



INTERNATIONAL COTTON ADVISORY COMMITTEE

Articles Governing the Regulation of the Private Sector Advisory Council (PSAC)



**30 June 2021
Virtual Meeting**



**INTERNATIONAL
COTTON
ADVISORY
COMMITTEE**

**ARTICLES GOVERNING THE REGULATION OF THE
PRIVATE SECTOR ADVISORY COUNCIL**

Introduction

The ICAC is the only International organisation that covers the interests of all sectors of the cotton value chain from producer to retailer. Whilst the ICAC is an intergovernmental organisation, it does have a Private Sector Advisory Panel, consisting of over 30 private sector individuals from the governments represented Member governments, which provides the link from the private sector to governments.

The mandate of the Private Sector Advisory Council (PSAC) shall be to foster communication and industry concerns between the private sector and the International Cotton Advisory Committee (ICAC) Member governments by consulting with the ICAC Standing Committee and engaging with governments at the ICAC Plenary and other meetings. This document covers the articles governing the regulation of the Private Sector Advisory Council (PSAC).

Background

The PSAP Members met at the 49th PSAP meeting to discuss and approve the articles governing the regulation of the Private Sector Advisory Council (PSAC). The articles cover the running of the PSAC and are designed to allow governance decisions to be decided as much as possible within the PSAC in a manner that will produce effective and equitable outcomes.

. The ICAC Standing Committee in its 569th meeting, held on 15th April 2021, approved the Articles governing the regulation of the PSAC. This revision incorporates all the suggested changes and comments from ICAC member governments.

Recommendation

That the ICAC Steering committee should approve this revision of the Articles governing the regulation of the PSAC.

Kai Hughes
Executive Director
17th June 2021

Parkhi Vats
Research Analyst



ARTICLES GOVERNING THE REGULATION OF THE PRIVATE SECTOR ADVISORY COUNCIL

ARTICLE 1: - OFFICES

The registered office address of the Private Sector Advisory Council (PSAC) will be 1629 K Street NW, Suite 702, Washington, District of Columbia, 20006-1635, USA.

ARTICLE 2: - TERMS OF REFERENCE

The mandate of the Private Sector Advisory Council (PSAC) shall be to foster communication and industry concerns between the private sector and the International Cotton Advisory Committee (ICAC) Member governments by consulting with the ICAC Standing Committee and engaging with governments at the ICAC Plenary and other meetings. The PSAC may, through the ICAC Executive Director, also participate in international initiatives where the knowledge and expertise of its Members may be of particular benefit. The basic character and structure of the ICAC as an intergovernmental organisation is not to be affected by the PSAC or its operations. The PSAC shall also lead the development of promotional programmes for cotton globally in order to counter the myths surrounding cotton and to increase the global consumption of cotton and cotton-related textiles and products.

Consultations between the PSAC and Standing Committee, and engagement with governments at Plenary and other meetings, may include but are not limited to:

- strategic issues critical to the long-term growth of the cotton and associated industries;
- acting as a forum for Member governments to seek international opinion from the business community;
- joint initiatives between private industry and governments (such as World Cotton Day);
- matters relating to the format and agenda for the Plenary meeting;
- consideration of the mission of the ICAC and how it can foster the development of cotton; and
- explore opportunities for financial support of the ICAC and its activities.

ARTICLE 3: - LIST OF ABBREVIATIONS USED

- ICAC: - International Cotton Advisory Committee
- EC: - Executive Committee
- PC: - Permanent Committee
- PSAC: - Private Sector Advisory Council
- NGO: - Non-governmental Organisations



ARTICLE 4: - DEFINITIONS

1. ICAC Member Government

Any country or government subject to the Rules and Regulations of ICAC – specifically Article II (Membership) and fulfilling Article II Section 4 (Financial Obligations of Members) – is deemed to be an active Member of ICAC.

2. Assessment Fees

The ICAC Assessment fee is defined in the Rules and Regulations of ICAC under Article II section 4a.

