



2017  
INTERNATIONAL YEAR  
OF SUSTAINABLE TOURISM  
FOR DEVELOPMENT



## General Assembly

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### Report of the Secretary-General

#### Part I: Programme of work for 2016-2017

#### (d) The International ST-EP Organization

#### I. Report on the transformation process of the UNWTO ST-EP Foundation into the International ST-EP Organization

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1. UNWTO and the UNWTO ST-EP Foundation (hereinafter referred to as the “ST-EP Foundation”), with the guidance from the UNWTO Member States and the ST-EP Foundation’s Board of Directors, have been working for the past four years on the transformation process of the ST-EP Foundation into the International ST-EP Organization.

2. In 2002, UNWTO launched the Sustainable Tourism-Eliminating Poverty Initiative at the World Summit on Sustainable Development in Johannesburg. In the framework of this initiative, UNWTO and the Republic of Korea signed an agreement in 2004 to establish the ST-EP Foundation, located in Seoul, with the aim to promote poverty elimination through sustainable tourism development programmes and projects. The ST-EP Foundation was established pursuant to the resolution of the General Assembly (A/RES/503(XVI)) as a non-profit foundation under Korean Law, operating under the control and supervision of UNWTO.

3. In 2009, the 18th session of the General Assembly held in Astana, Kazakhstan, welcomed the initiative of the Secretary-General to review the existing association agreements with the external entities associated with UNWTO (including the ST-EP Foundation) and “their relationship with the UNWTO Secretariat and its programme of work” (resolution A/RES/574(XVIII)).

4. Following an exhaustive analysis of the ST-EP Foundation’s governance and operations and relevant consultations with the Government of the Republic of Korea and the ST-EP Foundation, the need for a change of status and governance relationship with UNWTO appeared to be essential for the effective fulfilment of the Foundation’s activities. In view of this, at the 20th session of the UNWTO General Assembly in August 2013, the Secretary-General proposed that the ST-EP Foundation would become fully independent from the UNWTO, with a conversion into an international organization, the International ST-EP Organization, operating under International Law, appearing as a preferred option.



5. The 20th session of the UNWTO General Assembly in August 2013 approved the proposal to transform the ST-EP Foundation into an independent organization, the new International ST-EP Organization (resolution A/RES/622(XX)).

6. In September 2013, the Chairperson of the ST-EP Foundation and the UNWTO Secretary-General sent a joint communication to all UNWTO Member States, inviting them to join the new International ST-EP Organization. This first communication was followed by two other communications, sent out in February and August 2014, in which UNWTO Member States were encouraged to start the ratification process to be able to sign the Agreement on the Establishment of the International ST-EP Organization. The responses from the countries were very positive, and by January 2015, 24 Member States had submitted an official expression of interest to join the new ST-EP Organization.

7. During the Thirteenth Meeting of the Board of Directors of the UNWTO ST-EP Foundation, held in Madrid, Spain, on 30 January 2015, the Board adopted the decision on the transformation process of the UNWTO ST-EP Foundation into the International ST-EP Organization. Bearing in mind that article 22.1 of the Agreement on the Establishment of the International ST-EP Organization provides that the Organization will be effectively established after two instruments of ratification, acceptance, approval or accession have been deposited with the Depository, the Board of Directors of the ST-EP Foundation decided to dissolve the Foundation in view of the establishment of the International ST-EP Organization that will succeed the Foundation, and it agreed that the ST-EP Foundation would continue to operate until the International ST-EP Organization has been established and that the dissolution would be effective on the date of the establishment of the new International ST-EP Organization.

8. On 4 February 2015, six countries (Cambodia, Ethiopia, Guatemala, Paraguay, Peru and the Republic of Korea) expressed their will to become Founding Members of the International ST-EP Organization, pending the deposit of their instruments of ratification, acceptance or approval of the present. Subsequently, more countries also expressed their intention to join the International ST-EP Organization by signing the Agreement for the Establishment of the International ST-EP Organization.

