

**DRAFT GENERAL REGULATIONS, INCLUDING FINANCIAL REGULATIONS
AFTER COMMENTS REVIEW**

Proposed text

Article 1 - Application

These General Regulations together with the Financial Regulations annexed hereto, as Annex A, shall apply for each organ and govern the day-to-day management of the International Organization for Marine Aids to Navigation (hereinafter the “Organization”).

The General Regulations and the Financial Regulations are reviewed and approved in accordance with Article 7.7 (c) of the Convention on the International Organization for Marine Aids to Navigation (hereinafter the “Convention”).

Article 2 - Membership

2.1 Composition of Membership

The Organization is comprised of Member States, Associate Members and Affiliate Members as stipulated in Article 5.1 of the Convention.

2.2 Point of contact for Member States

Member States will designate a point of contact, preferably from the national authority responsible for the regulation, provision, maintenance or operation of Marine Aids to Navigation.

2.3 Request for Associate or Affiliate Membership

- (a) Requests to become an Associate Member or Affiliate Member must be made in writing to the Secretariat and should be accompanied by a completed membership request form.
- (b) The Secretariat shall submit requests for Associate membership to the General Assembly and requests for Affiliate membership to the Council, for a decision.
- (c) Upon request for Associate membership for a territory or a group of territories by the Member State, and upon payment of the fee by the applicant Associate Member, and until final approval by the General Assembly, the applicant Associate Member is granted provisional acceptance of the membership including the ability to exercise membership rights of that category.
- (d) Upon request for Affiliate membership and payment of the fee by the applicant Affiliate Member, and until final approval by the Council, the applicant Affiliate Member is granted provisional acceptance of the membership including the ability to exercise membership rights of that category.

2.4 Affiliate Industrial Members

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(a) Affiliate Members who are manufacturers or distributors of Marine Aids to Navigation equipment for sale, or organizations providing Marine Aids to Navigation services or technical advice under contract, will be defined as Affiliate Industrial Members.

(b) Affiliate Industrial Members are represented by the Industrial Members Group, in accordance with its Terms of Reference as approved by the General Assembly of Industrial Members. The Industrial Members Group is not considered to be a subsidiary body of the Organization.

2.5 Fees

(a) Fees may be determined as different amounts for Associate Members, Affiliate Industrial Members and other Affiliate Members and shall be consistently applied.

(b) Associate Members and Affiliate Members who fail to pay fees by the due date may be subject to suspension of membership rights and benefits in accordance with Article 2.6.

2.6 Suspension and Reinstatement of Associate and Affiliate Membership

(a) The Council may suspend an Associate or Affiliate membership for unpaid fees in accordance with the arrangements set out in the Financial Regulations.

(b) The Secretary-General reinstates an Associate or Affiliate membership suspended under Article 2.6 (a) when the Associate Member or Affiliate Member has paid advised arrears of fees. The Secretary-General must advise the Council of such action at the next Council meeting.

(c) The General Assembly may suspend an Associate membership and the Council may suspend an Affiliate membership for any activities incompatible with the aim and objectives of the Organization. The General Assembly and the Council respectively, shall set requirements for the reinstatement of membership.

(d) The Council reinstates an Associate or Affiliate membership suspended under Article 2.6 (c) when the Council is satisfied that the Associate Member or Affiliate Member has met the requirements set out by the General Assembly or the Council.

2.7 Termination of Associate and Affiliate Membership

Associate or Affiliate membership may be terminated:

(a) by the Member State for Associate Members or by the Affiliate Member by notice in writing to the Secretariat at any time. Such termination will take effect:

i on the date specified in the notice of termination; or

ii if no date is specified in the notice of termination, thirty calendar days after the notice is received by the Secretariat;

(b) by the Council where a suspended Associate Member or Affiliate Member has not paid fees within twelve months of suspension for that non-payment. The Secretary-General will notify the Council of any such event at its next meeting. Such termination will take effect from the date of the meeting at which the Council terminates the membership; or

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(c) by the General Assembly for Associate Members and by the Council for Affiliate Members, for any activities incompatible with the aim and objectives of the Organization.

The Secretary-General must notify the Associate Member or Affiliate Member of the reason for termination and the date of effect of termination within thirty calendar days of the decision being taken by the General Assembly or the Council.

Article 3 - The General Assembly

3.1 Convening

(a) The regular session of the General Assembly shall ordinarily be convened once every three years.

(b) The regular session of the General Assembly should, where possible, be convened during the same period and at the same location as the Organization's conference, but in any case, must be held no earlier than June of the General Assembly year. For reasons of necessity, the Council may determine an alternate time, in which case the General Assembly will be convened at a location determined by the Council.

(c) It should be a condition for convening the General Assembly at a location other than the seat of the Organization that the Member State in whose territory it is proposed to hold the General Assembly gives assurances, at the time of the offer, that Member State, subject to its laws and regulations, will not prevent a representative of a Member State, Associate Member or Affiliate Member of the Organization from entering that Member State for the purpose of attending the General Assembly.

(d) The Council may, if deemed necessary, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly at such time and place as it determines.

(e) Under exceptional circumstances the Council may convene the General Assembly in virtual format.

(f) The Secretary-General shall, after a notice of ninety calendar days, convene an extraordinary session of the General Assembly within one hundred twenty calendar days of receipt by the Secretary-General of requests to do so from one-third of the Member States, the time and place of which session will be determined by the Secretary-General.

3.2 Attendance

(a) Member States, Associate Members and Affiliate Members of the Organization have the right to attend the General Assembly without charge but are responsible for their own travelling and accommodation expenses.

(b) The Secretary-General is authorised to invite, on behalf of the Council and subject to consent of the General Assembly, as observers:

i states that are not parties to the Convention;

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ii intergovernmental or non-governmental international organizations whose activities are connected with those of the Organization; or

iii other persons or organizations as necessary for the scope of the Organization.

(c) Each Member State will communicate in writing, in accordance with its own practice, to the Secretary-General the names of the persons composing its delegation to the General Assembly, designating its principal delegate, as well as its alternative. This communication signed by an appropriate government authority of the Member State will be regarded as appropriate credentials for the participation of the named individuals in all activities of the General Assembly.

