



Rules of Procedure of the Governing Council

These Rules of Procedures were adopted by the Governing Council at its First Session on 13 December 1977.

- ▶ Rule 2 was amended by the Governing Council at its Thirteenth Session by the adoption of Resolution 61/XIII on 25 January 1990.
- ▶ The Governing Council amended Rules 1, 3.2, 9.3, 12.1, 15.2, 26, 33.1, 34, 35.3, 38.2, 39.1, 40.1, 40.2, 41.2 and 44 of the Rules of Procedure in paragraph IV of its Resolution 86/XVIII, which was adopted on 26 January 1995 and entered into force on 20 February 1997.
- ▶ Rule 2 was further amended by the Governing council at its Twenty-Second session by the adoption of Resolution 113/XXII on 17 February 1999.
- ▶ The Governing Council amended Rules 4, 35, 39, 40, 41 of the Rules of Procedures, through a vote by correspondence, on 31 October 2020.

I. Definitions

RULE 1 Definitions

- (a) "Agreement" means the Agreement Establishing the Fund;
- (b) "Bureau" means the Chairman and the Vice-Chairmen;
- (c) "Chairman" means the Chairman of the Governing Council;
- (d) "cooperating institution" means any institution with which an agreement has been concluded that provides for its participation in the work of the Governing Council;
- (e) "cooperating international organization" means the United Nations and any organization referred to in Article 8.2 of the Agreement with which agreements or working arrangements have been established;
- (f) "Executive Board" means the Executive Board of the Fund;
- (g) "Fund" means the International Fund for Agricultural Development;
- (h) "Governor" means the person whom a Member has designated as its principal representative at a session of the Governing Council and, except where otherwise specified, includes the alternate appointed by that Member when such alternate is acting for the Governor;
- (i) "Member" means a Member of the Fund;
- (j) "President" means the President of the Fund or the Vice-President, if any, when acting in place of the President.

II. Sessions

RULE 2 Annual Sessions

The Governing Council shall each year convene an annual session within the first quarter of that year. If for any reason an annual session cannot be held within that period, the Executive Board shall decide upon a suitable alternate period. The President is responsible for fixing the precise dates for the Council sessions.¹

RULE 3 Special Sessions

1. The Governing Council shall hold special sessions when:
 - (a) so decided by the Council;
 - (b) called by Members in accordance with paragraph 2 below;
 - (c) requested by the Executive Board by a two-thirds majority of the affirmative and negative votes.

¹ At its Thirteenth Session on 25 January 1990, the Governing Council adopted Resolution 61/XIII which, in addition to amending Rule 2, authorized the President to incur obligations to make payments, if necessary, for normal operating expenditures which may arise between 1 January of each year and such time as the Governing Council approves the Budget of IFAD for that year, with amounts so used to be subsequently allocated against the appropriate items in the approved Budget of IFAD for that year.

2. Any Member may address to the President a proposal for holding a special session, who shall immediately communicate it to all Members. If Members having at least a quarter of the total number of votes in the Governing Council concur within 30 days, the special session shall be held accordingly.
3. Unless otherwise provided in the decision, request or proposal for holding a special session, it shall be convened as soon as practicable on a date determined by the Chairman after consultation with the other members of the Bureau and the President.

RULE 4 Place of Sessions

The sessions of the Governing Council shall be held at the seat of the Fund. The Governing Council may decide to hold a session elsewhere, provided that this does not involve additional costs to the Fund. Governing Council sessions may be held by virtual means when the Chairperson, after consultation with the other members of the Bureau and the President, determines that holding a physical, in-presence session is not feasible or appropriate for all representatives. In such instances, Members, cooperating international organizations and institutions, and representatives of other entities as defined in Rule 43, may participate in the session by means of teleconference, videoconferencing or other electronic means. Special procedures applicable to Governing Council sessions held by virtual means are set forth in the annex to the present Rules of Procedure. (See Annex 1, Special Procedures).

