

**Agreement Establishing
the
International Institute
for
Democracy and Electoral Assistance**

The **PARTIES** signatory hereto,

NOTING that the concepts of democracy, pluralism and free and fair elections are taking root worldwide;

NOTING that democracy is essential for promoting and guaranteeing human rights and that participation in political life, including government, is part of human rights, proclaimed and guaranteed by international treaties and declarations;

NOTING ALSO that the ideas of sustainable democracy, good governance, accountability and transparency have become central to policies for national and international development;

RECOGNIZING that strengthening democratic institutions, nationally, regionally and globally is conducive to preventive diplomacy, thereby promoting the establishment of a better world order;

UNDERSTANDING that democratic and electoral processes require continuity and a long-term perspective;

WISHING TO ADVANCE and implement universally held norms, values and practices;

AWARE that pluralism presupposes actors and national and international organizations with distinctly different tasks and mandates that cannot be subsumed by others;

REALIZING that a meeting place for all those involved would sustain and advance professionalism and systematic capacity building;

CONSIDERING that a complementary international institute in this field is required.

HAVE AGREED as follows:

Article I

ESTABLISHMENT, LOCATION AND STATUS

1. The Parties to this Agreement hereby establish the International Institute for Democracy and Electoral Assistance, as an international organisation, hereinafter referred to as the Institute or International IDEA.

2. The headquarters of the Institute shall be in Stockholm, unless the Council decides to relocate the Institute elsewhere. The Institute may establish offices in other locations as required to support its programs.

3. International IDEA shall possess full juridical personality and enjoy such capacities as may be necessary to exercise its functions and fulfil its objectives, inter alia, the capacity to:

- a. acquire and dispose of real and personal property;
- b. enter into contracts and other types of agreements;
- c. employ persons and accept seconded personnel on loan;
- d. institute and defend in legal proceedings;
- e. invest the money and properties of the Institute; and
- f. take other lawful action necessary to accomplish the objectives of the Institute.

Article II
OBJECTIVES AND ACTIVITIES

1. The objectives of the Institute are:

- a. To promote and advance sustainable democracy worldwide;
- b. To improve and consolidate democratic electoral processes worldwide;
- c. To broaden the understanding and promote the implementation and dissemination of the norms, rules and guidelines that apply to multi-party pluralism and democratic processes;
- d. To strengthen and support national capacity to develop the full range of democratic instruments;
- e. To provide a meeting-place for exchanges between all those involved in electoral processes in the context of democratic institution-building;
- f. To increase knowledge and enhance learning about democratic electoral processes;
- g. To promote transparency and accountability, professionalism and efficiency in the electoral process in the context of democratic development.

2. In order to accomplish the foregoing objectives, the Institute may engage in the following type of activities:

- a. Develop networks globally in the sphere of electoral processes;
- b. Establish and maintain information services;
- c. Provide advice, guidance and support on the role of government and opposition, political parties, electoral commissions, an independent judiciary, the media and other aspects of the electoral process in a pluralistic democratic context;
- d. Encourage research and the dissemination and application of research findings within the institute's sphere of competence;

e. Organize and facilitate seminars, workshops and training on free and fair elections in the context of pluralistic democratic systems;

f. Engage in other activities related to elections and democracy as the need arises.

3. The members and associate members subscribe to the objectives and activities of the Institute as stated in this article and undertake to further them and assist the Institute to carry out its program of work.

Article III COOPERATIVE RELATIONSHIPS

The Institute may establish cooperative relationships with other institutions.

Article IV MEMBERSHIP

1. **Members** of the Institute are:

a. Governments of States Parties to this Agreement

b. Inter-governmental organizations parties to this Agreement.

2. **Associate members** of the Institute are International non-governmental organizations. Such organizations must have as members properly constituted organizations or a combination of organizations and individuals, with defined rules governing the admission of members. The organization must include members from at least seven States. The organization should have a functional and professional role relevant to the Institute's sphere of activity.

