

INTERNATIONAL CENTRE FOR TRADE AND SUSTAINABLE DEVELOPMENT

Articles of Association

Revised May 2015



International Centre for Trade
and Sustainable Development

(Originally adopted in Geneva, on 20 June 1996. Revised 22 March 1998, 15 November 2000, 25 September 2002, 14 December 2004, 19 May 2005, 11 June 2008, 1 September 2011, 11 May 2015)

TABLE OF CONTENTS

	<u>Page</u>
Cover Page	1
Table of Contents	2
Preamble	3
Article I	3
Establishment and Seat	
Article II	4
Objectives	
Article III	4
Functions	
Article IV	5
Membership	
Article V	6
Organisation	
Article VI	6
Governing Board	
Article VII	7
Executive Committee	
Article VIII	8
Secretariat	
Article IX	8
Advisory Council	
Article X	9
Auditors	
Article XI	9
Financial Resources	
Article XII	9
Concluding Provisions	

INTERNATIONAL CENTRE FOR TRADE AND SUSTAINABLE DEVELOPMENT

PREAMBLE

Aware of the overarching importance of trade for development and environment;

Recognising the mandate of relevant international organisations, notably the World Trade Organization (WTO), the United Nations Conference on Trade and Development (UNCTAD), the United Nations Environment Programme (UNEP), and the International Labour Organization (ILO) to contribute to a trade regime based on the principles of sustainable development;

Convinced of the importance of a transparent, participatory, democratic and accountable framework for trade-related decision-making at the multilateral, regional and national levels;

Recalling the need for close and effective co-ordination and co-operation among, civil society, particularly Non-Governmental Organisations (NGOs), and other actors in international trade policy.

The founding members: the Consumer Unity and Trust Society (CUTS) - India; Fundación Futuro Latinoamericano - Ecuador; the International Institute for Sustainable Development (IISD) - Canada; Swiss Coalition of Development Organisations (SCDO) - Switzerland; and IUCN - The World Conservation Union - Switzerland, established "The International Centre for Trade and Sustainable Development" with the following Articles of Association:

ARTICLE I

ESTABLISHMENT AND SEAT

- (a) The International Centre for Trade and Sustainable Development (hereinafter called "Centre") is constituted as an association in accordance with Article 60 (and following sub-articles) of the Swiss Civil Code;
- (b) The Centre shall be a non-profit organization. It shall devote any revenue or excess funds to its programmes or return excess funds to its donors. In no case shall the Centre distribute profit;
- (c) The seat of the Centre shall be in Geneva, Switzerland.

ARTICLE II

OBJECTIVES

The goal of the Centre is to contribute to the achievement of sustainable development in its economic, environmental, social, and political dimensions. The Centre's objectives shall be to:

- (d) Contribute to a better understanding of development and environment concerns in the trade policy process;
- (e) Enable participation in trade policy making, with special attention to the needs of those who are formally excluded or excluded, de-facto, for reasons of funding, geography or political conditions, including NGOs, other civil society organizations, developing country participants, and other key actors.
- (f) Stimulate the interest of NGOs and other key actors in trade and sustainable development;
- (g) Bridge the gap in information and communication between the NGO and trade policy communities.

ARTICLE III

FUNCTIONS

In pursuit of its objectives, the Centre shall:

- (a) Provide information services: e.g. facilitate access to information, establish context, publish a Bulletin, and link participants to relevant sources of information;
- (b) Facilitate dialogue: e.g. host NGO community meetings and link NGO, trade, research, business, and other communities;
- (c) Deliver support services: i.e. provide counselling on individual requests,
- (d) Commission and support research;
- (e) Undertake any other function that the Board may deem appropriate to achieve the agreed objectives.