(d) Each Associate Member and Affiliate Member will communicate in writing to the Secretary-General the names of the persons attending the General Assembly.

3.3 Organization

(a) The regular session of the General Assembly is to be prepared and organised by the Secretary-General using the resources of the Secretariat or such other resources as agreed in writing with the Member State in whose territory the General Assembly is to be held.

(b) One hundred and eighty calendar days before the opening of the regular session of the General Assembly the Secretariat shall invite Member States to submit proposals that they wish to discuss at the General Assembly in writing. These will be received by the Secretariat for the following sixty calendar days.

(c) One hundred and twenty calendar days before the opening of the regular session of the General Assembly, the Secretariat shall circulate submitted proposals together with those prepared by the Council to all Member States, Associate Members and Affiliate Members, who shall be invited to forward their comments in writing to the Secretariat within sixty calendar days. After this date no proposals shall be accepted unless:

i there are exceptional circumstances, in which case the proposal should be approved by the General Assembly for inclusion; or

ii the proposal amends or provides an alternative to a proposal already submitted, in which case it may be received until thirty calendar days before the opening of the regular General Assembly.

(d) All papers, including the provisional agenda but excluding any amending or alternative proposals, shall be circulated by the Secretariat to Member States, Associate Members and Affiliate Members at least sixty calendar days before the opening of the regular General Assembly.

(e) The provisional agenda for a regular session of a General Assembly shall be prepared by the Secretariat for approval by the Council and shall normally include:

i Adoption of the agenda

ii Election of the President and the Vice President

iii Report of the Secretary-General

iv Election of the Council

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- v Election of the Secretary-General
 - vi Establishment and termination of Committees and subsidiary bodies and review and approval of their Terms of Reference
 - vii Review and approval of the financial arrangements
 - viii Approval of the overall policy and the strategic vision
 - ix Review and approval of the General Regulations and Financial Regulations
 - x Approval of standards
 - xi Decision on Associate membership
 - xii Consideration of reports and proposals received from Member States, the Council or the Secretary-General
 - xiii Any other business
- (f) The provisional agenda for an extraordinary session of a General Assembly called by the Council shall be prepared by the Secretary-General for approval by the Council and shall include consideration of the question(s) for which the session was convened.
- (g) The provisional agenda for an extraordinary session of a General Assembly called by the Member States shall be prepared by the Secretary-General and shall include consideration of the question(s) for which the session was convened.

3.4 Rules of Procedure

The following Rules of Procedure shall apply to the conduct of the work of the General Assembly:

3.4.1 The Role of the Chair

- (a) The President or, if the President is unable to act, the Vice President shall be the Chair, in accordance with the Convention Article 6.2, and will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and these General Regulations, accord the right to speak, put questions to a vote and announce decisions.
- (b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

3.4.2 Conduct of Meetings

- (a) No person may address the General Assembly without having previously obtained the permission of the Chair. Subject to this rule and rules b), c), g) and i) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.
- (b) The Chair of a Committee of a subsidiary body or his or her representative may be accorded precedence for the purpose of explaining the conclusion arrived at by that Committee or subsidiary body.

- (c) During the discussion of any matter, a delegate may rise to a point of order. Two delegates may speak in favour of, and two against, the point of order, after which the point of order shall immediately be decided by the Chair. A delegate may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote. A delegate rising to a point of order may not speak on the substance of the matter under discussion.
- (d) The General Assembly may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited and a delegate has spoken for the allotted time, the Chair shall call such delegate to order without delay.
- (e) During the course of a debate, the Chair may announce the list of speakers and, with the consent of the General Assembly, declare the list closed. The Chair may, however, accord the right of reply to any delegate if a speech delivered after the closure of the list makes this desirable.
- (f) During the discussion of any matter, a delegate may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two delegates may speak in favour of, and two against, the motion, after which the motion shall immediately be put to a vote. The Chair may limit the time to be allowed to speakers under this rule.
- (g) A delegate may, at any time, move the closure of the debate on the question under discussion, whether or not any other representative has signified his wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to a vote. If the General Assembly is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- (h) During the discussion of any matter, a delegate may move the suspension or the adjournment of the meeting. Such motions shall not be debated but shall be immediately put to a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.
- (i) Subject to rule (c) above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:
- i to suspend the meeting;
 - ii to adjourn the meeting;
 - iii to adjourn the debate on the question under discussion; and
 - iv for the closure of the debate on the question under discussion.
- (j) Subject to rule (c) above, any motion calling for a decision on the competence of the General Assembly to discuss any matter or to adopt a proposal or an amendment submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal or amendment in question.
- (k) A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any delegate.

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(l) When a proposal has been adopted or rejected it may not be reconsidered unless the General Assembly so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to a vote.

3.4.3 Voting

(a) The Chair shall appoint two scrutineers from amongst the Member States who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

(b) The principal delegate of a Member State shall have the right to vote or to designate any other member of its delegation to vote on his or her behalf.

(c) Member States abstaining from voting or casting an invalid vote will be considered as not voting.

(d) A Member State will not vote on behalf of another Member State.

[(e) If a virtual vote is required, the Secretary General, with the approval of the Council, shall implement a virtual voting system that meets the criteria as set out in rules (a) to (d) above which will ensure the validity and the security of the vote.]

3.4.4 Decision Making and Reporting

(a) Where the General Assembly is requested to make a decision, that request shall be put to the meeting in the form of a draft General Assembly resolution. Each draft resolution should include an implementation date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.

(b) The Secretariat shall arrange for the work of the General Assembly to be recorded in a report. The draft report shall be distributed to those Member States, Associate Members and Affiliate Members attending, which may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the Member States, Associate Members and Affiliate Members concerned.

(c) The revised draft report will be adopted by the General Assembly in session, or if necessary, by correspondence.

(d) Member States, Associate Members and Affiliate Members who made statements during debate may request that such statement be attached to the report.