3. An International Non-governmental Organization may at any time notify the Secretary General of its request to become an Associate member of the Institute.

4. At no time shall the number of associate members exceed that of members of the Institute.

Article V
FINANCE

1. The Institute shall obtain its financial resources through such means as voluntary contributions and donations by governments and others; publications and other service revenue, interest income from trusts, endowments and bank accounts.

2. The Parties to this Agreement shall not be required to provide financial support to the Institute beyond voluntary contributions. Nor shall they be responsible, individually or collectively, for any debts, liabilities or obligations of the Institute.

3. The Institute shall establish arrangements satisfactory to the Government of the country in which the headquarters are located with a view to ensuring the Institute's ability to meet its obligations.

Article VI
ORGANS

The Institute shall consist of a Council, a Nominating Committee, a Board of Directors ("Board"), a Secretary General and a Secretariat.

Article VII
THE COUNCIL

1. The Council shall be composed of one representative of each member and associate member of the Institute.

2. The Council shall meet once a year in ordinary sessions. An extraordinary session of the Council shall be convened:

- a. upon the invitation of the Board of Directors
- b. upon the initiative of one third of the Council's members.

3. Observers may be invited to Council meetings, but have no right to vote.

4. The Council shall adopt its own rules of procedure, and elect a chairman for each meeting.

5. The Council shall:

- a. Give the overall direction of the Institute's work
- b. Review the activities of the Institute
- c. Approve by a two-thirds majority new members and associate members of the Institute, upon recommendation by the Board
- d. Consider and decide by a two-thirds majority on suspension of members and associate members, upon recommendation by the Board
- e. Appoint the members and the Chairman of the Board
- f. Appoint the Nominating Committee
- g. Appoint the auditors
- h. Approve the audited financial statements

6. Decisions of the Council shall be taken by consensus. If all efforts have been made and no consensus is reached the Chairman may decide to proceed to a formal vote. A formal vote shall also be held if so requested by a voting member. Except when this Agreement provides otherwise, a formal vote of the Council shall be made by a simple majority of the votes cast. Each member of the Council shall be entitled to one vote, and in the case of an equality of votes, the Chairman of the meeting may cast the deciding vote.

Article VIII

THE NOMINATING COMMITTEE

1. The Council shall elect one representative of the members and one representative of the associate members and one member of the Board of Directors to serve as members of the Nominating Committee.

2. The Nominating Committee shall:

- a. Nominate distinguished personalities to serve as members or as Chairman of the Board for appointment by the Council.
- b. Nominate external auditors for appointment by the Council.

Article IX
THE BOARD

1. The Institute shall operate under the direction of a Board of Directors consisting of between nine (9) and fifteen (15) members. One member of the Board shall be appointed by the country in which the Institute has its headquarters (Permanent Representative). The Chairman of the Board shall be elected by the Council. Board members shall be selected on the basis of accomplishment in the fields of law, electoral techniques, politics, relevant research, political science, economics and other areas of importance for the work of the Institute. They shall serve in their personal capacities and not as representatives of governments or organizations.

2. The term of appointment of a member and of the Chairman of the Board, shall be three years (3), subject to renewal. The terms of the first members of the Board shall be staggered in order to establish gradual transition of membership.

3. The Board shall meet as often as it finds necessary to carry out its functions. At its first meeting every year the Board will appoint a Vice-Chairman.

4. The Board shall also:

- a. Issue by-laws for the governance of the Institute in accordance with this Agreement;
- b. Develop the policy of the institute based on the overall direction given by the Council;
- c. Appoint the Secretary General of the Institute;
- d. Approve the Institute's annual work programs and budget;
- e. Recommend new members of the Institute for approval by the Council;
- f. Recommend the suspension of Members and Associate Members deemed to be failing to adhere to Article II, paragraph 3 above.
- g. Comment on the audited financial statements;
- h. Perform all other functions necessary to carry out the powers delegated to the Board.

