

The Amutah for NGO Responsibility

R.A. # 580465508

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**Submission of the Amuta for NGO Responsibility to the
Office of the High Commissioner for Human Rights for the Study of
Domestic Law Remedies for Corporate Involvement
in Gross Human Rights Abuses**

On behalf of the Amuta (Non-profit) for NGO Responsibility (an NGO in special consultative status with ECOSOC since July 2013), Anne Herzberg¹ has prepared this submission to the Office of the High Commissioner for Human Rights (OHCHR). It addresses several legal and political issues raised in the 2013 study, authored by Dr. Jennifer Zerk, "Corporate Liability for Gross Human Rights Abuses."² We hope that this information will aid OHCHR in its study "to secure accountability and access to an effective remedy for victims in cases of gross human rights abuses involving business enterprises."

Introduction

PRESIDENT:

Prof. Gerald Steinberg

The promotion of increased corporate responsibility and respect for human dignity is an important and noble goal. Many serious incidents, resulting from weak regulation, poor oversight, inadequate enforcement, and even criminal behavior, have resulted in inadequate working conditions and many deaths and injuries.

Nevertheless, we are concerned that the current efforts to rectify these problems, particularly through the creation of new international legal mechanisms such as a convention on business and human rights, rest on several flawed premises. Continuing to proceed with reforms based on incorrect assumptions, therefore, is likely to be ineffective and could even be counterproductive. This paper addresses these core flaws and also offers recommendations for a more effective process.

There are several key issues that need to be reexamined and addressed before more work on crafting appropriate remedies for gross human rights

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² <http://www.ohchr.org/EN/Issues/Business/Pages/OHCHRstudyondomesticlawremedies.aspx>

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abuses can be undertaken. Specifically –the indefinite nature of international human rights and humanitarian law, the precise duties owed by corporations under these laws, the nature of armed conflict versus systematic rights abuses in “peacetime,” and the current victims/violators paradigm.

At this stage, it appears highly premature to begin formulating a remedies framework, until the more fundamental issues relating to prevention and detection are more clearly addressed and defined.

Defining the Violations

According to the Zerk study, there is a significant failure by States and businesses to protect and respect human rights.³ Moreover, the study claims that there has been a breakdown in the providing of sufficient remedies to address this failure, particularly when gross human rights violations have allegedly taken place.

Before appropriate remedies can be fashioned to address this “remedy gap,” however, there needs to be a concrete examination of the scope and content of the “human rights” at issue. Too often, human rights concerns are discussed only in general terms. In many cases, the violations alleged to have occurred do not derive from any actual law, but rather reflect the aspirations of those seeking to advance a particular policy or change in behavior.

For example, as mentioned in Zerk’s study, “[t]here is no uniform definition of gross human rights violations in international law, but the following practices would generally be included: genocide, slavery and slavery-like practices, summary or arbitrary executions, torture, enforced disappearances, arbitrary and prolonged detention, and systematic discrimination. Other kinds of human rights violations, including of economic, social and cultural rights, can also count as gross violations if they are grave.” Yet, the study goes on to say that “given that the precise definition adopted does not have a significant bearing on the survey of domestic approaches and litigation experience in subsequent chapters, this was not considered necessary for the purposes of this study.”⁴

However, to the contrary, the precise definition of the legal obligations at issue is absolutely necessary. The lack of concrete definitions, in fact, is largely responsible for the perceived lack of adequate remedies. If we do not know what specific activity is proscribed, it is almost impossible to fashion appropriate remedies. It is also impossible to assess whether existing remedies are adequate.

Zerk notes, “[t]here are few legal regimes aimed specifically and explicitly at the problem of business involvement in gross human rights abuses.”⁵ While this

³ See Jennifer Zerk, “Corporate Liability for Gross Human Rights Abuses,” 2013, [Zerk Study] available at <http://www.ohchr.org/Documents/Issues/Business/DomesticLawRemedies/StudyDomesticLawRemedies.pdf>

⁴ *Id.* at 28.

⁵ *Id.* at 40.

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statement is contestable, as there are actually many legal regimes that could encompass gross human rights abuses, it would seem that the lack of legal regimes “aimed specifically and explicitly at the problem” is directly the result of not having a clear definition of the activities that fall under the rubric of “gross human rights abuses.”

The short shrift given to defining violations also has serious implications for justice, fairness, and due process. Business and human rights cases involve accusations of the worst crimes, including genocide, slavery and torture and they could lead to severe civil and criminal punishments, financial ruin, and reputational damage. Before these charges are levied, there needs to be absolute clarity as to the proscribed activity before charges of gross human rights violations are invoked. This is a fundamental principle of rule of law.

Ascertaining the substance of rights is not an easy task. The UN Guiding Principles (UNGPs) state “[t]he responsibility of business enterprises to respect human rights refers to internationally recognized human rights – understood, at a minimum, as those expressed in the International Bill of Human Rights and the principles concerning fundamental rights set out in the International labor Organization’s Declaration on Fundamental Principles and Rights at Work.”⁶

Setting aside the issue as to whether businesses have any obligations to uphold these instruments, as opposed to States (to be discussed in the next section), even these core instruments provide little clarity to businesses regarding the content and scope of the “human rights” they are supposedly responsible for respecting. Documents such as the Universal Declaration of Human Rights and the ILO Declaration are not binding legal instruments. The International Covenant on Economic Social and Cultural Rights (as well as many other human rights treaties) contain aspirational or progressive norms, rather than definitive standards.

In practice, the lack of specificity in the human rights conventions, combined with references to non-binding recommendations couched as legal obligations, leads to significant problems for businesses trying to increase respect for human rights. It also creates problems for developing appropriate remedies.

For example, the ILO’s Declaration on Fundamental Principles (a non-binding document aimed at States) includes the “right to collective bargaining.”⁷ While there is a lot of description in the Fundamental Principles of the benefits of collective bargaining, the principles do not contain much content as to how this right is actually realized. This vague principle, especially as applied to businesses, raises many questions: Does the right to collective bargaining mean that a business is obligated to unionize its workforce? What if the employees decide against doing so? Is a company required to collectively bargain every aspect of the employer-employee relationship?

