissolution of the Association may be declared only by a session of the General Assembly specially convened for the purpose.

The General Assembly shall designate one or more officers responsible for liquidating the assets of the Association and shall determine their powers. It shall assign the net assets to any registered associations having purposes similar to its own or any public or private organizations recognized to be in the public interest, as it sees fit.

Article 19: Formalities

The Chairman, on behalf of the Board of Directors, shall carry out all the formalities of registration and publication laid down by prevailing legislation. Full powers shall be given to the bearer of the present Constitution to effect these formalities.

Article 20: By-laws

The Board of Directors may, if it see fit, prepare the text of by-laws laying down detailed procedure for the implementation of the present Constitution.

These by-laws shall be submitted to the General Assembly for approval.

Done in as many original copies as there are parties concerned, plus one original copy for the Association and two for legal deposit.

Paris, 11 October 1976

Annex IV

MODEL PLAN FOR A REGISTERED ASSOCIATION

Article 1

Name

The signatories of the present Constitution hereby establish an association named:

Article 2

Purpose

This association shall have the following purpose:

Article 3

Headquartere

The headquarters shall be located at
It may be transferred to any other location by a decision of the Board of Directors; approval by the General Assembly shall be required.

Article 4

Membership

The association shall be made up of the following members:

- (a)
- (b)
- (c)
- (d)
- etc.

In order to become a member of the association, a candidate must be approved by the Board of Directors, which shall decide at each of its meetings on applications for membership submitted.

Article 5

Loss of membership

Membership shall be lost by:

- (a)
- (b)
- (c)
- (d)
- etc.

Article 6

Liability

The members of the association shall not incur any personal financial liability by reason of the activities of the association.

Article 7

Resources

The resources of the association shall comprise:

- (a) The amount of initial membership fees and subscriptions;
- (b) Subsidies by the State, public organizations and regional or international bodies.

Article 8

Board of Directors

The association shall be managed by a Board composed of members elected for ___ years by the General Assembly. The members shall be eligible for re-election.

The Board of Directors shall choose from among its members, by secret ballot, a bureau made up of:

- (a) One Chairman;
- (b) One or more Vice-Chairmen;
- (c) One Secretary;
- (d) One Treasurer.

One-half of the membership of the Board shall be renewed each year. The members leaving office after the first year shall be designated by lot.

In the case of vacancies, the Board shall arrange for a provisional replacement of members. They shall be finally replaced by the following General Assembly.

Article 9

Meetings of the Board of Directors

The Board of Directors shall meet at least once every six months. It shall be convened by the Chairman, or at the request of one-quarter of its members.

Decisions shall be taken by a majority of the votes. In the case of a tie, the Chairman shall have a casting vote.

Article 10

Ordinary General Assembly

The ordinary General Assembly shall be made up of all the members of the association. The ordinary General Assembly shall be convened every year by the Chairman.

The members of the association shall be notified of the meeting by the Secretary at least 15 days before the date fixed. The agenda shall be reproduced in the letter of notification.

The Chairman, assisted by the members of the Committee, shall preside over the Assembly and report on the substantive situation of the association.

The Treasurer shall account for his management and submit the balance sheet for approval by the Assembly.

The Assembly shall discuss all the items on its agenda. It shall be authorized to take decisions only if the majority of its members are present or represented.

Decisions shall be taken by a relative majority of the votes of members present or represented. Resolutions calling for amendment of the Constitution must be approved by a two-thirds majority.

Article 11

Extraordinary General Assembly

If need arises, or at the request of one-half plus one of the registered members, the Chairman may convene an extraordinary General Assembly.

Article 12

By-laws

By-laws may be drafted by the Board of Directors, which shall then submit them for approval by the General Assembly.

The by-laws shall cover the various points not provided for in the Constitution.