(e) The report, together with all relevant documents, shall be made available to the Member States, Associate Members and Affiliate Members within fourteen calendar days after their approval by the General Assembly.

(f) Audio recordings of General Assembly sessions may be made and retained by the Secretariat for record-keeping purposes. At least the recording in the working language will be made available for public online access within one month of the close of the General Assembly.

3.5 Election of the President and the Vice President

The General Assembly shall elect the President and the Vice President of the Organization as follows:

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(a) The Secretary-General will invite Member States to declare their candidacy for the Presidency or Vice Presidency one hundred eighty calendar days before the opening of the regular session of the General Assembly. Candidacies will be received by the Secretariat for the following hundred and twenty calendar days. Candidacies should include:

- i the name of the Member State in each case; and
- ii a statement, in the form approved by the Council and provided by the Secretariat, outlining the credentials of the Member State in each case.

(b) Sixty calendar days before the opening of the regular session of the General Assembly all candidacies shall be collated and circulated to all Member States by the Secretariat. After this date no candidacies shall be accepted unless there are exceptional circumstances, in which case the candidacy should be approved by the General Assembly for inclusion in the election.

(c) A vote to elect first the President and second the Vice President from among the candidate Member States will be conducted by secret ballot.

(d) The Secretariat shall produce a ballot form for candidacies for the Presidency and Vice Presidency and each Member State shall have one vote for each position.

(e) The Chair shall appoint two scrutineers from amongst the Member States who are not candidates for either of the positions, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

(f) The candidate winning a simple majority of votes will be elected. When several candidates compete for the position, and no candidate obtains a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewest votes each time. Should a simple majority not be possible due to an equal division of votes amongst the remaining two candidates for two subsequent ballots the Chair will draw by lot the Member State who will be elected.

(g) The term of the President and the Vice President shall be limited to a maximum of two consecutive terms.

(h) Should the position of President become vacant, the Vice President will assume this role and the position of Vice President will consequently become vacant instead. In this event, or if the position of Vice President becomes vacant otherwise, the Secretary-General shall call for nominations to fill the vacant position and will conduct a ballot in accordance with Article 3.5 above.

3.6 Election of the Council

The election of the Council shall be conducted as follows:

(a) The Secretary-General will invite Member States to declare their candidacy for the Council one hundred and eighty calendar days before the opening of the regular session of the General Assembly. Candidacies will be received by the Secretariat for the following hundred and twenty calendar days. Candidacies should include:

- i the name of the Member State; and

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ii a statement, in the form approved by the Council and provided by the Secretariat, outlining the capabilities of the Member State for a position on the Council.

(b) Sixty calendar days before the opening of the regular session of the General Assembly all candidacies shall be collated and circulated to all Member States by the Secretariat. After this date no candidacies shall be accepted unless there are exceptional circumstances, in which case the candidacy shall be approved by the General Assembly for inclusion in the election.

(c) A vote to elect Council members other than the President and the Vice President from among candidates will be conducted by secret ballot.

(d) The Secretariat shall produce a ballot form for candidates for the Council and each Member State shall have one vote for each vacant seat on the Council.

(e) The Chair shall appoint two scrutineers from amongst the Member States who are not candidates for the Council, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

(f) If two or more candidates obtain the same number of votes for the last seat or seats to be filled, there shall be a further ballot from among these candidates only. Should the votes again be divided equally between more than two candidates, the Chair shall draw by lot the candidate to be eliminated in any subsequent ballots. Should the votes again be divided equally between two candidates for the last seat to be filled, the Chair shall draw by lot the candidate who will be elected to the Council.

(g) When voting and counting are completed the Chair shall confirm the election and invite the newly elected Council members to take up their duties.

(h) The term of the Council is from confirmation of its election until the election of a new Council at the following ordinary General Assembly.

(i) Should a Member State vacate its Council membership during the term of the Council, that position would remain vacant for the term of the Council.

3.7 Election of the Secretary-General

The election of the Secretary-General shall be conducted as follows:

(a) The Council will invite Member States to nominate candidates from among their respective nationals within a period of ninety calendar days. The list of candidates shall be closed thirty calendar days prior to the opening day of the regular session of the General Assembly.

(b) The nominations shall be notified to all Member States by the Secretariat as soon as they are received.

(c) A vote to elect the Secretary-General from amongst those nominated will be conducted by secret ballot.

(d) The Chair shall appoint two scrutineers from amongst the Member States who have not nominated candidates, who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

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(e) The candidate winning a simple majority of votes will be elected. When several candidates compete for the position, and no candidate obtain a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewer votes. Should a simple majority not be possible due to an equal division of votes amongst the remaining two candidates **for two subsequent ballots** the Chair will draw by lot the name of the candidate who will be appointed to the position.

(f) In the event that the position of Secretary-General becomes vacant in the interval between two sessions of the General Assembly, the Council is empowered to appoint an acting Secretary-General, whose term of office shall not extend beyond the next General Assembly.

(g) The terms of employment for the candidate elected as Secretary-General shall be determined by the Council, with final details agreed by the President and Chair of the Finance and Audit Group as Council's representatives.

Article 4 - The Council

4.1 Functions

(a) The Council, in fulfilling its obligation to administer the Organization will carry out the functions assigned to it by Article 8.8 of the Convention.

(b) In the period between General Assemblies, should no appropriate provision exist in the Convention or these General Regulations, the Council shall make any administrative or technical decision which may be necessary, unless such decision falls exclusively within the jurisdiction of the General Assembly under the Convention. Any such decision must be referred to the next General Assembly for confirmation.

(c) The Council shall be guided by the overall policy and strategic vision as decided by the General Assembly.

(d) If the Council considers that any question or issue should be referred to Member States, it shall direct the Secretary-General to send a circular to each Member States requesting them to notify the Secretariat of their opinion on the matter. The Council shall then decide the matter.

4.2 Convening

(a) The Council will be convened, ordinarily twice a year by notice in writing or on an extraordinary basis, by any of the following:

i. the President or if the President is unable to act the Vice President;

ii. the Secretary-General; or

iii. **if requested by at least two Council members by notice in writing to the Secretary-General.**

(b) The date of regular meeting of the Council will be determined by decision of the Council at its previous meeting. The location will be the seat of the Organization unless otherwise agreed by the Council.

