

As amended on 16 November 2012

CUTS International
Articles of Association

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CUTS International

PREAMBLE

Aware of the overarching importance of trade, governance and regulation for development and poverty reduction;

Recognising the mandate of relevant international organisations, such as the World Trade Organisation (WTO), the United Nations Conference on Trade and Development (UNCTAD), the International Trade Centre (ITC) and the International Labour Organisation (ILO) to contribute to a trade, governance and regulatory regime based on the principles of fair and just development;

Convinced of the importance of a transparent, participatory, democratic and accountable framework for economic 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, governance and regulatory policies;

Noting that the founding members: Mr. Philippe Brusick; Ms. Maria Cattai; Mr. Jean-Pierre Lehmann; Mr. Simon J. Evenett; Ms. Lichia Yiu; Ms. Veena Jha; and Mr. Bipul Chatterjee, established CUTS Geneva Resource Centre as an independent entity of CUTS in India and other countries, deriving its name because the impetus to establish it came from CUTS in India and other countries and to function as a close network;

Recognizing the spread of the activities of the Centre beyond Geneva and their international character,

Now Therefore to better reflect more correctly the nature and scope of the activities of the Centre, the General Assembly decides to change the name to CUTS International and adopts the following Articles of Association:

ARTICLE I: ESTABLISHMENT, SEAT AND APPLICABLE LAW

- a) CUTS International is constituted in accordance with Article 60 (and following sub-articles) of the Swiss Civil Code. CUTS International shall be governed by these Articles of Association.
- b) CUTS International shall be a non-profit organisation. In no case shall CUTS International distribute profit.
- c) The seat of CUTS International shall be in Geneva, Switzerland.
- C) Disputes involving CUTS International will be subject to the applicable laws of its seat.

ARTICLE II: OBJECTIVES

The goal of CUTS International is to contribute to the achievement of development and poverty reduction through better policies governing trade, economic, environmental, social, governance and political dimensions without any order of preference. The objectives of CUTS International shall be to:

- a) Contribute to a better understanding of development concerns in economic policy;
- b) Enable participation in trade and regulatory policy making, particularly in Geneva and 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 organisations, developing country participants, and other key actors;
- c) Stimulate the interest of NGOs and other key actors in Geneva and other places in trade, development, governance, regulation and poverty reduction; and
- d) Bridge the gap in information and communication between the NGOs and trade policy communities, including missions in Geneva and ministries in national capitals.

ARTICLE III: FUNCTIONS

In the pursuit of its objectives, CUTS International shall:

- a) Provide information services: e.g. facilitate access to information, establish contacts, publish bulletins, and link stakeholders to relevant sources of information;
- b) Facilitate dialogues: for example host NGO community meetings and link Geneva-based country missions, government officials in national capitals, NGOs, trade, research, business, and other communities;
- c) Deliver support services: that is to provide counselling on individual and collective requests from various stakeholders of the trade policy community, including government missions;
- d) Commission and support research; and
- e) Undertake any other function that the General Assembly may deem appropriate to achieve the objectives.

ARTICLE IV: ORGANISATION

- a) CUTS International shall comprise the following organs: the General Assembly, the Executive Committee, the Stakeholder Forum and the Secretariat. b) The General Assembly may create other bodies as it may deem appropriate suo moto or on demands made to it by other bodies.

ARTICLE V: GENERAL ASSEMBLY

- a) The General Assembly, which shall be the supreme decision making body of CUTS International, shall comprise of seven members. The members of the General Assembly shall elect from among themselves a Chair, a Secretary and a Treasurer. Other persons may attend as observers should the General Assembly so decide. The Director of CUTS International shall attend all meetings of the General Assembly as an observer. The General Assembly may nominate new members.
- b) Members of the General Assembly shall serve a term of three years from the date of appointment and may serve for no more than nine consecutive years. Membership of the General Assembly may be terminated on death or by written resignation notified to the General Assembly at least six months prior to the end of a financial year or by expulsion. A decision to expel a member of the General Assembly shall be taken by all the other members of the General Assembly. In case a member of the General Assembly fails to attend 3 (three) consecutive meetings of the General Assembly, the General Assembly will have the option to terminate his/her membership.

c) The General Assembly shall be so constituted as to have the following representation in its membership:

- substantial NGO and/or business experience
- wide range of perspectives on trade, governance and regulatory issues
- at least one member with financial and management skills
- gender balance
- balance between developing and developed countries

d) Responsibilities of the members of the General Assembly shall include:

1) Assisting CUTS International in identifying and bringing forward best practices in the areas where it is working; and

2) Actively supporting the goal and objectives of CUTS International including by collaboration, information provision, partnership, fund raising efforts, and representation in various bodies, independently or through the Director of CUTS International. For which the Director of CUTS International shall be entitled to make decisions and requests to the members of the General Assembly.

e) The General Assembly shall have the following duties and powers:

1) Nomination and election of the Chair and functionaries (Secretary and Treasurer) of the General Assembly;

2) Appointment of the Executive Committee;

3) Nomination of members/ institutions to the Stakeholder Forum;

4) Appointment of the external auditor(s) on proposal submitted by the Executive Committee;

5) Approval of the annual budget, annual report, annual audited accounts and financial statements of CUTS International proposed by the Executive Committee;

6) Amendments to the Articles of Association;

7) Dissolution of CUTS International or its merger with other institutions;

8) Review of CUTS International policy, direction and substantive programmatic content, including approval of the annual work programme;

9) Any other decisions referred to it by members or the Executive Committee.

f) The General Assembly shall normally meet once a year. Extraordinary General Assembly meeting may be convened at the request of a majority of members of the General Assembly. Under circumstances requiring urgent action, decisions by circular letter, telephone or emails are admissible.

g) The General Assembly shall take its decisions by consensus. For decisions to be valid, at least half the number of members must be present. Participation by telephone, emails or other means of communication shall be deemed to be physical presence. In the absence of a quorum, the meeting will be reconvened after an hour and the proceedings shall be valid even if there is no quorum. If there is no consensus then decisions shall be taken by a simple majority of those present. In case of a tie, the Chair of the General Assembly (and if s/he is not present then a member of the General Assembly as nominated by the Chair) shall make decisions on particular issues.

h) The General Assembly shall be convened and presided over by the Chair or by the Chair's representative. Invitations to the General Assembly meeting shall be despatched by the CUTS International secretariat at least two weeks in advance, communicating the proposed agenda. Members may request amendments to the agenda. The other members shall be informed at least one week prior to the General Assembly meeting of any items so proposed.

i) The members of the General Assembly shall be compensated by CUTS International for travel and related costs of attending the meetings of the Assembly.

i-bis) The members of the General Assembly may be retained for special consultancies, and where such consultancies are awarded, commensurate remuneration will be paid. The decision to award such consultancies shall be taken by the Director in consultation with the

Chairman and Treasurer of the General Assembly and in accordance with the relevant rules and policies.

j) The Chair and/or members of the General Assembly can in no way be held responsible for financial liabilities that CUTS International may incur directly or indirectly.

k) Minutes of meetings of the General Assembly shall be prepared by the Secretary, approved by the Chair and circulated to members for comments and confirmed at the subsequent meeting.

ARTICLE VI: EXECUTIVE COMMITTEE

a) The Executive Committee of CUTS International shall be composed of at least 5 (five) persons, 3 (three) of whom shall be members of the General Assembly. The Director of CUTS International shall serve as the non-voting Member Secretary of the Executive Committee and shall nominate a representative from the full-time staff of CUTS International as another non-voting member of the Executive Committee. The Members of the Executive Committee shall appoint a Chair from among those members of the Committee who are also members of the General Assembly.

b) The term of office for the members of the Executive Committee will be determined by the General Assembly. The Director of CUTS International, in his capacity as Secretary of the Executive Committee shall report on its decisions to the General Assembly. Executive Committee members shall serve in their personal capacities with the exception of the representative of CUTS International staff.

c) The Executive Committee shall convene at the invitation of the Chair of the General Assembly as often as business requires, and as a rule at least twice a year. For decisions to be valid, at least half the number of members must be present. Participation by telephone, emails or other means of communication shall be deemed to be physical presence. In the absence of a quorum, the meeting will be reconvened after an hour and the proceedings shall be valid even if there is no quorum. d) Decisions of the Executive Committee shall be taken by consensus. If there is no consensus then decisions shall be taken by a simple majority of those present. In case of a tie, the Chair of the Executive Committee shall have a casting vote.

e) The Executive Committee shall have the following duties and decision-making powers to manage the day-to-day affairs of CUTS International:

1) Preparation of reports to the General Assembly and responding to enquiries from the General Assembly;

2) Management guidance to the Secretariat, specifically in respect of finance, personnel and administration;

3) Preparation of provisional annual budget, annual reports, annual audited accounts and financial statements for the final approval by the General Assembly;

4) Establishment and revision of administrative and financial rules for CUTS International, including Staff Rules;

5) Appointment of the Director of CUTS International.