9. The 21st session of the UNWTO General Assembly in September 2015 noted with appreciation the important work of the Secretariat, the UNWTO ST-EP Foundation and the Government of the Republic of Korea in facilitating the transformation process of the ST-EP Foundation into the new International ST-EP Organization; and thanked the Member States which have expressed their will to join the International ST-EP Organization and encouraged other Member States to join the Organization after the Government of the Republic of Korea has completed the domestic procedures to this effect (resolution A/RES/655(XXI)).

10. On 22 January 2016, an initiation ceremony was organized at the UNWTO Headquarters in Madrid, during which the final text of the statutes of the International ST-EP Organization was presented to Member States. The ceremony was attended by representatives from over 30 UNWTO Member States. During the ceremony, a cooperation agreement was signed between the Korea Tourism Organization (KTO), the ST-EP Foundation and UNWTO for the implementation of new ST-EP projects in 8 countries (in Bosnia and Herzegovina, Ghana, Lebanon, Timor-Leste, Tunisia, Uganda, and Zambia and Zimbabwe) with generous contributions from the Korea Tourism Organization and the UNWTO ST-EP Foundation.

11. On 28 March 2016, an adoption ceremony was organized in Seoul, Republic of Korea, of the final text of the Agreement on the Establishment of the International ST-EP Organization, during which duly authorized representatives of 29 UNWTO Member States convened to adopt the final text of the Agreement. The final text of the Agreement on the Establishment of the International ST-EP Organization is attached in Annex.

12. On 17 January 2017, the Fourteenth Meeting of the Board of Directors of the UNWTO ST-EP Foundation took place in Madrid, Spain, during which the Board Members reviewed the progress of the transformation process, and decided that in view of the progress made in the transformation process, the dissolution of the ST-EP Foundation would take effect before the 22nd session of the General Assembly in Chengdu, China.

13. On 7 June 2017, the Chairperson of the ST-EP Foundation and the UNWTO Secretary-General sent a joint letter to the ST-EP Board Members to update the Board Members on the transition process, explaining that the Agreement on the establishment of the International ST-EP Organization had been approved by the Ministry for Government Legislation of the Republic of Korea and was ready to be submitted to the Cabinet meeting of the new government for ratification, and that subsequently, as a last step to formalize the constituent agreement of the International ST-EP Organization, the ratification would need to be approved by the National Assembly, which meets between 1 September and 9 December 2017. The joint letter further explained that it is expected that the International ST-EP Organization can only be established in the last quarter of 2017, which is after the UNWTO General Assembly in Chengdu, China. It is now proposed that the dissolution of the ST-EP Foundation does not take place before the General Assembly, but rather take effect in the last quarter of 2017 before the end of the year.

14. By June 2017, almost 50 countries have already expressed their interest to join the International ST-EP Organization, and participated in different milestone events organized in the transformation process, providing a sound basis to build up a large membership base shortly upon the official establishment of the International ST-EP Organization.

15. The establishment of the International ST-EP Organization will mark the start of a new era in the ST-EP Initiative. It is the intention that many countries will become members of the International ST-EP Organization, serving as a strong fundament to provide guidance to the future direction of the ST-EP Initiative, to raise awareness on the important contribution that tourism can make to poverty reduction, to help identify new opportunities for project interventions, and to mobilize donor funding. In view of this, the endeavour of the International ST-EP Organization is to welcome at least 40 members in the initial period after its official establishment, representing the different regions of the world.

16. Stakeholders are confident that once a large number of countries join the International ST-EP Organization, the activities of the ST-EP Initiative can be further elaborated, in particular the ST-EP project portfolio, which has grown to 118 projects, benefiting 45 countries, with a total value of over US\$ 12 million. As sustainable development and poverty reduction are among the main challenges the world is facing today, UNWTO endeavours to address these challenges and to contribute towards the achievement of the new Sustainable Development Goals. It is pertinent to mention that UNWTO remains committed to further developing ST-EP as an inclusive initiative, which is accessible to the Members, and will continue working with partners, including the new International ST-EP Organization, to consolidate and expand the ST-EP activities.