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(c) The date of an extraordinary meeting of the Council will be not less than thirty calendar days from the date of notification, and the location will be the seat of the Organization unless otherwise agreed by the President or if the President is unable to act the Vice President and the Secretary-General.

(d) Under exceptional circumstances the Council may convene in virtual format.

(e) The Council may also determine that a representative of any Committee or subsidiary body or of another organization may be present at a Council meeting.

4.3 Organization of Meetings

(a) Council meetings are to be prepared and organized by the Secretary-General using the resources of the Secretariat.

(b) Member States and Affiliate Members of the Organization attending the Council are responsible for their own travelling and accommodation expenses.

(c) Member States will communicate in writing the name of the delegate representing that Member State at the Council.

(d) Sixty calendar days before a scheduled regular Council meeting the Secretariat shall invite Member States to submit papers addressing matters that they wish to discuss at the Council. These will be received by the Secretariat for the next fourteen calendar days.

(e) Forty calendar days before the opening of the regular meeting of the Council submitted papers together with those prepared by the Secretariat shall be made available to all Member States, and they shall be invited to forward their comments to the Secretariat within twenty calendar days.

(f) Twenty calendar days before the regular meeting of the Council the Secretariat shall make all papers and the provisional agenda for the meeting available to Member States, Associate Members and Affiliate Members.

(g) The provisional agenda for a regular meeting of the Council shall normally include:

- i. Approval of the Agenda
- ii. Report of the President and Secretary-General
- iii. Report of the Finance and Audit Group
- iv. Reports of Committees and subsidiary bodies
- v. Decisions on Affiliate membership
- vi. Any other business
- vii. Date, time and venue of next meeting

(h) The provisional agenda for an extraordinary meeting of the Council shall normally include consideration of the question(s) for which the meeting was convened.

4.4 Rules of Procedure

The following Rules of Procedure shall apply to the conduct of the business of the Council:

4.4.1 The Role of the Chair

- (a) The President or, if the President is unable to act, the Vice President shall be the Chair, in accordance with the Convention Article 6.2, and will open and close the meeting, direct discussions, ensure the observance of the procedures in the Convention and the General Regulations, accord the right to speak, put questions to a vote and announce decisions.
- (b) The Chair will have control over the proceedings and may rule on points of order and shall have the power to propose adjournment or closure of debates or adjournment or suspension of the meeting.

4.4.2 Conduct of meetings

- (a) No person may address the Council without having obtained the permission of the Chair. Subject to rules (b), (f) and (h) below, the Chair shall call upon speakers in the order in which they signify their desire to speak. The Chair may call a speaker to order if the remarks of such speaker are not relevant to the subject under discussion.
- (b) During the discussion of any matter, a Council member may rise to a point of order. Two delegates may speak in favour of, and two against, the point of order, after which the point of order shall immediately be decided by the Chair. A Council member may appeal against the ruling of the Chair. The appeal shall immediately be put to a vote. A Council member rising to a point of order may not speak on the substance of the matter under discussion.
- (c) The Council may, on the proposal of the Chair, limit the time to be allowed to each speaker on any particular subject under discussion. When the debate is limited and a Council member has spoken for the allotted time, the Chair shall call the Council member to order without delay.
- (d) During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Council, declare the list closed. The Chair may, however, accord the right of reply to any Council member if a speech delivered after the closure of the list makes this desirable.
- (e) During the discussion of any matter, a Council member may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two Council members may speak in favour of, and two against, the motion, after which the motion shall immediately be put to a vote. The Chair may limit the time to be allowed to speakers under this rule.
- (f) A Council member may, at any time, move the closure of the debate on the question under discussion, whether or not any other Council member has signified their wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to a vote. If the Council is in favour of the closure, the Chair shall declare the closure of the debate. The Chair may limit the time to be allowed to speakers under this rule.
- (g) During the discussion of any matter, a Council member may move the suspension or the adjournment of the meeting. Such motions shall not be debated but shall be immediately put to a vote. The Chair may limit the time to be allowed to the speaker moving the suspension or adjournment.

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(h) Subject to rule (b) above, the following motions shall have precedence in the following order over all the other proposals or motions before the meeting:

- i. to suspend the meeting;
- ii. to adjourn the meeting;
- iii. to adjourn the debate on the question under discussion; and
- iv. for the closure of the debate on the question under discussion.

(i) Subject to rule (b) above, any motion calling for a decision on the competence of the Council to discuss any matter or to adopt a proposal submitted to it shall be put to a vote before the matter is discussed or a vote is taken on the proposal in question.

(j) A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended or that an amendment to it is not under discussion. A motion which has thus been withdrawn may be reintroduced by any Council member.

(k) When a proposal has been adopted or rejected it may not be reconsidered unless the Council so decides. Permission to speak on a motion to reconsider shall be accorded only to the mover and one other supporter and to two speakers opposing the motion, after which it shall be put immediately to a vote.

4.4.3 Voting

(a) The Chair shall appoint two scrutineers from amongst the Council members who shall proceed to scrutinise the votes cast and the counting of votes by the Secretariat.

(b) Council members abstaining from voting or casting an invalid vote shall be considered as not voting.

(c) A Council member State shall not vote on behalf of another Council member.

[(d) If a virtual vote is required, the Secretary General, with the approval of the Council, shall implement a virtual voting system that meets the criteria as set out in rules (a) to (c) above which will ensure the validity and the security of the vote.]

4.4.4 Decision Making and Reporting

(a) Where the Council is requested to make a decision, that request shall be put to the meeting in the form of a draft Council resolution. Each draft resolution should include an action date, if relevant, and for convenience, the Chair may aggregate draft resolutions for approval and reporting purposes.

(b) The Secretary-General shall arrange for the work of the Council to be recorded in a report of the work of the meeting. The draft report shall be distributed to all Council members present at the meeting, who may submit their proposed corrections in writing to the Chair. Any disagreement on the proposed corrections shall be decided by the Chair after consultation with the Council member(s) concerned.