3. Member

Any organisation that fulfils the membership criteria stated in Article 5 of this document is deemed to be a Member of the PSAC, qualifying it to participate at all levels of committees, sub-committees and working groups.

4. Observer

Observers generally have a limited ability to participate in the work of the PSAC and its associated committees, lacking the ability to vote or propose resolutions. Observers will not participate in the meetings of the Executive Committee unless the Executive Committee specifically authorises it. Observer status will be granted to the following organisations that have an interest in the PSAC's activities: -

- UN Organisations have permanent Observer status.
- Organisations from non-ICAC Member governments (including countries that have never been ICAC Members and countries that have been suspended from ICAC membership). Organisations may only hold Observer status for four consecutive meetings after which their observer status lapses. After four meeting it is expected that their government will have applied for and have become an ICAC Member and thus they will also be able to apply as a Member. Such organisations may, however, apply for an extension for a further period as an Observer if the Executive Committee thinks this will be beneficial.

5. Specialists

A 'Specialist' or 'non-executive' is a person with special skills/knowledge seconded to a Permanent Committee of the PSAC. Individuals with 'special qualifications' who are not part of any Member or Observer organisation may also be recommended for approval to serve as Specialists on the Permanent Committees for a specific period of time to advise on specific issues. Specialists' participation on a committee will be determined annually by the Executive Committee with a recommendation to the ICAC Standing Committee.



6. Permanent Committees

The four Committees listed under the Terms of Reference and Rules of Regulation of the Private Sector Advisory Council are deemed to be the PSAC's Permanent Committees. The PSAC can add or remove a Permanent Committees as it sees fit.

Each PSAC Member organisation may nominate up to two persons (one to serve as an alternate) to sit on each of the Permanent Committees related to the interests of that organisation.

- Before the creation of the PSAC, a list of representatives that will form each Permanent Committee will be compiled by the PSAP.
- After the creation of the PSAC, the list of representatives that form each Permanent Committee will be revised every two year (with any further additions/deletions) and approved by the Executive Committee and validated by the Standing Committee.
- Permanent Committee Members should not serve more than two consecutive terms of three years each.

7. Executive Committee

The PSAC's Executive Committee is formed by the representation from all and each of the PSAC's Permanent Committees (Chair and up to 2 other elected representatives) and Chairs of the PSAC's Working groups and the General Secretary.

8. International Organisation:

An organisation with an area of work and influence at a global level.

9. Regional Organisation:

An organisation with an area of work and influence Covering more than 2 countries in the same region.

10. National Organisation:

An organisation with an area of work and influence which originates from or is under the auspices of a specific country.

11. NGO

Organizations which are independent of government and are not-for-profit.



12. Officers:

The Chair and Vice Chair of the PSAC and the General Secretary.

13. General Secretary

The ICAC Executive Director or in his absence a member of the ICAC staff nominated by the Executive Director to deputise

ARTICLE 5: - MEMBERSHIP

1. Only International, Regional and National private sector organisations and NGOs will be invited to join the PSAC. Potential PSAC Member organisations should already have, or intend to have, strong, two-way links between the PSAC/ICAC and their respective sectors of the cotton value chain. Private firms and companies will not be accepted for membership.
2. Members will select up to 2 persons (one representative and an alternate) to serve on any of the Permanent Committees representing specific sectors of the cotton and textile supply chain as detailed in Article 12.
3. There are two categories of participation on the Permanent Committees: -
 - a. Individuals selected by Members
 - b. Observers as defined in Article 4.4
4. Additionally, the Permanent Committees may invite Specialists to participate in the workings of those committees.
5. Recommendations for Membership may be made by the Standing Committee, the Executive Committee, or the Permanent Committees via the Executive Committee. In addition, qualifying organisations may make written application to the Executive Committee via the Executive Director.
6. Applications for membership must be made in writing to the ICAC Executive Director.