## II. Actions to be taken by the General Assembly

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17. The General Assembly is invited:

- (a) To take note of the progress made in the transition process of the UNWTO ST-EP Foundation into the International ST-EP Organization; and
- (b) To thank the Member States which have expressed interest to join the International ST-EP Organization and to encourage other Member States to do the same.

**Annex: Agreement on the Establishment of the International ST-EP Organization**

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**Agreement on the Establishment of the  
International ST-EP Organization**

The Parties to this Agreement,

*Recognizing* that sustainable and responsible forms of tourism can have positive impacts on the global economy through income generation and job creation, while contributing significantly to the elimination of poverty and inequalities in developing and emerging countries;

*Acknowledging* the need to bolster international development cooperation through projects and programs aimed at increasing the benefits of tourism for poor communities, and desiring to promote the integration of the four dimensions of sustainable development: economic growth and the end of poverty, social inclusion, environmental sustainability, and good governance;

*Bearing in mind* that, in September 2004, the Government of the Republic of Korea and the World Tourism Organization (*hereinafter referred to as the "UNWTO"*) agreed to establish the UNWTO Sustainable Tourism - Eliminating Poverty Foundation (*hereinafter referred to as the "ST-EP Foundation"*) in Seoul, within the framework of the Sustainable Tourism Eliminating Poverty (ST-EP) Initiative launched by the UNWTO at the World Summit on Sustainable Development in Johannesburg in 2002;

*Taking note* of the successful achievements of the ST-EP Foundation since its establishment in 2004, and its important contribution to the ST-EP Initiative within its framework, strategy and activities;

*Recalling* that, through Resolution 622 (XX) on August 2013, the UNWTO's General Assembly approved the Secretary-General's proposal that the ST-EP Foundation becomes fully independent from the UNWTO management;

*Taking note* that a Working Group, composed of members of the ST-EP Foundation's Board of Directors, was constituted in August 2013 to oversee the process to develop a new international organization which would succeed the ST-EP Foundation and build on its activities and achievements, and which would pursue close collaboration with other international organizations, particularly the UNWTO, and international financial institutions that support sustainable tourism initiatives;

Also *taking note* that this new international organization, to be called the International ST-EP Organization, would have suitable governance, juridical personality, and appropriate international status, privileges and immunities, and other conditions necessary to enable it to operate effectively towards the attainment of its objectives; and

*Wishing* to establish the general principles to be applied to this organization,

Have agreed as follows:

### **Article 1. ESTABLISHMENT**

1. The International ST-EP Organization (*hereinafter referred to as the "ST-EP Organization"*) shall be established as an independent intergovernmental organization resulting from the development of the ST-EP Foundation into a fully independent International Organization.
2. The Headquarters of the ST-EP Organization shall be located in the Republic of Korea (*hereinafter referred to as the "Host Country"*). The host city shall be determined by the Host Country.

### **Article 2. AIMS**

1. The ST-EP Organization shall be an international knowledge management and project development center with the aim of promoting tourism as a driver for economic growth, inclusive development, and environmental sustainability. The ST-EP Organization shall operate as a non-profit autonomous organization, international in status and non-political in its management, staffing, and operations. It shall be organized mainly for scientific, developmental and educational purposes.
2. The ST-EP Organization shall provide support to States and partners for the conduct of research and development projects that aim to eliminate poverty and inequalities through sustainable tourism development programs and projects, covering the four dimensions of sustainable development: economic growth and the end of poverty; social inclusion; environmental sustainability, and good governance.
3. The ST-EP Organization shall foster public-private partnerships and contribute to the safeguarding of natural and cultural heritage, and to socio-economic development by cooperating with international organizations, governments and related authorities, foundations, private corporations, associations, and individuals who are willing to contribute to the same goals of reducing poverty levels through sustainable tourism projects and initiatives.