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- (c) The revised draft report will be adopted by the Council in meeting, or, if necessary, by correspondence. The adopted report, including the text of all Resolutions, will be made available to Member States, Associate Members and Affiliate Members.
- (d) Documents relevant to the implementation of decisions shall be distributed to Member States, Associate Members and Affiliate Members as appropriate.

Article 5 - Finance and Audit Group

5.1 Function

- (a) The finances of the Organization shall be managed by the Council and the Secretary-General in accordance with the financial arrangements as approved by the General Assembly.
- (b) The Council shall, upon its election, establish a Finance and Audit Group from among Council members.
- (c) The Finance and Audit Group shall assist the Council in the supervision of the financial administration of the Organization.
- (d) The members of the Finance and Audit Group may invite persons or advisors with the necessary financial and regulatory skills from Member States to support those members for particular aspects or topics under scrutiny or review.

5.2 Election

- (a) The Council shall, from among its members elect a Chair and four additional Council members to sit on the Finance and Audit Group.
- (b) The election will be by secret ballot, which shall be conducted by the Secretary-General. Should the number of candidates be the same as the number of positions to be filled, those candidates will be appointed to the group without ballot.
- (c) All elected Council members will be eligible for election upon declaring their candidacy.
- (d) There shall be two ballots, the first to elect the Chair and the second to elect the four group members except when Article 5.2 (b) applies.
- (e) The Secretariat shall produce a ballot form for nominees for the group and each designated representative shall have one vote for each vacant seat.
- (f) If two or more candidates obtain the same number of votes for the last seat or seats to be filled, there shall be a further ballot from among these candidates only. Should the votes again be divided equally, the Secretary-General shall draw by lot the name of the candidate to be eliminated in any subsequent ballots.
- (g) Election of the Chair will be simple majority of votes cast, the counting of which will be done by the Secretary-General in the presence of the Council. When several candidates compete for the position, and no candidate obtain a simple majority of votes, rounds of votes will be conducted, in order to eliminate each time, the candidate with fewer votes. Should a simple majority not be

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possible due to an equal division of votes amongst the remaining two candidates the Secretary-General will draw by lot the name of the candidate who will be appointed to the position.

(h) The group shall hold office for the term of the Council unless replaced earlier by decision of the Council or through resignation.

(i) Should the Chair or a member of the Finance and Audit Group resign the Secretary-General shall call for candidates from amongst the Council members to fill the vacant position and will conduct a ballot in accordance with the provisions above.

(j) If the Chair cannot attend a meeting of the Finance and Audit Group, the Chair shall arrange for another member of the group to chair the meeting.

5.3 Convening

(a) The Finance and Audit Group, which may meet in person or in virtual format, will ordinarily be convened twice a year or on an extraordinary basis by notice in writing by any of the following:

- i. the President or Vice President;
- ii. the Chair of the Finance and Audit Group;
- iii. the Secretary-General; or
- iv. if requested by at least two Council members by notice in writing to the Secretary-General.

(b) An ordinary meeting of the Finance and Audit Group will take place at the same location and immediately prior to Council meetings unless otherwise decided by the Chair in consultation with the Secretary-General.

(c) The date of an extraordinary meeting of the Finance and Audit Group will be not less than seven calendar days from the date of notification, and the location will be the seat of the Organization unless alternate arrangements are agreed by the Chair and the Secretary-General.

Article 6 - Committees and Subsidiary Bodies

6.1 Participation in Committees and Subsidiary Bodies

(a) Member States, Associate Members and Affiliate Members and representatives of relevant international organization are eligible to participate in the Committees.

(b) The General Assembly will determine participation in subsidiary bodies as part of the development of the Terms of Reference for those subsidiary bodies.

6.2 Appointment of Chair and Vice Chair

(a) Each Committee and subsidiary body shall have a Chair and Vice Chair appointed by the Council for a period of three years in between regular sessions of the General Assembly. The term for Chairs and Vice Chairs shall not exceed two consecutive periods of three years unless the Council approves the extension of the term.

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(b) Nominations for these positions may be made by Member States or the Secretary-General from amongst nationals of the Member States. When a vacancy arises, the Secretariat will inform Member States of the vacancy and seek nominations. The Secretariat will inform the Council of all nominations and the Council will appoint the Chairs and Vice Chairs.

(c) Termination of the appointment of Chairs and Vice Chairs of Committees and subsidiary bodies may be made for any justifiable cause by the Council on the advice of the Secretary-General.

(d) Chairs and Vice Chairs of working groups in accordance with Article 6.3.2 (c) shall normally be provided by Member States. However, where appropriate, they may be drawn from Associate Members and Affiliate Members or relevant international organizations. The appointment of the working group Chair and Vice Chair are at the discretion of the Committee Chair.

6.3 Rules of Procedure for Committees

6.3.1 Meetings

(a) Committee meetings shall normally be held twice a year at the seat of the Organization. Exceptionally they may be held elsewhere, with the approval of the Secretary-General.

(b) The duration of a Committee meeting shall normally be five days, with the daily schedule being decided by the Committee Chair.

(c) The Secretariat shall inform all Member States, Associate Members and Affiliate Members of the date and venue of each Committee meeting one year in advance. Notices shall be sent ninety calendar days in advance and again thirty calendar days in advance.

(d) Every Member State, Associate Member and Affiliate Member may send representatives to participate in a committee meeting.

(e) Member States, Associate Members and Affiliate Members intending to send representatives to a meeting should advise the Secretariat by the means of online registration.

(f) When it would be beneficial to the work of a committee, individuals from academic, scientific, research or other relevant organizations may be invited by the Secretary-General to attend a committee meeting for a specific purpose and to adhere to the rule (g).

(g) Committee participants will ensure that they:

- i. act honestly and in good faith, with a view to upholding the best interests and aim and objectives of the Organization;
- ii. advise the Committee of a perceived, potential, or actual conflict of interest and withdraw from discussion of that particular item, if appropriate;
- iii. do not conduct any commercial activity during meetings; and
- iv. endeavour to keep the Organization's products free from unresolved or unreasonable intellectual property rights issues and claims.

