

IDLO

RULES OF

PROCEDURE

	Page
Rules of Procedure of the Assembly of Parties of the International Development Law Organization	3
Rules of Procedure of the Standing Committee of the International Development Law Organization	13
Rules of Procedure of the Board of Advisers of the International Development Law Organization	19
Rules of Procedure of the Audit and Finance Committee of the International Development Law Organization	24

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

**Rules of Procedure
of the
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, December 13, 2012, and November 28, 2017, 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” means the Standing Committee of the Organization.

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. The President shall convene an extraordinary session of the Assembly at the request of the Standing Committee. Any Party or the Board of Advisers may also 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.

Article 5 Place of Sessions

The sessions of the Assembly shall be held at the seat of IDLO, including through video or teleconference. 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 and the Director-General.

2. In preparing the provisional agenda, the President may also consult the Board of Advisers and the Secretariat and request any information and expert advice 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 in the event of a tie.

V. Board of Advisers

Article 15 Board of Advisers

1. In advance of a session, the Assembly may request expert advice 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, and shall also provide to the Assembly an annual report on its activities.
3. The Chair of the Board of Advisers shall be invited to attend meetings of the Assembly of Parties. If the Chair of the Board of Advisers is unable to attend a meeting of the Assembly, he/she may delegate the Vice-Chair to act in his/her

place in the meeting. The Chair 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 shall 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 senior official of IDLO 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

1. Decisions shall be prepared in the form of resolutions.
2. Between sessions of the Assembly, the Standing Committee or the Director-General may request the President that a decision is taken in writing in lieu of a meeting.
3. Following a specific request by the President, the Secretariat shall communicate the proposal of a decision received by the Standing Committee or the Director General to all the members of the Assembly for their approval within a period established by the President of no less than 30 days of communication; any comments received within the time limits established shall also be communicated.

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 Party Representative, or in the Representative's 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 on behalf of the Party.

Article 30
Majorities Required

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 within a session shall be taken by a majority of the votes cast.

2. Decisions of the Assembly taken between sessions shall be taken by consensus or by a majority of written votes cast provided that a majority of the Parties of the Assembly cast votes.
3. Decisions may be taken between sessions by consensus through a silence procedure at the request of the Standing Committee or, in the case of decisions involving the admission of new members, at the request of the Director-General. As provided in Article 28, the Secretariat shall communicate the proposed decision to all the members of the Assembly for their approval within a period established by the President of no less than 30 days of communication. If no objection is received within the time limit established by the President, the decision shall be deemed to have been adopted by consensus. If an objection is received, the President may request that the Secretariat recirculate the decision for a vote.
4. 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.
5. The Assembly shall consider applications for the position of Director-General, taking into account any advice provided by the Standing Committee and the Board of Advisers, as follows:
 - 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.
6. Elections for other vacancies shall follow the voting procedure set forth for the Director-General in paragraph 5 above except that in the case of multiple

candidates for multiple vacancies on the same governance body, Assembly representatives may vote for as many candidates on the ballot as there are vacancies and the candidates receiving the highest number of votes shall be elected.

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 bystanding.
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,
November 28, 2017, and November 13, 2019**

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.

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 report to the Assembly and provide appropriate oversight of the Organization on behalf of the Parties between sessions of the Assembly, in accordance with the specific functions provided for in Article VI, 2 of the Establishment Agreement.

In this framework:

- it shall hear the Director-General, who shall report to it on the activities, administration and management of the Organization 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;
- it shall take appropriate transitional measures if the position of Director-General falls vacant;
- 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 sessions of the Assembly; and

- monitors the responsiveness of the Director-General to any request submitted by the Assembly or by the Standing Committee.

Article III Membership

The Standing Committee, which shall be chaired by the President, shall consist of the members specified in Article VI, 2 of the Establishment Agreement. A representative of the Board of Advisers shall be entitled to attend meetings of the Standing Committee as an observer.

Article IV Responsibilities

1. The President shall prepare the agenda of the Standing Committee's meetings in consultation with the Director-General and 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

Except for the single Representative each from four 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 the Assembly.

Article VI Meetings of the Standing Committee

1. The Standing Committee shall hold regular meetings at least three times annually at the invitation of the President. The President may also call extraordinary meetings of the Standing Committee 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 regular meetings shall be transmitted by the Secretariat at least thirty (30) days in advance of the meeting. Notice of extraordinary meetings should be transmitted by the Secretariat at least twenty (20) days in advance of the meeting whenever possible.

