

International Renewable Energy Agency (IRENA)



Discussion paper
(Draft Statutes)

Workshop II: IRENA's statutes and finance

Berlin, June 30 to July 1, 2008

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This discussion paper has been developed to offer support to the working group on IRENA's statute and finance. The working group was initiated within the preparatory process for the foundation of IRENA and shall convene twice before the Founding Conference in November 2008. The aim of this paper is to provide input for the debate at the first workshop on the statutes and finance and to stimulate an open exchange of thoughts; however, it shall not anticipate the results of the workshop.

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Draft Statute of the International Renewable Energy Agency

Article I Establishment of the Agency	Remarks
<p>The Contracting Parties hereby establish the International Renewable Energy Agency (hereinafter referred to as “the Agency”) in accordance with the following terms and conditions.</p>	

Article II Objective	
<p>The Agency shall promote the fast adoption and the sustainable use of renewable energy worldwide, taking account of its contribution to security of supply, environment and climate protection, economic growth and social cohesion, regional development and inter-generational equity.</p>	

Article III Definition	
<p>In this Statute the term “renewable energy” means all forms of energy produced from renewable sources in a sustainable manner, in particular, but not limited to:</p>	
<ul style="list-style-type: none"> • wind energy, on- and off-shore; • solar energy, especially photovoltaic solar energy, solar thermal power and solar thermal systems; • geothermal energy; • tidal and wave energy; • biomass; • hydropower; and • other new forms of renewable energy, such as osmotic energy. 	

Article IV Activities	
<p>A. In order to become a centre of excellence for renewable energy technology, for the benefit of its members, acting as a facilitator and catalyst, providing experience for practical applications and policies, offering support on all issues relating to renewable energy and helping countries to benefit from the efficient transfer of knowledge and technology,</p> <p>the Agency is authorised, in particular,</p> <ol style="list-style-type: none"> 1. to provide relevant policy advice and assistance to its members taking into account their respective needs, and to stimulate international policy discussions on renewable energy and its framework conditions; 2. to improve pertinent knowledge and technology transfer; 3. to offer capacity-building including training and education to its members; 4. to provide advice on the financing for renewable energy and to support the application of respective mechanisms for the investment in renewable energy; 5. to stimulate and encourage research, in particular on socio-economic issues, and foster the dissemination of research results; 6. to enhance information and communication on the potential and opportunities offered by renewable energy; and 7. to participate in the development of standards. 	

<p>B. In the performance of its activities, the Agency shall</p> <ol style="list-style-type: none"> 1. act in accordance with the purposes and principles of the United Nations to promote peace and international co-operation, and in conformity with policies of the United Nations furthering sustainable development; 2. allocate its resources in such a way as to ensure their efficient utilisation and the greatest possible general benefit in all areas of the world, bearing in mind the special needs of the developing areas of the world; 3. closely co-operate with existing institutions and organisations in order to make best use of and build on existing activities by Governments, other international organisations and non-governmental organisations aiming at the promotion of renewable energy; 4. submit an annual report on its activities to its members. 	
<p>C. The Agency is based on the principle of the sovereign equality of all its members. Subject to this Statute and any agreements concluded in accordance therewith, the Agency shall pay due regard to the sovereign rights of States in performing its activities.</p>	

<p>Article V Work programme and projects</p>	
<p>A. The Agency will perform its activities on the basis of a work programme adopted by the Assembly.</p>	
<p>B. The Agency may, in addition to its regular work programme, carry out projects initiated and financed by members subject to the availability of non-financial resources of the Agency.</p>	

Article VI Membership	
A. The Agency includes initial and other members.	
B. The initial members of the Agency shall be those States members of the United Nations and those regional intergovernmental economic integration organisations which shall have signed this Statute within ninety days after it is opened for signature and shall have deposited an instrument of ratification.	
C. Other members are those States members of the United Nations and those regional intergovernmental economic integration organisations which, after their membership has been approved by the Assembly, shall have signed this Statute and shall have deposited an instrument of ratification. Approval of membership by the Assembly requires a majority of the members present and voting. Due consideration shall be given to the ability and willingness of the applicant to act in accordance with the objectives and activities of the Agency.	
D. Any regional intergovernmental economic integration organisation referred to above which becomes a member of this Agency without any of its member States being a member shall be bound by all the obligations under this Statute. In the case of such organisations, one or more of whose member States is a member of this Agency, the organisation and its member States shall decide on their respective responsibilities for the performance of their obligations under this Statute. In such cases, the organisation and its member States shall not be entitled to exercise rights under the Statute concurrently. In their instruments of ratification, acceptance, approval or accession, the organisations referred to above shall declare the extent of their competence with respect to the matters governed by this Statute. These organisations shall also inform the Depositary of any relevant modification in the extent of their competence. In the case of voting on matters within their competence, regional intergovernmental economic integration organisations shall vote with a number of votes equal to the total number of votes attributable to their member States which are also members of this Agency.	

