

GOVERNANCE DOCUMENTS

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**Consolidated version of the
Agreement for the Establishment
of
the International Development Law Organization**

**of February 5, 1988 as amended on June 30, 2002,
November 30, 2002, March 28, 2008, and December 13, 2012**

Consolidated version*

* Disclaimer: Consolidation entails the integration of the basic convention, its amendments and corrections in a single, non-official document. This document is intended for use as a documentation tool only. The text of the original convention is available upon request to the International Development Law Organization (IDLO). IDLO assumes no liability for the content of this working document.



Consolidated version

**Agreement for the Establishment
of
the International Development Law Organization**

**of February 5, 1988, as amended on June 30, 2002,
November 30, 2002, March 28, 2008, and December 13, 2012**


(Body of the Agreement without Preamble)

**Article I
Establishment and Status**

1. There is hereby established the International Development Law Organization, hereinafter referred to as the “Organization” or “IDLO”, as an international organization.
2. The Organization shall possess full juridical personality and enjoy such capacities as may be necessary for the exercise of its functions and the fulfillment of its purposes.
3. The Organization shall operate in accordance with this Agreement.

**Article II
Purpose and Activities**

1. The purposes of the Organization are:
 - A. To encourage and facilitate the improvement and use of legal resources in the development process;

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- B. To contribute to the establishment and progressive development and application of good governance and the rule of law in developing countries and countries in economic transition;
 - C. To assist developing countries and countries in economic transition to improve their negotiating capabilities in the fields of development cooperation, foreign investment, international trade and other international business transactions; and
 - D. To promote sustainable development through improvement and maintenance of the legal and judicial systems of the developing countries and countries in economic transition.
2. In order to accomplish the foregoing purposes, the Organization may engage in the following types of activities:
- A. Training, education, technical assistance, consultancy, research, publication, collection and dissemination of relevant information and documentation;
 - B. Cooperation with other institutions and organizations and bodies, in particular organizations in the United Nations system in pursuit of its purposes;
 - C. Contributing to the establishment and growth of capacity in developing countries and countries in economic transition to carry out activities promoting the purposes of the Organization;
 - D. Other activities which advance the purposes of the Organization.
3. The Organization shall not be influenced by political considerations in its activities, management and staffing.

Article III

Powers

In furtherance of the foregoing purposes and activities, the Organization shall have the following powers:

1. To acquire and dispose of real and personal property;
2. To enter into contracts and other types of agreements;
3. To employ persons;
4. To institute and defend in legal proceedings;
5. To invest the moneys and properties of the Organization; and
6. To take other lawful action necessary to accomplish the purposes of the Organization.

Article IV

Headquarters

1. The headquarters of the Organization shall be in Rome, Italy, unless the Assembly decides to relocate the Organization elsewhere.
2. The Organization may establish offices in other locations as required to support its programs.

Article V

Finance

1. The Organization shall obtain its financial resources through such means as voluntary contributions and donations; course and seminar tuitions; training workshop and technical assistance fees; publication and other service revenue; and interest income from trusts, endowments and bank accounts.

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2. The Parties to this Agreement shall not be required to provide financial support to the Organization beyond voluntary contributions. Nor shall they be responsible, individually or collectively, for any debts, liabilities or obligations of the Organization.
 3. The Organization shall establish arrangements satisfactory to the Government of the country in which **its headquarters are located with a view to ensuring the Organization's** ability to meet its obligations.

Article VI

Organization

(as amended by the Assembly of Parties on 13 December 2012)

The Organization shall be composed of the Assembly of the Parties to this Agreement (herein after referred to as "the Assembly"), of the Board of Advisers, of the Standing Committee and of the Director-General.

1. The Assembly shall represent the Parties. It shall determine the Organization's policies and oversee the action of the Director-General.
 - A) The Government of each State or the executive of each intergovernmental organization party to this Agreement shall appoint a representative to act as a member of the Assembly.
 - B) Meetings of the Assembly shall be called by its President. The Assembly shall meet in the last quarter of each year. An extraordinary meeting must be called at the request of the Board of Advisers, the Standing Committee or one third of the Parties' representatives.

The President shall determine the agenda for meetings of the Assembly after consulting the Standing Committee. An item must be included in the agenda if the Board of Advisers, the Standing Committee or a representative of the Parties so requests.

- C) The Assembly shall:
 - a) adopt the budget for the following year and the accompanying action plan;
 - b) consider the report on activity for the elapsed year and approve the accounts for the last accounting period;

- c) adopt by-laws for the governance of the Organization and, inter alia, for the personnel policies;
- d) adopt recommendations relating to the Organization's policies and management;
- e) designate the auditors;
- f) commission an independent company to conduct an audit of the Organization's operations, if the Assembly so chooses;
- g) adopt the Assembly's rules of procedure; and
- h) approve the admission of new members of the Organization.

D) The Assembly, under the conditions set forth in its rules of procedure, shall:

- a) elect a President and two Vice-Presidents. The representative of the State where the Organization has its headquarters is entitled ex officio to one of the three seats on the Presidency. The other two members are elected for a three-year term of office which can be renewed after a vacancy of three years;
- b) elect the members of the Board of Advisers;
- c) elect the Director-General, after consulting the Board of Advisers; and
- d) terminate the Director-General before his term of office expires on its own initiative or on a proposal from the Standing Committee.

2. The Board of Advisers, by its expertise, shall contribute to prepare the decisions of the Assembly and to their implementation by the Director-General.

A) The Board of Advisers shall consist of not less than six (6) and not more than ten (10) members elected for a four-year term by the Assembly. Half the members shall be renewed every two years. Candidates shall be put forward by a Party or by the Board of Advisers. The members of the Board of Advisers shall be selected on the basis of their expertise in the fields of development or law or their experience of the management of international organizations. The Assembly sees to the representativeness of the Board. Its members shall serve in a personal capacity and not as representatives of governments or organizations. One member of the Board of Advisers must be a citizen of the State where the Organization has its Headquarters.

