

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE ASIAN OMBUDSMAN ASSOCIATION
DATED 21-05-2002 BEIJING,
PEOPLE'S REPUBLIC OF CHINA**

A meeting of the Board of Directors of the AOA was held at Beijing, People's Republic of China on 21.05.2002. List of participants is attached at Annex.N. Agenda for the Board of Director's meeting consisting of the following items was formally adopted.

1. Approval of the minutes of the last meeting of the Board of Directors held at Tokyo Japan, on 19th June, 2001.
2. Approval of the draft Code of Conduct of Business of AOA for ratification by the General Assembly.
3. Incorporation in the Code of Conduct of Business of the AOA of the Procedure for Operation and Maintenance of Accounts.
4. Approval of proposed amendments in Article 5(6) of the Bye-Laws of the AOA.
5. Approval of the Strategy for Election of the new Board of Directors for ratification by the General Assembly.
6. Approval of the Application of (i) Federal Tax Ombudsman, Pakistan (ii) Provincial Ombudsman, Punjab, Pakistan and (iii) Lokayukta, Madhya Pradesh, India, for voting membership of the AOA.
7. Appointment of an Auditor under Article 8(2) of the Bye-Laws of the AOA.
8. Approval of appointment of Secretary, Wafaqi Mohtasib (Ombudsman)'s Secretariat, Pakistan and Director (Coordination) thereof as the Executive Secretary and Office Manager respectively of the AOA and fixation of their remuneration.
- 9-10. Consideration of proposals, if any, for holding the 8th AOA Conference – Consideration of recommendation of the Executive Committee of the AOA for changing the present AOA Conference from an Annual into a Biennial feature.
11. Approval of the Financial Statements of the AOA for the period ending 30th April 2002.
12. Approval of the Conference arrangements and Agenda of the General Assembly Meeting.

The President of the AOA started the meeting by welcoming the delegates. Thereafter, the following Agenda Items were taken up for consideration:

Agenda Item No.1

Approval of the minutes of the last meeting of the Board of Directors held at Tokyo Japan, on 19th June 2001.

The President informed the Board of Directors that the minutes of the last meeting of the Board of Directors at Tokyo Japan on 19.06.2001 were approved by the Board of Directors but were not ratified by the General Assembly. It was proposed that the said minutes should now be placed before the General Assembly for ratification.

DECISION

The Board of Directors unanimously agreed to the placement of the minutes of the meeting of the Board of Directors held at Tokyo Japan on 19.06.2001 (Annex.A) before the General Assembly for consideration and ratification.

Agenda Item No.2

Approval of the Draft Code of Conduct of Business of AOA for ratification by the General Assembly.

To streamline the functioning of the Association, the Board of Directors in their meeting of 19th May 2001 at Tokyo, Japan, felt that there was a need for –

- i. Formulating procedural guidelines for the amendment of the AOA Bye-Laws.
 - ii. Formulating procedural guidelines for considering applications for AOA membership; and
 - iii. Formulating procedural guidelines and related documentation for Elections to the Board of Directors by the General Assembly.
2. Accordingly, the AOA Secretariat drafted the Code of Conduct of Business of the AOA, which was considered in the meeting of the Executive Committee of the AOA, held 19-20 March 2002, at Beijing, Peoples Republic of China. The Committee, while endorsing the proposed draft desired that the following amendments should be incorporated therein or deleted therefrom, for approval of the Board and the General Assembly –
- i) “A new Article to be numbered 2-3-A to the following effect be inserted in the Draft Code of Conduct.

‘The host of the General Assembly Meeting shall make arrangements for and provide assistance to the AOA Secretarial staff for holding elections.’

- ii) Article 2-13 of the Draft Code stipulating that “The new Board of Directors may hold a formal meeting for deciding on the procedures to run the business, if any, in hand in the current session, if necessary” be deleted.
- iii) In Article 3-8, the phrase ‘by a consensus, if possible or alternatively’ be deleted rendering the amended Article to read as follows:

‘The Board of Directors shall deliberate upon the proposed amendments and formulate its recommendations by a majority vote for consideration of and submission to the annual, extra-ordinary meeting of the General Assembly’.”

