

REQUEST FOR PROPOSAL
FOR HOSTING THE SECRETARIAT FOR
**THE VOLUNTARY PRINCIPLES
ON SECURITY AND HUMAN RIGHTS***

Issued by

**The Voluntary Principles on Security and Human Rights Association (VPA)
The Voluntary Principles on Security and Human Rights (VPs)**



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RFP# VPSHR18/1

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* Throughout this document, "the Voluntary Principles on Security and Human Rights" denotes a reference to "the Voluntary Principles on Security and Human Rights Initiative and the Association of the Voluntary Principles on Security and Human Rights"

Acknowledgment of Receipt of Request for Proposal and Intent to Submit a Proposal

Reference: RFP # VPSHR18/1

Bid Closing Date: June 8th, 2018

Dear Bid Committee:

We hereby acknowledge that the referenced Request for Proposal issued by the Voluntary Principles Association has been received.

This letter confirms this organization's intent to submit a response to this Request for Proposal.

The Bidder acknowledges that to the best of its knowledge, based on the individual indexes provided in the RFP package, it has received the entire RFP. (Exceptions should be listed below)

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| <i>Organization Name:</i> |
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| <i>Contact Name and Title:</i> |
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| <i>Contact Telephone (include country code):</i> | <i>Contact E-mail:</i> |
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| City: | State/Province: | Postal Code: | Country: |

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| <i>Mailing Address (if different to above):</i> | | | |
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| <i>Remit to Address (if different to above):</i> | | | |
| City: | State/Province: | Postal Code: | Country: |

PLEASE RETURN PROMPTLY BY EMAIL TO:

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|-------------------|---|
| <i>Attention:</i> | The Voluntary Principles Association Bid Committee |
| <i>By e-mail:</i> | vps@fundforpeace.org |

1.0 Overview and Purpose

Established in 2000, the Voluntary Principles on Security and Human Rights Initiative (“VPI”) — an initiative by governments, NGOs, and companies—provides guidance to extractives companies on maintaining the safety and security of their operations within an operating framework that ensures respect for human rights and fundamental freedoms.

The VPI provides a platform for members to engage in dialogue and discussion related to best practice and lessons learned in the area of human rights and the extractive industries.

For additional information, please visit: <http://www.voluntaryprinciples.org/>

1.1 Purpose of this Request for Proposal

The VPI is governed by a Steering Committee (“SC”) composed of representatives from the three membership Pillars of the VPI: Governments, Non-Governmental Organizations (“NGOs”), and Companies. In addition, a Plenary meeting of all participants in the VPI usually occurs annually in March.

The Voluntary Principles Association (VPA), with whom the Secretariat will formally enter into a contract, is the formal non-profit legal entity based in the Netherlands designed to address the basic administrative and financial needs of the Voluntary Principles Initiative. The Board of Directors (“BoD”) governs the VPA.

The Voluntary Principles Initiative (VPI)¹, through the Steering Committee (“SC”), is tasked with setting the terms of an arrangement with a third party Secretariat. The Secretariat is critical to the execution of the new vision, administration and evolution of the initiative, and implementation and the continued growth of the VPI. The primary responsibilities of the Secretariat are: (1) to provide support to the activities of the VPA BoD and VPI Steering Committee; and (2) to perform the coordination and facilitation functions of both the VPI and VPA. Appendix A – Scope of Work -- describes the general nature of these Secretariat functions and activities. Appendix B provides additional background information on the VPA. In addition, the work of the SC and BoD can be dynamic as issues arise throughout the year, and the Secretariat is expected to provide necessary assistance as needed to support the SC and BoD on those issues.

The Bid Review Committee, on behalf of the VPA*, hereby invites your formal proposal in order to assist us in suitably qualifying and selecting a Secretariat for the VPI and VPA. The contract term will be for 5

¹ See Annex for further information regarding the VPI.

years, beginning in December 2018, with the provision to extend the engagement as mutually agreed to. There will be a transition period to help the newly selected Secretariat staff in assuming their responsibilities.

Proposals should clearly indicate the structures and processes that will provide the VPI and VPA with assurance that service levels are at their highest and expenses are being well managed. The VPI and VPA reserve the right to cancel the period of cooperation should the services provided not meet the expectations outlined, so long as a three-month notice period is provided.

