FEMIP Trust Fund
Assembly of Donors
Rules of procedure
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The Assembly of Donors of the FEMIP Trust Fund (the “Assembly”) has drawn up its rules of procedure (the “Rules of Procedure”) in accordance with the Rules Relating to the Establishment and Administration of the FEMIP Trust Fund (the “FTF Rules”).

Terms defined in the FTF Rules shall have the same meaning where used herein.

**Article 1**  
**Assembly of Donors**

1. The Assembly shall consist of a representative for each Donor who has signed and sent a Contribution Instrument to the Bank. Only Donors who have, at the date of the meeting of the Assembly, paid part or all of their Contribution, may vote. An existing Donor who did not provide a new Contribution Instrument for replenishment can remain as Donor and vote in accordance with Article 3. [Unless otherwise decided, Third Party Contributions pursuant to section 2.02 (b) of the FTF Rules do not entitle the respective contributors to be represented in the Assembly and attend its meetings.

2. A person nominated by the Bank (The “Chairperson”) shall chair the meetings of the Assembly of Donors. The Chairperson may be assisted by officials of the Bank. As Chair, the Bank shall not be entitled to a vote at any such meeting. The Bank shall provide the Assembly’s secretariat and support services and it shall place at the disposal of the Assembly the premises and the equipment necessary for its work.

3. Donors shall each appoint a representative and an alternate authorised to exercise voting rights when his appointor’s representative is absent. These appointees may be accompanied by no more than one advisory staff. Donors shall inform the Bank of the names and addresses of their representatives and alternates. Each Contributor shall inform the Bank about a replacement of a member or an alternate within thirty (30) working days of their appointment. An individual may at the same time serve as representative or alternate of more than one Donor in the Assembly if such Donors shall have so agreed and notified the Bank in advance.

4. The Chairperson, in consultation with the Assembly, may invite representatives of governments, other institutions and entities to attend specific agenda items of meetings of the Assembly as observers.

**Article 2**  
**Convening the Assembly**

1. The Assembly shall meet at least once a year at the Bank's headquarters in Luxembourg, or in such other place as may be designated by the Bank in consultation with the Donors, and shall be convened by its Chairperson. The Chairperson may convene additional meetings at any time on his own initiative or if so decided by the Assembly, or at the request of the Donors which account for not less than one-third (1/3) of the aggregate amount of all Contributions made available since the inception of the FTF.

2. The secretariat shall send notices of meetings to the representatives and alternates, including details of the agenda proposed for the meeting, at the same time as the relevant documents, as specified in Article 5 (1).
Article 3
Quorum and voting rules

1. Donors representing not less than (i) one-half (1/2) plus one of the Donors who have signed and sent a Contribution Instrument to the Bank and (ii) one-half (1/2) plus one percent (1%) of the aggregate amount of all Contributions actually received by the Bank since the inception of the FTF, shall constitute a quorum at meetings of the Assembly.

2. Unless otherwise provided for in these Rules, decisions of the Assembly shall be adopted by consensus. If no consensus is reached, decisions can only be approved by Donors representing at least (i) two thirds (2/3) of the total amount of the Contributions actually received by the Bank since the inception of the FTF from the Donors present or represented at such meeting and (ii) one-half plus one of such Donors.

3. At the beginning of every meeting and at least five (5) working days before the date of the meeting, any Member of the Assembly whose participation in the work of the Assembly would constitute a conflict of interest with regard to a particular agenda point shall inform the Chairperson of this situation and shall withdraw from the meeting for so long as the point is under discussion.

Article 4
Responsibilities of the Assembly

The responsibilities of the Assembly are detailed in Article 4.3 of the FTF Rules.

Article 5
Documentation to be sent to the Assembly

1. The documents referred to in Article 4.3 of the FTF Rules shall be prepared and submitted to the Assembly by the Bank.

2. The Bank shall send the relevant documents and proposals to the representatives of the Donors and their alternates. It shall do so at least fifteen (15) working days before the date fixed for the meeting of the Assembly. The Chairperson may in exceptional, or in urgent cases shorten the above time limit at the reasoned request of the Bank’s staff.

3. Representatives and alternates shall notify the Bank in writing of any comments or requests for further information, at least five (5) working days before the date of the meeting.

