



COMMONWEALTH
TELECOMMUNICATIONS
ORGANISATION

Constitution of the Commonwealth Telecommunications Organisation

This Constitution was approved on 24th May 2024 in London, United Kingdom at the 62nd Council Meeting and supersedes the Constitutional Amendments adopted in 1972, 1999, 2002, 2012 and 2023.

Constitution of the Commonwealth Telecommunications Organisation

Article 1

Establishment of the Organisation

The Constitution establishing the Commonwealth Telecommunications Organisation was agreed to by Commonwealth Governments and presented to the Parliament of the United Kingdom by the Secretary of State for Commonwealth Affairs by Command of Her Late Majesty in March 1968.

Article 2

Definitions

For the purpose of this Constitution:

- (a) "Academia Member" means universities and tertiary educational institutions from any country that makes an annual contribution to the budget of the CTO in accordance with Article 10.7 of this Constitution;
- (b) "Affiliate Member" means a Self-governing State linked to a Member State of the Commonwealth of Nations including overseas territories, which has given an undertaking to make an annual payment to the CTO in accordance with Article 10.6 of this Constitution;
- (c) "Associate Member" means a country that is not a Member State of the Commonwealth of Nations and that is not a Self-governing State linked to a Commonwealth Member State which has given an undertaking to make an annual payment to the CTO in accordance with Article 10.2 of this Constitution;
- (d) "Full Member Country" means a Member State of the Commonwealth of Nations which has given an undertaking to make an annual payment to the CTO in accordance with Article 10.2 of this Constitution;
- (e) "ICT" means all types of Information and Communications Technologies (ICT), including but not limited to telecommunications, information technologies and broadcasting;
- (f) "ICT Sector Member" means an entity, the functions and activities of which are compatible with the purposes of the CTO, other than a Full Member Country, Associate Member, Affiliate Member, or Academia Member, which makes an annual contribution to the budget of the CTO in accordance with Article 10.7 of this Constitution;
- (g) "Members" means Full Member Countries, Affiliate Members, Associate Members, ICT Sector Members and Academia Members;
- (h) "Secretary General" or "SG" means the person holding the office of the Secretary General of the CTO;
- (i) References to Chairperson or Vice Chairpersons means a reference to the Full Member Countries holding that office at the time.

Article 3

Purposes

The mandate of the CTO shall be to:

- (a) promote and facilitate the efficient development of ICT within the Commonwealth and other countries;
- (b) promote and support the provision and use of ICT in order to:
 - (i) meet the needs and aspirations of citizens and consumers;
 - (ii) support the social and economic development objectives of governments and civil society; and
 - (iii) facilitate the successful development of ICT and other businesses;
- (c) promote effective cooperation and partnership amongst Full Member Countries, Affiliate Members, Associate Members, ICT Sector Members, Academia Members and other international organisations in the attainment of these objectives; and
- (d) develop and implement programmes and activities to promote and fulfil the purposes set out in paragraphs (a) to (c) above.

Article 4

Membership

- 4.1 All Member States of the Commonwealth of Nations are eligible to become a Full Member Country of the CTO.
- 4.2 On the date on which any State ceases to be a Member State of the Commonwealth of Nations, it shall cease to be eligible to be a Full Member Country of the CTO, without prejudice to the rights of existing Affiliate Members.
- 4.3 Self-governing States linked to a Member State of the Commonwealth of Nations including overseas territories, are eligible to be Affiliate Members of the CTO.
- 4.4 A country that is not a Member State of the Commonwealth of Nations and that is not a Self-governing State linked to a Commonwealth Member State is eligible to be an Associate Member.
- 4.5 If a Member fails to comply with the obligations under the terms of membership of the CTO, the Executive Committee may recommend appropriate actions to the Council.
- 4.6 Other entities, the functions and activities of which are compatible with the purposes of the CTO, are eligible to become ICT Sector Members. Such members shall include Industry Partners, drawn from business and the private sector, or Development Partners, including international development and communications agencies, and other ICT organisations.
- 4.7 Universities and tertiary educational institutions from any country, the functions and activities of which are compatible with the purposes of the CTO, are eligible to become Academia Members.

Article 5

Instruments

The main instruments of the CTO shall be:

- (a) this Constitution, which shall be referred to as the CTO Constitution;
- (b) the Rules of Procedure adopted from time to time by the Council in accordance with Article 7.10(i);
- (c) the Code of Ethical Guidelines; and
- (d) the Headquarters Agreement between the CTO and its Host Government.

Article 6

Organs of the CTO

The main organs of the CTO shall be:

- (a) the CTO Council;
- (b) the Executive Committee; and
- (c) the Secretariat.