- B) Meetings of the Board of Advisers shall be called by its Chairman. It shall meet at least once a year, prior to the meeting of the Assembly. An extraordinary meeting must be called at the request of the Standing Committee or the majority of the Board members.

The Director-General shall attend meetings of the Board of Advisers. He may speak but may not vote. The Parties' representatives are invited to attend meetings of the Board of Advisers as observers. They may not speak and may not vote.

The Chairman of the Board of Advisers has the overriding vote in case of equal distribution.

- C) The Board of Advisers shall:

- a) adopt advisory opinions to the Assembly on the following matters : (1) the action plan and the budget for the following year; (2) the report on activity for the elapsed year and the accounts for the last accounting period ended, (3) regulations relating to the Organization's administration, especially staff regulations;
- b) contribute through its expertise and its advisory opinions to the fulfillment of the objectives of the Organization by the Director-General, according to the decisions of the Assembly;
- c) monitor implementation of the action plan, follow implementation of the budget and assess the quality of the Organization's activities;
- d) render advice with matters brought before it by the Organization's Director-General or by the Standing Committee and matters that a Board member has asked to be included on the agenda;
- e) adopt the Board of Advisers' rules of procedure.

- D) The Board of Advisers shall:

- a) elect its Chairman and its Vice-Chairman after each partial renewal or if the position falls vacant;

- b) put forward candidates to the Assembly for each seat to be filled on the Board;
 - c) receive applications for the position of Director-General of the Organization, interview the candidates as appropriate and forward all applications, with an opinion, to the Assembly.
3. The Standing Committee shall provide the link between the Assembly, the Board of Advisers and the Director-General. It shall be comprised of by the President of the Assembly, who shall be its chair, the Assembly's two Vice-Presidents, one representative from each of two Parties who shall be elected by the Assembly in alternate years each for a two-year term and the Chairman and Vice-Chairman of the Board of Advisers. Meetings shall be called by the President at least three times annually at regular intervals or at the request of a member of the Standing Committee or the Director-General. It shall hear the Director-General, who shall report to it on his management and provide it with any documents and explanations that it may request. The Standing Committee is in charge of monitoring the proper implementation of the budget and shall report on its implementation to the Assembly. It shall take appropriate transitional measures if the position of Director-General falls vacant. The President of the Assembly has the overriding vote in case of equal distribution. The Standing Committee shall report its conclusions from any meeting to the Parties.
4. The Director-General shall administer the Organization.
- A. The Director-General shall be elected by the Assembly, after consulting the Board of Advisers, for a four-year term of office renewable once.
 - B. The Director-General shall:
 - a) prepare the action plan and the budget for the following year, as the report on activity for the elapsed year and the accounts for the last accounting period ended, which are to be presented to the Board of Advisers and the Assembly;
 - b) ensure that the decisions of the Assembly are implemented;
 - c) appoint the managers and the secretariat staff in accordance with the Organization's staff regulations; and
 - d) represent the Organization in judicial proceedings.

- C. The Director-General shall account for his/her administration to the Assembly and the Standing Committee and shall consult with the Board of Advisers as set out in the provisions of this article.

Article VII

Cooperative Relationships

The Organization may establish cooperative relationships with other institutions and programs and may accept personnel on a loan or secondment basis.

Article VIII

Rights, Privileges and Immunities

The Organization and its staff shall enjoy in the country of its headquarters such rights, privileges and immunities as shall be stipulated in a headquarters agreement. Other countries may grant comparable rights, privileges and immunities in support of the Organization's activities in such countries.

Article IX

External Auditor

A full financial audit of the operations of the Organization shall be conducted on an annual basis by an independent international accounting firm selected by the Board. The results of such audits shall be made available to the Board and the Assembly.

Article X

Amendments

This Agreement may be amended by the Assembly by a three-fourths majority vote of all of its members, provided that notice of such amendment, together with its full text, shall have been sent to all members of the Assembly at least eight weeks in advance of the time established for a vote on the proposed amendment.

Article XI

Dissolution

1. The Organization may be dissolved if a four-fifths majority of all members of the Assembly determines that the Organization is no longer required or that it will no longer be able to function effectively.
2. In case of dissolution, any assets of the Organization which remain after payment of its legal obligations shall be distributed to institutions having purposes similar to those of the Organization as decided by the Assembly in consultation with the Board.

Article XII

Termination

Any Party to this Agreement, upon written notice, may terminate its accession to this Agreement and withdraw its membership from the Assembly. Such termination shall become effective three months after the date on which the notification of termination is received by the Depositary.

Article XIII

Signature, Ratification, Acceptance, Approval and Accession

- 1) This Agreement shall be open for signature by states and intergovernmental organizations. It may also be signed, in lieu of any state, by a national public development organization delegated to act on its behalf by such a state. It shall remain open for signature for a period of two years from June 1, 1987, unless such period is extended prior to its expiry by the Depositary. Signature of the Agreement by any party eligible under this provision thereafter shall require approval of the Assembly by a simple majority.
- 2) The government of Italy shall be the Depositary of this Agreement.
- 3) Ratification, acceptance or approval of this Agreement shall be undertaken by the signatories in accordance with their own laws, regulations and procedures.

Article XIV

Coming into Force

This Agreement shall come into force immediately upon receipt by the Depositary of notifications by the three state parties to this Agreement that the formalities required by the national legislation of such parties with respect to this Agreement have been accomplished.

Article XV

Transition

Upon the coming into force of this Agreement, the Organization shall take all steps necessary to acquire the rights, obligations, concessions, property and interests of its predecessor organization, the International Development Law Institute, a non-governmental organization legally established in Rotterdam, the Netherlands.

IN WITNESS WHEREOF, the undersigned being duly authorized thereto, have signed this Agreement in a single original in the English and French languages, both texts being equally authentic.

Done at Rome on February 5, 1988 and amended on June 30, 2002, November 30, 2002, March 28, 2008, and December 13, 2012.