2.0 Timeline and Notifications

| | |
|--------------------------------------|---|
| Distribution of RFP | April 7 th , 2018 |
| Receipt of Intent to Bid | No later than April 27 th , 2018** |
| Deadline for submittals of Questions | May 1 st , 2018 |
| Distribution of Answers to Questions | May 26 th , 2018 |
| RFP Due date | June 8 th , 2018 |
| Review and evaluation | immediately upon receipt |
| Notification of Shortlisted Bidders | Week of July 7 th , 2018 |
| Shortlisted Bidders presentations | August 2018 |
| Negotiation and Award notification | September 2018 |
| Implementation/Transfer | By December 31 st , 2018 |

* Please be sure to indicate your ability to meet our implementation date in your RFP response as this is a critical factor in our evaluation process.

** Subsequent to the release of the RFP, this date was amended by the SC and Bid Committee from the original published date of April 20th, 2018. All other deadlines remain unchanged.

Note that these dates are subject to change at the discretion of the VPA.

2.1 A final decision and notification will entail the following steps:

- Selection of preferred respondent;
- Reference checks;
- Notification to all respondents in writing as to whether their proposal has been selected;
- Negotiations with successful respondent.

3.0 Conference and Bidder Presentations

The shortlisted bidders will be invited to a consultation with the VPI SC, either in-person or by video conference (at the discretion of the SC and by arrangement with each shortlisted bidder). Guidelines and location/platform for this presentation will be distributed upon shortlist notification.

4.0 General Requirements

4.1 Communications

The VPA has designated one representative from each of the pillars to act on behalf of the SC as official points of contact for the bid process. Bidders may not contact any single representative. Any questions or other communications must be directed to the designated Bid Committee email address, vps@fundforpeace.org:

Mr. Frédéric Chenais**

Government of Switzerland
Federal Department for Foreign Affairs
Bundesgasse 32
CH-3003 Bern
Switzerland

Mr. David Mac Innis**

Chevron Corporation
6001 Bollinger Canyon Rd., Bldg., Room 2208
San Ramon, California 94583
United States

Mr. J.J. Messner**

The Fund for Peace
1101 14th Street NW, Suite 1020
Washington, D.C. 20005
United States

** Note that the email account for the Bid Committee will be administered by The Fund for Peace for practical purposes at the request of the VPA and does not represent any particular responsibility of The Fund for Peace for the bid process.*

*** Please ensure all communication pertaining to this RFP is directed only to the Bid Committee via the vps@fundforpeace.org email address, care of individuals named above. Any communication with parties not expressly named in this RFP may result in the disqualification of your organization from further consideration.*

4.2 Receipt of RFP/Bid Acknowledgement Form

You are asked to acknowledge receipt of the RFP and indicate your acceptance of the invitation to bid no later than April 20th, 2018 as outlined in section 2.0. Please return the “Bid Acknowledgement Form” via email (PDF) as indicated in the cover letter.

5.0 Bidder's Proposal

Proposal Validity

All rates, costs and other terms quoted in the Bidder's proposal or amendments thereto requested by the Bid Committee on behalf of the VPA shall remain fixed for a period of 120 days after the deadline for submission of RFP and subject to any rate reductions that become available.

- 5.1 This RFP and the Scope of Work are for Bidder's use in the preparation of Bidder's Proposal. All such documents remain the property of the VPs*. By accepting the enclosed material for bidding purposes, bidders agree to return all RFP Documents to the Bid Review Committee* **if requested** to do so.
- 5.2 If any omissions from or discrepancies in any of the RFP Documents are found, or if Bidder is in any doubt as to their meaning, Bidder should immediately e-mail a written request for explanation, before submitting Bidder's Proposal. All such requests should be delivered as directed in writing hereof and must be received not later than **May 1st, 2018**. The originator of any such request is solely responsible for its timely receipt by the Bid Committee.
- 5.3 Replies to such requests will be furnished in writing, sent simultaneously to all those invited to bid and the Bid Review Committee on behalf of the VPs* shall not be bound by any other explanations or interpretations of the RFP Documents. Bidders must promptly, via e-mail, acknowledge receipt of such addenda.
- 5.4 Should Bidder not receive a reply to a request in time to use the reply in writing Bidder's Proposal, then the interpretation upon which Bidder relies must be set forth in Bidder's cover letter or an attachment thereto.
- 5.5 Other addenda to the RFP Documents may be issued as written bulletins at any time prior to the Bid Due Date set forth in Section 2.0 above. All bulletins are to be considered as an integral part of the RFP Documents. They will be sequentially numbered and sent simultaneously and in identical form to each Bidder.
- 5.6 Bidders are required to take into account in their Proposals all bulletins received during the bid period and to confirm which bulletins have been received.