### **Article 3. STRATEGIC COOPERATIVE PARTNERSHIPS**

1. In order to achieve its aims in the most efficient way, the ST-EP Organization may enter into agreements for cooperation with other organizations and institutions, such as international organizations, private companies, research institutes, and non-governmental organizations (NGOs), whose activities are related to its aims or fall within its competence. Through those agreements, non-state entities may acquire the status of "Strategic Partners."
2. In particular, the ST-EP Organization shall recognize the decisive and central coordinating role of the UNWTO in the field of tourism. Therefore, the ST-EP Organization shall maintain its founding strategic partnership with the UNWTO. In this regard, the UNWTO shall have a

permanent seat in the Assembly and in the Council, in accordance with Articles 8 and 9 of this Agreement, in order to provide technical input on questions related to its mandate and work program so as to ensure the close coordination of the activities of both organizations.

3. The ST-EP Organization shall endeavor to avoid any undesirable duplication of activities and services and shall take such measures as may be required, in consultation with the UNWTO, to achieve effective coordination, particularly within the framework of technical assistance projects in which the UNWTO shall continue to be requested to act as the executing agency, taking into account the respective roles and responsibilities of the ST-EP Organization and the UNWTO.

#### **Article 4. ACTIVITIES**

1. The ST-EP Organization shall focus on activities to encourage tourism that are socially, economically, and ecologically sustainable, and that contribute to eliminating poverty and inequalities through the implementation of concrete projects.
2. To accomplish the goals set out in paragraph 1 of this Article, the ST-EP Organization may:
  - a. Strengthen international cooperation, encourage public-private partnerships and forge new relations to achieve the elimination of poverty and inequalities in developing countries and communities;
  - b. Conduct promotions, events for fundraising purposes, and other self-financed operations;
  - c. Coordinate the implementation of ST-EP projects by other executing agencies which have similar purposes and activities, particularly by the UNWTO, when those projects are related to the ST-EP Initiative and/or the UNWTO's program of work;
  - d. Support research and innovative tourism projects that meet the UN standards;
  - e. Cooperate and carry out projects with countries, international organizations and associations, and corporations focusing on sports, culture, education, and human resources development as they relate to the elimination of poverty and inequalities;
  - f. Provide training, operational support, technical assistance, human resources development, and tourism development programs for eliminating poverty and inequalities, including the identification of tourism investment opportunities and the preparation of investment plans, benefiting developing countries and communities;
  - g. Conduct research and hold forums in association with the public, private, and international communities and publish reports with the outcomes of such research and forums; and
  - h. Implement other activities in line with the aims of the ST-EP Organization.

#### **Article 5. MEMBERSHIP**

Membership of the ST-EP Organization shall be open to all sovereign States that are members of the United Nations. Such States shall become Members by becoming Parties to this Agreement.

## **Article 6. CAPACITY**

The ST-EP Organization shall possess legal personality and, to the extent necessary for the exercise of its functions and the fulfillment of its purposes, have the capacity:

- a. to enter into agreements and contracts;
- b. to acquire and dispose of immovable and movable property; and
- c. to institute and defend itself in legal proceedings.

## **Article 7. ORGANS**

1. The ST-EP Organization shall have an Assembly, a Council, and a Secretariat as its principle organs.
2. Branch offices or other subsidiary organs of the ST-EP Organization within and outside the Republic of Korea may be established if the Assembly so decides as necessary to support its activities.