**Status of ratification of the Agreement for the Establishment of the
International Development Law Organization,
as amended on June 30, 2002, November 30, 2002,
March 28, 2008, and December 13, 2012***

State	Signature/Accession	Ratification
Afghanistan	March 3, 2010	November 20, 2012
Australia	July 10, 2000	July 10, 2000
Austria	January 20, 1993	March 17, 1994
Bulgaria	November 28, 1995	June 5, 1996
Burkina Faso	May 28, 2001	June 23, 2003
People's Republic of China	May 30, 1989	May 30, 1989
Ecuador	February 5, 1998	February 5, 1998
Arab Republic of Egypt	March 20, 1989	May 21, 1990
El Salvador	March 27, 2012	March 27, 2012
France	February 5, 1988	April 12, 1989
Italy	February 5, 1988	May 28, 1993
Jordan	September 22, 2009	September 22, 2009
Kenya	March 26, 2009	June 30, 2009
Kuwait	October 11, 2010	October 11, 2010

Mozambique	October 1, 2008	June 23, 2011
Netherlands	February 5, 1988	March 5, 1990
Norway	March 19, 2002	March 19, 2002
OFID**	November 24, 2009	November 24, 2009
Paraguay	May 28, 2009	May 28, 2009
Peru	November 16, 2011	November 16, 2011
Philippines	February 5, 1988	April 28, 1989
Romania	June 14, 2005	June 14, 2005
Senegal	February 5, 1988	September 24, 1990
Sudan	February 5, 1988	May 13, 1989
Tunisia	February 5, 1988	May 15, 1991
Turkey	March 3, 2008	August 18, 2011
United States of America	February 5, 1988	July 12, 1988

** List updated in March 2013 as notified to IDLO by the Depository, the Government of Italy.*

*** OFID: OPEC Fund for International Development*

**Rules of Procedure
of the
Assembly of Parties**

International Development Law Organization

**Text as approved by the Assembly of Parties on
June 10, 2008, and
as amended by the Assembly of Parties on March 23, 2011, and
December 13, 2012**

Rules of Procedure
Assembly of Parties
International Development Law Organization (IDLO)

I. General

Article 1
General

1. These Rules of Procedure are adopted by the Assembly of Parties (the “Assembly”) of the International Development Law Organization (the “Organization”) under the authority of Article VI, 1, C, g of the Agreement for the Establishment of the International Development Law Organization (the “Establishment Agreement”) dated February 5, 1988 as amended effective June 30, 2002, November 30, 2002, March 28, 2008, and December 13, 2012 for the governance of the Organization.

2. In the event of a conflict between any provision of these rules and any provisions of the Establishment Agreement, the Establishment Agreement shall prevail.

Article 2
Definitions

- (a) “Assembly of Parties” or “Assembly” means the organ of the Parties to the Establishment Agreement;
- (b) “Board of Advisers” means the Board of Advisers of the Organization;
- (c) “Director-General” means the Director-General of the Organization;
- (d) “Establishment Agreement” means the Agreement for the Establishment of the International Development Law Organization;
- (e) “IDLO” means the International Development Law Organization;
- (f) “Party” means a Party that has signed the Establishment Agreement and is thus a member of the Assembly of Parties;
- (g) “President” means the Party holding the Presidency of the Assembly;

- (h) **“Presidency”** means collectively the Parties holding the offices of President and Vice-President of the Assembly;
- (i) **“Representative”** means the person whom a Party has designated as its principal Representative at a session of the Assembly, including the alternate appointed by that Party when such alternate is acting for the Representative;
- (j) **“Secretariat”** means the staff of the Organization under the direction of the Director-General; and
- (k) **“Standing Committee”** is the organ of the Organization providing the link between the Assembly, the Board of Advisers and the Director-General.

II. Assembly Sessions

Article 3

Holding of Sessions

The Assembly shall hold its regular session in the last quarter of each year. It shall convene at the invitation of its President.

Article 4

Procedures

1. The Presidency is responsible for fixing the time, date and place of the Assembly sessions in consultation with the Standing Committee. The Secretariat shall support the Presidency in the preparation of Assembly sessions.
2. Any Party may initiate a proposal to the President for holding an extraordinary session. The President shall immediately communicate such proposal to the Parties, the Director-General and the Standing Committee. If one-third of the Parties concur with the proposal within thirty (30) days of notification of the proposal by the President to the Parties, the President shall convene the session accordingly.

3. The Standing Committee, the Board of Advisers and one-third of the Parties' representatives may address a proposal for holding an extraordinary session to the President who shall immediately communicate it to the Parties and to the Director-General.

Article 5

Place of Sessions

The sessions of the Assembly shall be held at the seat of IDLO. The Assembly may decide to hold a session elsewhere, if such arrangement does not involve additional costs to the Organization.

Article 6

Notification of Sessions

The Secretariat shall, in accordance with such directions as may be given by the President, notify each Party of the time, date and place of the first meeting of a session of the Assembly and its expected duration.

Article 7

Provisional Agenda

1. The President shall prepare a provisional agenda for each session of the Assembly after consulting the Standing Committee.
2. In preparing the provisional agenda, the President may also consult the Board of Advisers and the Secretariat and request any information and advisory opinions necessary for the preparation of the provisional agenda.

Article 8

Communication of the Provisional Agenda

The Secretariat shall transmit to the Parties the provisional agenda for a session and the documentation relating to items thereon together with the notification referred to in Article 6, no later than three weeks before a session.

Article 9

Supplementary Items

After the communication of the provisional agenda pursuant to Article 8, any Party or the Board of Advisers or the Standing Committee may request that the President include one or more supplementary items on the agenda. Such requests shall be made at least 20 days before the session. The Secretariat, on behalf of the President, shall promptly communicate to the Parties the suggested agenda item and documentation relating thereto.

Article 10

Submission of Proposals for Resolutions

Proposals for action by the Assembly shall normally be submitted in writing to the President. The Secretariat, on behalf of the President, shall circulate them to all Parties in both languages of the Assembly.

Article 11

Adoption of the Agenda

1. The Assembly shall adopt the session agenda at the beginning of such session on the basis of the provisional agenda and supplementary items.
2. During a session, the Assembly may revise the agenda by adding, deleting, deferring or amending items.

