

# **RULES OF PROCEDURE FOR THE DONOR'S COUNCIL**

## ***1. Scope of the Rules of Procedure***

- 1.01. These Rules of Procedure are subject to, and shall be construed in conformity with, the Constitution of the Global Crop Diversity Trust.
- 1.02. In these Rules –  
  
“Trust” means the Global Crop Diversity Trust;  
“Donors’ Council” means the Donors’ Council of the Trust;  
“Chairperson” means the Chairperson of the Council;  
“Vice-Chairperson” means the Vice-Chairperson of the Council;  
“Executive Board” means the Executive Board of the Trust;  
“Executive Secretary” means the Executive Secretary of the Trust.

## ***2. Functions of the Donors’ Council***

- 2.01. The functions of the Donors’ Council are to advise the Executive Board on fundraising and other financial matters related to the activities of the Trust, to provide a forum for the expression of the views of donors on the operation of the Trust, to provide financial oversight of the operations of the Trust, and to perform such other functions as are entrusted to it under the Constitution of the Trust.

## ***3. Appointment of Members of the Donors’ Council***

- 3.01. In accordance with Article 10 of the Constitution of the Trust, the Donors’ Council is composed of public and private donors from both developing and developed countries, who have made a substantial contribution to the Trust. The Executive Board, after consultation with all interested groups, will establish and keep under review the size of donor contribution required by different categories of donor for eligibility for membership on the Donors’ Council, with a view to ensuring a balance of representation on the Donors’ Council.
- 3.02. Should the exigencies of operational efficiency so require, the Donors’ Council shall establish its own rules regarding the rotation of membership among donors meeting the minimum membership criteria, while ensuring that an appropriate balance of representation on the Donors Council is maintained.

#### **4. Non-liability of Members of the Donors' Council**

- 4.01. No Member of the Donors' Council shall be personally liable for the debts, liabilities, or obligations of the Trust.

#### **5. Meetings of the Donors' Council**

- 5.01. **Ordinary sessions.** Ordinary sessions of the Donors' Council shall be convened by the Chairperson and shall be held at such times as the Donors' Council shall determine, provided that the Donors' Council shall hold at least one ordinary session a year.

- 5.02. **Special meetings.** Special meetings shall be convened by the Chairperson and shall be held:

- (i) by decision of the Donors' Council;
- (ii) by decision of the Chairperson after consultation with the Executive Secretary; or
- (iii) upon the request of any five members of the Donors' Council

- 5.03. **Place of meetings.** The meetings of the Donors' Council shall be held at the Headquarters of the Trust, unless otherwise decided by the Donors' Council, or by the Chairperson, in consultation with the members of the Donors' Council and the Executive Secretary.

- 5.04. **Date of Opening:**

- (i) Each ordinary session normally shall be held on a date fixed by the Donors' Council at the previous meeting.
- (ii) Unless otherwise determined by the Chairperson after consultation with the Donors' Council, special meetings of the Donors' Council shall normally be convened within eight weeks of the receipt by the Secretary of the Donors' Council of a valid request for such a meeting, at a date fixed by the Chairperson of the Donors' Council in consultation with the Executive Secretary.

- 5.05. **Notification of date of opening:**

- (i) The Secretary of the Donors' Council shall communicate the date fixed for the opening of each meeting to the members of the Donors' Council and further participants referred to in Rule 6.

- (ii) Such notification shall be sent:
  - in the case of an ordinary session , at least six weeks in advance;
  - in the case of a special meeting at least two weeks in advance.

## **6. Representation and Attendance**

- 6.01. Each donor eligible for membership in accordance with the criteria established by the Executive Board shall appoint a single representative to each meeting of the Donors' Council.
- 6.02. Each representative may be accompanied by such alternative representatives and advisers as the donor may think fit.
- 6.03. Each donor shall be responsible for determining the term of office of its representative, bearing in mind to the extent practicable the need to ensure continuity of representation on the Donors' Council, and shall be responsible for ensuring the replacement of the representative in the event of incapacity or other reason. Each donor shall ensure that the Secretary of the Donors' Council is kept informed accordingly.