Article 7

CTO Council

- 7.1 The CTO Council shall be the supreme decision-making body of the CTO.
- 7.2 The Council shall be composed of Representatives of Full Member Countries. The Government of each Full Member Country shall appoint a Representative and, if it so wishes, an Alternate Representative, to the Council.
- 7.3 Affiliate Members and Associate Members shall appoint a representative and, if it so wishes, an alternative representative, to participate on their behalf in the Council, without voting rights.
- 7.4 Representatives of Full Member Countries, Affiliate Members and Associate Members shall act on behalf of their Governments and shall be entitled to attend Council meetings.
- 7.5 ICT Sector Members and Academia Members may attend sessions of the Council on invitation or on application, as observers without voting rights.
- 7.6 The Council shall meet at least once a year and shall at its annual meeting elect a Chairperson and a first and second Vice-Chairperson from among the eligible representatives of Full Member Countries.
- 7.7 A quorum for any meeting of the Council shall be representatives from at least 51% of Full Member Countries.
- 7.8 Decisions of the Council shall be made in accordance with the Rules of Procedure.
- 7.9 Only the Representatives of Full Member Countries which are not in arrears of contributions shall have the right to vote and to be elected to the Council and each representative shall have one vote.
- 7.10 The Council shall:
 - (a) determine the broad policies and strategies of the CTO;

- (b) examine and approve the CTO's strategic plan;
- (c) consider the Annual Report and, in the light of that report, adopt any decisions it considers appropriate;
- (d) examine and approve the CTO's Budget;
- (e) approve the appointment of auditors;
- (f) consider and accept the Auditors' Report;
- (g) consider and approve proposed submissions to Commonwealth Heads of Government Meeting;
- (h) appoint the Secretary General after considering the recommendation of the Executive Committee;
- (i) adopt and, when necessary, amend the Rules of Procedure for the functioning and management of the CTO;
- (j) appoint committees, specialist groups or other persons to advise the Council or to perform such specific tasks as the Council may consider necessary;
- (k) consider the Executive Committee's recommendation and, if appropriate, withdraw the membership of ICT Sector members and Academia Members;
- (l) consider, if deemed appropriate, any proposals for the CTO to become an investor in a venture or to use the name of the CTO or any part thereof for another venture, which may create a significant obligation on the CTO;
- (m) approve the organisational structure of the Secretariat and any adjustments thereto; and
- (n) perform such other tasks as are necessary for the fulfilment of the CTO's objectives.

Article 8

The Executive Committee

- 8.1 The Executive Committee shall be elected by the CTO Council from Full Member countries that are not in arrears of contributions, and shall be composed of:
- (a) the Chairperson and two Vice-Chairpersons of the Council;
 - (b) three Full Member countries, eligible to vote and elected by Council;
 - (c) Immediate Past Chairperson; and
 - (d) the Secretary General in his or her official capacity.
- 8.2 The Executive Committee shall meet at least twice a year.
- 8.3 ICT Sector Members and Academia Members may attend meetings of the Executive Committee by invitation or application and participate without any voting rights.
- 8.4 The Executive Committee shall take decisions by consensus, and where consensus cannot be reached, a 51% majority as expressed by a vote. In the event of a tie, the Chairperson shall have a casting vote.
- 8.5 In addition to other powers prescribed in this Constitution, the Executive Committee shall:
- (a) make recommendations to the Council concerning the CTO's strategies and policies;
 - (b) consider the draft Budget, Annual Report and strategic plan before submission to the Council;

- (c) provide guidance to the Secretary General on the development and management of programme activities, the development of work with ICT Sector Members, Academia Members, other partners and on any other matters where it considers such guidance may be useful;
- (d) conduct, on behalf of the Council, the process to select a candidate for appointment as the Secretary General and recommend to Council a candidate for appointment as Secretary General, as and when required;
- (e) consider and, if deemed appropriate to recommend to Council, any proposals for the CTO to become an investor in a venture or to use the name of the CTO or any part thereof for another venture, which may create a significant obligation on the CTO;
- (f) where a member fails to comply with their obligations to the CTO, recommend appropriate actions to the Council;
- (g) appoint advisory committees as and when required to assist the Executive Committee in the carrying out of its functions;
- (h) in the interval between meetings of the Council, act on behalf of the Council within the limits of the powers delegated to it by the latter; and
- (i) perform such other tasks as may be directed by the Council.