III. Representation and Credentials

Article 12

Representatives and Alternates

Each Party shall appoint a Representative to the Assembly, and may, at its discretion, also appoint an Alternate.

Article 13

Credentials and Notifications

The credentials and the notification of the names of the Representatives and Alternates shall be delivered to the Secretariat at least one week before the opening of the first session in which the designated persons are to attend. Unless otherwise specified, such credentials and notifications shall be considered valid for subsequent sessions unless withdrawal or superseded by subsequent notification to the Secretariat.

IV. President and Vice-Presidents

Article 14

Election and Term of Office

1. The Assembly shall elect from among the Representatives of the Parties a President and a Vice-President who shall hold office for three years and, upon expiration of this period, until their successors are elected. The State where the Organization has its Headquarters shall serve as a permanent, ex officio Vice-President.
2. The Presidency shall verify credentials and discuss and make recommendations on procedural and other matters referred to it by the Assembly.
3. If a Party serving in the position of President or Vice-President wishes to resign before the end of the established term, that Party shall inform the Standing Committee and the Assembly. The Standing Committee shall determine the timing of the replacement of the vacating Party.

4. In the absence of the President, he/she shall designate one of the Vice-Presidents to serve as Acting President.

5. The Vice-President acting as President shall have the same powers and duties as the President.

6. If a President ceases to hold office, the designated Vice-President shall serve as Acting President until a new President is elected.

7. For voting purposes, the President or Acting President shall determine the outcome on the event of a tie.

V. Board of Advisers

Article 15

Board of Advisers

1. In advance of a session, the Assembly may request advisory opinions from the Board of Advisers on any subject matter falling within its competence.

2. The Board of Advisers shall respond to any such request with a written response.

3. The Chairman of the Board of Advisers may be invited to attend meetings of the Assembly of Parties. If the Chairman of the Board of Advisers is unable to attend a meeting of the Assembly, he/she may delegate the Vice-Chairman to act in his/her place in the meeting. The Chairman of the Board of Advisers or his/her Representative may make oral as well as written statements at the invitation of the President.

VI. Director-General

Article 16

Director-General

1. The Director-General may be invited to attend (part of) meetings of the Assembly of Parties. If the Director-General is unable to attend a meeting of the Assembly, he/she may designate a member of the Secretariat to act in his/her place.
2. The Director-General or his/her Representative may make oral as well as written statements at the invitation of the President.

VII. Secretariat

Article 17

The Secretariat

In consultation with the President, the Secretariat shall prepare the necessary documentation for the Assembly's sessions. The Assembly shall instruct the Secretariat as to the format that such documentation must take. The Secretariat shall assist the Presidency in the execution of all its responsibilities.

VIII. Languages

Article 18

Languages of the Assembly

English and French shall be the languages of the Assembly. The Secretariat is responsible for ensuring the translation of all the Assembly's documentation from one language to another provided that any such documentation, if it is not produced by the Secretariat, is transmitted to the Secretariat at least one week in advance of meetings.

Article 19
Interpretation

Statements made in a language of the Assembly shall be interpreted into the other language.

Article 20
Languages of Decisions

All decisions of the Assembly shall be made available in both English and French.

IX. Conduct of Business

Article 21
Public Meetings

The meetings of the Assembly shall be held in public unless the Assembly decides otherwise.

Article 22
Quorum

A quorum for any meeting of the Assembly shall be constituted by a majority of the Parties of the Assembly.

Article 23
General Powers of the President

The President shall declare the opening and closing of each session of the Assembly, direct the discussions, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. The President, subject to these rules, shall have complete control of the proceedings of the Assembly and over the maintenance of order at its meetings.

Article 24

Points of Order

1. During the discussion of any matter, a Representative may at any time raise a point of order which the President shall decide immediately in accordance with these rules. Any Representative may appeal against the ruling of the President. The appeal shall be put to the vote immediately and the ruling of the President shall stand unless overruled by the Assembly.
2. In raising a point of order, a Representative may not speak on the substance of the matter under discussion or make any proposal or motion.

Article 25

Motions

A Representative may present any of the following motions, which the President may put to the vote without or with limited debate and which shall have precedence in the indicated order over all proposals and other motions before the meeting:

- (a) to suspend the meeting;
- (b) to adjourn the meeting;
- (c) to adjourn debate on the item under discussion;
- (d) to close the debate on the item under discussion;
- (e) to vote on a proposal under discussion.

Article 26

Right of Reply

The President shall accord the right of reply to any Representative who requests it, but may determine the time when such right may be exercised and the maximum length of any reply.

Article 27

Expenses

The Parties of the Assembly shall be responsible for all costs and allowances of their Representatives in connection with travel to and from and attendance at meetings of the Assembly.

X. Decisions

Article 28

Decisions shall be prepared in the form of resolutions.

Article 29

Voting Rights

1. Each Party shall have a single vote.
2. Parties which abstain from voting are considered as not voting.
3. **Each Representative, or in his absence, the Representative's alternate, if any, shall be** entitled to express views on a proposal before the Assembly or, if a formal vote on a proposal is taken, to cast the vote of the Party he/she represents.

Article 30

Majorities Required

(as amended by the Assembly of Parties on 23 March 2011)

1. Except as provided otherwise in Articles X and XI of the Establishment Agreement and with regard to the termination of the Director-General before his/her term of office expires requiring a two-third majority of the votes cast, all decisions of the Assembly, whether within or outside a session, shall be taken by a majority of the votes cast.

2. At any meeting of the Assembly, the President should attempt to secure a consensus on a proposal in lieu of taking a vote thereon. However, the Assembly shall take decisions by vote at the request of any Representative.

3. The Assembly shall take cognizance of the applications for the position of Director-General and of the Board of Advisers' opinion.

4.

