

## Article 4

**Membership by Intergovernmental Organizations**

1. Any reference in this Agreement to a "Government" shall be construed as including a reference to any intergovernmental organization having responsibilities in respect of the negotiation, conclusion and application of international agreements, in particular commodity agreements. Accordingly, any reference in this Agreement to signature or to deposit of instruments of ratification, acceptance or approval or to notification of provisional application or to accession by a Government shall, in the case of such intergovernmental organizations, be construed as including a reference to signature, or to deposit of instruments of ratification, acceptance or approval, or to notification of provisional application, or to accession, by such intergovernmental organizations.

2. Such intergovernmental organizations shall not themselves have any votes, but in the case of a vote on matters within their competence, they shall be entitled to cast the votes of their member States and shall cast them collectively. In such cases, the member States of such intergovernmental organizations shall not be entitled to exercise their individual voting rights.

3. The provisions of paragraph 1 of Article 15 shall not apply to such intergovernmental organizations; but they may participate in the discussions of the Executive Committee on matters within their competence. In the case of a vote on matters within their competence, the votes that their member States are entitled to cast in the Executive Committee shall be cast collectively by any one of those member States.

## CHAPTER IV - ORGANIZATION AND ADMINISTRATION

## Article 5

**Establishment, Headquarters and Structure of the International Cocoa Organization**

1. The International Cocoa Organization established by the International Cocoa Agreement, 1972 shall continue in being to administer the provisions and supervise the operation of this Agreement.

2. The Organization shall function through:

- (a) the International Cocoa Council and the Executive Committee;
- (b) the Executive Director and the staff.

3. The headquarters of the Organization shall be in London unless the Council by special vote decides otherwise.

## Article 6

**Composition of the International Cocoa Council**

1. The highest authority of the Organization shall be the International Cocoa Council, which shall consist of all the members of the Organization.

2. Each member shall be represented on the Council by a representative and, if it so desires, by one or more alternates. Each member may also appoint one or more advisers to its representative or alternates.

## Article 7

**Powers and Functions of the Council**

1. The Council shall exercise all such powers and perform or arrange for the performance of all such functions as are necessary to carry out the express provisions of this Agreement.

2. The Council shall adopt by special vote such rules and regulations as are necessary to carry out the provisions of this Agreement and are consistent therewith, including its rules of procedure and those of its committees, the financial and staff regulations of the Organization and rules for the

administration and operation of the buffer stock. The Council may, in its rules of procedure, provide for a procedure whereby it may, without meeting, decide specific questions.

3. The Council shall keep such records as are required to perform its functions under this Agreement, and such other records as it considers appropriate.

4. The Council shall publish an annual report. This report shall cover the annual review for which provision is made in Article 59. The Council shall also, publish such other information as it considers appropriate.

## Article 8

**Chairman and Vice-Chairman of the Council**

1. The Council shall elect a Chairman and a first and a second Vice-Chairman for each quota year, who shall not be paid by the Organization.

2. Both the Chairman and the first Vice-Chairman shall be elected from among the representatives of the exporting members or from among the representatives of the importing members and the second Vice-Chairman from among the representatives of the other category. These offices shall alternate each quota year between the two categories of members.

3. In the temporary absence of both the Chairman and the two Vice-Chairman or the permanent absence of one or more of them, the Council may elect new officers from among the representatives of the exporting members or from among the representatives of the importing members, as appropriate, on a temporary or permanent basis as may be required.

4. Neither the Chairman nor any other officer presiding at meetings of the Council shall vote. His alternate may exercise the voting rights of the member which he represents.

## Article 9

**Sessions of the Council**

1. As a general rule, the Council shall hold one regular session in each half of the quota year.

2. The Council, in addition to meeting in the other circumstances specifically provided for in this Agreement, shall also meet in special session whenever it so decides or at the request of:

- (a) any five members; or
- (b) a member or members having at least 200 votes; or
- (c) the Executive Committee.

3. Notice of sessions shall be given at least 30 days in advance, except in case of emergency or where the provisions of this Agreement require otherwise.

4. Sessions shall be held at the headquarters of the Organization unless by special vote the Council decides otherwise. If on the invitation of any member the Council meets elsewhere than at the headquarters of the Organization, that member shall pay the additional costs involved.

## Article 10

**Votes**

1. The exporting members shall together hold 1,000 votes and the importing members shall together hold 1,000 votes, distributed within each category of members—that is, exporting and importing members, respectively—in accordance with the following paragraphs of this Article.

2. The votes of exporting members shall be distributed as follows: 100 shall be divided equally among all exporting members to the nearest whole vote for each member; the remaining votes shall be distributed in proportion to their basic quotas.

3. The votes of importing members shall be distributed as follows: 100 shall be divided equally among all importing