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### Rapport du Secrétaire général

#### Partie I : Programme de travail pour la période 2016-2017

##### d) Organisation internationale ST-EP

#### I. Rapport sur le processus de transformation de la Fondation ST-EP de l'OMT en Organisation internationale ST-EP

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1. L'OMT et la Fondation ST-EP de l'OMT (ci-après dénommée « la Fondation ST-EP »), suivant les orientations données par les États membres de l'OMT et le Conseil d'administration de la Fondation ST-EP, se sont employées ces quatre dernières années à mener à bien le processus de transformation de la Fondation ST-EP en Organisation internationale ST-EP.

2. En 2002, l'OMT a lancé l'Initiative Tourisme durable – Élimination de la pauvreté au Sommet mondial pour le développement durable de Johannesburg. En 2004, dans le cadre de cette initiative, l'OMT et la République de Corée ont signé un accord aux fins de la création de la Fondation ST-EP, située à Séoul, dans le but de favoriser l'élimination de la pauvreté grâce à des programmes et à des projets de développement touristique durable. La Fondation ST-EP a vu le jour en vertu de la résolution A/RES/503(XVI) de l'Assemblée générale en tant que fondation à but non lucratif de droit coréen, placée sous le contrôle et la supervision de l'OMT.

3. En 2009, à sa dix-huitième session tenue à Astana (Kazakhstan), l'Assemblée générale a accueilli favorablement l'initiative du Secrétaire général de passer en revue les accords d'association existants ayant été conclus avec des entités externes associées à l'OMT (dont la Fondation ST-EP) et « leurs relations avec le secrétariat de l'OMT et son programme de travail » [résolution A/RES/574(XVIII)].

4. À l'issue d'une analyse exhaustive de la gouvernance et du fonctionnement de la Fondation ST-EP et de consultations avec le Gouvernement de la République de Corée et la Fondation ST-EP, il s'est avéré indispensable de modifier le statut de cette dernière et sa relation de gouvernance avec l'OMT pour lui permettre de mener à bien efficacement ses activités. Compte tenu de ces éléments, le Secrétaire général a proposé à l'Assemblée générale de l'OMT, à sa vingtième session en août 2013, de rendre la Fondation ST-EP totalement indépendante de l'OMT. L'option privilégiée semblait être celle



d'une conversion en organisation internationale de droit international, qui serait l'Organisation internationale ST-EP.

5. En août 2013, à sa vingtième session, l'Assemblée générale de l'OMT a approuvé la proposition visant à transformer la Fondation ST-EP en organisation indépendante, la nouvelle Organisation internationale ST-EP [résolution A/RES/622(XX)].

6. En septembre 2013, la Présidente de la Fondation ST-EP et le Secrétaire général de l'OMT ont adressé une communication conjointe à tous les États membres de l'OMT les invitant à adhérer à la nouvelle Organisation internationale ST-EP. Cette première communication a été suivie de deux autres communications, envoyées en février et en août 2014, encourageant les États membres de l'OMT à démarrer le processus de ratification pour pouvoir signer l'Accord pour la constitution de l'Organisation internationale ST-EP. Les réactions des pays ont été très positives. En date du mois de janvier 2015, 24 États membres avaient présenté une expression officielle d'intérêt en vue de devenir membres de la nouvelle Organisation ST-EP.

7. Le Conseil d'administration de la Fondation ST-EP de l'OMT, à sa treizième réunion qui s'est tenue à Madrid (Espagne) le 30 janvier 2015, a adopté la décision relative au processus de transformation de la Fondation ST-EP de l'OMT en Organisation internationale ST-EP. Gardant à l'esprit l'article 22.1 de l'Accord pour la constitution de l'Organisation internationale ST-EP, lequel dispose que l'Organisation sera effectivement constituée lorsque deux instruments de ratification, d'acceptation, d'approbation ou d'adhésion auront été déposés auprès du dépositaire, le Conseil d'administration de la Fondation ST-EP a décidé de dissoudre la Fondation attendu que l'Organisation internationale ST-EP allait voir le jour et succéder à la Fondation. Il a décidé que la Fondation ST-EP continuerait de fonctionner jusqu'au moment de la constitution de l'Organisation internationale ST-EP, la dissolution prenant effet à la date de constitution de la nouvelle Organisation internationale ST-EP.

8. Le 4 février 2015, six pays (Cambodge, Éthiopie, Guatemala, Paraguay, Pérou et République de Corée) ont exprimé leur volonté de devenir membres fondateurs de l'Organisation internationale ST-EP en attendant le dépôt de leurs instruments de ratification, acceptation ou approbation du présent Accord. Par la suite, d'autres pays ont également manifesté leur intention de devenir membres de l'Organisation internationale ST-EP en signant l'Accord pour la constitution de l'Organisation internationale ST-EP.

9. L'Assemblée générale de l'OMT, à sa vingt et unième session tenue en septembre 2015, a noté avec satisfaction le travail important accompli par le secrétariat, la Fondation ST-EP de l'OMT et le Gouvernement de la République de Corée pour faciliter le processus de transformation de la Fondation ST-EP en nouvelle Organisation internationale ST-EP. L'Assemblée a remercié les États membres ayant exprimé leur volonté d'adhérer à l'Organisation internationale ST-EP et encouragé d'autres États membres à y adhérer lorsque le Gouvernement de la République de Corée aurait achevé les procédures internes à cet effet [résolution A/RES/655(XXI)].