6.3.2 Work of the Committees

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(a) Each Committee shall develop and work to a work programme. The following factors shall be taken into account when the work programme is developed:

- i. the strategic vision;
- ii. the number of meetings available to the Committee during the three-year work period, which is the time between regular sessions of the General Assembly;
- iii. the order in which the work should be undertaken; and
- iv. any other matters relevant to the work of the Committee.

(b) A Committee work programme, or changes thereto, shall be submitted to the Council for review and approval.

(c) The work of a Committee may be facilitated by the use of working groups. The creation of a working group is at the discretion of the Committee Chair.

(d) A working group will be an integral part of its parent Committee and will meet during the same week as the Committee. A working group can consist of one or more task groups.

(e) An inter-sessional meeting of a working group is a meeting held between two meetings of the parent Committee. Such a meeting may be used to enable faster progress of a specific work item.

(f) An inter-sessional meeting of a working group or a task group requires the agreement of the chair of the parent Committee. The meeting should normally be held by electronic means using online meeting facilities provided by the Secretariat. If the meeting requires resources from the Secretariat other than online meeting facilities or is held with physical attendance at the seat of the Organization or an alternative location hosted by a member, the approval of the Secretary-General is needed.

(g) With the approval of the parent Committee, the Chair may appoint rapporteurs from the parent Committee to regularly provide advice to the parent Committee on specific matters that have an impact on or influence the work of the parent Committee.

6.3.3 Decisions

All efforts shall be made for the Committees to make decisions by consensus. If a consensus on a specific matter cannot be reached, a Committee shall decide by a simple majority of the Member States present and voting. The voting will be by show of hands overseen by two scrutineers appointed by the Chair from among the Member States. There shall be only one vote per Member State. The Chair has a casting vote if necessary.

6.3.4 Agenda and Documents

(a) Agenda items will depend upon the specific topics to be addressed during the particular Committee meeting to which the agenda refers. The agenda will be prepared by the Chair, assisted by the Vice Chair and the secretary to the Committee, taking into account the strategic vision, the Committee structure, and the work programme of the Committee.

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- (b) Input documents for a Committee meeting should be sent to the Secretariat not later than thirty calendar days before the meeting and will be published on the relevant section of the Organization's website not later than fourteen calendar days before the meeting. Documents should conform to the standard template.
- (c) Documents for consideration at a committee meeting will be numbered by the Secretariat in a way that indicates the meeting number, the agenda item to which they refer and the description.
- (d) Any Member State, Associate Member and Affiliate Member may submit a document addressing any item on the work programme of a Committee.
- (e) Working documents are documents to be carried over to a subsequent meeting.
- (f) Output documents are documents completed by the Committee. They include draft standards, recommendations, guidelines, manuals and other documents for submission to the Council for approval.
- (g) The report of a Committee meeting shall be approved by the Committee, endorsed by the Chair, and made available for Member States, Associate Members and Affiliate Members on the website of the Organization by the Secretariat within seven calendar days.
- (h) Input documents and reports shall follow the respective template formats provided by the Secretariat.
- (i) Draft standards, recommendations, guidelines, manuals and other documents produced by a Committee shall follow a quality assurance process. This process has the following steps:
 - i. The Chair and Vice-Chair of the Committee shall be actively involved throughout the development process. The Secretariat shall be involved throughout the development process for format and editorial review.
 - ii. Once completed by a Committee, an output document shall proceed through a quality assurance check via the Secretariat including final formatting and shall then be sent to the Council for review and approval.
 - iii. Before approval by the Council or the General Assembly in the case of standards, an output document must be watermarked "Draft" on each page.
 - iv. After approval by the Council or the General Assembly as appropriate, the document shall be placed on the website of the Organization with public access.
 - v. Member States, Associate Members and Affiliate Members shall be notified of newly approved documents.

6.4 Rules of Procedure for subsidiary bodies

- (a) Meeting shall normally be held twice a year at the seat of the Organization. Exceptionally they may be held elsewhere, with the approval of the Secretary-General.
- (b) The Secretariat shall inform **the relevant participants**, in accordance with the Terms of Reference, of the date and venue of each subsidiary body meeting one year in advance of the

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meeting. Notices shall be sent ninety calendar days in advance and again thirty calendar days in advance.

- (c) Participation in subsidiary bodies should be communicated to the Secretariat by the means of online registration.
- (d) All efforts shall be made to make decisions by consensus. If a consensus on a specific matter cannot be reached, a subsidiary body shall decide by a simple majority of the Member States represented at the meeting without prejudice to (e) below. The voting will be by show of hands overseen by two scrutineers appointed by the Chair from among the Member States. There shall be only one vote per Member State. The Chair has a casting vote if necessary.
- (e) Where specific rules for voting are appropriate, these will be detailed in the Terms of Reference.
- (f) Agenda and documents should generally be prepared following the Rules of Procedure for the Committees as set out in Article 6.3.4.

Article 7 - The Secretariat

7.1 The Secretary-General

- (a) The Secretary-General shall be the legal representative and chief administrative officer of the Organization.
- (b) Upon the commencement of the term of office the new Secretary-General, the President, the Chair of the Finance and Audit Group and the Secretary-General shall meet to discuss expectations and performance requirements having regard to the aim and objectives of the Organization.
- (c) The Secretary-General shall be subject to the Staff Rules to the extent that this is appropriate.

7.2 Appointment and Management of Staff

The Secretary-General shall:

- (a) determine the requirement for, and functional organisation of, the staff of the Secretariat;
- (b) prepare Staff Rules for approval by the Council;
- (c) select and engage the staff of the Secretariat through an open and transparent process taking into account non-discrimination, gender, social and geographical balance, in accordance with the Staff Rules; and
- (d) oversee the performance of the staff of the Secretariat in accordance with the Staff Rules.