## **Article 8. THE ASSEMBLY**

1. The Assembly shall be the supreme organ of the ST-EP Organization and shall be composed of the ST-EP Organization's Members. The UNWTO shall have a permanent seat in the Assembly, in accordance with Article 3, without a voting right.
2. The Assembly shall meet once every two (2) years in ordinary sessions, or as otherwise decided by the Assembly. An extraordinary session of the Assembly shall be convened upon the initiative of one-third of its Members. Sessions of the Assembly shall take place at the Headquarters of the ST-EP Organization, unless the Assembly decides otherwise.
3. The Assembly shall adopt its rules of procedure by consensus at its first session. For the avoidance of doubt, this Agreement shall prevail to the extent of any inconsistency between this Agreement and the rules of procedure.
4. The Assembly may grant Observer status to non-state entities such as international organizations, private companies, research institutes, and NGOs, based on criteria agreed upon by the Assembly. Representatives with Observer status may engage in discussions in the Assembly but shall not have voting rights in Assembly deliberations. Further provisions relating to the participation of Observers in the Assembly may be made in the rules of procedure.
5. The functions of the Assembly shall include:

- a. Electing members to the Council, in accordance with Article 9, and considering the principle of rotation;
  - b. Appointing the Secretary-General, who shall be nominated by the Council;
  - c. Considering and adopting amendments to this Agreement, in accordance with Article 23;
  - d. Advising on the overall direction of the ST-EP Organization's work;
  - e. Reviewing the progress in meeting the ST-EP Organization's objectives;
  - f. Receiving reports from the Secretariat on strategic, operational, and financial matters; and
  - g. providing guidance on cooperative partnerships and linkages with other international bodies, in accordance with Article 3.
6. Each Member shall be entitled to one vote, except for the UNWTO.
  7. The Assembly shall make every effort to reach decisions by consensus. If all efforts at consensus have been exhausted, and no consensus reached, on request by the President, decisions shall, as a last resort, be adopted by a simple majority of the Members present and voting, except as otherwise provided in this Agreement. For the avoidance of doubt, decisions may be taken by written procedure between meetings of the Assembly.
  8. The Assembly shall elect a President for a term of two (2) years, and this term may be renewable.
  9. The President shall preside over the Assembly and shall carry out the duties which are entrusted to him/her.
  10. The President shall be responsible to the Assembly while it is in session.

#### **Article 9. THE COUNCIL**

1. The Council shall act as the executive organ of the ST-EP Organization and shall, under the guidance of the Assembly, be responsible for directing the activities of the ST-EP Organization.
2. The Council shall consist of no more than thirteen (13) members, as follows:
  - a. Representatives of ten (10) Members selected by the Assembly;
  - b. A representative of the Host Country, which shall have a permanent seat on the Council;

- c. The UNWTO as founding strategic partner, represented by its Secretary-General or his/her duly appointed representative, which shall have a permanent seat, in accordance with Article 3, without a voting right; and
  - d. Chair of the Transitional Committee for a term to be decided by the Council.
3. Other non-state entities such as intergovernmental organizations, private companies, research institutes and NGOs may be invited by the Council to participate in the work of the Council, without voting rights.
4. The members of the Council specified in paragraph 2.a shall serve for terms of four (4) years, except as provided in paragraph 5.
5. The Assembly shall ensure that approximately half of the initial Council members elected under paragraph 2.a are elected for an initial term of two (2) years, for the purposes of continuity of Council membership.
6. The functions of the Council, under the guidance of the Assembly, shall be to:
  - a. Nominate a Secretary-General for appointment by the Assembly;
  - b. Approve the ST-EP Organization's strategy, and review the results, monitoring and evaluation framework;
  - c. Approve the annual work program and budget;
  - d. Approve the ST-EP Organization's fundraising and resource mobilization strategies, policies, and programs, and promote such fundraising and resource mobilization activities;
  - e. Approve audited financial statements;
  - f. Approve personnel policies, including scales of salaries and benefits;
  - g. Monitor the performance of staff and evaluate the ST-EP Organization's performance;
  - h. Approve the criteria for country program selection, which shall be consistent with the objectives of the ST-EP Organization and based, inter alia, on objective criteria;
  - i. Approve the Council Sub-Committees' membership; and
  - j. Perform any other functions delegated by the Assembly or conferred elsewhere in this Agreement.
7. The Council may determine the extent to which the Council's powers may be delegated by the Secretary-General. Contracts, agreements, and treaties which affect the governance, objectives, location, expansion, or dissolution of the ST-EP Organization, or major issues concerning its relationship with the Host Country, shall be subject to approval by the Assembly.

