

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 programmes 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 the 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.