Article X

THE SECRETARY GENERAL AND THE SECRETARIAT

1. The Institute shall be headed by a Secretary General who shall be appointed by the Board for a term of five (5) years, subject to renewal.

2. The Secretary General shall appoint such Professional and General Services Staff as may be required to carry out the objectives of the Institute in accordance with personnel policies approved by the Board.

3. The Secretary General shall be responsible to the Board.

Article XI

RIGHTS, PRIVILEGES AND IMMUNITIES

The Institute and its staff shall, in the country of its headquarters, enjoy such rights, privileges and immunities as shall be stipulated in a headquarters Agreement. Other countries may grant comparable rights, privileges and immunities in support of the Institute's activities in such countries.

Article XII

EXTERNAL AUDITOR

A full financial audit of the operations of the Institute shall be conducted on an annual basis by an independent international accounting firm selected by the Council after recommendation by the Nominating Committee. The result of such audits shall be made available to the Board and the Council.

Article XIII

DEPOSITARY

1. The Secretary General of the Institute shall be the Depositary of this Agreement.

2. The Depositary shall communicate all notifications relating to the Agreement to all members and associate members.

Article XIV
DISSOLUTION

1. The Institute may be dissolved, if a four-fifths majority of all members and associate members determines that the Institute is no longer required or that it will no longer be able to function effectively.

2. In case of dissolution, any assets of the Institute which remain after payment of its legal obligations shall be distributed to institutions having objectives similar to those of the Institute as decided by the Council in consultation with the Board.

Article XV
AMENDMENTS

1. This Agreement may be amended by a two-thirds majority vote of all the Parties to it. A proposal for such an amendment shall be circulated at least eight weeks in advance.

2. The amendment will enter into force thirty days after the date on which two-thirds of the Parties have notified the Depositary that they have fulfilled the formalities required by national legislation with respect to the amendment. It shall then be binding on all members and associate members.

Article XVI
WITHDRAWAL

1. Any Party to this Agreement may withdraw from it. Such withdrawal shall become effective three months after the date on which this has been notified to the Depositary.

2. Any associate member may withdraw its membership from the Institute. Such withdrawal shall become effective the day on which this has been notified to the Depositary.

Article XVII
ENTRY INTO FORCE

1. This Agreement shall be open for signature by States participating in the Founding Conference, held in Stockholm on the 27th of February 1995, until the date of the second Council meeting.

2. This Agreement shall enter into force on the day upon which at least three States have signed it and provided each other with notification that the formalities required by their national legislation have been completed.

3. For those States which can not provide such notification on the day of its entry into force, the Agreement shall enter into force thirty days after receipt by the Depositary of notification that the formalities required by national legislation have been completed.

Article XVIII
ACCESSION

Any State or Inter-governmental Organization may at any time notify the Secretary General of its request to accede to this Agreement. If the request is approved by the Council the Agreement will enter into force for that State or Intergovernmental Organization thirty days after the date of the deposit of its instrument of accession.

IN WITNESS WHEREOF, the undersigned being duly authorised thereto, have signed this Agreement in a single original in the English language, which shall be deposited with the Secretary General who shall send copies thereof to all the Members of the Institute.

Done in the English language at Stockholm on the 27th of February 1995.

Final Act

Conference on the Establishment of the International
Institute for Democracy and Electoral Assistance
Done at Stockholm, on the 27th of February 1995

I. The Conference on the Establishment of the International Institute for Democracy and Electoral Assistance, convened by the Swedish government, met in Stockholm, Sweden on the 27th of February 1995.

II. The Governments of the following countries were represented by Delegations at the Conference:

Australia	India
Barbados	The Netherlands
Belgium	Norway
Chile	Portugal
Costa Rica	South Africa
Denmark	Spain
Finland	Sweden

The Secretary-General of the United Nations had a representative at the Conference.