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 threemembers.
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 or the Director-General may request the President that a decision is taken between sessions of the Standing Committee 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 or the Director-General to all the members of the Standing Committee for their approval or comments within a reasonable period established by the President; any comments received within the time limits established shall also be communicated.
3. Decisions of the Standing Committee between sessions shall be taken by consensus or by a majority of written votes cast provided that a majority of the members of the Standing Committee cast votes.
4. Decisions may be taken between sessions by consensus through a silence procedure. The Secretariat shall communicate the proposed decision to all the members of the Standing Committee for their approval within a period established by the President that will generally be no less than 30 days of communication, but in cases where expedited action is justified may be no less than 14 days of communication. If no objection is received within the time limit established by the President, the decision shall be deemed to have been adopted by consensus. If an objection is received, the President may request that the Secretariat recirculate the decision for a vote

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, additional members of the Board of Advisers, 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 and the Board of Advisers.

Article XIII
Working language

English and French shall be the languages of the Standing Committee. The Secretariat shall endeavor to translate Standing Committee's documents, as needed and feasible, to facilitate the participation of non-English speaking representatives.

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 the Audit and Finance Committee and any 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. Except in the case where the Director-General is seeking reelection for a second term and the election is

uncontested, the President shall invite the Board of Advisers to interview the candidates and provide any advice or recommendations relating to the candidates to the Standing Committee. The Standing Committee, which may also interview the candidates or observe the Board of Advisers' interviews, shall consider any advice or recommendations from the Board of Advisers and refer the top three candidates to the Assembly for decision.

3. The President shall, on behalf of the Organization and upon the review and approval of the Standing Committee, sign the contract of employment of the Director-General after the Director-General's election by the Assembly. The contract shall have the same duration as the term for which the Director-General was elected by the Assembly and have terms no less favorable than those for which the position was solicited. The President shall inform the Board of Advisers and the Parties of the conclusion of the contract.
4. The Director-General shall, upon request, transmit to the Standing Committee 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 and
November 28, 2017**

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 adopted 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.
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

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. Membership on the Board of Advisers is unpaid.

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. Upon joining the Board they must sign a declaration of interest to identify and avoid any potential conflicts of interest.
3. In addition to the criteria set forth in Article VI 3 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 a balanced and representative Board:
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; and
 2. 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

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 leftvacant.
3. An appointment of a member of the Board of Advisers may be withdrawn by a majority vote of the Assembly.

Article V
Chair and Vice-Chair

1. The Board of Advisers shall appoint a Chair and a Vice-Chair 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 Chair shall be responsible for coordinating the actions of the Board of Advisers

2. In the event the Chair and the Vice-Chair are temporarily unable to fulfill their functions, the Board of Advisers may appoint an Acting Chair who shall have full authority of the Chair. He/she shall exercise such authority until the Chair or the Vice-Chair is once again able to fulfill his/her functions.
3. In the event of death, permanent incapacity or resignation of the Chair or Vice-Chair, the Board of Advisers shall appoint a new Chair or Vice-Chair to serve out the term thus left vacant.
4. The Chair shall be an observer of and may provide appropriate expert advice and recommendations to the Standing Committee. The Chair may designate the Vice Chair or another member of the Board to attend the Standing Committee meetings in his or her absence. In appointing the Chair and the Vice-Chair, 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 Chair. Extraordinary meetings may be held at the invitation 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. Members of the Board shall be reimbursed for the cost of attending one in-person annual meeting.
2. The President of the Assembly, the Standing Committee, and the Director-General may notify the Chair of the Board of Advisers of any matters on which, among the Board of Advisers' competence, they wish to receive advice or recommendations.
3. The Director-General or designated representative may attend meetings of the Board of Advisers. He or she may speak but may not vote. The Parties' Representatives may also attend meetings of the Board of Advisers as observers.

Article VII Procedures for Development of Advice, Recommendations, and Decisions

1. The Board of Advisers shall seek to develop its advice, recommendations, and decisions by consensus. If consensus cannot be reached, its advice, recommendations, or decision may be adopted by a simple majority of the members. The Chair of the Board of Advisers has the overriding vote in case of equal distribution. It shall provide a report of its activities annually to the Assembly of Parties.
2. The Board of Advisers shall notify its advice, recommendations, and decisions to the governance body requesting such views by the most rapid means of communication available. The President shall forward such advice,

recommendations, and decisions to the members of the relevant governance body.

Article VIII
Functions of the Board of Advisers

The functions of the Board of Advisers are set forth in Article VI, 2 of the Establishment Agreement.

Article IX
Selection of Candidates for the Position of the Director-General

At least six weeks before the date of election of the Director-General, the Board of Advisers shall interview the candidates and question them about their experience, expertise, and their program. The Board of Advisers may establish, within itself, a restricted committee for the preparation of such interviews. The Board of Advisers shall deliver its advice regarding these candidates to the Standing Committee, which shall take them into account in determining which candidates to forward to the Assembly for consideration.