RULE 5 Notification of Sessions

At least six weeks before the commencement of an annual session and as early as possible before a special session, the President shall inform each Member and each cooperating international organization and institution of the date and place of the first meeting and the expected duration of the session.

RULE 6 Provisional Agenda

1. The President shall prepare, with the approval of the Executive Board, a provisional agenda for each session of the Governing Council.
2. The provisional agenda for a special session shall normally consist of only those items proposed in the decision, request or proposal for holding the session.

RULE 7 Communication of the Provisional Agenda

The President shall normally transmit the provisional agenda for a session and the documentation relating to items thereon together with the notification referred to in Rule 5, or as soon as possible thereafter, but no later than six weeks before the commencement of an annual session.

RULE 8 Supplementary Items

After the communication of the provisional agenda pursuant to Rule 7, any Member, the Executive Board and the President may propose supplementary agenda items, which the President shall communicate, at least 14 days before the session, to each Member and each cooperating international organization and institution, together with documentation relating thereto.

RULE 9 Adoption of the Agenda

1. The Governing Council shall at the beginning of each session adopt the agenda for that session on the basis of the provisional agenda and the supplementary items.
2. During a session the Governing Council may revise the agenda by adding, deleting, deferring or amending items.
3. No supplementary item that had not been communicated to Members at least two weeks before the session and no additional item included in the agenda pursuant to paragraph 2 above shall be considered until 24 hours after it was placed on the agenda.

III. Representation and Credentials

RULE 10 Governors, Alternates and Advisers

1. Each Member shall appoint a Governor, as its principal representative on the Governing Council, and an alternate.
2. A Governor and his alternate may be accompanied by advisers.

RULE 11 Credentials and Notifications

1. The credentials of Governors and alternates shall be issued by, or on behalf of, the Head of State or of Government or by the Minister or Secretary of Foreign Affairs, or by another person notified by the Member so having authority to do so. These credentials and the notifications of the names of advisers shall be submitted to the President at least one week before the opening of the first session the designated persons are to attend. Unless otherwise specified, such credentials and notifications shall be considered valid for subsequent sessions until withdrawn by a notification to the President.
2. The Bureau shall examine the credentials and, if any member thereof considers it necessary, report thereon to the Governing Council.
3. Any Governor whose credentials have been challenged may continue to perform his functions on a provisional basis until the Governing Council has given its decision.

IV. Officers

RULE 12 Election and Term of Office

1. The Governing Council shall at alternate annual sessions elect from among the Governors a Bureau consisting of a Chairman and two Vice-Chairmen who shall serve for two years and shall hold office until their successors are elected.
2. If an officer resigns, or ceases to be a Governor, he shall cease to hold his office and a special election shall be held at the next session unless by a decision without a meeting the vacancy is filled by the Governor of the same Member.

RULE 13 Acting Chairman

1. If the Chairman finds it necessary to be absent during a meeting, he shall designate a Vice-Chairman to take his place.
2. If the Chairman ceases to hold his office, the Vice-Chairmen shall decide which of them is to take his place until a new Chairman is elected.
3. A Vice-Chairman acting as Chairman shall have the same powers and duties as the Chairman.

RULE 14 Voting Rights and Representation by the Chairman

The Chairman or an Acting Chairman shall participate in the meetings of the Governing Council in that capacity and not as the Governor of a Member. Nevertheless, he may delegate his right to vote to his alternate or, in the absence of the latter, to another member of his delegation.

V. Subsidiary Bodies

RULE 15 Establishment, Membership and Meetings

1. The Governing Council may establish committees and other subsidiary bodies and refer to them any question for study and report.²
2. When circumstances do not permit the Governing Council to select the members of committees and other subsidiary bodies of limited membership, the Council may authorize the Chairman to nominate such members in consultation with the members of the Bureau.
3. Committees shall normally function only during sessions of the Governing Council.