8. Each member of the Council shall be entitled to one vote, except for the UNWTO.
9. The Council shall adopt its rules of procedure by consensus at its first session.
10. The Council shall elect a Chair from its members with a term of four (4) years, and this term may be renewable. In case of the absence of the Chair, he/she may appoint a representative.
11. The Chair shall preside over the Council and shall carry out the duties which are entrusted to him/her.
12. For its effective coordination and operation, the Council may establish Sub-Committees, including an Audit and Finance Sub-Committee, upon decision by the Assembly.
13. A majority of the Council members shall constitute a quorum for the Council meetings.
14. The Council shall meet at least once annually, unless the Council decides otherwise.

#### **Article 10. THE SECRETARIAT**

1. The Secretariat shall, under the guidance of the Council and the Assembly, be the chief operational organ of the ST-EP Organization, and shall be headed by a Secretary-General.
2. In addition to any functions conferred upon the Secretariat elsewhere in this Agreement, or by the Council or the Assembly, from time to time, the Secretariat shall, under the guidance of the Council and the Assembly:
  - a. Provide strategic leadership for the ST-EP Organization;
  - b. Prepare all necessary operational and financial documents including programs, budgets, and the ST-EP Organization's annual report, for the approval of the Council;
  - c. Develop a strategic plan for the operation of the ST-EP Organization for the Council's consideration and approval, and keep this plan under continuing review;
  - d. Supervise the planning and direction of the ST-EP Organization's research, developmental, and educational activities to ensure their effective implementation;
  - e. Recruit and manage highly qualified staff;
  - f. Keep the Chair of the Council advised on matters of consequence that relate to the ST-EP Organization; and
  - g. Perform such other functions as are delegated to the Secretariat by the Council.
3. The Secretary-General shall be nominated by the Council and appointed by the Assembly. The Secretary-General may participate in meetings of the Council and the Assembly, but shall not vote at such meetings.

4. The Secretary-General shall be appointed for an initial term of four (4) years and may be reappointed for a second term.
5. The Secretary-General shall be the legal representative of the ST-EP Organization. He/she shall sign all deeds, contracts, agreements, treaties, and other legal documents which are necessary to ensure the normal operation of the ST-EP Organization.

#### **Article 11. STAFFING**

1. The staff of the ST-EP Organization shall be appointed by the Secretary-General, in accordance with staff regulations, to be approved by the Council.
2. The paramount consideration in the employment of staff and in the determination of conditions of service shall be the necessity of securing the highest standards of quality, integrity, efficiency, and competence.
3. Salary scales, insurance, pension schemes, and other terms of employment shall be laid down in staff regulations adopted by the Council, and shall, in principle, be internationally competitive.

#### **Article 12. WORKING LANGUAGE**

The working language of the ST-EP Organization shall be English.

#### **Article 13. FINANCING**

1. The budget of the ST-EP Organization shall be funded by its Members, international organizations, and other public or private agencies and institutions which wish to make financial and other voluntary contributions to it. The ST-EP Organization may receive voluntary contributions from other sources. It may also receive contributions and gifts toward the establishment of an endowment program.
2. The ST-EP Organization shall have the right to receive, acquire, or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, trust, foundation or other entity whether international, regional or national:
  - a. Charters, licenses, rights, concessions or similar rights, and assistance - financial or otherwise - as are conducive to and necessary for the attainment of its aims;
  - b. By donation, grant, exchange, devise, bequest, purchase, or lease, either absolutely or in trust, contributions consisting of such property, real, personal, or mixed, including funds and valuable effects or items, as may be useful or necessary to facilitate the aims and activities of the ST-EP Organization and to hold, operate, administer, use, sell, convey, or dispose of the said property.

