

NDEP-02/04
15 December 2003

Northern Dimension Environmental Partnership Support Fund

Rules of Procedure of the Assembly of Contributors

AMENDED 15 DECEMBER 2003

FOR OFFICIAL USE ONLY

**AMENDED
RULES OF PROCEDURE OF THE ASSEMBLY OF CONTRIBUTORS OF
THE NORTHERN DIMENSION ENVIRONMENTAL PARTNERSHIP
SUPPORT FUND**

Whereas

A Northern Dimension Environmental Partnership (NDEP) has been established to strengthen and co-ordinate financing of important environmental projects with cross-border effects in the Northern Dimension Area (NDA).

At its first meeting held in London on 15 November 2002 the Assembly of Contributors to the NDEP Support Fund has, pursuant to the Rules of the NDEP Support Fund (the "Rules") and more particularly Section 3.02 thereto, adopted these Rules of Procedure.

All terms used in the present Rules of Procedures shall be interpreted and applied in a manner consistent with the Rules and shall have the same meaning as that ascribed to them in the Rules.

Section 1. Definitions

- (a) "Bank" means the European Bank for Reconstruction and Development;
- (b) "Fund" means the NDEP Support Fund established by the Board of Directors of the Bank;
- (c) "Rules" means the Rules of the NDEP Support Fund approved by the Board of Directors of the Bank;
- (d) "Contribution" means a contribution to the Fund pursuant to a Contribution Agreement entered into between a Contributor and the Bank in accordance with the Rules;
- (e) "Contributor" means any member of the Bank and any other interested country which has entered into a Contribution Agreement with the Bank;
- (f) "Assembly" means the Assembly of Contributors;
- (g) "Chair" means the Chair of the Assembly;
- (h) "Representative" means the person appointed by a Contributor to serve as its representative in the Assembly;

- (i) "Steering Group" means the Steering Group contemplated by the Rules;
- (j) " Manager" means the Bank;
- (k) "Secretary" means the official designated by the Manager to fulfil the role of secretariat of the meeting of the Assembly.

Section 2. Meetings

- (a) The Assembly shall hold a regular annual meeting at such date as the Assembly shall determine.
- (b) The Assembly may decide to hold other meetings as necessary or expedient.
- (c) Special meetings of the Assembly may also be called by the Chair at any time or by the Chair if so decided by the Assembly or at the request of the Manager or of Contributors who account for not less than one third of the aggregate amount of all contributions to the Fund at the date of such request. Further, the Chair shall call a special meeting of the Assembly to consider the taking of appropriate measures in the event that, in the judgement of the Chair, a failure of a Contributor to meet its obligations under its Contribution Agreement materially interferes or prejudices the operations of the Fund.
- (d) The Manager shall notify all Contributors, by the most rapid possible means of communication reasonably available, of the date and place of each meeting of the Assembly. Such notifications must be dispatched at least forty-five (45) days prior to the date of any annual meeting and thirty (30) days prior to the date of a special meeting, unless the Assembly decides otherwise. In case of emergency, such notifications may be dispatched ten (10) days prior to the date set for the meeting.
- (e) Contributors representing not less than one-half of the aggregate amount of all Contributions shall constitute a quorum for any meeting of the Assembly. Any meeting of the Assembly at which there is no quorum may be postponed from day to day for a maximum of two (2) days by decision of a majority of the Representatives present. No notice need be given of any such postponed meeting.
- (f) The Assembly may order the temporary adjournment of any meeting and its resumption at a later date.
- (g) Meetings of the Assembly shall be held at the Bank's headquarters or at such other place as may be agreed between the Chair and the Bank.
- (h) The Bank shall provide the secretariat for the meetings of the Assembly and shall have charge of all arrangements for the holding of meetings of the Assembly.