RULE 16 Rules of Procedure, Reports

Unless specifically provided otherwise in these rules or otherwise decided by the Governing Council, these rules shall apply *mutatis mutandis* to committees and other subsidiary bodies, except that they shall not vote but shall submit reports to the Council setting out the views expressed in the body and the reasons therefor.

² At its Fifth Session on 19 January 1982, the Governing Council decided that, instead of establishing a Procedures Committee at the beginning of each of its sessions, any committees that may be needed in the future shall be established on an *ad hoc* basis, in accordance with Rule 15.

VI. Secretariat

RULE 17 The Secretariat

The President shall direct the staff required by the Governing Council and shall be responsible for all arrangements necessary for its sessions, including those to be made with the host government if a session is to be held elsewhere than at the seat of the Fund.

RULE 18 Statements by the President

The President or a representative designated by him may make oral as well as written statements concerning any question under consideration by the Governing Council.

RULE 19 Estimates of Expenditures

Whenever the Governing Council is considering any proposal that might affect the administrative expenditures of the Fund, the President shall provide estimates of the relevant amounts, which the Council shall consider before taking a decision on the proposal.

VII. Languages

RULE 20 Languages of the Governing Council

Arabic, English, French and Spanish shall be the languages of the Governing Council.

RULE 21 Interpretation

1. Speeches made in a language of the Governing Council shall be interpreted into the other such languages.
2. A representative may speak in a language other than a language of the Governing Council if he provides for interpretation into one such language.

RULE 22 Languages of Documents, Reports and Formal Decisions

All documents and reports, including the texts of formal decisions of the Governing Council, shall be made available in the languages of the Council.

VIII. Meetings

RULE 23 General Principle

Except as provided in Rule 41, the meetings of the Governing Council shall be held in public and those of its committees and other subsidiary bodies shall normally be held in private, unless the Council decides otherwise.

IX. Records

RULE 24 Sound Recordings

1. Sound recordings of the meetings of the Governing Council shall be made and kept by the secretariat. Such recordings may also be made and kept of the meetings of committees and other subsidiary bodies if so decided by the Council.
2. In respect of meetings or portions thereof that are held in private, access to such recordings shall be restricted to the representatives of States that were members of the body concerned at the time of the meeting and to any other participants in the meeting; however, the Governing Council may allow access to the representatives of other States as well as to the public at such time and under such conditions as it may decide.

RULE 25 Summary Records

1. The secretariat shall prepare, in the languages of the Governing Council, summary records of its public meetings, which the President shall transmit promptly to each Member and each cooperating international organization or institution. He shall subsequently publish and similarly transmit any corrections to the summary records that are communicated to him within one month of the transmission of the records; any disagreement concerning such corrections shall be resolved by the Chairman.
2. Unless the Governing Council decides otherwise, no summary records of its private meetings or of the meetings of committees and other subsidiary bodies shall be prepared.

X. Conduct of Business

RULE 26 Quorum

1. A quorum for any meeting of the Governing Council shall be constituted by Governors exercising two-thirds of the total number of votes.
2. A quorum for any meeting of a committee or other subsidiary body shall be constituted when representatives of a majority of its members are present.

RULE 27 General Powers of the Chairman

1. In addition to exercising the powers conferred on him elsewhere by these rules, the Chairman shall declare the opening and closing of each meeting of the Governing Council, direct the discussions, ensure observance of these rules, accord the right to speak, put questions to the vote and announce decisions. The Chairman, subject to these rules, shall have complete control of the proceedings of the Council and over the maintenance of order at its meetings. He may propose to the Council the closure of the

list of speakers, a limitation on the time to be allowed to speakers and on the number of times a Governor may speak on an item, the adjournment or closure of the debate, and the suspension or adjournment of a meeting.