⁶ OHCHR, “Guiding Principles on Business and Human Rights, Implementing the ‘Protect, Respect and Remedy Framework,’” 2011 [UNGP Guide], *available at* http://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf

⁷ ILO, “Freedom of association and the effective recognition of the right to collective bargaining,” *available at* <http://www.ilo.org/declaration/principles/freedomofassociation/lang--en/index.htm>

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To what extent are businesses required to accede to worker demands? Is failure to bargain every aspect of the working relationship a “gross abuse” of human rights? Is it a violation such that a corporation could be held civilly or criminally liable?

Another ILO principle centers on the “elimination of discrimination.”⁸ Even this important goal is hard to promote in the absence of concrete norms. In its description of the principle, the ILO mentions that “[e]liminating discrimination starts with dismantling barriers and ensuring equality in access to training, education.” Again, even though this document is geared towards States, does this statement mean that businesses are obligated to provide and ensure “education and training”? To what extent? To whom? Who is supposed to carry out the educating and training? Beginning at what point? Does this mean on-the-job training and education? Is this a “gross abuse” if a business does not provide access? Is this denial of access actionable? Again, far from providing clear guidance and standards, the instruments relied upon often create more confusion.

Another complicating factor is that many of the same issues addressed in international human rights and humanitarian law are also regulated by dozens of other bodies of laws both at the domestic and international level. These areas include labor and employment law, law of the sea, environmental law, trade law, criminal law, maritime law, admiralty law, contract law, anti-trust law, securities law, anti-discrimination laws, anti-corruption laws, transparency laws, privacy laws, terror financing laws, public safety, natural resource law, wildlife law, and land management. As a result, the potential exists for significant confusion and conflicts regarding the application and primacy of norms. To use the ILO example regarding the need to provide education and training in order to eliminate discrimination, has a company committed a “gross abuse” if domestic law only requires State-provided primary school education and the company fails to step in to provide secondary education?

The commentary to the UNGPs provides little help either. For example, it states that “the responsibility of business enterprises to respect human rights is distinct from issues of legal liability and enforcement, which remain defined largely by national law provisions in relevant jurisdictions.”⁹ The concept of a business’ “responsibility” that is “distinct from issues of legal liability” is vague. Are those who speak about the need to strengthen remedies claiming that businesses should be held legally liable for “responsibilities” that are ill-defined and not required anywhere by law?

Another section of the commentary says,

⁸ ILO, “Elimination of discrimination in respect of employment and occupation,” *available at* <http://www.ilo.org/declaration/principles/eliminationofdiscrimination/lang--en/index.htm>

⁹ UNGP Guide at 14. The disclaimer that “Nothing in these Guiding Principles should be read as creating new international law obligations, or as limiting or undermining any legal obligations a State may have undertaken or be subject to under international law with regard to human rights.” Only adds to the confusion given the contradictory language contained elsewhere. UNGP Guide at 1.

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“business enterprises may need to consider additional standards. For instance, enterprises should respect the human rights of individuals belonging to specific groups or populations that require particular attention, where they may have adverse human rights impacts on them. In this connection, United Nations instruments have elaborated further on the rights of indigenous peoples; women; national or ethnic, religious and linguistic minorities; children; persons with disabilities; and migrant workers and their families.”

Which standards are businesses required to review? What if standards are in conflict or a situation pits several classes of people in conflict– which ones take priority? How are businesses practically supposed to weigh all of these factors? What if they decide that in their situation, it makes more sense to prioritize women’s rights over indigenous rights? Is that a “gross abuse”? The desire to impose severe civil and even criminal penalties on businesses that do not comply with these highly ambiguous and vague standards is more than troubling.

The lack of specificity, vague standards, and bizarre outcomes are the primary reason why, in practice, courts and other enforcement bodies are reluctant to find liability. It should be noted, however, that the fact that claimants are given the opportunity to litigate these claims in courts is a “remedy” in itself, even if they do not ultimately prevail.

The United States (US) Ninth Circuit Court of Appeals, for example, found that it could not rule on a claim of a violation of the international norm prohibiting systematic racial discrimination because the norm was not “sufficiently specific and obligatory.”¹⁰ Moreover, the court found that “the international norm prohibiting systematic racial discrimination has been given no further content through international tribunals, subsequent treaties, or similar sources of customary international law.”¹¹

Similarly, a French appellate court found that corporations could not be found liable for violating provisions of the UN Global Compact¹² because its application “is at the companies’ entire discretion” and “it is an item of reference only, consequently, failure to abide by its principles cannot be invoked as proof of a breach of international laws.”¹³ Like ethical codes, the court found that the “Global Compact expresses values that the companies wish to see their personnel apply during the course of their work for the company” containing “only recommendations and rules of

¹⁰ *Sarei, et al., v. Rio Tinto* (9th Cir. October 25, 2011), at 36, available at <http://cdn.ca9.uscourts.gov/datastore/opinions/2011/10/25/02-56256.pdf>

¹¹ *Id.*

¹² A voluntary code for companies of ethical and human rights standards and a precursor to the UNGPs.

¹³ *Association France-Palestine Solidarité v. Société Alstom Transport SA*, Judgment, Cour d’appel de Versailles de 22 mars 2013, <http://www.intjewishlawyers.org/main/files/Versailles%20Court%20of%20Appeals%20ruling%20doc%20English%20.pdf>

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conduct and do not create any obligations or commitments to the benefit of the parties who may wish to see them observed.”¹⁴

The case of *Flomo v. Firestone* from the US Seventh Circuit Court of Appeals provides the best example as to why it is nearly impossible for courts to impose liability under the standards laid out in the UNGPs and promoted in business and human rights frameworks.¹⁵ In the lawsuit, the claimants charged Firestone with utilizing child labor on a rubber plantation operated by a subsidiary in Liberia in violation of customary international law. The appellate court affirmed the dismissal of the case by a lower court. In its opinion, the court expressed several issues relating to the vagaries of customary international law and international human rights obligations.