Article VII Observers	
Intergovernmental and non-governmental organisations active in the field of renewable energy sources may be granted observer status by the Assembly. Observers may participate without the right to vote in the public sessions of the Assembly and its subsidiary organs.	

Article VIII Organs	
There are hereby established as the organs of the Agency: 1. the Assembly, 2. the Council, 3. the Secretariat, and 4. such subsidiary organs as the above organs of the Agency find necessary for the exercise of their functions in accordance with this Statute.	

Article IX The Assembly	
A. The Assembly shall be composed of all members of the Agency. The Assembly shall meet in regular sessions which shall be held annually unless it decides otherwise.	
B. The Assembly includes one representative of each member. Representatives may be accompanied by alternates and advisors. The costs of a delegation's participation shall be borne by the respective member.	
C. Sessions of the Assembly shall take place at the seat of the headquarters of the Agency unless the Assembly decides otherwise.	
D. At the beginning of each meeting, the Assembly shall elect a President and such other officers as may be required. They shall hold office until a new President and other officers are elected at the next meeting. The Assembly shall adopt its Rules of Procedure in conformity with this Statute.	

<p>E. Each member of the Agency shall have one vote in the Assembly. The Assembly shall take decisions on questions of procedure by a simple majority of the members present and voting. Decisions on matters of substance, in particular financial matters, shall be taken by consensus. When the issue arises as to whether the question is one of substance or not, that question shall be treated as a matter of substance unless the Assembly, by consensus, decides otherwise. A majority of the members of the Agency shall constitute a quorum for the Assembly.</p>	
<p>F. The Assembly may discuss any questions, matters or issues within the scope of this Statute, including those relating to the powers and functions of the Council and the Secretariat.</p>	
<p>G. The Assembly shall, by consensus:</p> <ol style="list-style-type: none"> 1. elect the members of the Council; 2. decide on applications for membership; 3. consider and adopt at its regular sessions the annual report, work programme and budget of the Agency, submitted by the Council, as well as consider other reports; 4. supervise the financial policies of the Agency and elect the auditor; 5. appoint the Director-General of the Secretariat (hereinafter referred to as "the Director-General"); 6. approve the Rules of Procedure of the Council submitted by the latter; 7. consider and approve at its first session any draft agreements, provisions and guidelines developed by the Preparatory Commission; 8. approve the conclusion of agreements on any questions, matters or issues within the scope of this Statute; 9. approve amendments to this Statute. 	
<p>H. The Assembly shall be authorised:</p> <ol style="list-style-type: none"> 1. to take decisions on any matter specifically referred to the Assembly for this purpose by the Council; 2. to propose matters for consideration by the Council and request from the Council reports on any matter relating to the activities of the Agency. 	

Article X The Council	
A. The Council shall consist of at least [11], but not more than [21] representatives of members of the Agency elected by the Assembly. Elections to the Council shall be held in accordance with the Rules of Procedure adopted by the Assembly, with a view to achieving a fair and equitable geographical distribution. The members of the Council shall be elected for a term of two years.	
B. As a rule, the Council shall convene semi-annually. Its meetings shall take place at the seat of the headquarters of the Agency unless the Council decides otherwise.	
C. The Council shall elect a Chairperson and other officials from among its members. It shall elaborate its Rules of Procedure and submit them to the Assembly for approval.	
D. Each member of the Council shall have one vote. The Council shall take decisions on matters of substance by a two-thirds majority of all its members. The Council shall take decisions on questions of procedure by a simple majority of all its members. When the issue arises as to whether the question is one of substance or not, that question shall be treated as a matter of substance unless otherwise decided by the Council by the majority required for decisions on matters of substance.	
E. The Council shall be responsible to the Assembly. The Council shall carry out the powers and functions entrusted to it under this Statute, as well as those functions delegated to it by the Assembly. In so doing, it shall act in conformity with the recommendations and decisions of the Assembly and assure their proper and continuous implementation.	