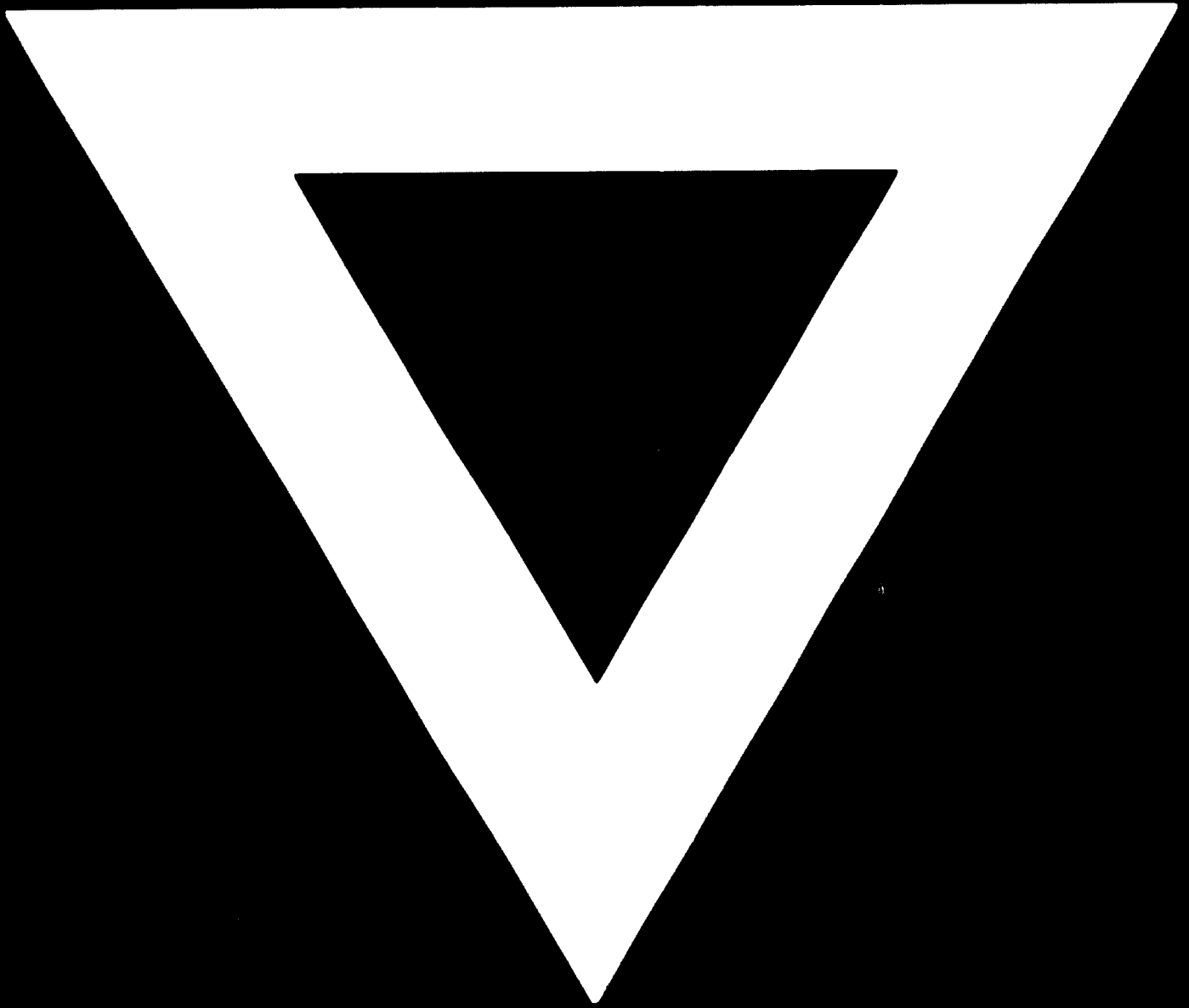
Article 13

Dissolution

Dissolution may be declared by the General Assembly by a two-thirds majority of its members. In this case, one or more liquidators shall be appointed by the General Assembly.



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