At the outset, the court noted that the “concept of customary international law is disquieting in two respects. First, there is a problem of notice: a custom cannot be identified with the same confidence as a provision in a legally authoritative text,” and “[s]econd, there is a problem of legitimacy—and for democratic countries it is a problem of democratic legitimacy. Customary international legal duties are imposed by the international community. . . .”¹⁶

The court next examined whether child labor is indeed prohibited by customary international law based on the sources relied upon by the plaintiffs, including the Convention on the Rights of the Child (CRC) and several ILO conventions such as the Minimum Age Convention. The plaintiffs cited to Article 23(1) of the CRC that a child has a “right not to perform ‘any work that is likely to be hazardous or to interfere with the child's education, or to be harmful to the child's health or physical, mental, spiritual, moral or social development.’” The court, however, was unable to apply that provision in a concrete manner, commenting, “That’s much too vague and encompassing to create an international legal norm.”¹⁷

Turning to the ILO Conventions, the court emphasized that their recommendations “create[] no enforceable obligations,” and that “[g]iven the diversity of economic conditions in the world, it’s impossible to distill a crisp rule from the three conventions.” Examining the ILO Minimum Age Convention, the court found that although the convention says that children under 14 should not be allowed to do more than “light work,” it could not apply that standard because “the concept of light work is vague, and it must vary a great deal across nations because of variance in social and economic conditions.”¹⁸

With regards to the ILO’s Worst Forms of Child Labor which prohibits “work which, by its nature or the circumstances in which it is carried out, is likely to harm

¹⁴ *Id.*

¹⁵ *Flomo v. Firestone Natural Rubber, Co.*, 643 F.3d 1013 (7th Cir. 2011), <http://www.leagle.com/decision/In%20FCO%2020110711083.xml/FLOMO%20v.%20FIRESTONE%20NAT.%20RUBBER%20CO.,%20LLC>

¹⁶ *Id.*

¹⁷ *Id.*

¹⁸ *Id.*

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the health, safety or morals of children,” the court found that this standard, “is still pretty vague, in part because no threshold of actionable harm is specified, in part because of the inherent vagueness of the words ‘safety’ and ‘morals.’” Moreover, because this provision is qualified by Article 4(1) in that “the types of work referred to under Article 3(d) shall be determined by national laws or regulations or by the competent authority,” the court believed it “sounds like forswearing the creation of an international legal norm” rather than imposing one.¹⁹

Looking at the specific facts of the case, the court noted that the company does not employ children directly. Yet, it found that the high pay (under Liberian standards) and quotas imposed on workers gave an incentive to enlist wives and children to help, and the company may have turned a blind eye to children working on the plantation. The court, however, could not determine if “because the fathers of the children on the plantation are well paid by Liberian standards, even the children who help their fathers with the work are, on balance, better off than the average Liberian child.” As a result, this did not amount to a violation of law by the company.

As these cases demonstrate, the problem is not the absence of remedial frameworks, but rather that legal theories based upon vague, non-binding principles are being advanced. As John Ruggie himself has commented, current efforts “embody such extensive problem diversity, institutional variations, and conflicting interests across and within states that any attempt to aggregate them . . . would have to be pitched at such a high level of abstraction that it is hard to imagine it providing a basis for meaningful legal action. Yet much of the Geneva debate continues at this abstract level.”²⁰

Corporate Duties

A related but equally significant issue impacting upon available remedies for alleged violations of gross human rights abuses is whether corporations are bound by the duties contained in international human rights and IHL conventions. It is also not clear the extent to which corporations owe duties to third parties and whether they can be held liable for State violations under an “aiding and abetting” theory.

It is axiomatic, but bears repeating, that international human rights treaties bind States. As reiterated in the UNGPs, “States individually are the primary duty-bearers under international human rights law, and collectively they are the trustees of the international human rights regime.”²¹

Yet, the UNGP Commentary claims that “[t]he responsibility to respect human rights is a global standard of expected conduct for all business enterprises wherever they operate. It exists independently of States’ abilities and/or willingness to fulfill their own human rights obligations, and does not diminish those obligations. And it

¹⁹ *Id.*

²⁰ John G. Ruggie, “A Business and Human Rights Treaty Update,” May 1, 2014, *available at* http://www.business-humanrights.org/media/un_business_and_human_rights_treaty_update.pdf

²¹ UNGP Guide at 7.

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exists over and above compliance with national laws and regulations protecting human rights.”²² Principle 13 of the UNGPs states that business enterprises have the “responsibility” to “prevent or mitigate adverse human rights impacts that are directly linked to their operations, products or services by their business relationships, even if they have not contributed to those impacts.” The Commentary goes on to say that this includes both “actions and omissions.”

While these statements may reflect ideal sentiments, they do not reflect the existing law nor do they offer workable standards for corporations. One would be hard pressed to support the statement that a corporation (or any individual for that matter) has an obligation to engage in or refrain from conduct “that exists over and above compliance with national laws and regulations.” Just as the content of “human rights” is often indefinite, so too are these attempts to define corporate duty. What does “responsibility” mean? Why are businesses “responsible” for impacts that “they have not contributed to”? How do you define “actions and omissions”?

Because these standards attack notions of fairness, culpability, causation, and due process, it is not surprising that they would be difficult to enforce via legal or judicial mechanisms. Again, the problem is not necessarily a lack of an available or “fair” remedy. Rather, many of the attempts to impose civil or criminal liability have failed because they are not seeking to enforce a binding obligation, but an aspirational ideal. It is no surprise, therefore, that cases seeking to impute this duty to corporations have largely been unsuccessful.

A review of the cases presented in the Zerk study clearly shows that in situations where corporations have been directly involved in causing harm for labor, environmental, or criminal acts (e.g. employees or contractors hired by the company involved in physical attacks on others), those who have suffered have been much more likely to obtain a successful result in legal frameworks.²³ This outcome makes sense - where there is a violation of a clearly defined standard and the business has directly caused that violation it should bear liability.

Many of the other cases summarized by Zerk, however, involve attempts to hold corporations liable for international legal violations committed by the State, where the corporation has not engaged in any illegal activity or where its activity is only marginally connected to the State violation. Corporate aiding and abetting liability is a highly contested issue under international law.²⁴ Most States and courts

²² *Id.* at 13.

²³ See, e.g., Articles by Robert McCorquodale, Andrew Sanger, and Nicola Jägers, et al., in the *American Journal of International Law Agora: Reflections on Kiobel*, January 2014, available at <http://www.asil.org/sites/default/files/AGORA/201401/AJIL%20Agora-%20Reflections%20on%20Kiobel.pdf>; See also Anne Herzberg, “Kiobel and Corporate Complicity – Running with the Pack,” *id.*

²⁴ See e.g., *Flomo v. Firestone*, *supra* n. 15: “Suppose the treatment of children at Firestone’s Liberian plantation does violate customary international law (our next question), and suppose Spain decreed that anyone who buys tires made from the rubber produced at the plantation can be prosecuted as an aider and abettor of a criminal violation of customary international law. That remedy would stretch customary international law too far.”