These amendments were incorporated in the draft Code of Conduct of Business.

- 3. The Board of Directors considered the draft Code of Conduct of Business (Annex-P) for submission to the General Assembly for consideration and ratification.

DECISION

It was unanimously recommended that the draft Code of Conduct of Business as approved by the Board of Directors of AOA (Flag ‘P’) be placed before the General Assembly for consideration and ratification.

Agenda Item No.3

Incorporation in the Code of Conduct of Business of the AOA of the Procedure for Operation and Maintenance of Accounts

Since the Headquarters Office of the Asian Ombudsman Association is located in Islamabad, Pakistan (Bye-Law-2 of the Bye-Laws of the Asian Ombudsman Association), the President of the Association (Pakistan) was authorised by a resolution of the Board of Directors (Annex-D) to open and operate a Bank Account of the Association. To regulate the maintenance and operation of this Account as also the office procedure, appropriate amendments were proposed for incorporation in the Code of Conduct of Business of the Association (Annex-E).

- 2. The Board of Directors discussed the proposed amendments at Flag ‘E’ for recommendations to the General Assembly for consideration and ratification.

DECISION

The Board of Directors recommended that the proposed amendments at Flag ‘E’ as incorporated in the draft Code of Conduct of Business (Annex.P) be submitted to the General Assembly for consideration and ratification.

Agenda Item No.4

Adoption of proposed amendments in Article 5(6) of the Bye-Laws of the AOA

The existing Bye-Law-5(6), adopted at the 3rd AOA Conference at Macau in May 1998 and amended at the 6th AOA Conference at Tokyo in June 2001, reads as follows –

- “(a) Besides the founding members of the Association who have a right of vote, others elected, as members shall have a right of vote, subject to the condition that member(s) from a country shall have one vote.
- (b) Any member may request the Board of Directors to consider any matter relating to the Association or any of its body.
- (c) The Associate, Honorary, and Individual members may participate but shall have no right of vote in the General Assembly.
- (d) All members are entitled to and obliged to do everything in their power to promote the aims of the Association and to observe its statutes and resolutions.”

2. This Bye-Law came under discussion in the meeting of the Executive Committee held in Beijing, Peoples Republic of China on 19-20th March, 2002. It was felt that the principle of ‘one country one vote’ should be adhered to, irrespective of the number of voting members from a particular country. However, in this context the need for protecting the right of the Founding Members was underscored. To safeguard both points of view, the issue was entrusted to a drafting committee (Ms. Alice Tai, Secretary of the Association and Mr. Zaheer-ud-Din Babar, Executive Secretary) to come up with a draft proposal for amendment in the Bye-Law in question. This was done and the Executive Committee decided to recommend to the Board of Directors -

(a) the substitution of the existing Bye-Law 5(6) by the following –

“(A) Founding Members shall have a right to vote.

(B) Other Full Members shall have a right to vote, provided that—

- (i) if there is already a Founding Member from a country, that country shall not have any additional vote resulting

from the admission of any full Members from that country;

- (ii) if there are more than one Full Member from a country, the voting right shall be exercised by the one performing the functions of or similar to that of the National/Federal Ombudsman;
- (iii) if there is no person performing the functions of or similar to that of a National/Federal Ombudsman in a country or the person performing such functions is not a Full Member, the voting right shall be exercised by the consensus of all the Full Members from that country; and

- (b) The substitution of the term ‘Voting Member’ by the term ‘Full Member’ wherever it occurs.’

3. The Secretary of the Association (Ms. Alice Tai, Hong Kong), pursuant to the proposal at (a) above, drafted amendments in Bye-Law 5. The revised Bye-Laws incorporating the amendment on account of (a) above, consequential amendments flowing from (b) above; and (c) the amendments approved in the last meeting of the Board of Directors held in Tokyo Japan (19th June, 2001) as at Annex-F of the working paper were discussed.

DECISION

The Board of Directors accorded approval to the revised Byelaws of the AOA as indicated at para 3 above and contained in Annex-M for consideration and ratification by the General Assembly.