10. Le 22 janvier 2016, une cérémonie de présentation aux États membres du texte définitif des statuts de l'Organisation internationale ST-EP s'est déroulée au siège de l'OMT, à Madrid, à laquelle ont assisté des représentants de plus de 30 États membres de l'OMT. Lors de la cérémonie, la Korea Tourism Organization (KTO), la Fondation ST-EP et l'OMT ont signé un accord de coopération aux fins de la mise en œuvre de nouveaux projets ST-EP dans huit pays (Bosnie-Herzégovine, Ghana, Liban, Ouganda, Timor-Leste, Tunisie, Zambie et Zimbabwe) grâce à de généreuses contributions de KTO et de la Fondation ST-EP de l'OMT.

11. Le 28 mars 2016 a été organisée à Séoul (République de Corée) une cérémonie d'adoption du texte définitif de l'Accord pour la constitution de l'Organisation internationale ST-EP, au cours de laquelle les représentants dûment autorisés de 29 États membres de l'OMT ont adopté le texte définitif de l'Accord. Le texte définitif de l'Accord pour la constitution de l'Organisation internationale ST-EP est joint en annexe.

12. Le 17 janvier 2017, le Conseil d'administration de la Fondation ST-EP de l'OMT a tenu sa quatorzième réunion à Madrid (Espagne). Les membres du Conseil d'administration, ayant fait le point sur le processus de transformation, ont décidé, compte tenu de son avancement, que la dissolution de la Fondation ST-EP prendrait effet avant la vingt-deuxième session de l'Assemblée générale à Chengdu (Chine).

13. Le 7 juin 2017, la Présidente de la Fondation ST-EP et le Secrétaire général de l'OMT ont écrit ensemble aux membres du Conseil d'administration de ST-EP pour leur donner les dernières nouvelles concernant le processus de transition. Ils leur expliquaient que l'Accord pour la constitution de l'Organisation internationale ST-EP avait été approuvé par le Ministère de la législation gouvernementale de la République de Corée et qu'il était prêt à être présenté à la réunion du Cabinet du nouveau gouvernement en vue de sa ratification. La dernière étape pour formaliser l'accord portant création de l'Organisation internationale ST-EP serait ensuite l'approbation de la ratification par l'Assemblée nationale, laquelle est en session du 1<sup>er</sup> septembre au 9 décembre 2017. Dans la lettre conjointe, il était expliqué en outre que l'on prévoyait que l'Organisation internationale ST-EP ne pourrait voir le jour qu'au dernier trimestre 2017, c'est-à-dire après l'Assemblée générale de l'OMT à Chengdu (Chine). Il est maintenant proposé que la dissolution de la Fondation ST-EP intervienne non pas avant l'Assemblée générale, mais au dernier trimestre 2017 avant la fin de l'année.

14. En date de juin 2017, près de 50 pays se sont déclarés intéressés par une adhésion à l'Organisation internationale ST-EP et ont participé à différents grands rendez-vous ayant jalonné le processus de transformation. C'est une bonne base pour arriver à un nombre conséquent de membres peu après la constitution officielle de l'Organisation internationale ST-EP.

15. La constitution de l'Organisation internationale ST-EP ouvrira un nouveau chapitre dans l'histoire de l'Initiative ST-EP. Le but est que de nombreux pays deviennent membres de l'Organisation internationale ST-EP de façon à la doter d'une assise solide pour fixer le cap de l'Initiative ST-EP, faire connaître la contribution majeure que le tourisme peut apporter à la lutte contre la pauvreté, aider à identifier de nouvelles idées de projets et mobiliser des financements auprès des bailleurs de fonds. Compte tenu de ces éléments, l'Organisation internationale ST-EP se propose d'intégrer au moins 40 membres représentant les différentes régions du monde dans les premiers temps suivant sa constitution officielle.

16. Les parties prenantes comptent que, une fois qu'un grand nombre de pays seront entrés dans l'Organisation internationale ST-EP, il sera possible de développer plus avant les activités de l'Initiative ST-EP, en particulier le portefeuille de projets ST-EP, lequel s'est étoffé jusqu'à atteindre 118 projets, bénéficiant à 45 pays, d'une valeur totale dépassant les 12 millions d'USD. Le développement durable et la réduction de la pauvreté étant parmi les principaux défis auxquels le monde est confronté aujourd'hui, l'OMT s'emploie à relever ces défis et à contribuer à la réalisation des nouveaux objectifs de développement durable. Il convient de signaler que l'OMT reste déterminée à donner encore plus d'ampleur à l'Initiative ST-EP entendue comme une initiative n'excluant personne, accessible aux Membres, et à continuer de travailler avec les partenaires, dont la nouvelle Organisation internationale ST-EP, pour permettre la consolidation et l'expansion des activités ST-EP.

## II. Suites à donner par l'Assemblée générale

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17. L'Assemblée générale est invitée à :

- a) Prendre note des progrès réalisés dans le cadre du processus de transition de la Fondation ST-EP de l'OMT à l'Organisation internationale ST-EP ; et
- b) Remercier les États membres s'étant déclarés intéressés par une adhésion à l'Organisation internationale ST-EP et encourager d'autres États membres à faire de même.

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**Annexe. Accord pour la constitution de l'Organisation internationale ST-EP**

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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.