Sir Shridath Ramphal acted as Chairman of the Conference.

III. The Conference approved the attached text of the Agreement establishing the International Institute for Democracy and Electoral Assistance and opened it for signature on the 27th of February 1995.

IV. The Conference decided to name the Institute the International Institute for Democracy and Electoral Assistance, or International IDEA.

V. The Conference decided that the Headquarters of the Institute should be placed in Stockholm, Sweden.

VI. The Conference decided to adopt the attached declaration.

VII. According to the Agreement establishing the Institute, it will enter into force on the day upon which at least three States have signed it and provided notification that the formalities required by national legislation have been completed. Denmark, Norway and Sweden indicated that they would immediately upon signature of the Agreement provide notification that the formalities as required by national legislation had been completed, thereby enabling the "Agreement Establishing the International Institute of Democracy and Electoral Assistance" to enter into force in accordance with the provisions of Article XVII.

VIII. The Conference decided that the Initial Board should be appointed directly by the Council and consist of not more than six members.

IX. The Conference decided that until the Secretary-General has been appointed, his or her duties regarding notifications in accordance with article XVII shall be performed by the Government of Sweden.

In witness whereof, the undersigned, duly authorized by their respective Governments, have signed the present Final Act.

Done in Stockholm, this twenty seventh day of February one thousand nine hundred and ninety-five, in the English language, in a single copy which shall remain deposited with the Secretary-General of the Institute, who shall communicate certified copies thereof to the Signatory States.

For Australia

Robert S. Merrillees

(s. Robert S. Merrillees)

For Barbados

Peter Simmons

(s. Peter Simmons)

For Belgium

Erik Derycke

(s. Erik Derycke)

For Chile

John Biehl del Río

(s. John Biehl del Río)

For Costa Rica

Rubén Hernández Valle

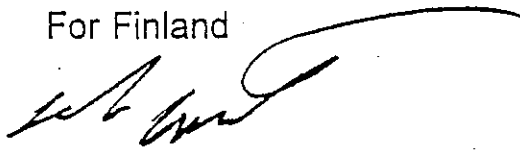
(s. Rubén Hernández Valle)

For Denmark



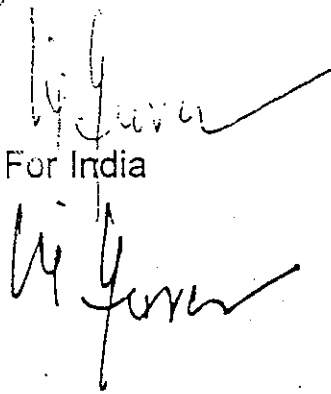
(s. Gunnar Ortmann)

For Finland



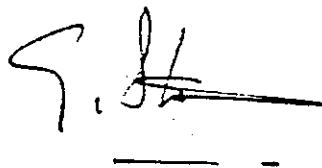
(s. Mauri Eggert)

For India



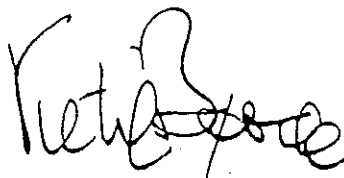
(s. Vinod Kumar Grover)

For the Netherlands



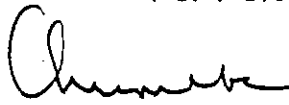
(s. Gertjan Storm)

For Norway



(s. Ketil Børde)

For Portugal



(s. Vasco Taveira Da Cunha Valente)



For South Africa



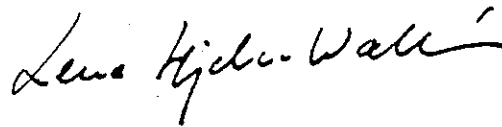
(s. Aziz Pahad)

For Spain



(s. Camilo Barcia)

For Sweden



(s. Lena Hjelm-Wallén)