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reject this concept.²⁵ The lack of direct responsibility is precisely why these cases have almost uniformly been rejected. The problem is not the access or fairness of the system but rather that these lawsuits and proceedings advance cases that are weak on both the law and the facts.

Essentially, aiding and abetting cases seek to hold private corporations liable for activities of the State or for duties that belong to the State. Due to sovereign immunity laws, it is often difficult, if not impossible, for activists to bring suit against a State directly, and corporations serve as a convenient substitute. Corporations are powerful actors, but they are also susceptible to public pressure. A main goal of these lawsuits (knowing that they are highly unlikely to succeed under the legal theory advanced), therefore, is to generate significant PR in order to influence public opinion. It is also hoped that by making the companies operate under the specter of legal liability, the corporations too will act as pressure agents on governments.²⁶

In addition to the PR and policy advantages, corporations are seen as “deep pockets.” Claimants often believe that it will be easier to induce a large settlement or to collect on a judgment than it would be from a governmental entity.

A brief analysis of some of the lawsuits included in the Zerk study illustrates these issues. For instance, several of the cases allege abuses committed by the police, security forces, or the military in the context of protests against companies or fighting in the area of the company. In some of the cases, people who were allegedly abused were also involved in committing criminal acts against the companies (violence, obstruction, property destruction, or theft).²⁷

Many of the cases have proceeded under the legal theory that the company should not have solicited the help of police or security forces at all, even when it was faced with attacks on its own rights. In other words, those seeking to hold the companies responsible for the acts of the police and/or security forces seem to be arguing that one can never invoke the help of public agents if they have been known in the past to commit abuses. While, of course, those involved in torture, rape, and other heinous acts should be prosecuted and punished, it does not follow that seeking the help of public safety officers becomes illegal because some commit abuses. A

²⁵ For example, in a joint amicus brief filed in the US *Kiobel* litigation, the governments of the UK and the Netherlands stated, “We believe that human rights obligations rest with States— and not with non-state actors such as corporations.” They further noted that “there is no evidence that customary international law has developed to recognize the direct liability of a corporation” and that “sector-specific treaties do not suddenly create some *general direct duty* of corporations to obey the rules of international law imposed on States.” The brief further noted that corporations were deliberately excluded from the jurisdiction of the International Criminal Court and that the Geneva Conventions clearly consider liability to be ascribed to individuals and not corporations. Brief of the Governments of the United Kingdom of Great Britain and Northern Ireland and the Kingdom of the Netherlands as Amici Curiae in Support of the Respondents, *Kiobel v. Royal Dutch Petroleum Co.*, 133 S.Ct. 1659 (2013) (No. 10-1491), available at http://sblog.s3.amazonaws.com/wp-content/uploads/2012/02/4587212_1_UK-Netherlands-amicus-brief-ISO-respondents-filed-2-3-12-2.pdf.

²⁶ See Anne Herzberg, “The Politics Behind Corporate Complicity Lawsuits,” *AJIL Unbound Blog*, January 29, 2014, available at <http://www.asil.org/blogs/politics-behind-corporate-complicity-lawsuits>

²⁷ See, e.g., The *Danzer* case involving alleged abuses by Congolese security forces were aided and abetted by the Siforco Logging company. <http://www.ecchr.de/index.php/danzer-en.html>

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related example demonstrates the absurd dilemma for a corporation: If my home was being robbed, should I be prevented from calling the police because they have used excessive force in the past or engaged in discrimination? Would I be personally liable if the arrested burglar was subsequently tortured in jail?

Other cases appear to operate under a theory that companies should not operate at all in conflict zones because it would be impossible to avoid complicity in abuses. As noted in the UNGP commentary, “[t]here are situations in which the enterprise lacks the leverage to prevent or mitigate adverse impacts and is unable to increase its leverage. Here, the enterprise should consider ending the relationship. . .”²⁸ Yet, courts are reluctant to proceed on cases advancing this theory because they essentially involve the adoption of a boycott or embargo advocated for by private parties rather than via democratic processes and/or multilateral frameworks.

For example, in the case of *Talisman Energy*, residents of Sudan brought suit against an oil company for complicity in government abuses including genocide, torture, and rape against the population located in the region of its operations.²⁹ The US Second Circuit Court of Appeals rejected this line of argumentation. It found that the “activities which the plaintiffs identify as assisting the Government in committing crimes against humanity and war crimes generally accompany any natural resource development business or the creation of any industry . . . None of the acts was inherently criminal or wrongful.”³⁰

Moreover, the court opined that if “liability could be established by knowledge of those abuses coupled only with such commercial activities as resource development, the statute would act as a vehicle for private parties to impose embargoes or international sanctions through civil actions in United States courts.” The court continued that, “[s]uch measures are not the province of private parties but are, instead, properly reserved to governments and multinational organizations.”³¹

In other words, the court found that the “theories of substantial assistance serve essentially as proxies for their contention that Talisman should not have made any investment in the Sudan. . . they wish to argue that Talisman’s knowledge of the Government’s record of human rights violations, and its understanding of how the Government would abuse the presence of Talisman, is a sufficient basis from which to infer Talisman’s illicit intent.”³²

It simply cannot be that corporations can only operate in areas free of human rights violations. Few states could fit such criteria. Moreover, it would be untenable

²⁸ UNGP Guide at 22.

²⁹ *Presbyterian Church of Sudan v. Talisman Energy, Inc.*, (2d Cir., October 2, 2009), available at http://www.ca2.uscourts.gov/decisions/isysquery/c16d78c9-7adc-400d-ab5f-32c8ac0eb260/7/doc/07-0016-cv_opn.pdf#xml=http://www.ca2.uscourts.gov/decisions/isysquery/c16d78c9-7adc-400d-ab5f-32c8ac0eb260/7/hilite/

³⁰ *Id.*

³¹ *Id.*

³² *Id.*

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to advance standards whereby corporations could only undertake activities in the Global North, where there is stronger human rights protection. Such reasoning would lead to greater human rights problems in the very places where improvement is needed the most.

A third type of case involves challenging the policy of a foreign state, styled by activists as a violation of international law. For instance, several cases have sought to force Israeli policy change in East Jerusalem and the West Bank by targeting corporations operating there with charges of “war crimes.” Yet, like the other aiding and abetting cases, they too have been rejected as inappropriate.

