

members to the nearest whole vote for each member; the remaining votes shall be distributed in proportion to their imports as set out in Annex D.'

4. No member shall have more than 300 votes. Any votes above this figure arising from the calculations in paragraphs 2 and 3 shall be redistributed among the other members on the basis of paragraphs 2 and 3 respectively.

5. When the membership in the Organization changes or when the voting rights of a member are suspended or restored under any provision of this Agreement, the Council shall provide for the redistribution of votes in accordance with this Article.

6. There shall be no fractional votes.

Article 11

Voting Procedure of the Council

1. Each member shall be entitled to cast the number of votes it holds and no member shall be entitled to divide its votes. A member may, however, cast differently from such votes any votes which it is authorized to cast under paragraph 2.

2. By written notification to the Chairman of the Council, any exporting member may authorize any other exporting member, and any importing member may authorize any other importing member, to represent its interests and to cast its votes at any meeting of the Council. In this case the limitation provided for in paragraph 4 of Article 10 shall not apply.

3. Exporting members producing exclusively fine or flavour cocoa shall not take part in voting on matters relating to the establishment and adjustment of quotas and the administration and operation of the buffer stock.

Article 12

Decisions of the Council

1. All decisions of the Council shall be taken, and all recommendations shall be made, by a simple distributed majority vote unless this Agreement provides for a special vote.

2. In arriving at the number of votes necessary for any of the decisions or recommendations of the Council, votes of members abstaining shall not be reckoned.

3. The following procedure shall apply with respect to any action by the Council which under this Agreement requires a special vote:

(a) If the required majority is not obtained because of the negative vote of three or less exporting or three or less importing members, the proposal shall, if the Council so decides by a simple distributed majority vote, be put to a vote again within 48 hours.

(b) If the required majority is again not obtained because of the negative vote of two or less exporting or two or less importing members, the proposal shall, if the Council so decides by a simple distributed majority vote, be put to a vote again within 24 hours.

(c) If the required majority is not obtained in the third vote because of the negative vote cast by one exporting or one importing member, the proposal shall be considered adopted.

(d) If the Council fails to put a proposal to a further vote, it shall be considered rejected.

4. Members undertake to accept as binding all decisions of the Council under the provisions of this Agreement.

Article 13

Co-operation with other Organizations

1. The Council shall make whatever arrangements are appropriate for consultation or co-operation with the United Nations and its organs, in particular the United Nations Con-

ference on Trade and Development, and with the Food and Agriculture Organization and such other specialized agencies of the United Nations and intergovernmental organizations as may be appropriate.

2. The Council, bearing in mind the particular role of the United Nations Conference on Trade and Development in international commodity trade, shall, as appropriate, keep that organization informed of its activities and programmes of work.

3. The Council may also make whatever arrangements are appropriate for maintaining effective contact with international organizations of cocoa producers, traders and manufacturers.

Article 14

Admission of Observers

1. The Council may invite any non-member that is a member of the United Nations, its specialized agencies or the International Atomic Energy Agency to attend any of its meetings as an observer.

2. The Council may also invite any of the organizations referred to in Article 13 to attend any of its meetings as an observer.

Article 15

Composition of the Executive Committee

1. The Executive Committee shall consist of eight exporting members and eight importing members, provided that if either the number of exporting members or the number of importing members in the Organization is ten or less the Council may, while maintaining parity between the two categories of members, decide by special vote the total number on the Executive Committee. Members of the Executive Committee shall be elected for each quota year in accordance with Article 16 and may be re-elected.

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

3. The Chairman and Vice-Chairman of the Executive Committee, elected for each quota year by the Council, shall both be chosen from among the delegations of the exporting members or from among the delegations of the importing members. These offices shall alternate each quota year between the two categories of members. In the temporary or permanent absence of the Chairman and the Vice-Chairman, the Executive Committee 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. Neither the Chairman nor any other officer presiding at meetings of the Executive Committee may vote. His alternate may exercise the voting rights of the member which he represents.

4. The Executive Committee shall meet at the headquarters of the Organization unless by special vote it decides otherwise. If on the invitation of any member the Executive Committee meets elsewhere than at the headquarters of the Organization, that member shall pay the additional costs involved.

Article 16

Election of the Executive Committee

1. The exporting and importing members of the Executive Committee shall be elected in the Council by the exporting and importing members of the Organization respectively. The election within each category shall be held in accordance with the following paragraphs of this Article.

2. Each member shall cast all the votes to which it is entitled under Article 10 for a single candidate. A member may cast for another candidate any votes which it is authorized to cast under paragraph 2 of Article 11.