

Article 13***Council – Composition***

- (1) The Council shall consist of twenty-two representatives of Signatories as follows:
- (a) Eighteen representatives of those Signatories, or groups of Signatories not otherwise represented, which have agreed to be represented as a group, which have the largest investment shares in the Organization. If a group of Signatories and a single Signatory have equal investment shares, the latter shall have the prior right. If by reason of two or more Signatories having equal investment shares the number of representatives on the Council would exceed twenty-two, all shall nevertheless, exceptionally, be represented.
 - (b) Four representatives of Signatories not otherwise represented on the Council, elected by the Assembly, irrespective of their investment shares, in order to ensure that the principle of just geographical representation is taken into account, with due regard to the interests of the developing countries. Any Signatory elected to represent a geographical area shall represent each Signatory in that geographical area which has agreed to be so represented and which is not otherwise represented on the Council. An election shall be effective as from the first meeting of the Council following that election, and shall remain effective until the next ordinary meeting of the Assembly.
- (2) Deficiency in the number of representatives on the Council pending the filling of a vacancy shall not invalidate the composition of the Council.

Article 14***Council – Procedure***

- (1) The Council shall meet as often as may be necessary for the efficient discharge of its functions, but not less than three times a year.
- (2) The Council shall endeavour to take decisions unanimously. If unanimous agreement cannot be reached, decisions shall be taken as follows: Decisions on substantive matters shall be taken by a majority of the representatives on the Council representing at least two-thirds of the total voting participation of all Signatories and groups of Signatories represented on the Council. Decisions on procedural matters shall be taken by a simple majority of the representatives present and voting, each having one vote. Disputes whether a specific matter is procedural or substantive shall be decided by the Chairman of the Council. The decision of the Chairman may be overruled by a two-thirds majority of the representatives present and voting, each having one vote. The Council may adopt a different voting procedure for the election of its officers.