

No. 22870

UNITED NATIONS
and
IRAQ

Exchange of notes constituting an agreement concerning the establishment of the International School in Iraq (with statute of the School). Baghdad, 19 April 1984

Authentic texts: English and Arabic.

Registered ex officio on 19 April 1984.

ORGANISATION DES NATIONS UNIES
et
IRAQ

Échange de notes constituant un accord relatif à la création de l'École internationale en Iraq (avec statut de l'École). Bagdad, 19 avril 1984

Textes authentiques : anglais et arabe.

Enregistré d'office le 19 avril 1984.

EXCHANGE OF NOTES CONSTITUTING AN AGREEMENT¹ BETWEEN THE UNITED NATIONS AND THE GOVERNMENT OF IRAQ CONCERNING THE ESTABLISHMENT OF THE INTERNATIONAL SCHOOL IN IRAQ

I

19 April 1984

Sir,

I have the honour to refer to the Agreement between the United Nations and the Government of the Republic of Iraq (hereinafter referred to as the "Government") relating to the Headquarters of the United Nations Economic Commission for Western Asia (hereinafter referred to as the "Commission") of 13 June 1979.² I also have the honour to refer to resolution 110(IX)³ concerning the establishment in Baghdad of a school of a truly international character responsive to the needs of the ECWA staff.

In order to proceed with the implementation of the aforesaid Agreement and resolution, it is proposed that the following measures should be agreed upon between the United Nations and the Government regarding the establishment of an International School in Iraq:

- (1) The School shall have juridical personality and the capacity to contract;
- (2) The School shall function in accordance with the statute, attached hereto in Annex I, it shall adopt its own educational programmes and curriculum and shall notify the Government of these programmes and curriculum for its information;
- (3) The School shall have the right to import all books and other educational material and equipment, as well as materials, other equipment and vehicles necessary for the operation of the School, free of customs and other duties and of any restrictions on such importations, including licences;
- (4) The School shall have the right to recruit teachers and other staff from abroad and the Government shall take the steps necessary to facilitate the grant of any entry visa or residence and work permits required for the person concerned to enter upon his or her duties, it being understood that the school shall notify the Government as soon as the person concerned leaves the employ of the School;
- (5) The School shall have the right to recruit teachers and other staff locally, in which case the procedure agreed to in an exchange of letters dated 19 and 21 April 1980, between the Government and the Commission in respect of General Service staff recruited locally by the Commission,⁴ will apply also to teachers and other staff recruited locally by the School;
- (6) The School shall enjoy exemption from the application of rules and restrictions concerning employment and work licences as well as those related to the termination of services laid down in the labour laws and regulations save those related to the submission of required data and information to the appropriate Iraqi authorities;

¹ Came into force on 19 April 1984 by the exchange of the said notes.

² United Nations, *Treaty Series*, vol. 1144, p. 213.

³ United Nations, *Official Records of the Economic and Social Council, Ninth Session, Supplement No. 12*, p. 43.

⁴ United Nations, *Treaty Series*, vol. 1172, p. 393.

(7) The Government shall undertake to reimburse to the School the financial contributions paid by the School in accordance with the law relating to pension and social security for Iraqi employees, provided that the School shall keep records, fill in the questionnaires and submit the data required in the said law;

(8) The School shall for all official purposes enjoy exemption from all taxes and duties including but not necessarily limited to income tax, customs duties, export promotion fund duty and stamp duty;

(9) The Government shall conclude with the School an agreement on the facilities, including premises, which the Government is prepared to make available to the School and on the terms and conditions on which these facilities are provided, and which shall contain an undertaking by the School to abide by the terms of the present note as a condition of availing itself of the benefits contained herein;

(10) The United Nations shall establish a trust fund for the School, to receive donations from Governments, national and international organizations, and individuals for the benefit of the School;

(11) The Agreement provided for in paragraph 9 above shall, upon its conclusion, be annexed to the present exchange of notes as Annex II.

I have the honour to propose that if the foregoing meets with the approval of your Government the present note and your reply shall constitute a supplementary Agreement to the Agreement between the United Nations and the Government of the Republic of Iraq relating to the Headquarters of the United Nations Economic Commission for Western Asia.

Accept, Sir, the assurances of my highest consideration.

[Signed]

MOHAMED SAID AL-ATTAR
Executive Secretary
Economic Commission for Western Asia (ECWA)

H.E. Dr. Mohammed Al-Haj Hamoud
Head of the Legal Department
Ministry of Foreign Affairs
Baghdad, Iraq

A N N E X I

STATUTE OF THE INTERNATIONAL SCHOOL ASSOCIATION (BAGHDAD)

Article I. NAME

The name of the Association shall be: the International School Association. Its headquarters shall be in Baghdad.