7.3 Function of the Secretariat

- (a) In fulfilment of the tasks set out in Article 10 of the Convention, the Secretariat, under the direction of the Secretary-General, and in accordance with the Staff Rules, shall

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handle all day-to-day management of the Organization, including the flow of information between the Secretariat and Member States, Associate Members and Affiliate Members;

- (b) administer the Organization's finances under the direction of the Council;
- (c) prepare draft Terms of Reference for Committees and subsidiary bodies;
- (d) organize and support the Committees and subsidiary bodies in accordance with the work programme approved by the Council, by:
 - i hosting the meetings;
 - ii providing secretarial and technical support;
 - iii preparing and submitting related documents to the Council; and
 - iv circulating meeting documents;
- (e) produce the Annual Report;
- (f) receive, print, file, circulate or publish documents, and in so doing, ensure that all standards, recommendations, guidelines and manuals upon their publication are made available in the working language and, with the help of the Member States, the official languages of the Organization over time;
- (g) establish, maintain and have custody of documents in the archive; and
- (h) generally, perform all other work that may be required to support the endeavours of the Organization.

7.4 The World-Wide Academy

The World-Wide Academy, the vehicle by which the Organization delivers training and capacity building, shall be an integral part of the Secretariat, and shall meet its funding requirement from independent sources.

- (a) The day-to-day management of the World-Wide Academy shall be administered by a Dean, who shall be a member of the Secretariat. The Dean is supported by an Advisory Board.
- (b) The role of the Advisory Board shall be:
 - i to maintain a global view of Marine Aids to Navigation training and capacity building needs; and
 - ii to recommend and oversee the strategy and the annual programme of the World-Wide Academy and its delivery of training and capacity building.
- (c) The Advisory Board shall consist of:
 - i a Chair appointed by the Council from among the appointed Advisory Board members;
 - ii up to six members appointed by the Council for a period of three years;

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- iii the Secretary-General; and
- iv the Dean of the World-Wide Academy.
- (d) The Advisory Board, which may meet in person or in virtual format, shall meet twice a year, at least thirty calendar days before the next Council meeting.

Article 8 - Conferences and Symposia

8.1 Description

- (a) A conference shall have as its principal objective the exchange of information relating to all types of Marine Aids to Navigation.
- (b) A symposium shall consider and discuss a set of contributions on specific subjects relating to Marine Aids to Navigation.
- (c) The venue and the year shall be decided by the Council.

8.2 Attendance

- (a) Conferences shall be open to:
 - i all Member States, Associate Members and Affiliate Members; and
 - ii other international organizations and associations, Marine Aids to Navigation Authorities and official bodies as approved by the Council.
- (b) Symposia shall be open to international organizations, companies or individuals working in the field or having an interest associated with the subject addressed by the symposium, upon registration.

8.3 Exhibitions

- (a) At conferences an exhibition of Marine Aids to Navigation equipment and services will be organized during each conference period. Only those Affiliate Industrial Members who have paid the equivalent of the fees for the two years immediately prior to the year of the conference, plus the year of the conference, will have the right to exhibit.
- (b) At symposia an exhibition of Marine Aids to Navigation equipment will be organised during each symposium. The exhibition will be open to any entity operating in the Marine Aids to Navigation field, upon registration.

8.4 Preparations for Conferences and Symposia

- (a) The Secretariat shall develop guidelines for preparations of conferences and symposia. The guidelines shall assist the host of the event in the planning and preparation for convening and conduct of conferences and symposia.
- (b) The guidelines shall be made available to Member States considering hosting a conference or a symposium.

Article 9 - Languages

The official languages of the Organization shall be Arabic, Chinese, English, French, Russian and Spanish. The working language of the Organization shall be English.

The General Assembly shall be conducted in the official languages. Input papers in the form of draft resolutions and the report shall be translated into the official languages.

The Council, the Committees and subsidiary bodies shall be conducted in the working language.

Article 10 - Amendments to the General Regulations

These General Regulations may be amended by the General Assembly.

The Council or any Member State may propose an amendment to these General Regulations.

Amendments to the General Regulations adopted by the General Assembly shall be incorporated therein and shall come into force on a date determined by the General Assembly.

Article 11 - Termination

In the event of the termination of the Convention the Council shall make the necessary arrangements for the winding up of the Organization, including:

- (a) determining the assets of the Organization and returning any property not belonging to the Organization;
- (b) determining and settling any claims against the Organization and any sums owed by the Organization including costs associated with the winding up of the Organization; and
- (c) dividing the balance of the accounts amongst the Member States, Associate Members and Affiliate Members in accordance with the Financial Regulations.

Annex A

Financial Regulations of the Organization

Article 1 - Application

These Financial Regulations shall govern the financial administration of the Organization.

Article 2 - Financial Governance

- 1 The General Assembly shall review and approve the financial arrangements of the Organization, including the outline budget for the following three years and the rate of contribution for Member States and fees for Associate Members and Affiliate Members.
- 2 The Council, upon advice of the Finance and Audit Group, shall review and approve the financial statements, including the annual budget, within the limits of the outline budget approved by the General Assembly.
- 3 The Finance and Audit Group shall:
 - (a) review the draft financial statements and submit its observations to the Council for consideration;
 - (b) provide advice to the Council and to the Secretary-General on any audit observations or findings related to finances and identified financial risks;
 - (c) recommend the rates of contributions and fees to Council for approval by the General Assembly;
 - (d) recommend potential suspension, reinstatement and termination of membership, in respect of fees in arrears; and
 - (e) consider any other matters referred to it by the Council.
- 4 The Chair of the Finance and Audit Group:
 - (a) shall examine the draft financial statements and submit them to the Finance and Audit Group; and
 - (b) may authorize unforeseen expenses not provided for in the budget, within limits of the annual budget approved by the Council.
- 5 The Secretariat, in accordance with the Staff Rules, shall:
 - (a) maintain the accounts;
 - (b) prepare the financial statements;
 - (c) control the financial records, including separate statements for income and expenditure; and
 - (d) manage the audit programme.

Article 3 - Budget

- 1 The financial year shall run from 1 January to 31 December.
- 2 The outline budget shall be drawn up on a three-year basis. Budget estimates for each year shall be shown separately including cash-flow projections and cash reserve balances.