Agenda Item No.5

Approval of the Strategy for Election of the new Board of Directors for ratification by the General Assembly

The draft Code of Conduct of Business (Annex-C), providing for, inter alia, the mode of elections to the Board of Directors, will become operative after having been approved by the Board of Directors and the General Assembly in the forthcoming meeting scheduled for 21-24 May 2002. Since the tenure of the present Board of Directors is meanwhile ending on 20th July 2002 and there may not be another possibility for the Board of Directors and the General Assembly to meet before this date, it would not be possible for the General Assembly to hold the elections under the provisions of the draft Code, in the last session of the Conference. The matter was consequently discussed in depth in the last meeting of the Executive Committee which was of the view that for the induction of a new Board of Directors of the AOA in the forthcoming meeting of the

Board / General Assembly, the following proposals should be recommended to the Board of Directors for approval, ratification and necessary action by the General Assembly –

- i) “The forthcoming elections to the Board of Directors of the AOA may be held on the basis of past practice. The members of the current Board of Directors of the AOA may on the basis of mutual consultation, agree on the composition of the new Board; and
- ii) The elections to subsequent Boards of Directors may be held in accordance with the relevant provisions of the Code of Conduct of the AOA to be approved by the Board of Director and ratified by the General Assembly of the AOA.”

2. There was a general agreement on the proposal in the foregoing paragraph. However, the Secretary AOA suggested that we should obtain the views of the other members also. The delegate from the Islamic Republic of Iran suggested that this can be voiced in the General Assembly meeting. This was agreed to by the Board. However, during discussion on Agenda Item No. 10 regarding the proposal for holding 8th AOA Conference, the Representative from Macao suggested that the tenure of the present Board of Directors should be extended for another two years and the holding of the General Assembly meeting should be a Biennial instead of an Annual feature. This will allow the General Assembly meeting to be held at a time when the tenure of the present Board of Directors would also expire. The Representative of the Islamic Republic of Iran said that it seems logical that the tenure of the present Board of Directors should be extended for a period of 04 years. The Representative of the People’s Republic of China also agreed to this proposal and said that there should be no difficulty if the meeting of the General Assembly is held at a time when it coincides with the meeting of the Board of Directors. He further stated that elections of the Board of Directors of the IOI are held every 4 years, which gives more time to the Organisation to focus on its development. If we have elections every 4 years, we will have continuity for the office holders, which will provide stability to the AOA.

DECISION

It was unanimously agreed to recommend to the General Assembly to extend the tenure of the present Board of Directors for a period of another two years i.e. up to 20th July, 2004.

2. The Board of Directors should be elected by the General Assembly for a tenure of four year but should remain in office until the new Board of Directors has been elected.

3. Consequential amendments to be incorporated in the Byelaws of the AOA (Annex.M) and be placed before the General Assembly for consideration and ratification.

Agenda Item No.6

Approval of the Application of (i) Federal Tax Ombudsman, Pakistan (ii) Provincial Ombudsman, Punjab, Pakistan and (iii) Lokayukta, Madhya Pradesh, India, for voting membership of the AOA

Applications for voting membership of the AOA were received from the following:

- (i) Federal Tax Ombudsman of Pakistan;
 - (ii) Provincial Ombudsman, Punjab, Pakistan; and
 - (iii) Lokayukta, Madhya Pradesh, India
2. All the applicants were eligible for membership under the existing criteria required under the relevant Articles of the Code of Conduct. In the case of the Federal Tax Ombudsman of Pakistan there was a deficiency in as much as he had not paid the prescribed application-processing fee of US\$ 250. The Executive Committee considered these applications and decided to recommend their acceptance to the Board of Directors subject to the remittance of US\$ 250, in the case of the Federal Tax Ombudsman of Pakistan. This has since been done.
 3. The Board of Directors considered the membership applications of the three applicants indicated at para 1 above for ratification by the General Assembly.

DECISION

The Board of Directors approved and recommended that the requests for Membership of the AOA indicated at para 1 above be placed before the General Assembly for consideration and ratification.