ARTICLE IV

MEMBERSHIP

After the expiry of tenure of the founding members,

- (a) The membership of the association shall be composed of no fewer than five individuals, serving in their individual capacities, and shall be referred to as the Governing Board.
- (b) Members shall serve a term of three years from the date of election, and may serve no more than two consecutive terms, unless requested to do so by majority decision of the Governing Board. Election shall take place at any time during the year, and membership of the Governing Board of elected individuals shall be deemed to commence at the first Governing Board meeting attended as a member, or at the first meeting following election, whichever occurs first. Retirement shall be deemed to take place at the end of the calendar year in which the three years of membership (or six in the case of two terms) shall have expired.
- (c) The Governing Board should reflect a balanced range of experience and perspectives on trade, environment and development issues. Membership shall also represent appropriate balances in respect to region of origin (particularly between developed and developing countries); substantive and technical expertise; and gender.
- (d) At least one member shall possess significant financial and management skills and will act as the Treasurer. The Treasurer will be directly accountable to the governing board and will work principally with the Executive Committee on behalf of the Governing Board.
- (e) The Chief Executive will serve as an ex officio member of the board.
- (f) Governing Board members will exercise the duties of care and loyalty in the performance of their roles. Members will abide by the rules and norms established by the governing board for the conduct of members, and each member will sign an agreement that formally acknowledges such rules and the member's willingness to abide by them.
- (g) Members will lead and engage in an annual evaluation process that focuses on the performance of ICTSD governance and on how the Governing Board, its subsidiary bodies, the Secretariat, and members as individuals can improve ICTSD's performance as an organisation.

ARTICLE V

ORGANISATION

- (a) The Centre shall comprise the following organs: the Governing Board, the Executive Committee, the Secretariat, and the Advisory Council.
- (b) The Governing Board may create other advisory bodies as it deems appropriate.
- (c) The Governing Board may, at its discretion, recognise individuals who have provided exceptional services to the Centre or its mission by conferring upon them the title of “Distinguished Fellow of the Governing Board”. The individual so recognized shall enjoy such rights and responsibilities as the Board may determine. Distinguished Fellows terms shall be for three years and may be extended for additional three year terms at the Governing Board’s discretion.

ARTICLE VI

GOVERNING BOARD

The Governing Board shall be the highest decision-making organ of the Centre.

- (a) In order to fulfil its responsibilities, the Governing Board meets at least once a year. Extraordinary Governing Board meetings may be convened at the request of at least three members of the Governing Board;
- (b) Each member may exercise one vote. The Governing Board, however, shall endeavour to take its decisions by consensus;
- (c) Decisions are taken by a simple majority of the members present. Decisions related to a revision of the Articles of Association, the dissolution of the Centre, its merger with other institutions, or the admission and exclusion of members require the approval of at least two thirds of all members. In the event this proportion is not reached, a second Governing Board shall be convened within two months which shall decide by a majority of at least two thirds of the members present. Such decisions may also be taken by circulation, provided that at least two thirds of the Governing Board cast a vote;
- (d) The Governing Board shall be convened and presided over by the Chair or by the Chair’s representative. Invitations to the Governing Board meeting shall be dispatched by the Centre at least one month in advance, communicating the proposed agenda. Members may request amendments to the agenda. The members shall be informed at least one week prior to the Governing Board meeting of any items so proposed. Relevant documentation shall be coordinated with Chair and Chief Executive and dispatched by the Centre at least two weeks in advance of a meeting;
- (e) The Governing Board shall have the following duties and responsibilities:

- nomination and election of the Chair, a vice Chair, other members of the Governing Board, and a Secretary;
 - appointment of Executive Committee;
 - appointment of the external auditor;
 - approval of the annual report and the annual accounts;
 - amendments to the Articles of Association
 - dissolution of the Centre or its merger with other institutions:
 - approval of the minutes;
 - review of Centre policy, direction and substantive programmatic content, including approval of the annual work programme;
 - appointment and dismissal of the Chief Executive;
 - any other decision referred to it by members or the Executive Committee.
- (f) The Governing Board shall appoint a Secretary responsible for recording meeting decisions, production of minutes, preparation of supporting documentation and assisting the Chair and Chief Executive in preparation of meetings of the Governing Board and subsidiary bodies. The Secretary shall be accountable to the Governing Board.