Article II. PURPOSES AND CHARACTER

1. The purposes of the Association shall be: to establish, operate and maintain an International School in Iraq in order primarily to promote and provide an international education conforming to the spirit and principles of the United Nations, for (i) the children of officials serving with the Economic Commission for Western Asia (hereinafter referred to as the "Commission") or with other components of the United Nations system of organizations in Iraq,

(ii) the children of members of diplomatic missions accredited to the Government of Iraq or of persons accredited to the Commission, (iii) the children of non-nationals of Iraq serving under contract with the Government of Iraq or employed by foreign companies operating in Iraq, and (iv) the children of such other persons as may be agreed to by the Commission and the Government of Iraq.

2. In carrying out its purposes the Association shall not engage in any political or religious activities.

3. The Association shall be a non-profit organization. It shall derive its income from membership fees, school fees as well as other funds or donations made available to it.

Article III. MEMBERSHIP

Eligibility

1. The Association shall have members. Membership shall be open to any person who pays the prescribed fee and who is either (a) a member of the Secretariat of the Commission, or (b) a person accredited to participate in the work of the Commission, or (c) a parent or guardian of one or more children enrolled in the School.

Rights

2. Members shall be entitled to vote at meetings of the members of the Association and shall be eligible to hold office in the Association unless otherwise provided herein.

Fees

3. At the time of entry into force of this Statute, the annual fee for membership in the Association shall be ten Iraqi dinars or the dollar equivalent thereof. Three years thereafter the annual fee for membership may be reviewed and changed by the Board of Trustees.

Article IV. BOARD OF TRUSTEES

Composition

1. There shall be a Board of Trustees consisting of ten members as follows:

- (a) Five persons appointed by the Executive Secretary of the Commission after consultation with the staff of the Commission from either:
 - (i) The staff of the Commission, or
 - (ii) The staff of other international organizations in Iraq, or
 - (iii) Members of the Association, or
 - (iv) Persons having special competence in matters relating to the activities of the Association, it being understood that where such persons are Iraqi nationals, their appointment would take place with the agreement of the Iraqi authorities;
- (b) One person designated by the staff of the School as its representative;
- (c) Four persons elected by the members of the Association at its annual meeting from among persons who are members of the Association excluding the staff of the Commission. Nominations must be submitted to the Secretary of the Board of Trustees at least one week prior to the annual meeting of the members of the Association.

Representation of the Host Government

2. A representative of the Government of Iraq shall be invited to participate in the Board with the same rights as are accorded to its members whenever matters concerning relations between the School and the Government of Iraq are to be considered by the Board.

Casual Vacancies

3. In the event of a casual vacancy among the elected members of the Board of Trustees, the Board shall invite the remaining elected members to submit one or more nominations for the vacancy and the Board shall fill the vacancy from among the nominations received. If a

member appointed by the Executive Secretary of the Commission ceases to serve, the Executive Secretary shall appoint another eligible person to fill the vacancy after consultation with the staff. If the member of the Board who is the staff representative ceases to serve, the staff shall designate another staff member as a replacement. Any person becoming a member of the Board under this paragraph shall serve for the remainder of the predecessor's term.

Term of Office

4. The term of office of the members of the Board of Trustees shall in principle, be for a period of one year. The elected members shall serve from the date of their election until their successors are elected at the next annual meeting of the members of the Association. The commencement and termination of the term of office of the members of the Board appointed by the Executive Secretary of the Commission and of the member serving as the representative of the staff shall be conterminous with that of the elected members of the Board.

Financial Restrictions

5. No member of the Board of Trustees, other than the member serving as the representative of the staff, shall receive any salary or compensation from the Association during the period of membership.

Officers of the Board

6. The Board of Trustees shall elect its Chairman, one or more Vice-Chairmen, a Secretary and a Treasurer. The number of Vice-Chairmen shall be determined by the Board. The Chairman of the Board of Trustees shall be elected from among those members appointed by the Executive Secretary of the Commission.

Article V. RESPONSIBILITIES OF THE BOARD OF TRUSTEES

1. The Board of Trustees shall be responsible for the fulfillment of the purposes of the Association, the establishment of policy with regard to the conduct and management of the School, the development of the School and the raising, budgeting, control and disbursement of funds.

2. The Board of Trustees shall represent the Association in any dealing with the Government and with all other official and juridical persons. On behalf of the Association, it shall have the authority to conclude contracts, operate and manage bank accounts, appoint staff and other employees of the Association and terminate their services. The Board of Trustees shall represent the Association in all legal matters including court proceedings and other dispute settlement procedures and shall perform such other duties consistent with the aims and purposes of the Association.