- (a) **For the purpose of this Article 30, paragraph (4), the term “all votes cast” shall be defined as all affirmative and negative votes, whereby blank votes and abstentions shall not be taken into account and the term “majority” shall be defined as more than 50% of all votes cast;**
- (b) If a consensus cannot be reached for the nomination of the Director-General, the Assembly shall elect the Director-General by secret ballot by a majority of all votes cast;
- (c) Where there are only two candidates, the candidate who obtains a majority in one ballot shall be elected, and in the event of a tie, a second ballot will be held between the same two candidates. In the event there is a tie after the second ballot then the Presidency shall decide;
- (d) Where there are more than two candidates, the candidate who obtains a majority after the first ballot shall be elected. In the case where no candidate gains a majority, the second ballot shall be restricted to the candidates who obtained at least three votes on the first ballot. If no candidate reaches a majority after the second ballot, the third ballot shall be restricted to the candidates obtaining the highest and the second highest number of votes on the second ballot. The candidate who obtains a majority in the third ballot shall be elected, and in the event of a tie, the Presidency shall decide.

Article 31

Conduct Relating to Voting

1. The President shall announce the commencement of voting, after which no one shall be permitted to intervene until the results of the vote have been announced, except on a point of order in connection with the process of voting.
2. Representatives may make brief statements consisting solely of explanation of their votes, before the announcement of the commencement of voting or after the results of the vote have been announced.
3. The Assembly shall normally vote by show of hands or by standing.
4. All elections and voting on appointments and terminations of office shall be held by secret ballot. When only one person or Party is to be elected and no candidate obtains in the first ballot the majority required, a second ballot shall be taken, which shall be restricted to the two candidates obtaining the largest number of votes.

XI. Records of Sessions

Article 32

Summary of Proceedings

Following the closing of each Assembly session, the Secretariat shall prepare a summary of proceedings of the Assembly session which shall indicate the treatment of any agenda item and any resolutions approved. The summary of proceedings shall be submitted by the Secretariat to the President for final confirmation before its distribution to all Parties.

XII. Committees

Article 33 Committees

The Assembly may establish such committees as it deems necessary for the performance of its functions provided that such committees do not exercise the functions which are already attributed to the Standing Committee by virtue of the Establishment Agreement.

XIII. Amendments

Article 34 Method of Amendment

These Rules of Procedure may be amended by the Assembly to the extent that any such amendment is consistent with the Establishment Agreement.

**Rules of Procedure
of the
Standing Committee**

International Development Law Organization

**Text as approved by the Assembly of Parties
on June 10, 2008, and
as amended by the Assembly of Parties on December 13, 2012**

Rules of Procedure
Standing Committee
International Development Law Organization (IDLO)

Article I
General

These Rules of Procedure are adopted by Assembly of **Parties (the “Assembly”)** of the **International Development Law Organization (the “Organization”)** for the governance of the Organization in accordance with the Agreement for the Establishment of the International Development Law Organization (the “Establishment Agreement”) dated February 5, 1988 as amended effective June 30, 2002, November 30, 2002, March 28, 2008, and December 13, 2012.

In the event of a conflict between any provision of these rules and any provisions of the Establishment Agreement, the Establishment Agreement shall prevail. In the event of a conflict between any provision of these rules and any provisions of the Rules of Procedure of the Assembly, the Rules of Procedure of the Assembly shall prevail.

Article II
Functions

1. The Standing Committee shall act in accordance with the Establishment Agreement and the resolutions, recommendations and policies approved by the Assembly.
 2. The Standing Committee shall provide the link between the Assembly, the Board of Advisers and the Director-General of the Organization, in accordance with the specific functions provided for in Article VI, 3 of the Establishment Agreement.
- In this framework:

- it shall hear the Director-General, who shall report to it on his management and provide it with any documents and explanations that it may request;
- it is in charge of monitoring the proper implementation of the budget and shall report on its implementation to the Assembly; and
- it shall take appropriate transitional measures if the position of Director-General falls vacant.

On this basis, the Standing Committee is responsible for the harmonious functioning of the governing bodies of the Organization and therefore it:

- **assists the President of the Assembly (the “President”) for the preparation of agendas** and prepares, as appropriate, draft recommendations or resolutions for transmission to the Assembly;
- **monitors the execution of the Assembly’s decisions** in between two sessions of the Assembly; and
- monitors the responsiveness of the Board of Advisers and the Director-General to any request submitted by the Assembly or by the Standing Committee.

Article III

Membership

1. The Standing Committee, which shall chaired by the President, shall consist of the members specified in Article VI, 3 of the Establishment Agreement.
2. **Each member may, at the member’s discretion, appoint an Alternate to the Standing Committee** to represent the member at meetings.

Article IV

Responsibilities

1. The President shall prepare the agenda of the Standing Committee's meetings with the support of the Secretariat.
2. In the absence of the President, one of the two Vice-Presidents of the Assembly shall assume the President's responsibilities over the Standing Committee.
3. The Vice-Presidents shall assist in the execution of the President's functions.

Article V

Terms of Office

(as amended by the Assembly of Parties on 13 December 2012)

1. Except for the single Representative each from two Parties who shall be elected by the Assembly each for a two-year term (the ad hoc members) and the Representative of the State where the Organization has its Headquarters, the other members of the Standing Committee shall serve for a term of office, which shall correspond to the term of office they hold in either the Assembly or the Board of Advisers.

Article VI

Meetings of the Standing Committee

(as amended by the Assembly of Parties on 13 December 2012)

1. The Standing Committee shall hold meetings at least three times annually at regular intervals at the invitation of the President or at the request of the Director-General or a member of the Standing Committee. The request thereof should be substantiated.
2. The time and place of meetings of the Standing Committee shall be determined by the President. The Standing Committee is encouraged to hold its meetings via video conference or conference calls in order to minimize expenditures to the Organization.
3. Notice of meetings shall be transmitted by the Secretariat at least twenty (20) days in advance of the meeting.

Article VII

Quorum for Meetings

A quorum for a meeting shall consist of four members of the Standing Committee. No decision shall be taken at a meeting in the absence of a quorum.