ARTICLE VII

EXECUTIVE COMMITTEE

- (a) The Executive Committee, including the Chair, the vice Chair and Treasurer, shall be composed of at least five persons, three of whom shall be Governing Board members. The Chief Executive of the Centre shall serve as a member of the Executive Committee.
- (b) The term of office for members of the Executive Committee will be determined by Governing Board. Executive Committee members shall serve in their personal capacities with the exception of the Chief Executive.
- (c) The Executive Committee convenes at the invitation of its Chair or the Vice chair as often as business requires, as a rule at least twice a year. For decisions to be valid, at least half of the Committee members must be present. By mutual agreement, decisions by circular letter, telephone or email conference are admissible. The Secretary shall keep the minutes;
- (d) Decisions are taken by simple majority. In the event of equal votes, the Chair shall cast the deciding vote.
- (e) Taking into account the advice of the Governing Board, the Executive Committee shall have the following duties and decision-making powers:
- preparation and convening of the Governing Board (it shall be the Chair's duty to convene the Governing Board);
 - management guidance to the Secretariat, specifically in respect of finance,

- personnel and administration;
- approval of the annual budget and the financial perspectives for the subsequent two years;
 - establishment of administrative rules for the Centre, including Staff Rules;
 - initiating an evaluation procedure; all matters that are not explicitly assigned to the Governing Board or the Secretariat.
- (f) The Executive Committee shall report on its conclusions and decisions to the Governing Board.
- (g) The Executive Committee shall propose names of candidates for election to the Governing Board as required.

ARTICLE VIII

SECRETARIAT

- (a) The Secretariat shall be managed by the Chief Executive along the lines defined by the Governing Board and the Executive Committee;
- (b) The duties of the Chief Executive include:
- appointment and dismissal of personnel;
 - securing the funding of the Centre;
 - representation of the Centre;
 - preparation of the meetings of the Governing Board and Executive Committee in co-operation with the Chair;
 - implementation of the decisions of the Governing Board and Executive Committee;
 - any other duties the Governing Board or Executive Committee deems to be necessary for the smooth running of the Centre;

ARTICLE IX

ADVISORY COUNCIL

- (a) The Advisory Council will contribute to ICTSD's mission and objectives by extending ICTSD's presence, influence, and mission.
- (b) The Advisory Council will have no fiduciary duties. It will act in an advisory role to the Chief Executive as called upon.
- (c) Advisory Council members will be appointed by the Chief Executive and it will be managed at the Chief Executive's discretion, as delegated by the Governing Board.

- (d) Advisory Council members will serve three year terms, which will be renewable by invitation at the discretion of the Chief Executive.

ARTICLE X

AUDITORS

The annual financial statements shall be audited by an independent auditor. The auditor(s) shall be appointed by the Governing Board at its annual meeting.

ARTICLE XI

FINANCIAL RESOURCES

The financial resources required for the operation of the Centre shall be sought from various sources, including:

- NGOs, members and non-members;
- foundations;
- governments;
- other contributions.

The Centre shall endeavour to achieve a well-balanced array of funding sources in order to maintain its independence and credibility.

ARTICLE XII

CONCLUDING PROVISIONS

- (a) The fiscal year of the Centre shall be the calendar year;
- (b) In case of dissolution of the Centre, the Governing Board shall decide on the utilisation of the remaining assets after having honoured all obligations. In such a case, the remaining assets will be entirely allocated to an institution of public interest, pursuing comparable goals and benefiting from a tax exemption. In no case the remaining assets may be returned to the founders/members nor be used in any manner, wholly or partially, for their own profit.
- (c) These Articles of Association become effective on the date of their approval by the constituent assembly of the founding members.

Changes agreed 11 May 2015, ratified 24 November 2015