<p>F. The Council shall:</p> <ol style="list-style-type: none"> 1. facilitate consultations and cooperation among members at their request; [2. consider and submit to the Assembly the draft work programme and the draft budget of the Agency;] 3. approve arrangements for the sessions of the Assembly including the preparation of the draft agenda; 4. prepare and submit to the Assembly an annual report concerning the activities of the Agency and all projects approved by it; 5. prepare any other reports which the Assembly may request; 6. conclude agreements or arrangements with States and international organisations on behalf of the Agency, subject to prior approval by the Assembly. 	
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<p>Article XI The Secretariat</p>	
<p>A. The Secretariat shall assist the Assembly, the Council, and their subsidiary organs in the performance of their functions. It shall carry out the other functions entrusted to it under this Statute as well as those functions delegated to it by the Assembly and the Council.</p>	
<p>B. The Secretariat shall comprise a Director-General, who shall be its head and chief administrative officer, and such staff as may be required. The Director-General shall be appointed by the Assembly upon the recommendation of the Council for a term of four years, renewable for one further term, but not thereafter.</p>	
<p>C. The Director-General shall be responsible to the Assembly and the Council for the appointment of the staff as well as the organisation and functioning of the Secretariat. The paramount consideration in the employment of the staff and in the determination of the conditions of service shall be the necessity of securing the highest standards of efficiency, competence and integrity. Only citizens of members shall serve as Director-General or as other members of the professional and general staff. Due regard shall be paid to the importance of recruiting the staff on as wide a geographical basis as possible, taking</p>	

<p>particularly into account the adequate representation of developing countries. Recruitment shall be guided by the principle that the staff shall be kept to a minimum necessary for the proper discharge of the responsibilities of the Secretariat.</p>	
<p>D. The Secretariat shall:</p> <ol style="list-style-type: none"> 1. implement the Agency's work programme and its decisions; [2. prepare and submit to the Council the draft work programme and the draft budget of the Agency;] 3. prepare and submit to the Council the draft annual report concerning the affairs of the Agency and such other reports as the Assembly or the Council may request; 4. provide administrative and technical support to the Assembly, the Council and their subsidiary organs; 5. address and receive communications on behalf of the Agency to and from members. 	
<p>E. In the performance of their duties, the Director-General and the other members of the staff shall not seek or receive instructions from any Government or from any other source external to the Agency. They shall refrain from any action that might reflect on their positions as international officers responsible only to the Assembly and the Council. Each member shall respect the exclusively international character of the responsibilities of the Director-General and the other members of the staff and not seek to influence them in the discharge of their responsibilities.</p>	

<p>Article XII The budget</p>	
<p>A. The budget of the Agency shall be financed by contributions of its members according to a scale of assessment determined by the Assembly, and from other possible sources in accordance with the Financial Rules to be adopted by consensus as laid down in Article IX, paragraph E, of this Statute, by the Assembly.</p>	
<p>[B. The draft budget of the Agency shall be prepared by the Secretariat and submitted to the Council for examination. The Council shall either forward it to the Assembly with a recommendation for approval or return it to the Secretariat.</p>	

The draft budget recommended by the Council shall be submitted to the Assembly for its approval.]	
C. The Assembly shall elect an external auditor who shall hold office for a period of two years and who shall be eligible for re-election. The auditor shall examine the accounts of the Agency and shall make such observations as deemed necessary with respect to the efficiency of the management, and the internal financial controls.	

Article XIII Privileges and immunities	
A. The Agency shall have international and domestic legal personality.	
B. Members will decide upon a separate agreement on privileges and immunities.	

Article XIV Relations with other organisations	
The Council shall be authorised, with the consent of the Assembly, to conclude one or more agreements establishing appropriate relations with the United Nations and any other organisations whose work is related to that of the Agency.	

Article XV Amendments and withdrawal	
A. Amendments to this Statute may be proposed by any member. Certified copies of the text of any amendment proposed shall be prepared by the Director-General and communicated by him to all members at least ninety days in advance of its consideration by the Assembly.	

<p>B. Amendments shall come into force for all members when:</p> <ol style="list-style-type: none"> 1. approved by the Assembly by consensus after consideration of observations submitted by the Council on each proposed amendment, and 2. after all the members have consented to be bound by the amendment in accordance with their respective constitutional processes. Members shall express their consent to be bound by depositing a corresponding instrument with the depositary Government referred to in Article XX. 	
<p>C. At any time after five years from the date when this Statute shall take effect in accordance with paragraph C of Article XIX or whenever a member is unwilling to accept an amendment to this Statute, it may withdraw from the Agency by notice in writing to that effect given to the depositary Government referred to in Article XX, which shall promptly inform the Council and all members.</p>	
<p>D. Withdrawal by a member from the Agency shall not affect its contractual obligations entered into pursuant to Article V or its financial obligations for the year in which it withdraws.</p>	