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

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
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, November 29, 2016,
November 28, 2017, and November 13, 2019**

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 ethics, risk management, 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;
 - e) Consult with and advise the Organization's internal auditor on the auditor's work plan for the following year, review the annual report of the auditor and discuss high priority recommendations and results from the internal audits, fraud risks, open audit recommendations, and any other concerns reported by the auditor; and
 - f) 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

1. The Audit and Finance Committee is appointed by the Assembly of Parties and shall be composed of five to seven Member Parties chosen from among members of the Assembly of Parties. The Member Parties should select individuals to represent them on the Audit and Finance Committee who have or have access to relevant financial expertise or resource management experience, in particular in or with international organizations.
2. An appointment to the Audit and Finance Committee shall be made for a two-year term that may be renewed.
3. The Assembly of Parties shall appoint a Chair from among the members of the Audit and Finance Committee. To the extent possible, the individual selected to represent the Chair should have experience in or with international organizations and relevant financial expertise. The members of the Audit and Finance Committee shall, at their first meeting of each calendar year, appoint a Vice-Chair from among the members. The Vice-Chair shall assist the Chair in the Chair's functions as set forth in these rules.
4. In the event a member can no longer serve on the Audit and Finance Committee, the Standing Committee may appoint an interim member until the next meeting of the Assembly of Parties.

Article 3 Secretariat

1. The senior financial representative of the Organization shall serve as Secretary to the Audit and Finance Committee.
2. Following the Chair'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.
3. The Audit and Finance Committee shall report on its activities, findings, and any recommendations 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

1. 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 Standing Committee and 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 Chair of the Audit and Finance Committee or called for by the Standing Committee or Assembly of Parties, as required.

2. Meetings of the Audit and Finance Committee may be held via video conference or conference call as determined by the Chair.
3. A quorum for a meeting shall consist of a majority of members of the Audit and Finance Committee. No decision shall be taken at a meeting in the absence of a quorum.
4. Management (the Director-General or members designated by the Director-General) and the senior financial representative of the Organization shall be heard during the meetings. The Organization's General Counsel and the internal and external auditor shall be invited to attend meetings, as appropriate. The Chair of the Audit and Finance Committee may also invite to meetings, as appropriate, observers from other countries with a financial role in the activities of the Organization absent an objection from any member of the Audit and Finance Committee or a Party.
5. The Audit and Finance Committee shall hold a separate executive session with the senior financial representative of the Organization at each of its meetings.
6. In addition, the Chair of the Audit and Finance Committee at least once each year shall invite the General Counsel and may invite the internal and 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.
7. The Standing Committee shall be provided with a copy of the minutes of each meeting of the Audit and Finance Committee.

Article 5 Decisions

1. Decisions of the Audit and Finance Committee shall be taken by consensus unless a vote is requested by the Chair or by three members.
2. Decisions of the Audit and Finance Committee by voting shall be taken by a simple majority of the members present.
3. If a vote is equally divided, the issue can be presented to the Standing Committee without a recommendation.

Article 6 Decisions Taken in Writing in Lieu of a Meeting

1. Any member of the Audit and Finance Committee or the Director-General may request that a decision is taken between sessions of the Audit and Finance Committee in writing in lieu of a meeting.
2. Following a specific request by the Chair, the Secretariat shall communicate the proposal of a decision to all the members of the Audit and Finance Committee

for their approval or comments within a reasonable period established by the Chair; any comments received within the time limits established shall also be communicated.

3. Decisions of the Audit and Finance Committee between sessions shall be taken by consensus or by a majority of written votes cast provided that a majority of the members of the Audit and Finance Committee cast votes.
4. Decisions may be taken between sessions by consensus through a silence procedure. The Secretariat shall communicate the proposed decision to all the members of the Audit and Finance Committee for their approval within a period established by the Chair of no less than 14 days of communication. If no objection is received within the time limit established by the Chair, the decision shall be deemed to have been adopted by consensus. If an objection is received, the Chair may request that the Secretariat recirculate the decision for a vote.

Article 7

Roles and Responsibilities

1. 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.

D) External Auditor

- a) Recommend to the Standing Committee the appointment of a reputable firm as the Organization's external auditor;
- b) Ensure that there is a new tender for the external auditor every three to five years, that it 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. If the same external auditing firm is selected, the firm shall be required to use entirely different personnel on its auditing team;
- 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 any investment of the Organization's funds 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 8

Access to personnel and information

1. 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.
2. 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.
3. The Audit and Finance Committee may request the senior financial representative of the Organization, the General Counsel, the internal auditor, or an external auditor to conduct any internal inquiry on an issue falling within the scope of the Committee's responsibilities.

Article 9

Implementation

1. The Rules of Procedure may be amended by the Assembly to the extent that any such amendment is consistent with the Establishment Agreement. Amendments initiated by the Audit and Finance Committee should receive the endorsement of the Standing Committee before being considered for adoption by the Assembly of Parties.

/ ENDS