3. No part of the receipts of the ST-EP Organization shall inure to the benefit of, or be distributable to, its Secretary-General, officers, or other private persons, except that the ST-EP Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aims set forth in Article 2.
4. The financial operations of the ST-EP Organization shall be governed by financial regulations to be adopted by the Council.
5. The budget of the ST-EP Organization shall be approved bi-annually by the Council.
6. An annual audit of the operations of the ST-EP Organization shall be conducted by an independent international accounting firm appointed by the Council upon the recommendation of the Secretary-General.
7. The audited financial statements shall be made available to the Members as soon as possible after the close of each financial year, but not later than six (6) months after that date, and shall be considered for approval by the Council at its next session, as appropriate.

#### **Article 14. DISCLOSURE**

The organs of the ST-EP Organization shall develop a comprehensive disclosure policy which ensures transparency in the work of the ST-EP Organization, including:

- a. The discussions, decisions and documents received, reviewed and adopted by the Assembly;
- b. The criteria on which non-state entities are granted Observer status;
- c. The discussions and decisions in the Council, and related documents;
- d. The criteria and methodology for country program selection; and
- e. The ST-EP Organization's annual audited financial statements.

#### **Article 15. PRIVILEGES AND IMMUNITIES**

1. The ST-EP Organization may enjoy such privileges and immunities in the Member States as may be necessary and appropriate for the proper functioning of the ST-EP Organization in the territories of its Members.
2. Such privileges and immunities shall be specified in a separate agreement that may be concluded among the Members or between the ST-EP Organization and the individual Member.

### Article 16. DEPOSITARY

1. The Secretary-General shall be the Depositary of this Agreement. Until a Secretary-General is elected and the Secretariat is fully established, the Government of the Republic of Korea shall be the Depositary.
2. The Depositary shall transmit certified copies of this Agreement to all signatories and shall register this Agreement with the Secretary-General of the United Nations pursuant to Article 102 of the Charter of the United Nations.
3. The Depositary shall inform all signatories and Parties to this Agreement of signatures and of instruments of ratification, acceptance, approval or accession deposited under Article 19 and 20, and of the date of entry into force of the Agreement under Article 22.

### Article 17. TRANSITIONAL PROVISIONS

1. Until the ST-EP Organization has at least forty (40) Members, the Assembly shall serve as the executive organ of the ST-EP Organization in place of the Council and shall meet every year in ordinary sessions.

As soon as the Organization reaches forty (40) Members, the ST-EP Organization's Council shall be established and shall perform the functions as provided in Article 9.

2. A Transitional Committee shall be established upon the entry into force of this Agreement in accordance with Article 22 below. The Transitional Committee shall be composed of:
  - a. The former Chair of the ST-EP Foundation's Board of Directors;
  - b. The Secretary-General of the UNWTO or his/her duly appointed representative;
  - c. The Secretary-General of the ST-EP Organization when elected;
  - d. A representative of the Host Country; and
  - e. Representatives of two (2) Members appointed by the Assembly.
3. The Chair of the Transitional Committee shall be named by the Committee from among the members of the Committee except the Secretary-General of the UNWTO or his/her duly appointed representative. The term of the Chair shall be decided by the Transitional Committee.
4. The Transitional Committee shall meet as necessary to ensure the continuity of the activities and programs of the ST-EP Foundation after it is dissolved and to oversee the successful transfer of responsibilities between both entities. The Committee shall report to the Assembly.
5. The Transitional Committee shall be dissolved at the time the Assembly judges that the Committee has achieved the purposes and decides the dissolution of the Committee.

### **Article 18. SIGNATURE**

This Agreement shall be open for signature as of [Date, Month, Year] by States and shall remain open for signature at Seoul for a period of two (2) years, unless such period is extended prior to its expiry by the Depositary upon consultation with the Republic of Korea and the ST-EP Organization.

### **Article 19. RATIFICATION, ACCEPTANCE OR APPROVAL**

1. This Agreement shall be subject to ratification, acceptance or approval by the signatory States.
2. Instruments of ratification, acceptance or approval shall be deposited with the Depositary.