In March 2013, a French appellate court dismissed a lawsuit brought by the Palestine Liberation Organization (PLO) and the Palestinian activist group Association France-Palestine Solidarité (AFPS) against three French companies: Alstom, Alstom Transport, and Veolia Transport.³³ The PLO and AFPS accused the companies of violating international law by participating in contracts to build the Jerusalem light rail, a portion of which travels through North Jerusalem, deemed by these organizations to be occupied territory.³⁴ Specifically, the Palestinians claimed that these contracts violated Israel’s obligations under the Geneva and Hague Conventions, as well as the UN Global Compact³⁵ signed by the companies.

The court rejected these demands. It considered whether an unlawful act had even been alleged. In particular, the court noted that building the Jerusalem light rail was not illegal because occupation law allows for the governance of occupied territory and includes the building of transportation infrastructure.³⁶ Moreover, it emphasized that the determination of the legality of a contract cannot hinge on “the individual assessment of a social or political situation by a third party.”³⁷ Next, the court highlighted the failure to name Israel as a party to the lawsuit even though the allegations concerned Israeli actions. The court also looked to whether the legal norms relied upon by the PLO provided nonstate entities with a private right of action and decided that the obligations of the Geneva and Hague Conventions only apply between state parties, foreclosing the PLO from bringing suit.³⁸

³³ *Association France-Palestine Solidarité v. Société Alstom Transport SA*, Judgment, Cour d’appel de Versailles de 22 mars 2013, available at <http://www.dreuz.info/2013/04/la-cour-dappel-de-versailles-olp-c-alstom-et-veolia-declare-que-loccupation-par-israel-nest-pas-illegale> (English translation available online at <http://www.intjewishlawyers.org/main/files/Versailles%20Court%20of%20Appeals%20ruling%20doc%20English%20.pdf>).

³⁴ The three companies were not signatories on the contract but had formed an Israeli company that subsequently won the government tender to build the light rail. The companies were also involved in its construction and maintenance.

³⁵ <http://www.unglobalcompact.org>.

³⁶ See Raphael Ahern, “French Court’s Light Rail Ruling Breaks No Legal Ground, Scholars Say,” *TIMES OF ISRAEL*, Apr. 29, 2013, at <http://www.timesofisrael.com/french-ruling-on-jeruselems-light-rail-adds-nothing-new-scholars-say>.

³⁷ *Association France-Palestine Solidarité*, *supra* note 33, at 21.

³⁸ *Id.* at 21–22.

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Although the court found a lack of standing, the court also decided to address claims by the PLO regarding the existence of an international norm of corporate complicity. The court stated that corporations were not bound by humanitarian and human rights conventions, with the possible exception of instruments addressing environmental and labor standards.³⁹ After finding no cause of action under international treaties, the court also rejected claims that customary law provided a basis for liability.⁴⁰ Similarly, it ruled that the alleged violations did not rise to the level of a *jus cogens* norm.⁴¹

A 2008 lawsuit, *Bil'in (Village Council) v. Green Park Int'l Inc.*, filed in Quebec is another interesting example.⁴² The claimants alleged that three Canadian companies acted as “agents of the State of Israel” by “aiding, abetting, assisting and conspiring with the State of Israel in carrying out an illegal purpose” by constructing apartments for Israeli civilians near the Green Line, the 1949 armistice line that separates the West Bank from Israel.⁴³ The lawsuit was filed after the village had litigated more than six related cases in Israeli courts, in some of which it had prevailed.⁴⁴

Based on statements made by one of the village’s attorneys in an Al Jazeera documentary, the case was apparently brought in Canada to expand the controversy internationally and to generate publicity.⁴⁵ Interestingly, several of the plaintiffs did not contend that they had an ownership interest in the lands at issue but that, instead, they were “illegally assigned . . . to another local council,” thereby placing them outside the village’s “municipal jurisdiction.”⁴⁶ They claimed that the reassignment was a violation of Article 49(6) of the Fourth Geneva Convention, Article 8(2)(b)(viii) of the Rome Statute of the International Criminal Court, the Canadian Crimes Against Humanity and War Crimes Act, and local Quebec statutes.⁴⁷

On September 18, 2009, the court issued a decision dismissing the lawsuit and awarding partial costs to the defendants.⁴⁸ The court found that the “mere existence of

³⁹ *See id.*

⁴⁰ *See id.*

⁴¹ *See id.* at 26–27.

⁴² *Bil'in (Village Council) v. Green Park Int'l Inc.*, No. 500-17-044030-0 (Can. Montreal Sup. Ct. July 7, 2008).

⁴³ Further Amended and Particularized Motion Introducing a Suit, para. 9, *Bil'in (Village Council) v. Green Park Int'l Inc.*, No. 500-17-044030-0 (Can. Montreal Sup. Ct. Jan. 23, 2009), available at http://www.alhaq.org/images/stories/PDF/accountability-files/the_claim.pdf.

⁴⁴ *See id.*, at 34–35; see also Defendants’ Exception to Dismiss Action, para. 10, *Bil'in (Village Council) v. Green Park Int'l Inc.*, No. 500-17-044030-0 (Can. Montreal Sup. Ct. June 22, 2009) (on file with the author).

⁴⁵ *Courtroom Intifada: How Palestinian Villagers Quest to Regain Lost Land Has Ended in Court* (Al Jazeera broadcast June 3, 2009), at <http://www.aljazeera.com/programmes/peopleandpower/2009/06/2009621104411512.html>.

⁴⁶ Further Amended and Particularized Motion, *supra* note 14, para. 13.

⁴⁷ *See id.*, paras. 15–22.

⁴⁸ *Bil'in (Village Council) v. Green Park Int'l Inc.*, No. 500-17-044030-0, Judgment (Can. Montreal Sup. Ct. Sept. 18, 2009) (Cullen, J.), available at <http://www.jugements.qc.ca/php/decision.php?liste=39887605&doc=0FB6ADF4D6C912C6AF300DBAD4E2C354A4831D66A546FCD5167EA497485443FF> [hereinafter *Bil'in* Trial Judgment].