5.7 Bidders are required to present their offers based on a full calendar year. Bids must be presented in United States Dollars.

6.0 Required Format and Submittals

- 6.1 Electronic submittal of Bidder's Proposal is to be issued with no inter-line additions, or erasures of any kind. Where a particular section does not apply to Bidder's Proposal, Bidder should endorse it with a statement to that effect.

Bidder's Proposal shall be submitted to the undersigned Bid Committee at the designated address:

Attention: **Mr. Frédéric Chenais, Mr. David Mac Innis, and Mr. J. J. Messner**

By Email: **vps@fundforpeace.org**

- 6.2 The Bid Committee, on behalf of the VPs*, must receive the Proposal not later than the Bid Due Date set forth in Section 2.0 above.
- 6.3 No other communication is to be sent in which the rates and prices composing Bidder's Proposal are disclosed.
- 6.4 Bidders are encouraged to set forth any commercial and/or technical alternatives that can possibly provide cost savings to the VPI and VPA by reducing Bidder's risk contingency factor, improving productivity, or otherwise.
- 6.5 Each Bidder is to enter its correct entity name and full address in their Proposal, followed by the signature and designation of the person authorized to bind the Bidder in this matter, and the date. The name and title of each signatory shall be typed or clearly printed below the signature.
- 6.6 Each Bidder is strongly encouraged to supply one or more references from previous clients or partners that are: a.) able to substantiate claims put forward in the Bidder's Proposal with regard to previous work completed and/or b.) able to vouch for the quality and scope of previous relevant work completed. References shall not be mandatory. Where a reference is supplied, the following details should be provided: the name of the client or partner organization; the name and contact details of an individual from said organization with direct familiarity of the organization and the relevant project(s); a brief overview of the nature of the relevant project(s) to which the reference relates.
- 6.7 Each Bidder shall include a statement of compliance with the laws against bribery of foreign officials

in its jurisdiction (e.g. U.S. Foreign Corrupt Practices Act).

- 6.8 Each bidder shall include their organizational sexual harassment policy.
- 6.9 Each bidder shall include a Sample Work Plan which outlines activities to be undertaken in the proposed timeframe, a time line of such activities, and a budget for said period.
- 6.10 Each bidder shall include CV's for proposed dedicated staff and/or associated affiliates dedicated to administering and hosting the Secretariat.
- 6.11 Responses to the RFP should be in the same sequence and use the same lettering as detailed in Annex A: Scope of Work (i.e. A. General Administration of the VPI; B. Support to the VPA; C. Implementation; D. Outreach).

7.0 Evaluation and Selection Criteria and Eligibility

Bidders will be evaluated on the following criteria:

Required

- Demonstrated expertise and diplomacy in multi-stakeholder engagement, management, and facilitation involving representatives of government, companies and non-governmental organizations;
- Expertise in building consensus among different stakeholders in multi-stakeholder processes;
- Demonstrated experience in delivering services and projects on-time and on or under budget;
- Demonstrated experience in grants and project oversight and administration of donor funds;
- Demonstrated experience working internationally;
- Demonstrated experience handling confidential and sensitive information;
- Demonstrated experience in the matters of human rights, the extractive sector, security and/or related subjects;
- Demonstrated experience managing communications and outreach;
- Ability to facilitate the employment of citizens of countries other than the country of incorporation of the bidding organization;
- Identification (if any) of potential conflicts of interest with VPI participants and VPA members, and proposed plan for mitigation;
- Corroboration by supplied references as to the quality and scope of previous work completed.

Optional

- Demonstrated capabilities and experience in serving as hosting organization/secretariat;
- Demonstrated experience in managing the legalities of a Dutch association.

Price will be considered as a component of any successful bid, however the VPA may choose to select a bidder other than the lowest-cost bid submitted.