Article VIII

Voting Method

1. Decisions of the Standing Committee shall be taken by consensus unless a vote is requested by the President or by three members.
2. Decisions of the Standing Committee by voting shall be taken by a simple majority of the members present. The President has the overriding vote in case of equal distribution.

Article IX

Decisions taken in writing in lieu of a meeting

1. Any member of the Standing Committee may request the President that a decision is taken in writing in lieu of a meeting.
2. Following a specific request by the President, the Secretariat shall communicate the proposal of a decision received by a member to all the members of the Standing Committee for their comments within 30 days of communication; any comments received within these limits shall also be communicated.

Article X

Participation of the Director-General in the meetings

The Standing Committee shall hear the Director-General. He/she shall report to the Standing Committee on the management of the Organization and provide any documents and explanations that the Standing Committee may request.

Article XI

Participation of observers in the meetings

The President may invite Representatives of other Parties, the Staff Association of the Organization and any other external participants whose presence is deemed necessary to attend the meetings of the Standing Committee as observers.

Article XII

Reports of meetings

A summary record of the decisions adopted at each meeting shall be prepared by the Secretariat on behalf of the President as soon as possible and shall be transmitted by the President to the Parties.

Article XIII

Working language

English and French shall be the languages of the Standing Committee. The Secretariat **is responsible for ensuring the translation of all the Standing Committee's documentation** from one language to another provided that any such documentation, if it is not produced by the Secretariat, is transmitted to the Secretariat at least one week in advance of meetings.

Article XIV

Annual report of the Standing Committee

The Standing Committee shall submit to each ordinary session of the Assembly a report on its work since the previous ordinary session.

Article XV

Reports from other Committees

The Standing Committee shall receive reports from other Committees which may be established by the Assembly from time to time.

Article XVI

Functions in the appointment of the Director-General

1. At least six months before convening the meeting of the Assembly of Parties for the election of the Director-General, the President shall circulate to all the Parties an invitation for submitting the candidature of one of their nationals for the position of Director-General of the Organization. The President shall also publish a call for candidates in accordance with the recruitment procedures for the other officials of the Organization. The call for candidatures shall specify the qualifications and experience required and the general conditions for recruitment.
2. Immediately after the closing date for the submission of candidatures, the President shall notify the Parties and the Board of Advisers, by means of a single communication, of all candidatures received. It shall invite the Board of Advisers to convene a meeting in order to proceed to the interview of candidates.
3. The President shall, on behalf of the Organization, sign the contract of employment of the Director-General after his election by the Assembly. He shall inform thereof the Board of Advisers and the Parties.
4. The Director-General shall transmit to the Standing Committee and the Board of Advisers the contracts of employment of the executive staff of the Organization.

Article XVII

Amendments

The Rules of Procedure may be amended by the Assembly to the extent that any such amendment is consistent with the Establishment Agreement.

**Rules of Procedure
of the
Board of Advisers**

International Development Law Organization

**Text as approved by the Assembly of Parties
on June 10, 2008, and
as amended by the Assembly of Parties on December 13, 2012**

Rules of Procedure

Board of Advisers

International Development Law Organization (IDLO)

Article I

General

1. These Rules of Procedure of the Board of Advisers are issued by the Assembly of Parties (the “Assembly”) of the International Development Law Organization (the “Organization”) for the governance of the Organization in accordance with the Agreement for the Establishment of the International Development Law Organization (the “Establishment Agreement”) dated February 5, 1988 as amended effective June 30, 2002, November 30, 2002, March 28, 2008, and December 13, 2012. These Rules of Procedure will be formally adopted by the full Board of Advisers at its first meeting in accordance with Article VI, 2, C, e of the Establishment Agreement.

2. In the event of a conflict between any provision of these Rules of Procedure and any provisions of the Establishment Agreement, the Establishment Agreement shall prevail.

Article II

Board of Advisers Membership

(as amended by the Assembly of Parties on 13 December 2012)

The Board of Advisers shall consist of not less than six (6) and not more than ten (10) members. One member of the Board of Advisers must be a citizen of the State where the Organization has its Headquarters.

Article III

Appointment of Board of Advisers Members

1. The Assembly shall elect the Board of Advisers members. The President of the **Assembly (the “President”)** shall request each Party and the Board of Advisers to put forward candidates for membership in advance of the Assembly session in which Board of Advisers members may be elected.

2. Board of Advisers members shall serve in their personal capacities and not as representatives of governments or organizations.

3. In addition to the criteria set forth in Article VI 2 A of the Establishment Agreement cited above, the Assembly, being mindful of the overall composition of the Board of Advisers, shall seek the following characteristics in each candidate for membership on the Board of Advisers:

(a) For all candidates

1. Integrity and a commitment to ethical behavior;
2. Ability to make effective contributions to the work of the Organization, namely to the Board of Advisers;
3. Commitment to devoting adequate time to the activities of the Board of Advisers;
4. Scientific or professional accomplishments, which are in line with the objectives and activities of the Organization;
5. Positive experience, if any, in past or current membership on boards of organizations is a commendation;
6. Fluent knowledge of English and/or French; and
7. Age not exceeding 75 during the office term.

(b) One or more of the following attributes with view to establishing balance:

1. Broad academic or professional experience in the rule of law or law and development field and preferably in at least one of the fields of action or program streams of the Organization;

2. Financial and/or accounting knowledge, generally, and as necessary to fulfill the functions of the Board of Advisers as requested by the Assembly in the financial area; and
3. Working experience in or with other international organizations or good understanding of governance and management complexities of intergovernmental organizations with particular emphasis on rule of law and development.

Article IV

Terms of Board of Advisers Membership

(as amended by the Assembly of Parties on 13 December 2012)

1. The members of the Board of Advisers shall serve for a term of office of four years, renewable once only for a further term of four years. The period of the term of appointment shall commence on the date of appointment by the Assembly.
2. In the event of death, permanent incapacity or resignation of an appointed member of the Board of Advisers, the Assembly, at its next meeting, shall appoint a substitute member to serve out the term thus left vacant.
3. An appointment of a member of the Board of Advisers may be withdrawn by a majority vote of the Assembly.