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municipal jurisdiction over the Lands does not confer any right to their use nor does it otherwise confer . . . a sufficient interest” for standing.⁴⁹ The court also remarked that the plaintiffs “offered no evidence whatsoever to this Court of their alleged ownership of the Lands” or that such land was “confiscated.”⁵⁰

The court further highlighted that “as it is presently framed, [plaintiffs’ case] can hardly lead to a just result.”⁵¹ Plaintiffs were seeking the demolition of many homes, yet had failed to include the “numerous owners or occupants . . . thereby depriving those persons of the right to be heard, a fundamental tenet on natural justice.”⁵²

On August 11, 2010, the court of appeal issued a decision affirming the lower court’s dismissal. The court of appeal reiterated the finding that plaintiffs’ assertions of an ownership interest in the lands were contradictory and that the plaintiffs were apparently just seeking a judicial “declaration on the policy of the ‘occupying state.’”⁵³

As these court rulings demonstrate, the skepticism towards aiding and abetting cases is driven, in part, by concern about activists using courts as a means to promote political agendas and to counter foreign policy with which they do not agree. In many of these cases, the NGOs bringing these lawsuits are opposed to governmental stances (of both their own countries and the target state), and are using corporations as a means to judicially impose their preferred policy.

Furthermore, these courts seem wary to sit in judgment on the activities and policies of other countries or to become embroiled in messy political disputes and international conflicts. There also appears to be a significant fear of opening the courts to a stream of litigation related to conduct with, at best, a tenuous connection to the jurisdiction.

Again, the issue is not a lack of a remedy, but a rejection of the legal theories being advanced and a concern about becoming embroiled in complex disputes that could have far-reaching political and policy consequences.⁵⁴

Armed Conflict vs. Systemic Abuse

Another flaw in the examination of remedies is an overwhelming emphasis on violations committed during the context of armed conflict. For instance, the UNGPs note that “the risk of gross human rights abuses is heightened in conflict-affected

⁴⁹ *Id.*, para. 139.

⁵⁰ *Id.*, paras. 299–300.

⁵¹ *Bil’in* Trial Judgment, *supra* note 42, para. 317.

⁵² *Id.*

⁵³ *Bil’in (Village Council) v. Green Park Int’l Inc.*, [2010] C.A. 1455, para. 51 (Can. Que.), available at <http://www.jugements.qc.ca/php/decision.php?liste=69437636&doc=227F3616B495ADDF20D4DEA0A5D509505A8C1759ED918A3F747A3C483979FAE2&page=1>.

⁵⁴ Herzberg, “The Politics Behind Corporate Complicity Lawsuits,” *supra* n. 26.

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areas.”⁵⁵ But this is not always the case. Gross human rights abuses can occur even in the absence of armed conflict.

Human rights conditions in Saudi Arabia, Iran, and North Korea are prime examples. It is more than strange that the “business and human rights” frameworks rarely discuss curtailing corporate operations in Saudi Arabia or holding companies liable for the gross abuses committed against women (among many others) in the Kingdom. Interestingly, neither Iran, nor North Korea, nor any of the Gulf countries including Saudi Arabia are mentioned in the Zerk study. By focusing almost entirely on armed conflict, billions of people subjected to daily gross abuses are ignored in the studies and excluded from the efforts to craft effective remedies. The focus of OHCHR and the Business and Human Rights Working Group must be expanded to include these other situations.

Role of NGOs – A New Paradigm

A factor complicating the creation of effective and productive remedies is the role played by a narrow sector of political advocacy organizations. These groups frame the business and human rights discussion selectively and use such initiatives to advance partisan policy agendas. A considerably more broad and pluralistic approach is needed.

Political advocacy groups feature prominently in business and human rights frameworks. They set the agenda, particularly in UN-based initiatives, and are highly involved in drafting official statements and guidelines and shaping outcomes. They have been especially active in establishing the narrative around which “business and human rights” policy has been shaped. The predominant discourse cultivated by the groups and officially adopted is adversarial, pitting NGOs and human rights defenders (HRDs) in opposition to corporations. NGO and HRD interests are characterized as being divergent from the business community, framing the issues as one of Davids (NGOs and HRDs) battling the corporate Goliaths.

The UNGP Commentary is a good example of this phenomenon. It states that many “barriers are the result of, or compounded by, the frequent imbalances between the parties to business-related human rights claims, such as in their financial resources, access to information and expertise.”⁵⁶ Other statements caution that that business enterprises should not “undermine States’ abilities to meet their own human rights obligations, including by actions that might weaken the integrity of judicial processes,” implying that businesses are responsible for weakening State protections, degrading the judicial processes, and interfering with providing remedies. Similar statements are not made about claimants, NGOs, or HRDs.

⁵⁵UNGP Guide at 29. See also HRW, “Without Rules: A Failed Approach to Corporate Accountability,” World Report 2013, a prime example of the “David vs. Goliath” paradigm. <http://www.hrw.org/world-report/2013/essays/112459>.

⁵⁶ See also Zerk Study at 59-60.

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This is a false paradigm, however. NGOs and HRDs represent self-selecting communities of narrowly defined interests. They are not elected by the democratic polity and are generally not subjected to accountability measures or checks and balances.⁵⁷

In fact, many NGOs, particularly large international organizations, are actually more akin to corporations. They are organized hierarchically and operate with corporate structures. They have huge staffs, their budgets are in the 10s to 100s of millions of dollars, and they are confronted with the same human resources/labor issues. In 2012, Human Rights Watch (HRW) received more than \$69 million in revenue and had more than \$229 million in assets, Amnesty's net income topped £54.5 million, and Oxfam's was €955.9 million!⁵⁸ HRW's staff numbers in the hundreds, while for Amnesty and Oxfam, it is several thousand.⁵⁹ The numbers far exceed all except the very largest multinational corporations.

It is also true that the organizations often do not stand in opposition to power centers, but are integrally part of them. Large international NGOs often have close ties to governments and international organizations, and staffers seamlessly rotate between NGO, governmental, and institutional positions (and this is also true of smaller NGOs on a more local level).

For example, HRW's former Washington, D.C. Director is now the US Assistant Secretary of State for Democracy, Human Rights and Labor. The Secretary General of the Norwegian Refugee Council (also a former HRW Deputy Director, and former head of Amnesty Norway) was the UN Undersecretary for Humanitarian Affairs, Norway's Secretary of State, and helped broker the Oslo Accords. HRW's Director for Global Affairs was the US Ambassador to the UN Human Rights Council. Amnesty USA's former Executive Director worked for the US State Department.⁶⁰ The Boards of these organizations include people at the center of wealth and political power, who heavily connected to corporate interests. One of Amnesty's board members worked for the Dutch Ministry of the Interior, the City of Amsterdam, and the European Commission.⁶¹ The co-Director of HRW's board is a graduate of Harvard Law School, the Managing Director of a large capital fund, and was Chief of Staff to a US Senator.⁶² This interconnection provides these

⁵⁷ See, e.g., Stephen Hopgood, *The End Times of Human Rights* (2013); Don A. Habibi, "Human Rights and Politicized Human Rights: A Utilitarian Critique," *Journal of Human Rights* 6.1 (2007); Gerald M. Steinberg, "Soft Powers Play Hardball," *Israel Affairs* 12.4 (2006).