Further, in order to avoid any potential conflicts of interest, it is the expectation of the VPA that any successful bidder:

- Will disclose any and all commercial relationship(s) with existing VPI members;
- Will enact a strict policy to avoid conflicts of interest regarding any commercial relationships(s) with existing VPI members; and
- Will not be eligible to concurrently hold membership or observer status within the VPI.

The right to choose the bidder that best meets the requirements as described above, or no bidder, without incurring any obligation to any other bidders having responded to this RFP, is hereby reserved.

8.0 Reservation of Rights

This RFP implies no obligation on the part of the VPs* or of the members of the Bid Committee on behalf of the VPs*.

The Bid Committee on behalf of the VPs* reserves the right to reject any or all responses to this RFP.

The Bid Committee on behalf of the VPs* further reserves the right to select a bidder other than the lowest bidder.

This RFP should in no way be construed as an offer of purchase, but rather it is a request for services, products, fees and expenses information to assist the Bid Committee on behalf of the VPs* in selecting a vendor for supplying the scope of services listed in the RFP.

The Bid Committee, and separately its individual representatives as designated by the VPA (Government of Switzerland and/or Chevron and/or The Fund for Peace) on behalf of the VPs* hereby assumes no financial responsibility, direct or indirect, for the cost of preparing any proposals, or amendments thereto, and makes no commitment to select a transfer agent based on a response to this RFP.

The Bid Committee on behalf of the VPs* makes no commitment in or by virtue of this RFP to purchase any services from any transfer agent, and expressly reserves the right to alter or waive the RFP requirements.

The Bid Committee on behalf of the VPs* reserves the right to cancel in whole or in part the RFP at its sole discretion.

Appendix A

Scope of Work for VPs Secretariat (2018)

The Voluntary Principles on Security and Human Rights (VPs), set forth in Appendix C, were introduced in 2000 to provide guidance to extractive companies on maintaining the safety and security of their operations in a manner that respects human rights and fundamental freedoms. The VPs Initiative (“VPI”) is a multi-stakeholder initiative and is composed of three Pillars (companies, governments, and non-governmental organizations (“NGOs”)) with the vision to strengthen the implementation of the Voluntary Principles by:

- increasing and enhancing implementation of the VPs through multi-stakeholder working groups on the ground;
- leveraging sharing of good practices and positive impacts on the ground;
- strengthening implementation and accountability at the international, national and project levels;
- actively promoting universal respect for human rights in the provision of security for natural resources industry activities in a manner guided by the VPs.

Consistent with this vision, the following outlines a scope of work for the Secretariat to be used as the basis for a competitive tender process.

A. GENERAL ADMINISTRATION OF THE VPI

The work of the Secretariat will be to provide day-to-day administrative support for the VPs* as outlined in the VPs Governance Rules. The Secretariat will work closely with the Steering Committee (SC) and other VPI participants, and as appropriate, external consultants approved by the Board of Directors of the VPA and VPA members.

A1. Support for the Organization of Plenary, Extraordinary, and Other Meetings

The Secretariat will support the Government Chair and/or the Corporate Pillar in the coordination of the Annual Plenary Meeting and Extraordinary Plenary Meetings and any face-to-face meetings held during the year. Primary responsibilities include but are not limited to: (i) drafting preparatory materials (e.g. agenda, invitations), advising on logistical elements, and other supporting documents; (ii) attending the Plenary and Extraordinary Plenary Meetings and relevant in-person Working Group Meetings and recording/reporting key issues and decisions; (iii) facilitating sessions as needed; and (iv) tracking post-meeting action items.

A2. General Support to the Steering Committee

The Secretariat will support the work of the SC throughout the year. Primary responsibilities include, but are not limited to: (i) organizing and preparing for monthly conference calls and face to face meetings (generally two per year ahead of Plenary); (ii) scheduling/facilitating calls with individual SC members as required; (iii) reporting regularly to the SC regarding Secretariat activities; (iv) developing preparatory documents e.g. agendas, meeting minutes, and other required documents; (v) recording/reporting minutes and circulating reports to the VPI participants after approval; (v) preparing and monitoring completion of the annual work plan and budget, and (vi) researching and drafting reports on specific issues.

A3. Support for the Development of Member Processes

The VPI has adopted a vision statement that includes strengthening implementation and accountability at the international, national and project levels. At the request of the SC, the Secretariat may provide administrative support to develop implementation processes, consistent with the governance rules.