ARTICLE 6: - ELECTION TO MEMBERSHIP

1. Any International or Regional organisation, or National organisation belonging to an ICAC Member government, may apply for membership at any time by writing to the ICAC Executive Director at the registered office or by email.
2. Any NGO may apply for Observer status at any time by writing to the ICAC Executive Director at the registered office or by email.
3. Notice of the application for Membership or Observer status shall be given to all Members and should there be no objections within 30 days, the organisation shall be



- granted membership after being approved by the Executive Committee and validated by the Standing Committee.
4. If an objection is received, the application shall be referred to the Executive Committee for a decision after hearing the reasons for the objection.
 5. Any organisation that is refused membership may re-apply at any time once they have satisfied the reasons for objection.
 6. National organisations belonging to ICAC Member governments must also have secured written approval from their ICAC Coordinating Agencies.
 7. ICAC Member governments can also nominate their National organisations to be part of PSAC.
 8. National organisations belonging to non-ICAC Member governments may only apply to become Observers.
 9. On acceptance of membership, the Member must designate which Permanent Committee(s) it wants to join and nominate its representatives.
 10. A Member may join as many Permanent Committees as it likes.
 11. Where organisations apply to different Permanent Committees, they should aim to appoint different representatives.
 12. Members cannot have representatives which Chair more than one Permanent Committee.

ARTICLE 7: - SUSPENSION

1. Should an ICAC Member government become suspended due to non-payment of Assessment fees, any associated national association which is a Member of the PSAC or of its Permanent Committees, will be given the observer status for a period of one year before it is suspended.
2. Should a suspended ICAC Member government be reinstated to the ICAC, any associated suspended Members of the PSAC or of its Permanent Committees, may apply to be reinstated.
3. Any Member indebted to the PSAC for any fees for a period of 6 months shall be suspended from membership until the debt is paid in full.
4. If a Member government is suspended, that Member shall not be allowed to participate in any of the meetings of the PSAC or its Permanent committees or any other form of activities organised by the PSAC in the future.
5. A suspended Member will not be permitted to benefit from any future work or projects undertaken by the ICAC or PSAC.



6. If a Member government is involved in any contracted project or activity involving the ICAC at the time of its suspension, that project or work will continue until the end of the contractual agreement.

ARTICLE 8: - CANCELLATION OF MEMBERSHIP

1. A Member may have its membership in PSAC cancelled at any time should that organisation enter into administration or liquidation.

ARTICLE 9: - EXECUTIVE COMMITTEE MEETING

1. The Executive Committee Meeting will take place twice a year, one of which will be held in conjunction with the ICAC's Plenary Meeting, and whenever possible, other meetings will be held in conjunction with other major international conferences.
2. The Executive Committee Meeting may be conducted in person, virtually or a combination of the two.
3. All main items of business such as elections and annual reports shall be conducted at the meeting during or closest to the Plenary Meeting

ARTICLE 10: - EXTRAORDINARY MEETINGS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee may call an Extraordinary Meeting at any time provided that 14 days' notice is given.

ARTICLE 11: - QUORUM

1. A quorum for all the committees shall consist of one third of its the Members.

ARTICLE 12: - COMMITTEES

1. The PSAC shall establish Permanent Committees to represent different sectors of the cotton and textile supply chain. Initially they should consist of organisations representing :
 - a. Cotton producers, ginner, seed manufacturers and trades associated with the production of cotton and its by-products.
 - b. Merchants and allied trades such as bankers, controllers, insurers, logistics suppliers.
 - c. Textile machinery manufacturers, spinners, weavers, dyers, garment manufacturers and machinery manufacturers.
 - d. Retailers and brands.



2. The Permanent Committees may establish sub-committees on particular topics of interest pertaining to that Permanent Committee.
3. Each Permanent Committee will also select (by consensus) between two and four other Members, in addition to the Chair, to represent their Permanent Committee on the Executive Committee.
4. All PSAC Member organisations are entitled to participate on any of the PSAC's Permanent Committees. In order to become a part of a Permanent Committee, a Member must send a written email request to the PSAC's Executive Committee and to the General Secretary.
5. The Executive Committee and the ICAC Secretariat has the right to regulate/suspend any Member organisation or their representatives from being Members of any Permanent Committee or any Sub-committees/Working Groups/Sub-groups or any other group of the same nature of the PSAC.
6. Committees may choose to hold their meetings in as efficient a manner as possible to ensure maximum engagement among its Members, including the use of:
 - a. Physical meetings,
 - b. Teleconferences,
 - c. E-mail exchanges, and
 - d. Videoconferences.