<p>Article XVI Settlement of disputes</p>	
<p>A. Members shall settle any dispute between them concerning the interpretation or application of this Statute by peaceful means in accordance with Article 2, paragraph 3, of the Charter of the United Nations and, to this end, shall seek a solution by the means indicated in Article 33, paragraph 1, of the Charter.</p>	
<p>B. The Council may contribute to the settlement of a dispute by whatever means it deems appropriate, including offering its good offices, calling upon the members to a dispute to start the settlement process of their choice and recommending a time-limit for any agreed procedure.</p>	

Article XVII Temporary suspension of rights	
A. Any member of the Agency which is in arrears with its financial contributions to the Agency shall have no right to vote if its arrears reach or exceed the amount of its contributions for the two preceding years. However, the Assembly, by consensus, may permit this member to vote if it is convinced that the non-payment is due to circumstances beyond the member's control.	
B. A member which has persistently violated the provisions of this Statute or of any agreement entered into by it pursuant to this Statute may be suspended from the exercise of the privileges and rights of membership by the Assembly acting by a two-thirds majority of the members present and voting upon recommendation by the Council.	

Article XVIII Seat of the Agency	
The seat of the headquarters of the Agency shall be determined by the Assembly at its first session.	

Article XIX Signature, ratification and entry into force	
A. This Statute shall be open for signature on [...] by all States members of the United Nations and regional intergovernmental economic integration organisations. It shall remain open for signature for a period of ninety days.	
B. Entry into force necessitates that States signatories and regional intergovernmental economic integration organisations have consented to be bound by the Statute in accordance with their respective constitutional processes. Members shall express their consent to be bound by depositing a corresponding instrument with the depositary Government referred to in Article XX.	
C. This Statute shall enter into force on the [thirtieth] day after the date of deposit of the [twenty-fifth] instrument of ratification, acceptance, approval or accession.	

Article XX Depository	
The Government of [...] is hereby designated as the depository of this Statute and any instrument of ratification.	

Article XXI Registration	
This Statute shall be registered by the depository Government pursuant to Article 102 of the Charter of the United Nations.	

Article XXII Authentic text and certified copies	
A. This Statute, done in English, shall be deposited in the archives of the depository Government.	
B. Duly certified copies of this Statute shall be transmitted by the depository Government to the Governments of the other signatory States, to the Governments of States admitted to membership under paragraph C of Article VI, and to the executive organs of regional intergovernmental economic integration organisations signing and ratifying this Statute.	

Annex [A] – Preparatory Commission

<p>A. A Preparatory Commission shall come into existence on the first day this Statute is open for signature. It shall be composed of one representative of each of the initial signatories. The Preparatory Commission shall remain in existence until this Statute comes into force and thereafter until the Assembly has convened and the Council has been selected in accordance with Article X of the Statute.</p>	
<p>B. The expenses of the Preparatory Commission shall be met by voluntary contributions in cash or in kind, and for this purpose the Preparatory Commission shall make the necessary arrangements.</p>	
<p>C. The Preparatory Commission shall</p>	
<p>1. meet, as a rule, on an annual basis until the establishment of the Agency, elect its own officers, adopt its own Rules of Procedure, determine its own place of meeting and establish such committees as it deems necessary;</p>	
<p>2. establish a Provisional Secretariat and appoint an Executive Secretary, who shall serve until the appointment of the Agency's Director-General according to Article IX.G.5. of the Statute, and who shall exercise such powers and perform such duties as the Commission may determine;</p>	
<p>3. approve arrangements of the Provisional Secretariat for the first session of the Assembly, including the preparation of a provisional agenda and draft Rules of Procedure, such session to be held as soon as possible after the entry into force of this Statute;</p>	
<p>4. make designations for membership on the first Council in accordance with Article X;</p>	

<p>5. prepare studies, reports, and recommendations for the first session of the Assembly and for the first meeting of the Council on subjects of concern to the Agency requiring immediate attention, including</p> <p>(a) the financing of the Agency (Article XII A. of the Statute);</p> <p>(b) the work plan, [projects] and the budget (Article XII B. of the Statute) for the first year of the Agency’s activities;</p> <p>(c) technical problems relevant to advance planning of Agency’s activities;</p> <p>(d) the establishment of a permanent Agency staff; and</p> <p>[(e) the location of the permanent headquarters of the Agency;]</p>	
<p>6. verify and, if in line with this statute, transmit all applications for membership to the depositary government;</p>	
<p>7. take decisions on questions of procedure by a simple majority of the members present and voting. Decisions on matters of substance, in particular budgetary matters, shall be taken by consensus. When the issue arises as to whether the question is one of substance or not, that question shall be treated as a matter of substance unless the Commission, by consensus, decides otherwise. A majority of the members of the Commission shall constitute a quorum for the Commission.</p>	