A4. Management of Applicants

The Secretariat manages the application process for the VPI. Primary responsibilities include, but are not limited to: (i) receive applications of new applicants, communicating receipt and announcing applicants to SC and VPI participants; (ii) research applicants' background and current practices relative to security and human rights, and to report the findings of such research to the members of the SC; (iii) outreach to potential new applicants at the direction of the SC or Working Groups; (iv) provide other support as requested by the SC; and (v) provide support to newly engaged and existing Government participants to discuss progress on in-country processes as well as progress toward transition from engaged government to participant government.

A5. General Support to Working Groups

The Secretariat will facilitate and support working groups formed by the Plenary or the SC. Primary responsibilities include: (i) drafting all preparatory materials, e.g. agenda, invitations, terms of reference, and other supporting documents; (ii) participating in meetings and recording/reporting key issues and decisions; (iii) facilitating sessions; (iv) tracking post-meeting action items, and (v) producing annual work plan, and measuring and reporting on progress.

A6. Facilitating Dispute Resolution Process

The Secretariat will help coordinate the formal process of receiving complaints through the dispute resolution process pursuant to the VPs Governance Rules. Secretariat will work along with and in support of the SC regarding this process.

A7. Maintaining Contacts Lists

The Secretariat will manage and keep track of VP Participants' information. Primary responsibilities include, but are not limited to, (i) maintaining and updating VPs Participants contact information both at the International and in-country level, (ii) maintaining and updating VPs Participants membership to the Pillars, SC and Working Groups, (iii) Maintaining and updating contact information of prospective VP Participants, Invited Guests and other specific groups as needed.

A8. Outreach to Potential Participants

The VPI has adopted a vision statement that includes increasing the number of participants and raising awareness of the VPs through education and outreach. The Secretariat will provide administrative support for outreach activities with the aim of promoting the VPs to external stakeholders and informing current VPI participants. Primary responsibilities include, but are not limited to: (i) identifying key events, publications, and speaking opportunities for presenting the VPs and the VPI; (ii) addressing general inquiries from external sources; (iii) maintaining the design, content, and functioning of the VPI website as approved by the VPI participants and looking into other media tools to accomplish the VPI vision; and (iv) providing ongoing updates to VPI participants on key news and events.

A9. Outreach in Priority Countries

The Secretariat will provide administrative and logistical support for outreach activities in priority countries, both in "home" and "host" countries. Primary responsibilities include, but are not limited to: (i) monitoring and documenting progress achieved by countries that are part of the 'Priority Country Action Plan'; (ii) maintaining a contact list of local VPI participants involved with in-country outreach; (iii) identifying opportunities to address the VPs with representatives of priority countries during out-of-country events; (iv) developing, maintaining and updating outreach tools to be used during outreach activities, such as the "Frequently Asked Questions" list.

A10. Communications and Media

The Secretariat shall be responsible for external communications in coordination with and under the direction of the SC. External communications shall include administration of the VPs web site and the VPs online social media presence, communication with media outlets as required, and representation of the VPs at relevant international conferences and forums.

A11. Support to In-Country Implementation Process

The Secretariat will provide administrative and logistical support to in-country implementation processes. Primary responsibilities include, but are not limited to: (i) administratively supporting engagement between the VPI participants and in-country stakeholders on implementation issues, at the request of lead participants; (ii) helping facilitate, monitor, and document ongoing in-country dialogues that support implementation of the VPs; (iii) documenting case studies, at the direction of the SC, to help progress in-country engagement; and (iv) at the direction of the SC, provide any other support requested for the in-country process by the lead government or the local VPs stakeholder group.

A12. Best Practice Development

The Secretariat will promote effective VPs implementation through sharing and documenting of experiences and the production of case studies, and researching and drafting reports on specific issues. Additionally, the Secretariat will support and coordinate the use of tools designed by the VPI and VPs participants individually, such as the Implementation Guidance Tool (IGT).