Article 9

The Secretariat

- 9.1 The CTO shall maintain a Secretariat which shall be directed by the Secretary General and shall comprise the Secretary General and such staff as are required to carry out the functions of the CTO. The Secretary General shall be responsible to the Council for the performance of all administrative and management functions, including the preparation of an annual Statement of Accounts and Budget.
- 9.2 The Secretary General shall promote the work of the CTO and shall initiate and manage programmes of work consistent with the strategic plan approved by the Council.
- 9.3 The Secretary General shall:
- (a) develop a strategic plan for consideration by the Executive Committee and approval by the Council;
 - (b) implement the strategic plan; and
 - (c) be responsible for the preparation of an Annual Report on the work of the CTO.
- 9.4 The Secretary General shall act as the legal representative of the CTO and shall perform such other functions as are entrusted to him or her by the Council.
- 9.5 The recruitment of the Secretary General shall be open to citizens of Full Member Countries that are not in arrears of contributions.
- 9.6 The appointment and reappointment of the Secretary General and all staff of the Secretariat shall be based on merit and competence and the need to ensure the highest standards of integrity and efficiency:
- 9.7 The Secretary General shall be appointed for a term of four years in accordance with Article 9.5 and may be reappointed once for a further consecutive term of four years, subject to *inter alia* assessment of performance.
- 9.8 The Executive Committee, without the Secretary General, may suspend the Secretary General, if the Secretary General is considered by them to be in breach of the terms of their contract and must refer such suspension to the Council within three months of being taken.
- 9.9 Upon receipt of the referral by the Executive Committee in Article 9.8, the Council may:

- (a) reject the suspension of the Secretary General and reinstate him or her with full effect;
 - (b) affirm the suspension of the Secretary General; or
 - (c) take any other action which the Council deems appropriate.
- 9.10 The Secretary General shall be excluded from a sitting of the Executive Committee that is convened to discuss matters in relation to the Secretary General.
- 9.11 Recruitment at the Secretariat shall only be open to citizens of Full Member Countries that are not in arrears of contributions; and such citizens shall be equally eligible for appointment.

Article 10

Financial and Other Contributions

- 10.1 The financial year of the CTO shall be determined by the Council.
- 10.2 Each Full Member Country, Affiliate Member and Associate Member shall pay to the Budget of the CTO, a sum equivalent to the number of units in the class of contribution, the minimum amount of which shall be reviewed by the CTO Council every four years or at such other time as the Council determines.
- 10.3 Contributions to the Budget of the CTO may also be accepted from other sources, including any Member, additional to the Members' annual contribution. Such contributions may be monetary or services in kind.
- 10.4 Any member in arrears of its annual contribution shall be subject to cumulative interest at the rate of 10% per annum.
- 10.5 If a Full Member Country is in arrears of contributions, its right
- (a) to vote,
 - (b) to be elected to the Council and the Executive Committee,
 - (c) for its citizens to be eligible for appointment in the Secretariat, and
 - (d) to host the Council meeting.
- shall be suspended until the arrears are cleared.
- 10.6 If a Full Member Country, Affiliate Member or Associate Member is in arrears of its contributions or has failed to pay the membership fees for three years cumulatively, its membership will be suspended, provided that its membership rights and privileges may be restored after the outstanding amount has been paid in full or a payment schedule has been approved by the Executive Committee.
- 10.7 Each ICT Sector Member or Academia Member shall make an annual contribution to the Budget of the CTO of a sum equivalent to the number of units in the class of contribution, the minimum amount of which shall be reviewed by the CTO Council every four years or at such other time as the Council determines.
- 10.8 The programmes and related activities of the CTO shall be funded from resources derived and allocated for that purpose by agreement between the CTO and one or more funding partners, or from such other sources as may be agreed by Council from time to time. Funding partners may include Full Member Countries, Affiliate Members, Associate Members, ICT Sector Members, Academia Members and other persons or organisations. Where a programme or activity is fully funded from the Budget of the CTO, participation in that programme or activity without cost will be limited to Full Member Countries, Affiliate Members and Associate Members provided that they are not in arrears of contributions.

Article 11

Legal Capacity

11. The CTO shall enjoy, in the territory of each Member State of the Commonwealth of Nations, such legal capacity as may be agreed between the CTO and the Government of that country with the object of enabling the CTO fully and efficiently to discharge its responsibilities and fulfil its purpose and functions.

Article 12

Notice of Withdrawal of Undertaking

- 12.1 If a Full Member Country, Affiliate Member, Associate Member, Academic Member or ICT Sector Member wishes to suspend its undertaking to make an annual financial contribution to the CTO in accordance with Article 10.2 above, it may do so by submitting a notice of suspension specifying the period of suspension and providing an explanation for the suspension to the Secretary General. The Secretary General shall notify the Council of such notice and the date of receipt thereof as soon as possible.
- 12.2 The notice shall take effect at the end of a financial year as determined in accordance with Article 10.1 above and resumption at the end of the stipulated period. The secretariat shall notify the member of the resumption of its undertaking.

Article 13

Amendments

- 13.1 Any Full Member Country, Affiliate Member or Associate Member may propose an amendment or amendments to this Constitution. Proposed amendments shall be sent to the Secretary General for submission to the Council. The Secretary General shall distribute the amendments within two weeks, to the Members.
- 13.2 The Council may approve any amendment to this Constitution by the agreement of a two-thirds majority of the representatives of Full Member Countries present and voting in the Council, provided that such majority shall constitute at least 51% of all Full Member Countries eligible to vote whether present or not.
- 13.3 The Secretary General shall notify all the Members within two weeks of any amendments approved in accordance with this Article, which amendments shall come into effect ninety days after the date of issue of such notification.