⁵⁸ http://www.hrw.org/sites/default/files/related_material/2012-annual-report.pdf;
<http://www.oxfam.org/sites/www.oxfam.org/files/oxfam-annual-report-2012-2013.pdf>;
<http://files.amnesty.org/accounts/AIL.%20Report%20and%20Accounts%2031%20Dec%202012%20seachable.pdf>

⁵⁹ <http://www.linkedin.com/company/human-rights-watch>; <http://www.amnesty.org/en/who-we-are/about-amnesty-international>

⁶⁰ <http://www.voltairenet.org/article171951.html>

⁶¹ <http://www.amnesty.org/en/who-we-are/our-people/international-executive-committee/sandra-lutchman>

⁶² <http://www.hrw.org/bios/joel-motley>

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organizations with significant influence and power at the highest levels. In many cases, these organizations wield more influence than business interests.⁶³

While NGOs may not have a profit motive, they do certainly wish to stay in business, maintain their operations, and increase their donations, influence, and power.⁶⁴ Like businesses, these groups are not democratically elected and are only beholden to their members and donors, just as businesses are accountable to their shareholders. Unlike businesses, however, NGOs are subject to much fewer and less onerous reporting mechanisms and regulations, meaning they operate in a realm of greater secrecy than businesses, often without transparency or accountability.⁶⁵

In addition, NGOs set their own agendas and priorities according to their own ideological and political viewpoints, which lead to selective advocacy without regard to gravity, the public interest, and other considerations. NGOs are able to press for causes without having to do the difficult work of balancing the rights and concerns of many constituencies – as States must.⁶⁶ They can promote policies without regard to procuring the necessary financial resources required.

NGOs can also have a detrimental impact on those who do not fall within their advocacy agenda. Groups whose causes are not picked up by the larger NGOs often go ignored which may result in abuse or facilitate continuing violations. In some cases, NGOs may be representing “victims” groups that have financial and political motives that diverge from “human rights” justifications. Perhaps they are in conflict with a rival ethnic group over land and resources and choose to frame the narrative as one of “human rights” in order to garner PR or to obtain a political advantage over rivals.⁶⁷

It is also true that NGOs can partner with organizations that do not share a commitment to human rights, such as groups that advocate terrorist acts against civilians, racism, antisemitism, or discrimination, and other anti-human rights

⁶³ Human Rights Watch, Amnesty International, Oxfam, and other powerful NGOs have had tremendous influence in drafting and promoting legal instruments that constrain corporate power such as the Landmines Convention, the Cluster Munitions Convention, the Arms Trade Treaty, and the Rome Statue for the International Criminal Court.

⁶⁴ See Hopgood, *supra* n. 57; David Reiff, *A Bed for the Night: Humanitarianism in Crisis* (Vintage 2002).

⁶⁵ See Gerald M. Steinberg, Anne Herzberg, Jordan Berman, *Best Practices for Human Rights and Humanitarian NGO Fact Finding* (Nijhoff 2012).

⁶⁶ David Davenport, “The New Diplomacy Threatens American Sovereignty and Values,” in “*A Country I Do Not Recognize*”: *The Legal Assault on American Values* 113, 119 (Robert Bork ed., 2005), available at http://media.hoover.org/documents/0817946020_113.pdf.

⁶⁷ One example involves the activities of a landowner group in Papua New Guinea that is supposed to collectively advocate for the community in dealings surrounding the Porgera Joint Venture Mine, operated by Barrick. Some have alleged that the group’s leadership exploits grievances for their own financial benefit. April 5, 2013 letter from Human Rights Watch to Navi Pillay, http://www.business-humanrights.org/media/documents/company_responses/hrw-ltr-to-un-high-commissioner-pillay-re-porgera-barrick-5-apr-2013.pdf; see also <http://www.theglobeandmail.com/globe-debate/editorials/barrick-has-done-its-best-to-improve-human-rights-at-mine-in-papua-new-guinea/article8515017/>

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principles. Amnesty International for instance engaged in a partnership with a supporter of the Taliban, forcing the head of its Gender Unit to resign in protest.⁶⁸

NGOs can also commit the very human rights violations the business and human rights frameworks seek to prevent. For instance, workers at Amnesty's International Secretariat participated in three strikes during the fall of 2012 and some key employees resigned, protesting the NGO's lack of commitment to the rights of its own workers.⁶⁹

It is also a fallacy to claim that NGOs are less sophisticated than businesses or that they have less access to resources, particularly for litigation. NGOs are highly sophisticated. They have adopted cutting edge communication and fundraising techniques. Most NGOs employ significant media and development staffs and hire top flight PR and marketing firms.⁷⁰ NGOs often include highly educated lawyers on their staffs and/or are able to garner pro bono help from the most prestigious law firms in the world.⁷¹ Many staff members have had significant professional experience such as working for the International Criminal Tribunal for the Former Yugoslavia or advising governmental bodies like the OSCE. A significant number also teach at universities.

The case against Chevron for alleged pollution in Ecuador is a strong example of how the NGO/victims paradigm breaks down. In the case, residents of the Oriente region of Ecuador filed suit against Chevron for environmental damage that was allegedly caused by a subsidiary many years prior to Chevron's purchase of the company. The Oriente residents were able to secure an \$18 billion dollar judgment against Chevron (reduced to \$9 billion) in Ecuadorian court.⁷²

⁶⁸ Anne Herzberg, "Second Class Rights: How Amnesty International and Human Rights Watch Fail Women in the Middle East," *NGO Monitor Monograph Series*, December 2013, available at http://www.ngo-monitor.org/article/second_class_rights_how_amnesty_international_human_rights_watch_fail_women_in_the_middle_east

⁶⁹ <http://www.uniteforoursociety.org/blog/entry/amnesty-international-uk-international-secretariat-to-strike/> The workers issued a statement noting: "Amnesty cannot be an effective or credible human rights organization if it does not respect the rights of its own workers, nor can staff be effective human rights activists if they are working in an atmosphere where their own rights are being trampled on. Amnesty's supporters expect Amnesty staff to be treated decently wherever they work – there is a real risk to Amnesty's reputation if it is seen as an organization that treats its own workers' rights with contempt while paying out vast amounts of members' contributions in "compensation" to its departing senior managers."