6) Conduct of evaluation procedure for the activities of CUTS International; and

7) All other matters that are not explicitly assigned to the General Assembly or the Secretariat.

ARTICLE VII: STAKEHOLDER FORUM

a) The Chair of the General Assembly shall be the Chair of the Stakeholder Forum. The Director of CUTS International and a staff member of CUTS International (to be nominated

by the Director of CUTS International from among its full-time staff) shall be the members of the Stakeholder Forum.

b) The Stakeholder Forum shall have a minimum of 10 members, though the General Assembly may modify its size as needed. The Forum shall be characterised by substantial representation from institutions, civil society and by a majority representation of developing country interests within an acceptable geographical distribution.

c) The Forum shall monitor the mandate, programme activities and outputs of CUTS International and shall offer critical advice with respect to these but shall not take any decisions on its own.

d) A member of the Stakeholder Forum can nominate other members and Alternates to the Stakeholder Forum subject to the approval by the General Assembly.

e) The Forum members can also serve as an information gathering and dissemination network, by forwarding potential useful information to CUTS International, and in turn by bringing the products and publications of CUTS International to the attention of other relevant actors.

f) The Forum shall meet at least once a year ideally before a meeting of the Executive Committee. The Chair of the General Assembly shall convene a meeting of the Stakeholder Forum. The Stakeholder Forum can also meet virtually through online discussion and other innovative means. The Director of CUTS International shall be responsible for reporting the discussions at the Stakeholder Forum to the members of the General Assembly and the Executive Committee.

g) Member institutions of the Stakeholder Forum shall be selected for a three-year term, with no limit to the number of consecutive terms.

ARTICLE VIII: SECRETARIAT

a) The Secretariat shall be managed by the Director.

b) The duties of the Director include:

1) Preparation of annual programme of work for approval by the Executive Committee;

2) Adjustment of annual programme of work according to circumstances and subject to approval by the Executive Committee;

3) Management of CUTS International in accordance with the administrative and financial rules and to achieve its objectives and discharge its functions;

4) Appointment and dismissal of personnel;

5) Obtaining funding of CUTS International, keeping the members of the Executive Committee informed about the fundraising efforts;

6) Representation of CUTS International;

7) Preparation of materials and logistics for the General Assembly, the Executive Committee, and the Stakeholder Forum meetings in consultation with the Chair;

8) Implementation of the decisions of the General Assembly and the Executive Committee, and therefore respective accountability to the General Assembly and the Executive Committee; and

9) Any other duties deemed by the General Assembly or the Executive Committee necessary for the effective functioning of CUTS International.

ARTICLE IX: FINANCIAL RESOURCES

a) The financial resources required for the operation of CUTS International shall be sought from various sources, including:

1) Foundations;

- 2) NGOs;
 - 3) Governments; and
 - 4) Other contributions.
- b) The financial resources will be of different types such as:
- 1) Project grants from foundations (private as well as public);
 - 2) Research fees from various sources;
 - 3) Donations from individuals and organisations;
 - 4) Fees for specific services that the CUTS International can provide to individuals and organisations;
 - 5) Sale of publications; and
 - 6) Any other types of financial resources commensurate with the goals and objectives of the CUTS International.
- c) CUTS International shall endeavor to achieve a well-balanced array of funding sources in order to maintain its independence and credibility.
- d) All the funds will be used in conformity with the objectives and functions of CUTS International and as per the mandate of the grants received.
- e) The auditor appointed by the General Assembly shall audit the accounts of CUTS International every year and shall submit the audited report to the General Assembly.
- f) CUTS International shall be bound by the joint signatures of any two out of the Chair, Secretary and Treasurer of the General Assembly, or the person(s) respectively nominated by them.

ARTICLE X: CONCLUDING PROVISIONS

- a) The fiscal year of CUTS International shall be the period from 1 April to 31 March.
- b) In case of dissolution of CUTS International the available assets will be fully transferred to an institution pursuing a public purpose similar to that of CUTS International and benefitting from tax exemption. In no case can the property be returned to the physical or founding members of CUTS International, nor be used for their benefit in whole or in part in any manner whatsoever.
- c) These Articles of Association become effective on the date of their approval by the constituent assembly of the founding members.

Amendments to the Articles of Association of CUTS International dated 5th November 2007 were agreed by the General Assembly through circulation on 31st March 2008, on 8 June 2008, on 20 November 2008, on 10 March 2009, on 15 May 2012, and on 16 November 2012.