Article V

Chairman and Vice-Chairman

1. The Board of Advisers shall appoint a Chairman and a Vice-Chairman who shall serve in such respective capacities until the expiration of their terms on the Board of Advisers or such lesser periods as the Board of Advisers may specify. The Chairman shall be responsible for coordinating the actions of the Board of Advisers.
2. In the event the Chairman and the Vice-Chairman are temporarily unable to fulfill their functions, the Board of Advisers may appoint an Acting Chairman who shall have full authority of the Chairman. He/she shall exercise such authority until the Chairman or the Vice-Chairman is once again able to fulfill his/her functions.

3. In the event of death, permanent incapacity or resignation of the Chairman or Vice-Chairman, the Board of Advisers shall appoint a new Chairman or Vice-Chairman to serve out the term thus left vacant.

4. The Chairman and the Vice-Chairman are *ex-officio* members of the Standing Committee. In appointing the Chairman and the Vice-Chairman, the Board of Advisers shall also take into account the capacity of such persons to fulfill their functions in the Standing Committee.

Article VI

Meetings

1. The Board of Advisers shall meet at least once a year at the invitation of its Chairman prior to the annual Assembly session. Extraordinary meetings may be held at the invitation of the Standing Committee or of six members of the Board of Advisers. The Board of Advisers is encouraged to hold its extraordinary meetings via video conference or conference calls in order to minimize expenditures to the Organization. Financial compensation for members of the Board of Advisers attending a meeting not via video conference or conference call shall be provided as and when needed.

2. In advance of Board of Advisers meetings, the President of the Assembly shall notify **the Chairman of the Board of Advisers the matters on which, among the Board of Advisers' competence, the Assembly wishes to receive advisory opinions.**

3. The Director-General may attend meetings of the Board of Advisers. He/she may speak but may not vote. The Parties' Representatives may attend meetings of the Board of Advisers as observers. They may not speak and may not vote.

Article VII

Procedures for Development of Advisory Opinions and Decisions

1. The Board of Advisers shall seek to develop its advisory opinions and decisions by consensus. If consensus cannot be reached, an opinion or decision may be adopted by a

simple majority of the members. The Chairman of the Board of Advisers has the overriding vote in case of equal distribution.

2. The Board of Advisers shall notify its advisory opinions and decisions to the President of the Assembly by the most rapid means of communication available. The President shall forward such decisions and advisory opinions to the Parties through diplomatic channels.

Article VIII

Functions of the Board of Advisers

The functions of the Board of Advisers are laid down in Article VI, 2 of the Establishment Agreement.

Article IX

Selection of Candidates for the Position of the Director-General

1. At least two weeks before the date of election of the Director-General, the Board of Advisers shall meet in order to interview the candidates and question them about their experience and their programme. The Board of Advisers may establish, within itself, a restricted committee for the preparation of such meeting. The Board of Advisers shall deliver an advisory opinion regarding these candidates, which shall be transmitted to the Assembly.

2. If the resignation or the end of term of the Director-General and the election of a subsequent Director-General coincides with the annual meeting of the Assembly of Parties, the Board of Advisers shall interview the candidates in conjunction with the annual meeting of the Board of Advisers.

Article X

Relationship With the Secretariat

The Secretariat of IDLO shall support the Board of Advisers in the execution of its responsibilities.

Article XI

Amendments

These rules may be amended by a majority vote of the Board of Advisers and subsequent approval of such amendments by the Assembly of Parties. Such amendments must be consistent with the Establishment Agreement.

**Rules of Procedure
of the
Audit and Finance Committee of the Assembly of Parties**

International Development Law Organization

**Text as approved by the Assembly of Parties on November 26,
2008, as amended on December 13, 2012**

Rules of Procedure

Audit and Finance Committee of the Assembly of Parties

International Development Law Organization (IDLO)

Article 1

Purpose

1. The Audit and Finance Committee is established pursuant to Article 33 of the Rules of Procedure of the Assembly of Parties of the Organization to assist the Assembly of Parties through the Standing Committee in their oversight responsibilities with particular respect to audit and compliance, the implementation of financial reporting, and maintenance of effective and efficient financial performance.
2. The Audit and Finance Committee shall undertake the following five general functions:
 - a) Advise the Standing Committee regarding the selection and terms of reference of **the Organization's external auditor**;
 - b) Review the audited Financial Statements and Independent Audit Report; discuss any gaps, discrepancies, or concerns found in those documents; once satisfied, recommend approval of the Financial Statements to the Standing Committee; and monitor any corrective action undertaken by Management;
 - c) Review proposed annual budgets, evaluate the impact of expected or actual expenditures against those budgets, as reflected in regular financial updates, and recommend funding reliability strategies to the Standing Committee;
 - d) Examine the adequacy and efficacy of **the Organization's internal monitoring**, control, and reporting systems, both operational and financial and, where appropriate, arrange for and provide terms of reference for an external expert to carry out a review to improve Management policies, systems, or practices; and
 - e) Advise the Standing Committee of any budgetary, contractual, investment, operational, or transactional matter that could have a significant impact on the **Organization's financial posture**.

Article 2

Membership

3. The Audit and Finance Committee is appointed by the Assembly of Parties and shall be composed of three or five members chosen from among members of the Assembly of Parties.
4. An appointment to the Audit and Finance Committee shall be made for a two-year term that may be renewed once for another two-year term for a maximum appointment of four years. After two years off the Audit and Finance Committee, a member of that Committee may be reappointed.
5. The Assembly of Parties shall appoint a Chairman from among the members of the Audit and Finance Committee. The Chairman of the Committee shall have relevant financial expertise or have direct access to financial advice.