2. The Chairman, in the exercise of his functions, remains under the authority of the Governing Council.

RULE 28 Points of Order

1. During the discussion of any matter, a Governor may at any time raise a point of order which the Chairman shall decide immediately in accordance with these rules. Any Governor may appeal against the ruling of the Chairman. The appeal shall be put to the vote immediately and the ruling of the Chairman shall stand unless overruled by the Council by the majority specified in Rule 34.4.
2. In raising a point of order, a Governor may not speak on the substance of the matter under discussion or make any proposal or motion.

RULE 29 Submission of Proposals

Proposals, including substantive amendments, shall normally be submitted in writing to the President, who shall circulate them to all Governors in all languages of the Governing Council. Unless the Council decides otherwise, these shall not be discussed or put to the vote sooner than 24 hours after such circulation.

RULE 30 Motions

A Governor may present any of the following motions, which the Chairman may put to the vote without or with limited debate and which shall have precedence in the indicated order over all proposals and other motions before the meeting:

- (a) to suspend the meeting;
- (b) to adjourn the meeting;
- (c) to adjourn the debate on the item under discussion;
- (d) to close the debate on the item under discussion;
- (e) to vote on a proposal under discussion.

RULE 31 Right of Reply

The Chairman shall accord the right of reply to any Governor who requests it, but may determine the time when such right may be exercised and the maximum length of any reply.

RULE 32 Reconsideration of Proposals

When a proposal has been adopted or rejected, it may not be reconsidered at the same session unless the Governing Council so decides after considering a report of the Bureau thereon.

XI. Voting and Elections

RULE 33 Voting Rights

1. Each Member shall have the number of votes distributed to it in accordance with the formulae set out in Section 3(a) of Article 6 of the Agreement and in the decisions that the Governing Council shall take, from time to time, in accordance therewith.
2. Each Governor shall be entitled to cast the votes of the Member he represents. In his absence, the alternate appointed by that Member or, in the absence of both, a member of their delegation shall be entitled to cast these votes.

RULE 34 Majority Required

1. The following decisions of the Governing Council shall require at least two-thirds of the total number of votes:
 - (a) invitations to Members to make additional contributions to the resources of the Fund;
 - (b) adoption of regulations and by-laws to conduct the business of the Fund;
 - (c) appointment or termination of the appointment of the President;
 - (d) determination of the permanent seat of the Fund;
 - (e) approval of the administrative budget;
 - (f) adoption of broad policies, criteria and regulations governing financing by the Fund;
 - (g) approval of agreements to be concluded with the United Nations in accordance with Article 63 of the United Nations Charter and of any amendments thereto.
2. The following decisions of the Governing Council shall require at least three-quarters of the total number of votes:
 - (a) suspension of a Member or the restoration of a suspended Member to good standing;
 - (b) termination of the Fund's operations and distribution of its assets.
3. The adoption of amendments to the Agreement shall require at least four-fifths of the total number of votes in the Governing Council, except that in respect of the several parts of Schedule II to the Agreement amendments shall be adopted as provided in the respective paragraphs thereof.
4. All other decisions of the Governing Council shall require more than one-half of the total number of votes.

RULE 35 Method of Taking Decisions

1. At any meeting of the Governing Council, the Chairman should attempt to secure a consensus on a proposal in lieu of taking a vote thereon. However, the Council shall take decisions by vote at the request of any Governor.
2. Roll-call votes shall be taken in the English alphabetical order of the names of the Members, starting with the Member whose name is drawn by lot by the Chairman. The name of each Member shall be called in all roll-calls, and its representative shall reply "yes", "no" or "abstention". Unless otherwise decided by the Council, the vote of each Member participating in roll-call shall be recorded.
3. Secret ballots shall be taken by the casting of paper ballots³ or, if available, through an electronic voting system, in such a way as to safeguard the secrecy and integrity of the secret ballot. Each Member shall have access to and the ability to cast, the specific number of votes to which they are entitled.