Agenda Item No.7

Appointment of an Auditor under Article-8(2) of the Bye-Laws of the AOA

Bye-law 8(2) of the Bye-Laws of the AOA stipulates that:

“the auditors, selected for two years from amongst the voting members shall be responsible for examining the financial management of the Association and submitting annually a written report to the General Assembly”.

2. The accounts of the AOA are being maintained in the AOA Secretariat Islamabad by the members of the staff of the Wafaqi Mohtasib (Ombudsman) Secretariat working as such on a part time basis. The accounts need to be audited by someone who is not connected with their maintenance. The issue was discussed in the Executive Committee meeting of 19-20th March, 2002 in which it was decided to recommend to the Board of Directors the appointment of the present Treasurer of the AOA (Republic of Korea) as the Auditor of the AOA in terms of Bye-law 8(2) of the Bye-Laws of the AOA.

3. The Board of Directors considered the proposal at para 2 above for ratification by the General Assembly.

DECISION

The Board of Directors approved and recommended that the proposal at para 2 above be placed before the General Assembly for consideration and ratification.

Agenda Item No.8

Approval of appointment of Secretary, Wafaqi Mohtasib (Ombudsman)'s Secretariat, Pakistan and Director (Coordination) thereof as the Executive Secretary and Office Manager respectively of the AOA and fixation of their remuneration

The General Assembly in the 5th AOA Conference adopted a resolution on 20th July, 2000, authorising the President of Board of Directors to appoint members of the staff of the AOA Secretariat, define their duties and fix their salaries/remunerations subject to the approval of the Board of Directors. Accordingly, the proposal of appointment of the Secretary and Director (Coord) Wafaqi Mohtasib (Ombudsman)'s Secretariat as Ex-Officio Executive Secretary and Office Manager of the AOA, respectively, along with other staff appointments, was discussed in the Executive Committee meeting of 19-20th March, 2002 of the AOA. The Executive Committee recommended that Memoranda on the items in question be placed on the Agenda of the forthcoming meeting of the Board of Directors.

2. It was proposed that the Board of Directors may – (i) approve of the appointment of the Secretary Wafaqi Mohtasib (Ombudsman) Secretariat as ex-officio Executive Secretary and of the Director (Coordination) thereof as the ex-officio Office Manager of the AOA ‘(ii) consider the grant of 20% of the Basic Salary of the incumbents to them as remuneration for the additional work on account of their ex-officio appointments.

3. The financial implications of the proposal at paragraph 2(ii) above in the case of the present incumbents worked out to Rs. 5401/- and Rs. 3031/- per mensem respectively. This when computed on a twelve months basis came to Rs. 64812/- and Rs. 36372/- respectively, a total of Rs. 101,184/-. The equivalent amounts in US Dollars at the current exchange rate (Rs.60 to the dollar) was US\$ 1687/-.

4. Presently the Association had a balance of US\$ 27,708.55 as on 30-04-2002 and of Rs. 1,238,330 equivalent to US\$ 20,638.83 or a total of US\$ 48,347.38. The Annual income of the Association, if all members were to pay their Annual Fee on time, would come to US\$ 22,000/- as against which the expense on the remuneration of the two officers would come to US\$ 1687/- or 7.67%.

5. Secretary of the AOA said that the concept of the two proposed appointments is correct. However, it would not be appropriate to fix the amount on annual basis. Rather, it should be on work-related basis. It was left to the President to determine the work. The President of the AOA explained the basic pay scales operative in Pakistan and said that he would prefer a certain percentage of the basic pay scales as remuneration for the incumbents. He further suggested that 20% of the pay of a certain number of months would be a fair amount. The Representative of the Islamic Republic of Iran said that the work done by the Executive Secretary and staff of the Pakistan Ombudsman Office was appreciated but suggested that they would like that minimum number of persons be deputed for running the Secretariat. The Representative from the People's Republic of China said that they also appreciated the work done by the Executive Secretary and the staff of the AOA and said that the decision should be pended till the issue of Annual or Biennial meeting is decided in the General Assembly. Secretary of the AOA said that assessment of the work done by the officers and staff of the AOA was best left to the President. The Representative from Macao said that compensation of the staff of the AOA should be on permanent basis and not on workload basis. The President observed that if the General Assembly meeting is to be held every 2 years and the Board of Directors meetings every year on the basis of rotation, then the emoluments of the staff should be considered accordingly.