4. An agenda for each Assembly meeting shall be prepared and submitted to the Assembly by the Bank. Acting on a proposal from its Chairperson, the Assembly shall adopt the agenda at the beginning of the meeting. Each representative may request that some items be added to the agenda.

Article 6
Working groups

The Assembly may create working groups, chaired by the Chairperson or by a representative of a Donor, to examine particular issues. The working groups must report back to the Assembly. To this end, they may appoint a rapporteur.
Article 7
Written procedure

The Assembly shall be consulted and shall take decisions, in the absence of a meeting by means of a written procedure at the initiative of the Bank.

1. Any proposal submitted by the Bank by means of written procedure shall be accompanied by supporting documentation. Representatives or alternates shall notify the Bank in writing of any comments or requests for further information, at least five (5) working days before the date of expiry of the procedure. A Donor’s vote shall be deemed to be in favour of a proposal on which it does not notify a negative vote within fifteen (15) working days following the submission thereof. The fifteen (15) working day period may be shortened in agreement with the Chairperson. Such a proposal shall be deemed approved unless Donors representing more than one third (1/3) of the total amount of the Contributions actually received by the Bank since the inception of the FTF reject the proposal. Rejected proposals shall be discussed during the next Donors meeting.

2. A Donor may specifically request a proposal to be discussed at a meeting of the Assembly not later than five (5) working days before expiry of the fifteen (15) working day period referred to in the preceding paragraph. In this case the proposal will be submitted in the next scheduled meeting of the Assembly.

3. The Chairperson shall inform the representatives and alternates of the Donors on the outcome of the written procedures at the next meeting of the Assembly and in cases where no meeting is foreseen to take place within ninety (90) days following the adoption of the decision. The Bank shall inform the Donors in writing within thirty (30) days following the adoption of the decision. The outcome of the written procedures shall also be recorded in the minutes of the next meeting of the Assembly.

Article 8
Minutes of meetings

1. A record of the main conclusions of each meeting of the Assembly and the main standpoints adopted by the Donors shall be drawn up and circulated by the secretariat under the responsibility of the Chairperson within no more than fifteen (15) working days from the date of the meeting. The secretariat shall likewise record the opinions and votes cast under a written procedure. These records shall be sent to the representatives of the Donors.

2. Members of the Assembly shall send any written comments they may have on the minutes to the secretariat. Should amendments be requested by donors, the secretariat shall prepare and distribute final minutes for approval within fifteen (15) working days to all members and alternates of the Committee. If there are any disagreements, the proposed amendment shall be discussed by the Assembly. If the disagreement persists, the proposed amendment shall be annexed to the minutes.

3. The minutes shall be deemed final once approved by the Assembly, by written procedure. Approved minutes shall be signed by the Chairperson.

Article 9
Correspondence

Correspondence concerning the Assembly shall be addressed to the Secretariat. All notices, correspondence or documents to be transmitted pursuant to these Rules may be so transmitted using electronic mail or delivered via standard mail.
Article 10
Confidentiality

Those attending meetings of the Assembly shall be required to observe the confidentiality of the Assembly's work and deliberations. They shall not divulge any confidential information or data coming to their knowledge during the performance of their duties to persons outside the Bank other than to persons assisting them in the performance of their duties, provided that such persons are subject to the equivalent duty of confidentiality. Documents relating to such work and deliberations shall be for the use of those to whom they are addressed, who shall be responsible for their safekeeping and the preservation of their confidentiality.

The minutes of the meetings of the Assembly and decisions taken by written procedure shall be considered confidential; however, the Bank or the Chairperson may publish or disclose decisions taken by the Assembly.

Article 11
Approval and Modifications to the Rules of Procedure

These Rules of Procedure may be modified pursuant to Article 4.2(d) of the FTF Rules. For the avoidance of doubt, a decision on the modification of these Rules of Procedure may be made by written procedure with tacit approval pursuant to Article 7 above. The amendments shall be deemed approved by the Contributors if they have not addressed a written objection to the Bank regarding the amendments within thirty (30) working days.

Article 12
Remuneration

The Assembly members do not receive remuneration for their service, and cover their own costs of participation.
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