RULE 36 Conduct Relating to Voting

1. The Chairman shall announce the commencement of voting, after which no one shall be permitted to intervene until the results of the vote have been announced except on a point of order in connection with the process of voting.
2. Governors may make brief statements consisting solely of explanation of their votes, before the announcement of the commencement of voting or after the results of the vote have been announced.

RULE 37 Order of Voting on Proposals

1. An amendment is a proposal that does no more than add to, delete from or revise part of another proposal.
2. When an amendment is moved to a proposal, the amendment shall be voted on first. When two or more amendments are moved to a proposal, the amendment furthest removed in substance from the original proposal shall be voted on first and then the amendment next furthest removed and so on. If one or more amendments are adopted, the proposal as amended shall then be voted on.
3. Proposals, other than amendments, relating to the same question shall be voted on in the order in which they were submitted, unless the Governing Council decides otherwise.

3 In the case of paper ballots, each Governor shall be provided with one or more ballot papers each indicating a specific number of votes, which shall be so distributed that: (i) papers specifying any particular number of votes shall be received by at least four Governors, and (ii) the total number of votes specified on the papers received by any Governor shall equal the number of votes he is entitled to cast; each Governor may indicate his vote on all the papers he receives and deposit them in ballot boxes from which they shall be taken and counted by tellers appointed by the Chairman.

RULE 38 Elections

1. Except as provided otherwise in respect of elections pursuant to Rule 40, all elections shall be held by secret ballot unless the Governing Council decides otherwise in an election where the number of candidates does not exceed the number of elective places to be filled.
2. When one or more elective places are to be filled at one time under the same conditions, those candidates, in a number not exceeding the number of such places, shall be elected who obtain in the first ballot the largest number of votes and more than one-half of the total number of votes. If the number of candidates so elected is less than the number of places to be filled, additional ballots shall be held to fill the remaining places, from each of which in succession that candidate shall be eliminated who received the lowest number of votes in the previous ballot, until the number of candidates listed on an additional ballot does not exceed twice the number of places remaining to be filled.

RULE 39 Voting by Correspondence

1. Whenever the Executive Board decides to obtain a vote of the Governing Council on a specific question, except one covered by Rule 34.1 (c) and (d) or 34.2, without calling a session of the Council, the President 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 request may prescribe; at the expiration of the established period or any extended period that may be prescribed, the President shall record the results and notify all Members. The vote shall be valid if replies are received from Members having at least two-thirds of the total number of votes.
2. The majority requirements specified in Rule 34 shall apply to any decisions put to the vote in accordance with paragraph 1 above.

XII. Selection of other Organs

RULE 40 Executive Board

1. Before each annual session the President shall circulate a list indicating the number of members and alternate members of the Executive Board that must be elected or appointed from among the Members of the Fund. Those Members against whom an accounting provision currently exists with respect to the payment of their contribution to the resources of the Fund shall be excluded from those Members eligible for election or appointment to the Executive Board.
2. During the course of the annual session the Governors may meet in private to conduct such elections in accordance with procedures specified by the respective part of Schedule II to the Agreement. The chairman at each such meeting shall be a member of the Bureau. Except as otherwise specified in the respective part of Schedule II or otherwise decided by the meeting, these rules shall apply *mutatis mutandis* to its proceedings.

3. After all required elections have been completed and all required appointments have been made, the President shall circulate a list indicating the revised composition of the Executive Board and the terms of office of each member and alternate member. The newly elected members and the newly elected or appointed alternate members shall take office at the adjournment of the session of the Governing Council at which they were elected or appointed.