B. SUPPORT WORK OF THE VOLUNTARY PRINCIPLES ASSOCIATION (VPA)

The Secretariat will be directed by the Board of Directors of the VPA to perform tasks related to supporting the VPA, as set forth in the Articles of Association. Primary responsibilities include, but are not limited to (i) supporting the general administration of the VPA (similar to section A1-A5 of this Scope of Work Document, being A1 'Support for the Organization of General, Extraordinary, and other Meetings', A2 'Management of Reports', A3 'General support to the Steering Committee', and A4 'Management of Applicants'); (ii) supporting the financial administration of the VPA, such as the preparation of requests for payment to plenary participants (governments and companies) based on the approval of work plan and supporting budget for the period of a calendar year. These requests will include a description of the approved annual costs, and an explanation of how they are allocated to each participant. Payments are voluntary and conditional on the laws and regulations applicable to each Member; (iii) maintaining, updating and archiving

a Register of the VPA in which the names and addresses of all Members are recorded, specifying the Pillar to which each of them belong.

B1. Management of Reports

The Secretariat will coordinate annual reports by the VPI participants and other reports as requested. Primary responsibilities include but are not limited to: (i) collecting and collating annual reports from participants; (ii) reviewing and analyzing consistency of reports against approved Reporting Guidelines and follow-up with individual members where reports do not contain necessary information; and (iii) reviewing and analyzing reports and summarizing common themes, good practices, key lessons learned that can be shared, and any follow-up action needed. The Secretariat creates a confidential report that includes submissions from all member companies, NGOs and governments regarding their efforts to implement or assist in the implementation and promotion of the VPs during the last year and posts them on the password protected website and distributes to VPI Participants. For outreach purposes, the Secretariat will compile a Summary Annual Report consistent with the approved template. Primary responsibilities include (i) preparing the Report; (ii) securing necessary approvals; and (iii) uploading the Report to the Public website.

The Secretariat will provide an annual work plan and financial report, or interim reports per the request of the Steering Committee, to measure progress and summarize key activities and accomplishments of the Secretariat against the annual work plan and budget.

B2. Potential Future Administration of Grants

The Secretariat will manage grants funding – including soliciting and collecting funds from donors, administering the holding and disbursement of funds to implementers, facilitating grants application processes in coordination with the SC, providing project oversight of implementers, overseeing reporting by implementers, and reporting as required to donors. Applicants should note that although such a grants mechanism is not currently in place, it is the intention of the SC to consider such a mechanism in the future, and as such the Secretariat must be adequately prepared and equipped to administer such a mechanism.

Appendix B

VOLUNTARY PRINCIPLES ON SECURITY AND HUMAN RIGHTS ASSOCIATION (VPA)

Objective of the VPA:

The Association of the Voluntary Principles on Security and Human Rights or VPA is the legal entity of the VPs, based in the Netherlands, addressing the administrative and financial needs of the Voluntary Principles Initiative (VPI) and performing all other actions related to those needs in the broadest sense of those terms. As part of these arrangements, matters related to the administration of financial accounts, including decisions to approve the transfer or expenditure of funds to third parties, will be handled by the Association. The Association does not operate on a for-profit basis.

Governance of the VPA:

The VPA is governed by the Articles of Association, whereas the VPI is governed by separate Governance Rules adopted by members of the VPI. The Board of Directors (BoD) of the VPA generally consists of most of the same entities (or their representatives) as the Steering Committee (SC) of the VPI, and the Members of the VPA are the same entities as the Participants in the VPI. As stated in the Articles of Association, the BoD is authorised, in fulfilling its duties, to direct the Secretariat to perform tasks in furthering those duties. In practice, this means that the SC goes into “Association session” when VPA matters must be dealt with. Similarly, Plenary Meetings may conclude with a “General Meeting” of the VPA, as necessary to deal with matters specific to the VPA. The Secretariat will give similar support to the BoD and General Meeting as it does to the SC and Plenary Meetings.

Legal, Administrative and Financial Management of the VPA:

For legal and practical purposes, the VPA has entered into a service agreement with an independent third party in the Netherlands, the responsibilities of whom include tasks related to the legal, administrative and financial aspects of the VPA such as, managing the P.O. box, archiving original legal documentation of the VPA, registering changes in the BoD, managing the bank account, preparing financial reports for an annual audit and acting as a liaison on these matters between respective third parties (such as the bank, registration office and auditor) and the BoD and the Secretariat as needed.

Contract of the Secretariat with the VPA:

The Secretariat will formally enter into a contract with the VPA.