## **7. Observers and Experts**

- 7.01. The Chairperson on behalf of the Donors' Council may invite observers, individuals or representatives of pertinent or interested organizations or other experts to participate in meetings of the Donors' Council or in particular agenda items without the right to vote.

## **8. Conflict of Interest**

- 8.01. Each Member of the Donors' Council shall act on all matters concerning the Trust and the functioning of the Donors' Council with the proper interests of the Trust in mind.

## **9. Elections and terms of office of the Chairperson and Vice-Chairperson of the Donors' Council**

- 9.01. The Chairperson and Vice Chairperson shall normally each be elected from among the members of the Donors' Council for a three-year term and shall be eligible for re-election for one further term, provided that the first Vice Chairperson shall be elected for a term of two years.
- 9.02. The Chairperson and Vice-Chairperson shall hold office until their successors are elected.

**10. Functions of the Chairperson of the Donors' Council:**

- 10.01. The Chairperson shall perform the functions assigned to her or him by the Constitution, by these rules and by the Donors' Council.
- 10.02. The Chairperson shall preside over all meetings of the Donors' Council and shall supervise all matters with which the Donors' Council is concerned. He or she is responsible for providing leadership to the Donors' Council.
- 10.03. The Chairperson will determine when Donors' Council meetings should be held in closed session or when attendance should be otherwise restricted.

**11. Functions of the Vice-Chairperson of the Donors' Council:**

- 11.01. The Vice-Chairperson shall perform the functions assigned to her or him by these rules or by the Donors' Council, as well as those delegated to her or him by the Chairperson.
- 11.02. The Vice-Chairperson shall preside at meetings of the Donors' Council in the event that the Chairperson cannot be present or is otherwise unable to act as Chairperson, and in such an event shall have the same powers and responsibilities as the Chairperson.

**12. Acting Chairperson of the Donors' Council:**

- 12.01. If both the Chairperson and the Vice-Chairperson of the Donors' Council cannot be present at a meeting of the Donors' Council or are otherwise unable to act, the Donors' Council shall elect an Acting Chairperson of the Donors' Council, who shall preside over the meeting and shall exercise the same powers and responsibilities as the Chairperson at that meeting.

**13. Secretary of the Donors' Council**

- 13.01. The Executive Secretary may appoint a staff member of the Trust to act as Secretary of the Donors' Council.
- 13.02. The Executive Secretary shall act as Secretary of the Donors' Council until such time as he or she has appointed another staff member of the Trust to act as Secretary of the Donors' Council.
- 13.03. The main responsibilities of the Secretary of the Donors' Council include:

- (i) maintaining a full set of official documents pertaining to the Donors' Council, including the official records of Donors' Council and meetings of subsidiary bodies of the Donors' Council;
- (ii) serving as secretary at meetings of the Donors' Council and subsidiary bodies of the Donors' Council;
- (iii) in coordination with the Chairperson and the Executive Secretary, notifying Donors' Council members of meetings of the Donors' Council and its subsidiary bodies;
- (iv) coordinating and distributing papers and other relevant documentation for meetings of the Donors' Council and subsidiary bodies;
- (v) maintaining records of the Donors' Council policies and procedures; and
- (vi) assisting the Chairperson and members of the Donors' Council and the Chairpersons and members of subsidiary bodies of the Donors' Council with logistical arrangements.

## **14. Agenda**

### **14.01. Provisional agenda:**

- (i) The Secretary to the Donors' Council, in consultation with the Chairperson and the Executive Secretary, shall draw up the provisional agenda for each meeting of the Donors' Council.
- (ii) The provisional agenda for each ordinary session shall include all items required by these rules or proposed, not later than six weeks before the commencement of the session, by:
  - (a) the Donors' Council;
  - (b) the Chairperson and any other member of the Donors' Council;
  - (c) a subsidiary organ of the Donors' Council;
  - (d) the Executive Board; or
  - (e) the Executive Secretary.