RULE 41 President

1. The appointment of the President shall be considered by the Governing Council at a private meeting, and voting shall be in accordance with Rule 38.1. unless otherwise decided by the Governing Council after considering a report of the Bureau thereon.
2. The Governing Council shall appoint the President by at least two-thirds of the total number of votes. In the case of only one nominee, the Council may use the method of acclamation to appoint the President. In the case of more than one nominee, if no nominee receives the required number of votes on the first ballot, a second ballot shall be taken in which the nominee who received the fewest votes shall not participate. This procedure shall be repeated until one nominee receives at least two-thirds of the total number of votes or the Council decides that such balloting be discontinued and decision be taken on another date. Each Governor casting the votes of the Member he represents shall cast them in favour of a single person.

XIII. Participation of Non-members

RULE 42 Cooperating International Organizations and Institutions

Cooperating international organizations and institutions may participate in the meetings and work of the Governing Council in accordance with the provision of their agreements with the Fund.

RULE 43 Other Entities

1. The Governing Council may invite any non-member State or grouping of States eligible for membership pursuant to Article 3.1 of the Agreement, and any international organization described in Article 8.2 of the Agreement, as well as any other entity to designate observers to all or to specified sessions or meetings of the Council.⁴
2. Observers designated pursuant to paragraph 1 above may participate in the proceedings of the Governing Council at the invitation of the Chairman and with the approval of the Council.

⁴ At its First Session on 16 December 1977, the Governing Council adopted Resolutions 77/6 and 77/7. In Resolution 77/6, the Governing Council invited the entities described in Article 8.2 of the Agreement to designate observers to the Second Session of the Governing Council. In Resolution 77/7, the Governing Council: (i) invited the Holy See to designate an observer to the sessions of the Governing Council; and (ii) further authorized the President, in consultation with the Executive Board, to invite any non-Member State or grouping of States eligible for membership pursuant to Article 3.1 of the Agreement, and that has indicated its intent to become a non-original Member of the Fund, to designate an observer to those sessions of the Governing Council relevant to its interest.

XIV. Amendment and Suspension of Rules of Procedure

RULE 44 Method of Amendment

These rules may be amended by the Governing Council in accordance with Rule 34.1(b), to the extent that such amendment is consistent with the Agreement, after considering a report of the Bureau on the proposed amendment.

RULE 45 Method of Suspension

These rules may be suspended by the Governing Council to the extent that such suspension is consistent with the Agreement, provided that 24 hours' notice of the proposal for the suspension has been given which may be waived if no Governor objects; committees and other subsidiary bodies may by unanimous consent waive rules pertaining to them. Any suspension shall be limited to a specific and stated purpose and to the period required to achieve it.

Annex I

Special Procedures

The following special procedures shall apply to Governing Council sessions held by virtual means:

1. Attendance at Meetings

1.1. Representatives of Members, cooperating international organizations and institutions and representatives of other entities may participate in sessions of the Governing Council by means of teleconferencing, videoconferencing or any other electronic means that enable them to listen to the proceedings and, as appropriate and in accordance with the present rules, address the meeting from a remote location.

1.2. The President shall designate key staff to ensure the efficient and effective running of the meeting. During the meeting, should connectivity issues arise, participation may be restricted to the representatives of Members only.

1.3. Representatives shall be responsible for the quality of their connection to the virtual meeting. Should a representative lose

connectivity, deliberations shall continue and decisions made as appropriate, unless the quorum is lost due to the loss of connection.

1.4. Representatives may wish to share their position on agenda items with Management in advance of the session to ensure that said positions are duly recorded in the summary records of the virtual meeting.

2. Quorum

2.1. The quorum for any meeting of the Governing Council shall be constituted by the presence (virtual or physical) of representatives of Members exercising two thirds of the total number of votes.

2.1. In the event that the quorum is lost due to connectivity issues being experienced by a number of representatives, the meeting shall be suspended until such time as a quorum has been re-established.

▶ October 2020



Investing in rural people

International Fund for
Agricultural Development
Via Paolo di Dono, 44
00142 Rome, Italy
Tel: +39 06 54591
Fax: +39 06 5043463
E-mail: ifad@ifad.org
www.ifad.org
www.ruralpovertyportal.org