ARTICLE 13: - ELECTION OF CHAIR AND VICE CHAIR OF THE EXECUTIVE COMMITTEE

1. Notice will be sent out to all Members of the Executive Committee, 28 days before the date of election.
2. Voting will be conducted electronically at least one week before the meeting.
3. Each Executive Committee Member will be allowed one vote.
4. In the event of a tie, a further deciding vote will be conducted electronically at least 3 working days before the meeting.
5. The newly elected Chair will select the Vice Chair from the group of other candidates. However, that person cannot be from the same Member organisation as the Chair and must represent a different Permanent Committee and not from the same organisation.



6. A Chair or Vice Chair may not serve more than two consecutive three-year terms in each office.

ARTICLE 14: - ELECTION OF CHAIR AND VICE CHAIR OF PERMANENT COMMITTEES

1. At its first meeting after the ICAC Plenary Meeting, Members of each Permanent Committee may volunteer to act as Chair for the ensuing year. Should there be more than one interested person, and neither is willing to yield, a secret ballot will be held.
2. The same procedure shall apply to the Vice Chair.
3. Chairs (and in their absence, Vice Chairs) shall be responsible for the orderly running of the meetings and reporting to the Executive Committee.
4. Chairs will also represent their Permanent Committee on the Executive Committee.

ARTICLE 16: - ACCOUNTS

1. Any fees or monies collected on behalf of the PSAC shall be accounted for in a separate account held by the ICAC that shall be audited annually.
2. The ICAC Accountant shall act as Treasurer.
3. The ICAC Executive Director and one other person designated by the PSAC shall act as signatories on the account.

ARTICLE 17: - SECRETARIAT

1. The ICAC shall provide secretarial support to the PSAC and its Executive and Permanent Committees and minutes of meetings shall be posted on the ICAC website.
2. The ICAC Executive Director shall act as General Secretary to the PSAC. In the event that he/she is unavailable, that duty shall fall to a Member of the ICAC staff designated by the ICAC Executive Director.

ARTICLE 18: - RESIGNATION

1. Any PSAC Member can resign at any time in writing by email or letter to the Chair of the Executive Committee or to the General Secretary.
2. In the case of resignation, a Member must fulfil its financial obligations before the resignation may be accepted.



3. A Member also cannot resign if they are a party to any ongoing contracts, agreements, projects or any other similar work of the PSAC.
4. This does not take away the right of the Executive Committee and the ICAC Secretariat to suspend the PSAC Member in similar situations.
5. If any PSAC Member resigns, they will lose all rights and privileges of membership.
6. The Executive Committee or the ICAC Secretariat may cancel the registration/membership of a PSAC Member organisation and may refund at their discretion any registration fee paid (if applicable), proportionate to the unexpired period in the year in which cancellation is affected.

ARTICLE 19: - MEMBERSHIP FEES

1. The Executive Committee may decide to set an annual membership fee that should be reviewed annually. In addition, they may also choose to levy an Assessment to fund specific projects or initiatives.

ARTICLE 20: - DISSOLUTION OF PSAC

1. The agreement of two thirds of Members of the Executive Committee is required to dissolve the PSAC.
2. Any excess PSAC funds shall be credited to the ICAC.