Article 3

Secretariat

6. The Director of Finance and Administration shall serve as Secretary to the Audit and Finance Committee.
7. **Following the Chairman's approval, the Secretary shall circulate the agenda and supporting** documentation to the members of the Audit and Finance Committee and the Standing Committee a reasonable period of time (usually one week) in advance of each meeting. The proceedings of meetings of the Audit and Finance Committee shall be summarized in minutes prepared by the Secretary, a draft of which shall be circulated within one month following the relevant meeting.
8. The Audit and Finance Committee shall report on its activities and findings to the Standing Committee upon its request or to the Assembly of Parties at its regular meetings and at least once a year.

Article 4

Meetings

9. Meetings shall be held at a frequency determined by the Audit and Finance Committee but in any event not less than two (2) times a year. To the extent feasible, these meetings should be held in advance of the regular Assembly of Parties meetings and in the third quarter of the calendar year to facilitate the budgeting process. Special meetings may be convened by the Chairman of the Audit and Finance Committee or called for by the Standing Committee or Assembly of Parties, as required.
10. Members of Management (designated by the Director-General) and the Director of Finance **and Administration shall be heard during the meetings. The Organization's General Counsel** and the external auditor shall be invited to attend meetings, as appropriate.
11. The Audit and Finance Committee shall hold a separate executive session with the Director of Finance and Administration at each of its meetings.
12. In addition, the Chairman of the Audit and Finance Committee at least once each year shall invite the General Counsel and may invite the external auditor to indicate if there are any matters they wish to discuss with the Committee in separate executive sessions. These executive sessions shall consist of all Audit and Finance Committee members but shall exclude the Secretary of the Committee.
13. The Standing Committee shall be provided with a copy of the minutes of each meeting of the Audit and Finance Committee.

Article 5

Roles and Responsibilities

14. The Audit and Finance Committee, in fulfilling its purpose, shall in close cooperation with Management, prepare an annual program of work, including but not limited to the following matters. The plan should reflect the specific responsibilities of the different actors assigned to those tasks.

I) External Auditor

- a) Recommend to the Standing Committee the appointment of a reputable firm as the **Organization's external auditor**;
- b) Ensure that the appointed external auditor rotates every three to five years, is selected in accordance with the procurement procedures of the Organization, and that any concerns or issues related to its appointment are brought to the attention of the Standing Committee;
- c) Undertake a conflict check prior to hiring to ensure that the prospective external auditor is independent vis-a-vis **the Organization's employees and that no actual or perceived conflict of interest exists between the external auditor and either the Organization or any of the auditing firm's other clients**; and
- d) Review annually the terms of engagement, including the scope of work, audit plan, and financial terms, of such appointment.

II) Financial Statements and Independent Audit Report

- a) Review the audited Financial Statements of the Organization, discuss with the external auditor any significant gaps or discrepancies reflected in those Statements or in regular financial updates; and then, once satisfied, recommend to the Standing Committee the Financial Statements for approval;
- b) Review the Independent Audit Report and discuss with the external auditor any audit problems encountered in the course of its work and the appropriateness of **the accounting policies applied in the Organization's financial reports**;
- c) **Review the external auditor's recommendations to Management and Management's responses thereto and ensure that any significant recommendations and their corresponding responses are discussed and appropriately acted on in a timely manner**; and
- d) Monitor, based on follow-up audits, the adequacy of any corrective action taken by Management on recommendations made by the external auditor.

III) Annual Budget Process

- a) Review the proposed annual and long-term operating and capital budgets for the Organization within the context of any guidelines set by the Standing Committee and the Assembly of Parties;
- b) Compare and evaluate expected or actual expenditures against approved annual budgets, as reflected in the regular financial updates; and
- c) Advise the Standing Committee regarding the adequacy of contributions and possible strategies to enhance the reliability of funding to support multi-year operations.

IV) Monitoring, Control, and Reporting Systems

- a) Evaluate the overall effectiveness, efficiency, and economy of internal operational and financial controls established by Management to reduce the risk of fraud, corrupt practices, or error;
- b) Analyze the efficacy of those procedures, processes, and reporting systems that provide early warning of possible emergent risks or problem areas, as well as of the **Organization's operating policies, signing and delegation authorities, and expenditure limits**;
- c) Review the adequacy of financial management reporting as a basis for decision-making;
- d) Determine whether the **Organization's systems of internal controls are adequate** and effective; and whether the Organization is viable as a going concern based on a risk analysis of its financial affairs and assets; and
- e) Arrange, as warranted, to contract out external consultants to assist the Audit and Finance Committee in meeting its obligations as set forth in these Rules of Procedure; to that end, the Committee shall identify and recruit an appropriate **expert firm or individual consistent with the Organization's procurement rules**; determine a proper scope of work, timetable, and budget for the task; review any reports submitted; and ensure that the findings and recommendations **communicated by the external experts and Management's responses are discussed** and appropriately acted on.

V) Financially Significant Operations and Transactions

- a) The Chair of the Audit and Finance Committee shall advise the Standing Committee on any matters, contracts, events, or transactions with financially significant implications, including but not limited to those raised in Investment Committee minutes and those implicated by changes to employee salaries and benefits (including the Provident Fund); and
- b) The Chair of the Audit and Finance Committee shall circulate to the other members of the Committee, in writing, any proposed advice on the above matters prior to giving such advice to the Standing Committee. Members will have five working days in which to provide their comments to the Chair and, whenever appropriate, the Chair of the Audit and Finance Committee shall call a special meeting of the Audit and Finance Committee to discuss these matters. The content of advice shall be determined by consensus of Committee members where possible and by majority vote otherwise.

Article 6

Access to personnel and information

- 15. **The Audit and Finance Committee shall have unrestricted access to the Organization's records and Management staff so as to provide appropriate information to fulfil its responsibilities.**
- 16. In carrying out its responsibilities under these Rules of Procedure, the Audit and Finance Committee may engage relevant consultants as reasonably needed and in line with available budgetary resources.
- 17. The Audit and Finance Committee may request the Director of Finance and Administration, the General Counsel, or an external auditor to conduct any internal inquiry on an issue falling **within the scope of the Committee's responsibilities.**

Article 7

Implementation

18. The present Rules of Procedure were approved on November 26, 2008, and amended on December 13, 2012, by the Assembly of Parties.