Section 3. Attendance at Meetings

- (a) Each Contributor shall have the right to be represented in the Assembly and to participate in its meetings provided that such Contributor has, at the date of the meeting, met its obligations under its Contribution Agreement.
- (b) Each Contributor shall have the right to be represented in the Assembly by one Representative, who shall serve at the pleasure of such Contributor without remuneration from the Fund. Each Representative can be accompanied by advisory staff also without remuneration from the Fund.
- (c) An individual may at the same time serve as Representative of more than one Contributor in the Assembly if such Contributors have so agreed and notified the Bank and the Assembly in advance.
- (d) The Implementing Agencies of the Fund will also attend the meetings of the Assembly.
- (e) Participants at the meeting of the Assembly will cover their own costs of participation.
- (f) The Chair may invite representatives of governments, other institutions and entities to attend specific agenda items of the Assembly as observers.

Section 4. Agenda for Meetings of the Assembly

- (a) Under the direction of the Chair, the Manager shall prepare a draft agenda for each meeting of the Assembly and transmit such draft agenda to Contributors together with the notice of the meeting or in advance of the meeting being held.
- (b) Additional subjects may be placed on the draft agenda for any meeting of the Assembly at the request of any Contributor provided that the Contributor shall give notice thereof to the Manager at least fifteen (15) days prior to the date of the meeting. The Manager shall immediately notify the Contributors of such additional items.
- (c) In exceptional cases the Manager, under the direction of the Chair, may include at any time additional items in the draft agenda for any meeting of the Assembly. The Manager shall promptly notify the contributors of such additional items.
- (d) The Chair shall submit the draft agenda to the Assembly for approval at the commencement of each meeting.
- (e) When a special meeting is called, the agenda shall be limited to the items communicated by the Manager.

- (f) In the course of any meeting of the Assembly, the Assembly may, by consensus, modify, add to, or eliminate items from the agenda.

Section 5. Representatives of Contributors

At each meeting of the Assembly, the Manager shall submit a list of the Representatives of Contributors whose attendance has been officially communicated to the Bank.

Section 6. Chair

- (a) A representative of the largest Contributor, as at the date of commencement of operations of the Fund, shall be the first Chair.
- (b) At the beginning of its inaugural meeting the Assembly shall confirm the nominated Representative of the largest Contributor as Chair of the Assembly.
- (c) The Chair will hold office until the Assembly votes for a succeeding Chair.
- (d) In the absence of the Chair from any meeting of the Assembly, the Assembly shall select a Representative of a Contributor in attendance to serve as Chair for the duration of the meeting.

Section 7. Decisions of the Assembly

- (a) All decisions of the Assembly shall be adopted at the Assembly's annual or special meetings on the basis of consensus among Contributors. At any meeting the Chair shall ascertain and announce the sense of the meeting with regard to any matter and the Assembly shall be deemed to have acted in accordance with the announcement of the Chair.
- (b) (i) In exceptional circumstances, the Manager may consider that a decision on a specific matter or question which is for the Assembly to determine should not be postponed until the next annual meeting of the Assembly and does not warrant the calling of a special meeting of the Assembly. In such circumstances, the Manager shall promptly transmit to each Contributor which would otherwise be eligible to attend a meeting of the Assembly as per Section 3 above the proposal relating to the particular question with a request for a vote on the proposal.

(ii) In compliance with such a request, replies must reach the Manager within the period stipulated in the request. In no circumstances shall the period for the reply be less than thirty (30) days. Approval of the proposal by a Contributor shall be deemed to have been given in the event that no reply is received by the Manager within the period fixed for reply.

(iii) Upon the expiration of the period for reply, the Manager shall report to the Contributors as to the outcome of the proposal and same shall be noted in the record of proceedings to be presented to the Assembly for approval at a subsequent meeting.

Section 8. Manager

The Bank shall act as Secretariat of the meeting and shall appoint an official to serve as a secretary thereof.

Section 9. Record of Proceedings

The Manager shall prepare a summary record of the proceedings of the Assembly. A draft of the summary record shall be circulated to all Representatives as soon as possible after each meeting and shall be presented to the Assembly for approval at a subsequent meeting.

Section 10. Amendments

These Rules may be amended by a decision of the Assembly.