⁷⁰ Aryeh Neier, *The International Human Rights Movement: A History* (Princeton 2012); Hopgood, supra n. 57.

⁷¹ Attorneys for HRW have law degrees from Harvard, University of California Berkeley, New York University, and Columbia University. The Center for Constitutional Rights includes lawyers of staff with degrees from Yale, Berkeley, Columbia, and Georgetown, and several have clerked for US federal court judges. Amnesty USA's Executive Director has degrees from Harvard and NYU Law School. Earth Rights International's Director is a graduate of the University of Virginia Law School. Other attorneys on staff have degrees from the University of Melbourne and Sydney, Cambridge University, London City University.

⁷² *Chevron v. Danziger, et. al.*, Opinion, (S.D.N.Y. March 4, 2014), available at <http://www.theamazonpost.com/wp-content/uploads/Chevron-Ecuador-Opinion-3.4.14.pdf>

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Throughout the litigation process, the claimants were represented by attorneys in both Ecuador and the US, including the prestigious Patton Boggs firm. Several NGOs also assisted in their effort. They were able to secure millions of dollars in financing for their case and launched a multi-million dollar PR effort.⁷³ This effort included the hiring of media professionals, the creation of websites and advertisements, and the filming of a widely-viewed documentary.

According to the lead lawyer, “the team would initiate and/or utilize celebrities; non-governmental organization ‘pressure;’ the ‘Ecuador government – executive, and Congress;’ national, international, and Ecuadorian press; a ‘divestment campaign’ in which the team would seek to convince institutional investors to sell Chevron stock, and even a criminal case in Ecuador in its effort to obtain money from Chevron.”⁷⁴ They also launched lawsuits in multiple jurisdictions around the world in an effort to force the company into either a settlement or to pay the judgment. As noted by the main lawyer, “[T]his is not a legal case, this is a political battle that’s being played out through a legal case and all the evidence is in.”⁷⁵

It turns out, however, that the Ecuadorian judgment was the product of a massive fraud and racketeering scheme perpetrated against Chevron by the claimants’ attorneys and others connected to the case.⁷⁶ Following a lengthy trial in the US, a federal court judge issued a 500-page judicial opinion extensively documenting the scheme. The fraud committed by the claimants attorneys included coercing a judge, ghostwriting the Ecuadorian judicial opinion and promising to pay the judge \$500,000 to issue it, paying bribes, interfering with the independence of court-appointed officials, drafting fraudulent expert reports, and lying to US courts.⁷⁷ The claimants used a false damages claim to force the company into settlement and to harm the company’s share price. This false information was also presented to official government bodies.⁷⁸ When the fraud began to emerge, they also tried to exploit the law to prevent the production of damaging documents to their case.⁷⁹

During the proceedings, it was also revealed that the claimants had secretly colluded with the Ecuadorian government to place full liability on Chevron. As noted in a September 2013 decision by an international arbitral tribunal, however, Chevron’s subsidiary had fully remediated its pollution in the 1990s and had received

⁷³ *Id.* at 169.

⁷⁴ *Id.* at 35, 360.

⁷⁵ *Id.* at 31.

⁷⁶ *Id.*

⁷⁷ *Id.* at 14.

⁷⁸ *Id.* at 57

⁷⁹ *Id.* at 127.

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a certification by the government to this effect.⁸⁰ The government also had released the company from any further environmental claims.⁸¹

According to the court findings, the attorneys used NGOs such as AmazonWatch to lobby officials, force shareholder divestment, and to submit complaints to the SEC.⁸² This included paying AmazonWatch to start a website containing deliberately misleading statements. Even after the March 2014 fraud judgment, AmazonWatch continues to post inflammatory articles against Chevron, such as a May 2014 piece, “What happens when an oil company actually chooses to be a sociopath #Antichevron-day.”⁸³

Without a doubt there are many examples where corporations have contributed to human rights violations and even gross abuses. Yet, the victims are not always right, and the corporations are not always guilty. The current discourse and attempts to fashion a remedy are heavily weighted against the business community. All parties and claims in cases alleging gross violations need to be treated with a healthy dose of skepticism. Until a more complex portrait of business and human rights dynamics are assessed, it is premature to conclude that the current systems in place to afford remedies are inadequate.

Conclusion

As this paper demonstrates, due to the significant analytical flaws that have occurred to date, it is not at all clear that currently existing remedial frameworks are insufficient to address alleged gross human rights abuses by corporations. Because the Zerk study and similar documents operate under faulty paradigms and premises, as discussed in this paper, the true extent of a problem, if any, is unknown.

Therefore, we urge the OHCHR and the Working Group to begin by analyzing specific sectors to evaluate whether there is in fact a problem with existing remedial frameworks. This evaluation should begin with examining both the environmental and labor sectors, where the content of functional law and the scope of corporate duties are clearer.

In addition, this inquiry should proceed from as broad a base as possible with as wide a stakeholder group as possible. It is not enough to simply rely upon the same groups of academics and NGOs who largely share the same viewpoints and agendas. The wider the consultations, the more likely there will be greater buy-in. All actors

⁸⁰ In The Matter Of An Arbitration Before A Tribunal Constituted In Accordance With The Treaty Between The United States Of America And The Republic Of Ecuador Concerning The Encouragement And Reciprocal Protection Of Investments, Signed 27 August 1993 (The “Treaty”) And The Uncitral Arbitration Rules 1976, Between Chevron and The Republic of Ecuador, Award, September 17, 2013, *available at* <http://www.theamazonpost.com/wp-content/uploads/chevron-ecuador-bit-tribunal.pdf?>

⁸¹ *Id.*

⁸² *Chevron* SDNY Trial Court Opinion, *supra* n. 72 at 40-41.

⁸³ <http://amazonwatch.org/news/2014/0522-what-happens-when-an-oil-company-actually-chooses-to-be-a-sociopath-antichevron-day>

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must be evaluated from the same critical perspective. Like businesses, the claims of NGOs and activist groups should not be exempted from scrutiny.

Respectfully Submitted,

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