### **Article 20. ACCESSION**

1. This Agreement shall be open for accession by any State which has not signed the Agreement by the expiration of the period specified in Article 18.
2. Instruments of accession shall be deposited with the Depositary.

### **Article 21. SETTLEMENT OF DISPUTES**

1. Any dispute between two or more Parties to this Agreement arising from the interpretation or application of this Agreement shall be settled by negotiations or by any other mutually agreed means.
2. If a dispute is not settled in accordance with paragraph 1 within a period of ninety (90) days from the request by either party to a dispute to settle it, it shall, at the request of either party to the dispute, be referred to arbitration.
3. The arbitral tribunal shall be composed of three arbitrators. Each of the parties to the dispute shall choose one arbitrator, and the two arbitrators shall choose the third arbitrator, who shall be the chair of the tribunal. If the tribunal is not constituted within three (3) months of the request for arbitration, the appointment of the arbitrators not yet designated shall be made by the President of the International Court of Justice at the request of either party.
4. Unless the parties to the dispute decide otherwise, the arbitral tribunal shall determine its own procedure.
5. The tribunal shall apply the principles and rules of international law, and its award shall be final and binding on the parties to the dispute.
6. Arbitration proceedings shall be held at the place where the headquarters of the ST-EP Organization is located, unless the parties to the dispute decide otherwise.

## **Article 22. ENTRY INTO FORCE**

1. This Agreement shall enter into force on the thirtieth (30th) day after three (3) States' instruments of ratification, acceptance, approval or accession, including that of the Republic of Korea, have been deposited with the Depositary.
2. For each State depositing an instrument of ratification, acceptance, approval, or accession after the entry into force of this Agreement, the Agreement shall enter into force on the thirtieth (30th) day after the date of deposit of the respective instrument.

## **Article 23. AMENDMENTS**

1. Any Party to this Agreement may propose an amendment to this Agreement by submitting such a proposal to the Secretary-General. The Secretary-General shall communicate a proposed amendment to all the Members of the ST-EP Organization at least ninety (90) days prior to its consideration by the Assembly.
2. An amendment to this Agreement shall be adopted only with the consensus of all Parties present at the Assembly. The amendment shall enter into force among Parties having ratified, accepted, or approved it on the thirtieth (30th) day after the deposit of instruments of ratification, acceptance or approval by two-thirds of the Parties. Thereafter the amendment shall enter into force for any other Party on the thirtieth (30th) day after that Party deposits its instrument of ratification, acceptance or approval of the amendment.
3. No reservations or exceptions may be made to this Agreement.

## **Article 24. WITHDRAWAL**

1. Any Party may withdraw from this Agreement by written notification of its intention to withdraw from this Agreement. Such withdrawal shall take effect six (6) months after the date of receipt by the Secretary-General of the notification.
2. Any withdrawal by a Party shall not relieve it from its financial obligations in the year in which the Party committed to contribute.
3. This Agreement shall be automatically terminated if and when, as the result of withdrawals, the number of Members drops below three (3).

## **Article 25. TERMINATION**

1. This Agreement shall be terminated through a decision by consensus in the Assembly of all Members.

2. The termination of this Agreement shall not affect validity or duration of any project or program undertaken under this Agreement and not fully executed at the time of termination of this Agreement, unless as otherwise agreed by a consensus of the Assembly.
3. Upon termination, the Assembly may agree, by consensus, to redistribute the property and assets of the ST-EP Organization to the donors as appropriate, taking into consideration the origin of the assets, and taking into account the possibility of transferring them to non-profit institutions having purposes similar to those of the ST-EP Organization as described in Article 3.

#### **Article 26. AUTHENTIC TEXT**

The authentic text of this Agreement shall be in the English language.

IN WITNESS WHEREOF, the undersigned representatives, being duly authorized thereto by their respective Governments, have signed this Agreement.

Done at ..... this ..... day of ..... 20... in the English language.