**14.02. Supplementary items.** Any member of the Donors' Council may propose supplementary items to be included in the agenda for an ordinary session.

- 14.03. **Communication of provisional agenda and supplementary list.** The Secretary to the Donors' Council shall communicate the provisional agenda including the supplementary items for each meeting and the documentation relating to items thereon to the members of the Donors' Council and other participants at least four weeks before the commencement of an ordinary session and at least two weeks before a special meeting.
- 14.04. **Adoption of the agenda:**
- (i) At the beginning of each meeting the Donors' Council shall adopt the agenda for that meeting on the basis of the provisional agenda.
  - (ii) During a meeting the Donors' Council may revise the agenda by adding, deleting, deferring or amending items.

## **15. Conduct of Business**

- 15.01. In conducting the business of the Donors' Council, the Chairperson shall ensure that all members of the Donors' Council and each category of donor is given adequate opportunity to express its views.
- 15.02. **Quorum.** One third of the active members shall constitute a quorum for Donors' Council Meetings, provided that no major decision shall be taken by a meeting unless each of the major categories of donor is represented at that meeting.
- 15.03. For the purpose of this Rule:
- (i) the term "active member" shall mean a member that has attended at least one meeting of the Donors' Council in the last three years;
  - (ii) The term "major decision" shall mean any decision which affects the structure of the Donors' Council or the rights of representation of its members, and any amendment or suspension of these rules of procedure under Rule 19;
  - (iii) the categories of donors shall be private donors, public donors, donors from developing countries and donors from developed countries.
- 15.04. The Donors' Council may provide for members to participate in meetings by electronic means without being physically present: Members participating by electronic means shall be counted as being present at the meeting for the purposes of establishing a quorum and for participating in voting.
- 15.05. **General powers of the Chairperson of the Donors' Council:**

- (i) In addition to exercising the powers conferred upon her or him by the Constitution and Rules of Procedure, the Chairperson shall declare the opening and closing of each meeting of the Donors' Council, direct the discussion, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. The Chairperson, subject to these rules, shall have complete control of the proceedings of the Donors' Council and over the maintenance of order at its meetings. He or she shall rule on points of order and may propose to the Donors' Council the adjournment of a meeting.
- (ii) The Chairperson, in the exercise of her or his functions, remains under the authority of the Donors' Council.

**15.06. Points of order:**

- (i) A member may at any time raise a point of order, which shall be immediately decided by the Chairperson in accordance with these rules. A member may appeal against the ruling of the Chairperson. The appeal shall be immediately put to the vote, and the ruling of the Chairperson shall stand unless overruled by a majority of those members casting an affirmative or negative vote.
- (ii) A member may not, in raising a point of order, speak on the substance of the matter under discussion.

**15.07. Motions.** A member may present any of the following motions, which the Chairperson may put to the vote and which shall have precedence in the indicated order over all proposals and other motions before the meeting:

- (i) to suspend the meeting;
- (ii) to adjourn the meeting;
- (iii) to adjourn the debate on the item under discussion; or
- (iv) to close the debate on the item under discussion.

## **16. Decision-making**

16.01. **Decision-making.** All decisions shall normally be reached by consensus. If all efforts to reach a consensus on a particular matter have been exhausted and no agreement has been reached, the Chairperson may put the proposal to a vote.

16.02. **Voting rights.** Each member of the Donors' Council shall have one vote.

### **16.03. Majority required for decisions taken by voting**

Where the Chairperson puts a proposal to a vote, the majority required shall be a two-thirds majority of those voting members casting an affirmative or negative vote. Members who abstain from voting are considered as not voting.

### **16.04. Method of voting:**

(i) Subject to paragraph (ii) of this Section, the Donors' Council shall normally vote by show of hands, but any member may request a roll call.

(ii) Voting in the case of elections shall be by secret ballot unless otherwise decided by the Donors' Council.

