

**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, December 13, 2012, and November 28, 2017**

Consolidated version*

*Consolidation entails the integration of the basic convention, its amendments and corrections in a single text.

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, December 13, 2012, and November 28, 2017

(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 for the public benefit and not for the purpose of profit.

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;
 - B. To contribute to the establishment and progressive development and application of good governance and the rule of law, including access to justice, rights and legal services;
 - C. To assist countries 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.
2. In order to accomplish the foregoing purposes, the Organization may engage in the following types of activities:
 - A. Training, education, technical assistance, legal assistance, 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.
- 2. The Parties to this Agreement are expected to support the Organization financially through voluntary contributions in accordance with their capacity.

The Parties are not 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

The Organization shall be composed of the Assembly of the Parties to this Agreement (herein after referred to as "the Assembly"), the Standing Committee, the Board of Advisers, and 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 at least once each year. An extraordinary meeting must be called at the request of the Standing Committee or upon the written request to the President of one third of the Parties. Additionally, upon the request of the Board of Advisers or the Director-General, the President shall seek the concurrence of one third of the Parties to call an extraordinary meeting.

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

- C. The Assembly shall:
 - a) adopt the budget and the accompanying management plan;
 - b) consider the report on activities for the elapsed year;
 - 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) adopt the Assembly's rules of procedure; and
 - f) 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; and
 - d) terminate the Director-General before his or her term of office expires on its own initiative or on a proposal from the Standing Committee.
2. The Standing Committee shall report to the Assembly and provide appropriate oversight of the Organization on behalf of the Parties between sessions of the Assembly.
- A) The Standing Committee is responsible for providing its views and guidance to the Director-General on behalf of the Parties. It is also responsible for hearing the Director-General, who shall report to it on the activities and management of the Organization and provide it with any documents and explanations that it may request. It is responsible for reviewing and monitoring the proper implementation of the budget, management plan, strategic plan, and other decisions of the Assembly, and preparing reports and recommendations for the Assembly. It shall take appropriate transitional measures if the position of Director-General falls vacant.
 - B) The Standing Committee shall be comprised of the President of the Assembly, who shall be its Chair, the Assembly's two Vice-Presidents, and one representative from each of four Parties who shall be elected by the Assembly in alternate years each for a two-year term. In electing the Parties to serve on the Standing Committee, the Assembly shall endeavor to form a Committee that is regionally diverse and representative of the Organization's membership. The Chair, Vice-Chair, or another member of the Board of Advisers designated by the Chair of the Board of Advisers shall serve as an observer to the Standing Committee. 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. The Chair has the overriding vote in case of equal distribution. The Standing Committee shall report its conclusions from any meeting to the Parties.
 - C) The Standing Committee shall solicit and receive applications for the position of Director-General on behalf of the Assembly, refer applications to the Board of Advisers for interviews and its views, interview candidates as appropriate, and forward its recommendations to the Assembly for consideration and decision.
3. The Board of Advisers, by its expertise, shall provide expert advice to the

Assembly, the Standing Committee, and 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. Candidates shall be put forward by a Party or, with respect to candidates not already serving on the Board, by the Board of Advisers. In electing members of the Board of Advisers, the Assembly should take into account the representativeness of the Board and range of expertise and backgrounds in various disciplines that have an impact on the rule of law and development. 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 Chair. 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 majority of the Board members.

The Director-General or his or her representative shall attend meetings of the Board of Advisers and may speak but may not vote. The Parties' representatives have the right to attend meetings of the Board of Advisers as observers.

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

- C) The Board of Advisers shall:
 - a) render advice on matters brought before it by the Organization's Director-General, the Standing Committee, and the Assembly;
 - b) contribute through its expertise and its recommendations to the fulfillment of the objectives of the Organization by the Director-General, according to the decisions of the Assembly;
 - c) contribute its views on the Organization's strategic and management plans in light of broader international trends relating to the rule of law and development;
 - d) adopt the Board of Advisers' rules of procedure, subject to their approval by the Assembly;
 - e) elect its Chair and its Vice Chair - after each partial renewal or if the position falls vacant;
 - f) put forward candidates for consideration by the Assembly, along with those put forward by the Parties, for each seat to be filled on the Board;
 - g) review applications for the position of Director-General of the Organization, interview the candidates as appropriate and forward its views to the Standing Committee for consideration; and
 - h) Submit an annual report of its activities to the Assembly of Parties.

- 4 The Director-General shall manage and administer the Organization.
- A) The Director-General shall be elected by the Assembly, taking into account the recommendation of the Standing Committee, for a four-year term of office renewable once.
- B) The Director-General shall:
- a) prepare the strategic and management plans and the budget, and report on activity for the elapsed year and the accounts for the last accounting period ended, which are to be presented to the Standing Committee and the Assembly;
 - b) seek the views of the Standing Committee on the Organization's management and strategic plans;
 - c) ensure that the decisions of the Assembly are implemented;
 - d) appoint and oversee the managers and other employees in accordance with the Organization's employment regulations;
 - e) have the authority to establish offices; and
 - f) represent the Organization in judicial proceedings and have the legal capacity to negotiate and conclude grants, leases, contracts, and other agreements and transactions related to its mandate on behalf of the Organization.
- C) The Director-General shall account for his/her administration and responsibilities to the Assembly and the Standing Committee and shall seek expert advice, as appropriate, from the Board of Advisers on the matters set forth in section 3.C 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. Member states shall endeavor to grant comparable rights, privileges and immunities in support of the Organization's activities in such countries, and non-member states are encouraged to do so as well.

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 Standing Committee taking into account the recommendation of the Audit and Finance Committee. The Standing Committee shall review and approve the external audit reports and financial statements of the Organization taking into account the recommendation of the Audit and Finance Committee. The results of such audits shall be made available to 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.

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 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.
2. Signature of or accession to the Agreement by any party eligible under this provision thereafter shall require approval of the Assembly by a simple majority or, in the absence of objection, pursuant to a written procedure between sessions of the Assembly.

3. The government of Italy shall be the Depositary of this Agreement.
4. 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, December 13, 2012, and November 28, 2017.