3. The Board of Trustees may, whenever it deems this to be necessary, delegate such of its powers and rights as is permitted by law to the Executive Committee provided for in Article VIII or to one or more of its members or to other qualified persons. Any delegation of authority not otherwise authorized in this Statute, whether general or particular shall require approval by a vote of two thirds of the total membership of the Board.

Article VI. ADMINISTRATION OF THE SCHOOL

The Board of Trustees shall appoint a Director of the International School who shall be responsible to the Board for the conduct and management of the School; the establishment of educational methods, curricula and standards; the administration of the budget; and the making of all necessary appointments. The Director shall have full authority to make all decisions necessary to discharge the foregoing responsibilities within the framework of the policies and the budgets established by the Board. The Director shall report regularly to the Board of Trustees on the administration of the School.

Article VII. BYLAWS AND PROCEDURES OF THE BOARD OF TRUSTEES

1. The Board of Trustees may establish bylaws and other procedures for its own conduct.
2. The Board of Trustees shall endeavour to arrive at its decisions by consensus. In the absence of consensus, decisions shall be adopted by a simple majority of the members present and voting, unless otherwise provided in the Statute or in the bylaws. Each member of the Board of Trustees, including the Chairman, shall have one vote. The Chairman shall have an additional casting vote in the event that a vote is equally divided.

Article VIII. THE EXECUTIVE COMMITTEE

1. The Board of Trustees may establish an Executive Committee, composed of not less than three of its members. The Board of Trustees shall designate one of the members of the Executive Committee to serve as Chairman of the Executive Committee.
2. The Executive Committee in the intervals between the meetings of the Board of Trustees may transact such business of the Association as the Board of Trustees may authorize.
3. All actions of the Executive Committee pursuant to, and within the limits of, the powers delegated by the Board of Trustees shall be reported to the Board of Trustees in writing by the Executive Committee.

Article IX. OFFICERS OF THE ASSOCIATION

The Officers of the Board of Trustees shall be the officers of the Association, and the Chairman and Vice-Chairman (or Senior Vice-Chairman if more than one is elected) shall be known as the President and Vice-President of the Association, respectively.

Article X. FISCAL YEAR

The fiscal year of the Association shall begin on 1 September and end on 31 August of the next calendar year.

Article XI. ANNUAL MEETINGS OF THE MEMBERS OF THE ASSOCIATION

The annual meeting of the members of the Association shall be held not earlier than [the] 20th day of November nor later than the 15th day of December in any year, the date to be fixed by the Board of Trustees. Subject to the provisions contained in Article XIII, at least two weeks written notice of such annual meeting shall be given to all members.

Article XII. SPECIAL MEETINGS

1. A special meeting of the members of the Association may be called by the Board of Trustees whenever in its judgement circumstances so warrant.
2. A special meeting shall be called by the Chairman of the Board of Trustees whenever a request in writing, with indication of the purpose of such meeting, has been made by at least 20 per cent of the members of the Association.
3. The same notice shall be given in calling for a special meeting as is prescribed for the calling of annual meetings of the members of the Association. The agenda of such meetings shall be confined to the purpose or purposes for which they are called.

Article XIII. QUORUM FOR MEETINGS OF THE MEMBERS OF THE ASSOCIATION

The quorum for the annual or any special meeting of the Association shall be not less than 50 per cent of the members entitled to vote. If, however, an annual or a special meeting of the membership of the Association is unable to deliberate for lack of quorum, the meeting will be reconvened with the same agenda, and will be validly constituted provided at least 10 per cent of the members are in attendance one week after date of the first meeting.

Article XIV. AMENDMENTS

1. These articles may be amended at a special or annual meeting by a two-thirds majority of those present and voting, abstentions being disregarded, provided that not less than thirty days' written notice of such proposed amendment had been given to the members of the Association.

2. Proposed changes or counterproposals to or affecting any proposed amendment may only be considered if such proposed changes or counterproposals:

(a) Are made in writing, and

(b) Are submitted to the Secretary of the Board of Trustees not less than two weeks prior to the date of said special or annual meeting.

3. On timely receipt, as herein provided, the Secretary shall cause any such proposed changes or counterproposals to be circulated among the members of the Association one week in advance of the meeting.

4. Amendments shall come into force when both the Executive Secretary of the Commission and the Government of Iraq have indicated their approval, taking into account the purposes and character of the School.

II

19 April 1984

Sir,

I have the honour to acknowledge the receipt of your note dated 19 April 1984, which reads as follows:

[See note I]

I would like to confirm that my Government is in agreement with the foregoing. Accept, Sir, the assurances of my highest consideration.

[Signed]

MOHAMMED AL-HAJ HAMOUD
Head of the Legal Department
Ministry of Foreign Affairs

H.E. Dr. Mohamed Said Al-Attar
Executive Secretary
Economic Commission for Western Asia
Baghdad, Iraq

[Annex as under note I]