16.05. **Conduct during voting.** The Chairperson shall announce the commencement of voting, after which no member shall be permitted to intervene until the result of the vote has been announced, except on a point of order in connection with the process of voting.

16.06. **Voting without meeting.** Whenever the Chairperson, after consultation with the Vice-Chairperson, considers that a decision on a particular question should not be postponed until the next regular meeting of the Donors' Council and does not warrant the calling of a special meeting, the Secretary to the Donors' Council shall transmit to each member, by any rapid means of communication, a motion embodying the proposed decision with a request for a vote. Votes shall be cast during such period as the Chairperson prescribes. At the expiration of the established period, or of any extended period the Chairperson may prescribe, the Secretary to the Donors' Council shall record the results and notify the members. If the replies do not include those of a majority of the active members of the Donors Council as defined in Rule 15.03, including on major decisions as defined in Rule 15.03 at least one reply from each of the major categories of donor, the vote shall be considered as without effect.



## **17. Subsidiary bodies**

- 17.01. The Donors' Council may establish on *ad hoc* basis such committees, working groups or other subsidiary bodies as it deems necessary for the performance of its functions, and shall specify the terms of reference of any such committees or working groups. The Donors' Council may also assign particular items to a rapporteur for study and reporting back to the Donors' Council.
- 17.02. The provisions of these Rules of Procedures shall apply to the procedure of any subsidiary body established by the Donors' Council, as appropriate, subject to such modifications as the Donors' Council may decide upon in the light of proposals by the subsidiary bodies concerned.
- 17.03. The Chairperson shall be an ex officio member of all subsidiary bodies of the Donors' Council.

## **18. Miscellaneous Provisions**

### **18.01. Records:**

- (i) Summary records of the meetings of the Donors' Council shall be made and kept by the Secretary to the Donors' Council. Such records may also be made and kept of the meetings of subsidiary organs or bodies if the Donors' Council so decides. There shall be no verbatim records of meetings.
- (ii) Summary records of meetings, once approved by the Donors' Council, shall be posted on the intra-net site of the Trust, unless otherwise decided by the Donors' Council.

### **18.02. Records - preparation and adoption:**

- (i) The Secretary to the Donors' Council shall prepare a draft summary record on the work of each meeting of the Donors' Council, setting out, *inter alia*, any recommendations and decisions adopted as well as the principal reasons therefore.
- (ii) The draft summary record shall be submitted as soon as possible to the Chairperson and the Executive Secretary who may, within three weeks of their receipt, submit suggestions for additions and amendments.

- (iii) The draft summary record, with any such addition or amendment incorporated, shall be distributed promptly to the members of the Donors' Council for their comments, which should reach the Secretary to the Donors' Council within two weeks. Having incorporated the final Donors' Council comments, the Secretary to the Donors' Council will distribute the draft summary record to all participants in the meeting.
- (iv) The draft summary record, as revised in accordance with paragraph (iii) of this Section, shall be submitted to the Donors' Council for approval at the subsequent meeting.

18.03. **Language.** English shall be the official and working language of the Donors' Council.

18.04. **Privacy of meetings:**

- (i) Meetings of the Donors' Council and of its subsidiary bodies shall be held in open or closed sessions.
- (ii) Participation in closed sessions is normally restricted to members of the Donors' Council. As may be necessary, however, the Chairperson may invite other relevant persons to attend closed sessions.
- (iii) The Chairperson will determine when Donors' Council meetings shall be held in closed session. Closed sessions shall be announced in advance and shall be indicated, whenever possible, on the agenda of the meeting. In determining closed sessions, the Chairperson will make a distinction between closed sessions for outsiders and for staff of the Trust.

## **19. Amendment and Suspension of Rules of Procedure**

19.01. **Amendment and suspension.** These Rules may be amended or suspended by the affirmative vote of at least two-thirds of all members present at the meeting, provided that the amendment or suspension is in conformity with the Constitution of the Trust, and that 24 hours notice of the proposal for amendment or suspension has been given. The period of notice may be waived if no member objects.