

3. The candidates receiving the largest number of votes shall be elected.

#### Article 17

##### Competence of the Executive Committee

1. The Executive Committee shall be responsible to, and work under the general direction of, the Council.

2. The Executive Committee shall keep the market under continuous review and recommend to the Council such measures as it may consider advisable.

3. Without prejudice to the right of the Council to exercise any of its powers, the Council may, by a simple distributed majority vote or a special vote depending on whether a decision by the Council on the subject requires a simple distributed majority vote or a special vote, delegate to the Executive Committee the exercise of any of its powers, except the following:

- (a) redistribution of votes under Article 10;
- (b) approval of the administrative budget and assessment of contributions under Article 23;
- (c) revision of the minimum and maximum prices under paragraph 2 or 3 of Article 29;
- (d) revision of Annex C under paragraph 3 of Article 33;
- (e) determination of annual export quotas under Article 31 and quarterly quotas under paragraph 8 of Article 35;
- (f) restriction or suspension of purchases by the buffer stock under paragraph 10 (b) of Article 40;
- (g) action relating to diversion of cocoa to non-traditional uses under Article 46;
- (h) relief from obligations under Article 60;
- (i) decision of disputes under Article 62;
- (j) suspension of rights under paragraph 3 of Article 63;
- (k) establishment of conditions for accession under Article 67;
- (l) exclusion of a member under Article 73;
- (m) extension or termination of this Agreement under Article 75;
- (n) recommendation of amendments to members under Article 76.

4. The Council may at any time, by a simple distributed majority vote, revoke any delegation of powers to the Executive Committee.

#### Article 18

##### Voting Procedure and Decisions of the Executive Committee

1. Each member of the Executive Committee shall be entitled to cast the number of votes received by it under the provisions of Article 16, and no member of the Executive Committee shall be entitled to divide its votes.

2. Without prejudice to the provisions of paragraph 1 and by written notification to the Chairman, any exporting or importing member which is not a member of the Executive Committee and which has not cast its votes under paragraph 2 of Article 16 for any of the members elected may authorize any exporting or importing member of the Executive Committee, as appropriate, to represent its interests and to cast its votes in the Executive Committee.

3. In the course of any quota year a member may, after consultation with the member of the Executive Committee for which it voted under Article 16, withdraw its votes from that member. The votes thus withdrawn may be reassigned to another member of the Executive Committee but may not be withdrawn from that member for the remainder of that quota year. The member of the Executive Committee from which the votes have been withdrawn shall nevertheless retain its seat on the Executive Committee for the remainder of that quota year. Any action taken pursuant to the provisions of this paragraph shall become effective after the Chairman has been informed in writing thereof.

4. Any decision taken by the Executive Committee shall require the same majority as that decision would require if taken by the Council.

5. Any member shall have the right of appeal to the Council, under such conditions as the Council shall prescribe in its rules of procedure, against any decision of the Executive Committee.

#### Article 19

##### Quorum for the Council and the Executive Committee

1. The quorum for the opening meeting of any session of the Council shall be constituted by the presence of a majority of exporting members and a majority of importing members, provided that such members together hold in each category at least two-thirds of the total votes of the members in that category.

2. If there is no quorum in accordance with paragraph 1 on the day appointed for the opening meeting of any session and on the following day, the quorum on the third day and throughout the remainder of the session shall be constituted by the presence of a majority of exporting members and a majority of importing members, provided that such members together hold in each category a simple majority of the total votes of the members in that category.

3. The quorum for meetings subsequent to the opening meeting of any session pursuant to paragraph 1 shall be that prescribed in paragraph 2.

4. Representation in accordance with paragraph 2 of Article 11 shall be considered as presence.

5. The quorum for any meeting of the Executive Committee shall be prescribed by the Council in the rules of procedure of the Executive Committee.

#### Article 20

##### The Staff of the Organization

1. The Council, after consulting the Executive Committee, shall appoint the Executive Director by special vote. The terms of appointment of the Executive Director shall be fixed by the Council in the light of those applying to corresponding officials of similar intergovernmental organizations.

2. The Executive Director shall be the chief administrative officer of the Organization and shall be responsible to the Council for the administration and operation of this Agreement in accordance with the decisions of the Council.

3. The Council, after consulting the Executive Committee, shall appoint the Buffer Stock Manager by special vote. The terms of appointment of the Manager shall be fixed by the Council.

4. The Manager shall be responsible to the Council for the functions conferred upon him by this Agreement as well as for such additional functions as the Council may determine. The responsibility for these functions shall be exercised in consultation with the Executive Director.

5. Without prejudice to the provisions of paragraph 4, the staff of the Organization shall be responsible to the Executive Director, who in turn shall be responsible to the Council.

6. The Executive Director shall appoint the staff in accordance with regulations established by the Council. In drawing up such regulations the Council shall have regard to those applying to officials of similar intergovernmental organizations. Staff appointments shall be made in so far as is practicable from nationals of exporting and importing members.

7. Neither the Executive Director nor the Manager, nor any other member of the staff, shall have any financial interest in the cocoa industry, the cocoa trade, cocoa transportation or cocoa publicity.

8. In the performance of their duties, the Executive Director, the Manager and the other members of the staff shall not