ARTICLE 21: - AMENDMENTS

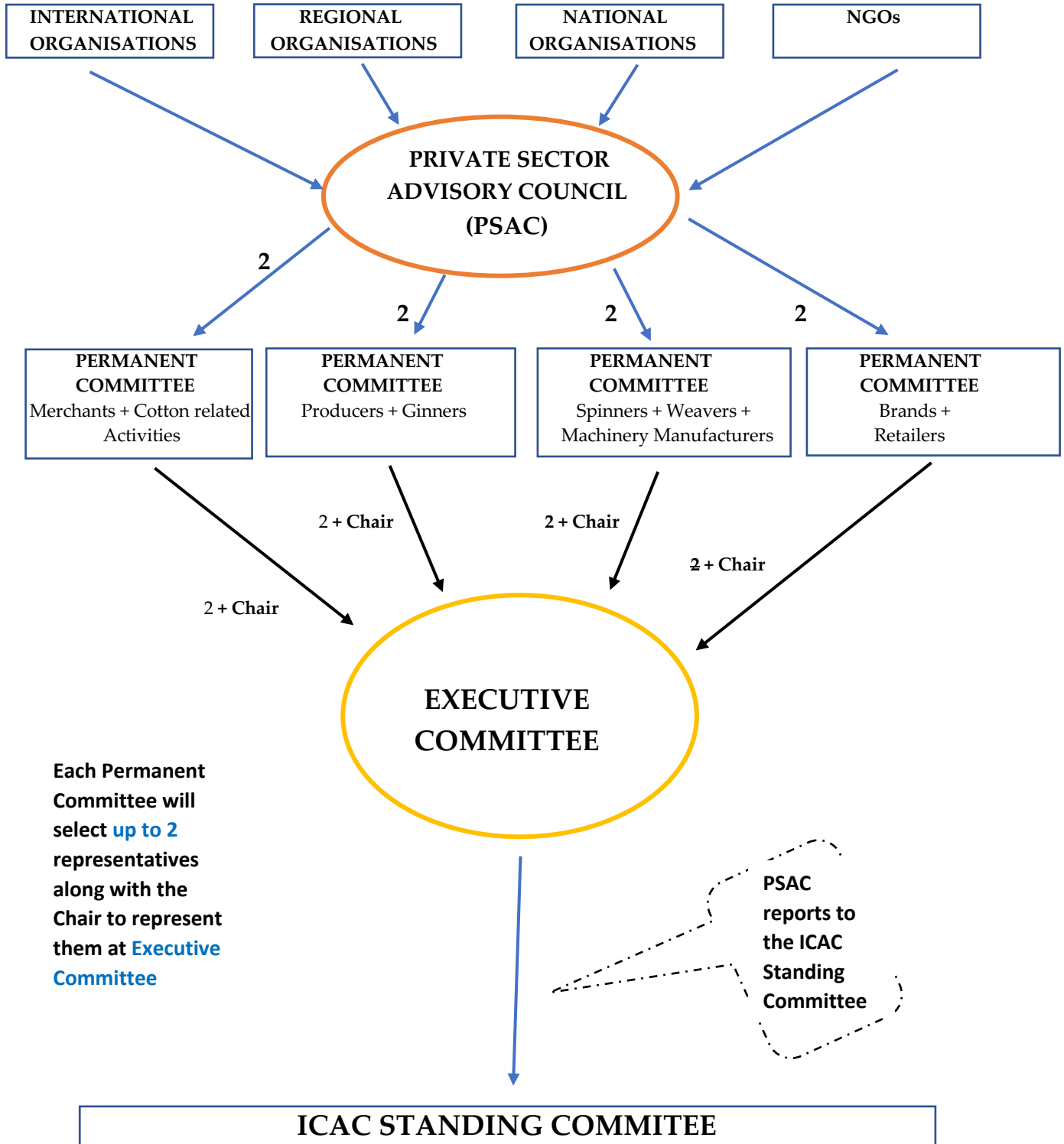
1. These Articles may be amended by the PSAC's Executive Committee and confirmed by consensus by the ICAC Standing Committee

ARTICLE 22: - LANGUAGE

1. The principal language to be used in correspondence and in meetings will be English. However, consideration should also be given to providing interpretation services and document translation at the Meetings to ensure maximum participation from Member organisations.



THE STRUCTURE OF THE PSAC



Each Permanent Committee will select **up to 2** representatives along with the Chair to represent them at **Executive Committee**