6. The Secretary of the AOA stated that considering the frequency of the meetings of the General Assembly and the Board of Directors, the Executive Secretary and the Office Manager of the AOA should be compensated @ 20% of 6 months basic pay in the year when the meeting of the General Assembly is held and @ 20% of 3 months basic pay when no meeting is held.

DECISION

It was decided unanimously to remunerate the Executive Secretary and the Office Manager @ of 20% of basic pay for 6 months in the year when the General Assembly meeting is held and @ 20% of 3 months basic pay when no such meeting is held. The Government of Pakistan is requested to compensate the other staff in the Headquarters for the work done for the AOA Secretariat.

Agenda Item No.9-10

Consideration of proposals, if any, for holding the 8th AOA Conference

Consideration of recommendation of the Executive Committee of the AOA for changing the present AOA Conference from an Annual into a Biennial feature

No offer had been received for hosting the 8th AOA Conference from any Member. The matter was discussed in the Executive Committee meeting of 19–20th March, 2002 in which it was proposed that moral pressure in this regard needs to be brought upon Member Countries which have not so far hosted the AOA Conference to offer to do so. To overcome the dilemma it was deemed appropriate to recommend to the Board of Directors to consider holding these Conferences Biennially instead of Annually. This would not only give adequate reaction time to member countries to agree on and make preparations for holding the Conference but would, in the ultimate analysis, prove more fruitful also.

2. The Representative of Macao said that if Macao is elected to the Board of Directors it would like to host the meeting of the Board of Directors in the year 2003. Secretary of the AOA suggested rotating venue for the holding of the Board of Directors meeting on alphabetical basis. The Representative of the Republic of Korea offered to host the meeting of the General Assembly in the year 2004. The President of the AOA thanked both Macao and the Republic of Korea for their offers and suggested that in that case Pakistan would like to host the meeting of the Board of Directors in 2005.

DECISION

It was unanimously agreed: –

- (i) in the event of a decision by the General Assembly to hold the General Assembly meeting, biennially, the Republic of Korea would be the host of the meeting in 2004 at a venue of their choice;

- (ii) the meetings of the Board of Directors be held Annually;
- (iii) the next meeting of the Board of Directors be held at Macao in 2003;
- (iv) the meeting of the Board of Directors in the year 2004 be held in the Republic of Korea simultaneously with the General Assembly meeting;
- (v) meeting of the Board of Directors in 2005 be held in the Islamic Republic of Pakistan;
- (vi) the decision at above be placed before the General Assembly for ratification; and
- (vii) the decisions at ii, iii, iv and v above be placed before the General Assembly for information.

Agenda Item No.11

Approval of the Financial statements of the AOA for the period ending 30th April 2002.

The financial statements of the accounts of the AOA, including income and expenditure statements and balance sheets upto 30th April 2002, prepared by the AOA Secretariat (Annex-H) were discussed

DECISION

The Board of Directors considered and accorded approval to the financial statements at Annex.

Agenda Item No.12

Approval of the Conference arrangements and Agenda of the General Assembly meeting.

The hosts of the 7th AOA Conference, the People's Republic of China, had finalised the arrangements for the Conference and meetings of the Board of Directors / General Assembly (Annex-K of the memorandum). The Executive Committee in their meeting of 19-20th March, 2002 had endorsed these arrangements with the observation that one full day should be reserved for the meeting of the Board of Directors. This was done.

2. The programme was submitted to the Board of Directors for information.

DECISION

The Board of Directors approved the Agenda items and the draft resolutions thereon (Annex.'R to X') for submission to the General Assembly for ratification.

The meeting concluded with a note of thanks by the President to the Board of Directors for their co-operation and contribution to making the meeting a success. The President also thanked the People's Republic of China for the excellent arrangements and hospitality extended to the participants.