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3 The operating currency shall be the currency of the Member State in which the seat of the Organization is located.

4 The Secretary-General shall operate within the limits of the annual budget. However, the Secretary-General may adjust allocations within the approved annual budget.

5 Any transfers of allocations between different categories of expenditure specified in the annual budget shall be reported as a revised budget, with the necessary justification, to the Finance and Audit Group.

6 No further commitment to expenditure against the annual budget may be incurred after the close of the financial year. Outstanding obligations must be met within ninety calendar days of the close of the financial year.

Article 4 - Procurement

1 All funds shall be under the operational control of the Secretary-General.

2 The Secretary-General may designate, in writing, members of the Secretariat as responsible managers for the purpose of these Financial Regulations.

3 The procurement limits and method should be detailed in the Staff Rules.

Article 5 - Financial Statements

1 The financial statements shall be the outline budget, the annual budget, the income statement and the balance sheet.

2 The Secretariat shall submit the draft financial statements to the Finance and Audit Group, not later than fourteen calendar days prior to a Finance and Audit Group meeting.

Article 6 - Cash Reserve

To ensure the financial stability of the Organization and to guard against financial difficulties, the Organization shall maintain a cash reserve the value of which should be no less than four months of the annual budget.

Article 7 - Annual Contributions and Fees

1 Annual contributions and fees represent the main source of income for the functioning of the Organization.

2 The Finance and Audit Group may take the following matters into account when recommending the rates of contributions and fees:

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- (a) the requirement that the revenue and the expenditure in the three year budget should be balanced;
- (b) the percentage of calls for contributions and fees likely to be settled on time;
- (c) the planned or anticipated exceptional expenditure;
- (d) the rate of inflation in the Member State where the Organization has its seat;
- (e) the global economic situation particularly the rate of inflation in the world; and
- (f) the current and required cash reserve.

3 The Secretariat, in accordance with the Staff Rules, shall send a call for annual contributions or fees for the following year to each Member State, Associate Member and Affiliate Member no later than 31 October each year. The due date for payment shall be 31 January of the next year.

4 For new Member States, Associate Members and Affiliate Members the following rates of contribution or fee shall apply:

(a) A Member State will pay a full annual contribution and an Associate Member a full annual fee, regardless of the date on which the Convention enters into force for that Member State or the date on which the application for Associate membership is provisionally accepted.

(b) Affiliate Members shall pay:

- i a full annual fee for applications accepted between 1 January and 30 June; or
- ii half the annual fee for applications accepted between 1 July and 31 December.

5 In the event of the resignation of an Associate Member or an Affiliate Member no refund of fees already paid will be given.

Article 8 - Unpaid Contributions and Fees

1 In the case of unpaid contributions or fees the Secretariat, in accordance with the relevant Staff Rules, shall apply the following arrangements:

(a) for Member States:

i in the event that no payment is received by 1 November of the year in which it was due the Secretary-General shall send a written notification to the Member State, requesting payment and inviting the Member State to discuss any difficulties that would justify considering a payment plan; and

ii if the contribution remains unpaid twenty-four months after the due date for payment the Secretary-General shall notify the Member State that voting rights and the right to be elected to the Council are denied until such time as the outstanding contribution has been paid, unless the General Assembly waives this provision.

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iii any Member wishing to request a waiver of the provision of Article 13.4 of the Convention may submit a written application to the Secretary-General at least one month before the General Assembly giving reasons therefore, with a payment schedule indicating the timescale over which arrears will be paid. The Secretary-General will submit the request to the General Assembly.

(b) for Associate Members and Affiliate Members:

i in the event that no payment is received by 1 July of the financial year, upon approval by the Council, membership rights may be suspended;

ii the Council shall be advised, at its second annual session of unpaid fees; and

iii on approval by the Council, after notification, membership may be terminated if fees remain unpaid after membership rights have been suspended for twelve months and the Associate Member or Affiliate Member has not agreed a payment schedule.

2 Outstanding contributions and fees due will be shown in tables annexed to the financial statements.

Article 9 - Dedicated Funds

1 Dedicated funds may be established by the Secretary-General for the execution of specific programmes or projects, provided that the purposes are consistent with the aim and objectives of the Organization. The purpose and limits of each dedicated fund shall be clearly reported to the Council.

2 The financial resources needed to establish a dedicated fund may come from donations, bequests, grants, gifts and other sources as approved by the Council upon recommendation by the Secretary-General. The precise terms and conditions governing such income shall be formalized.

3 Any monies remaining unused when a programme or project is terminated should be used as stipulated, and if not so stipulated, for the general purposes of the Organization unless the Secretary-General determines otherwise.

4 A specific budget should be prepared for each fund for approval of the Council and the final result for the year for each dedicated fund should be shown separately in the financial statements.

5 Any dedicated funds should be audited in accordance with the relevant provisions in Article 10.

Article 10 - External Audit

1 An external auditor will be appointed by the Council and carry out such work as required by applicable accounting practices.

2 The appointment is for a period of three years and may be renewed.

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3 The external auditor may make observations with respect to the efficiency of the financial procedures, the accounting system, internal financial controls and, in general, on the administration and financial management of the Organization.

4 In addition to the above, the Council may request the external auditor to perform specific investigations and issue separate reports on the results.

5 The external auditor shall check the cash in banks or in hand and the available or negotiable assets and shall ensure that the financial statements have been prepared in accordance with [international financial reporting standards (IFRS) as issued by the International Accounting Standards Board (IASB)] and with the directives given by the General Assembly and the Council. Such auditing may be carried out any time.

6 The external auditor shall report annually in accordance with recognized international audit standards on the financial statements. The external auditor's assessment shall be included in the Annual Report submitted by the Secretary-General to the Council for approval.

Article 11 - Termination

In the event of termination of the Convention, the balance of the accounts shall be divided amongst the Member States, Associate Members and Affiliate Members on the day when the Convention ceases to have effect, in proportion to their last annual contribution or fee.