

Appendix I**CONSTITUTION OF THE INTERNATIONAL PLANT GENETIC RESOURCES INSTITUTE****Article 1 Status**

- i. The International Plant Genetic Resources Institute, which operates under the name Bioversity International (hereinafter referred to as “Bioversity International” or “the Organization”) is an International Research Organization supported by the Consultative Group on International Agricultural Research (hereinafter referred to as the “CGIAR”). It shall operate as a non-profit autonomous organization, international in status and non-political in management, staffing and operations. The Organization shall be organized exclusively for scientific and educational purposes.
- ii. The Organization shall possess full juridical international personality and enjoy such legal capacities as may be necessary for the exercise of its functions and the fulfilment of its purposes.
- iii. The Board of Trustees of the Organization may from time to time change the name under which the Organization operates.

Article 2 Headquarters Location

The country of location of Bioversity International’s headquarters shall be designated by the Board of Trustees of Bioversity International after consultation with the CGIAR, and in accordance with the requirements for the exercise of the functions and the fulfilment of the purposes of Bioversity International. The Board of Trustees may establish offices in other locations as required to support the Organization’s programme.

Article 3 Aims

- i. Bioversity International aims to promote, encourage, support and engage in activities to strengthen the conservation and sustainable use of agricultural biodiversity, that is, those aspects of biodiversity that contribute directly and indirectly to human well-being, worldwide, both within the CGIAR and outside, and with special emphasis on the needs of developing countries.
- ii. The specific aims of Bioversity International shall be sixfold:
 - a. to contribute to efforts to construct an evidence base on the value and importance of the conservation and sustainable use of agricultural biodiversity.
 - b. to assist countries, particularly developing countries, to integrate the sustainable use of agricultural biodiversity in their policies and strategies devoted to the development of human livelihoods and potential.
 - c. to assist countries, particularly developing nations, to assess and meet their needs for the conservation of agricultural biodiversity and to strengthen links between the conservation and the sustainable use of agricultural biodiversity;
 - d. to strengthen and contribute to international technical and scientific cooperation in the conservation and sustainable use of agricultural biodiversity;
 - e. to develop and promote improved strategies and technologies for the conservation and use of agricultural biodiversity;

- f. to provide an international information service on agricultural biodiversity.
- iii. In addition to these six institutional aims concerning agricultural biodiversity, Bioversity International will contribute to broader CGIAR goals where these are in line with the Organization's own aims.

Article 4 Guiding Principles

Bioversity International shall conduct its programme in pursuance of the aims described in Article 3 hereof based on the following principles:

- i. Conservation of agricultural biodiversity is not an end in itself but a necessary step in the sustainable improvement of the human condition and the maintenance of environmental integrity. Concern for meeting human needs is at the heart of Bioversity International's programme. Special attention is focused on the needs of the poor, primarily in developing countries, and in full recognition of the central role played by women and indigenous and local communities;
- ii. The conservation and wise use of agricultural biodiversity is a concern involving many people. Bioversity International works with partners from all sectors of society, at the local, national, regional and international levels. Bioversity International is an integral component of the global effort and aims to strengthen and facilitate the work of others through appropriate high quality research, information exchange and making available its scientific and technical expertise;
- iii. Recognizing the sovereign rights of countries over their genetic resources, Bioversity International strives to promote the availability of genetic resources and access to them in a manner consistent with the provisions of international agreements and treaties, such as the International Treaty on Plant Genetic Resources for Food and Agriculture and the Convention on Biological Diversity, and to ensure the equitable sharing of benefits arising from the use of such resources and the knowledge and practices associated with them;
- iv. The conservation and sustainable use of agricultural biodiversity requires multiple approaches, and flexibility to be able to respond to changing national priorities and needs and human, political, environmental and technical circumstances.

Article 5 Activities

- i. Bioversity International shall formulate a research programme to develop and maintain the necessary scientific and technological base and the necessary staff expertise to underpin the science of the conservation and sustainable use of agricultural biodiversity. This programme shall be directed towards innovation and technology development and the transfer of the results of such work to Bioversity International's user community.
- ii. Bioversity International shall act as a catalytic and coordinating body and shall promote collaboration, share expertise and encourage joint planning in activities in the field of sustainable use and conservation of agricultural biodiversity.
- iii. Bioversity International shall collaborate with FAO and other relevant international agencies in developing effective programmes to monitor the status of genetic resources in the world and shall work towards the development of national, regional and international programmes. The Organization shall facilitate the exchange of information from all publicly available sources, relevant to the conservation and sustainable use of agricultural biodiversity taking into account the special needs of developing countries. Such exchange

of information shall include results of technical, scientific and socioeconomic research, as well as information on training programmes.

- iv. Bioversity International shall undertake efforts to analyze and develop policy options that will promote the conservation and sustainable use of agricultural biodiversity with an emphasis on removing legal and other obstacles. The Organization shall further keep abreast of policies, practices and capabilities of other agencies active in the field and on related issues such as intellectual property rights and farmers' rights, and shall, upon request, assist countries in these matters and serve in an advisory capacity within and outside the CGIAR system.
- v. Bioversity International shall perform such other activities as its Board of Trustees may find necessary or useful in furtherance of the aims set forth in Article 3 hereof.

Article 6 Powers

- i. In furtherance of the aforesaid aims and activities, Bioversity International shall have the following powers:
 - a. to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity whether international, regional or national, such charters, licenses, rights, concessions or similar rights, and assistance - financial or otherwise - as are conducive to and necessary for the attainment of the aims of the Organization;
 - b. to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity whether international, regional or national, by donation, grant, exchange, devise, bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal, or mixed including funds and valuable effects or items, as may be useful or necessary to pursue the aims and activities of the Organization and to hold, operate, administer, use, sell, convey or dispose of the said properties;
 - c. to enter into treaties and contracts;
 - d. to employ persons according to its own regulations and to establish a system or systems of internal taxation for staff employed by Bioversity International;
 - e. to institute, and defend in, legal proceedings;
 - f. to perform all acts and functions as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of any and/or all of the purposes and activities herein stated, or which shall appear, at any time, as conducive to or necessary and useful for the aims and activities of the Organization.
- ii. No part of the earnings of Bioversity International shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aims set forth in Article 3 hereof.

Article 7 Organs

The organs of Bioversity International shall be:

- i. The Board of Trustees (hereinafter referred to as the “Board”);
- ii. The Director General.

Article 8 Composition of the Board

- i. The Board shall consist of between nine and thirteen members, selected as follows:
 - a. two members elected by the Board upon nomination by the CGIAR, and up to eight members-at-large elected by the Board. Regard shall be paid especially to proposed members’ professional experience and qualifications, to appropriate geographical distribution, and to gender;
 - b. one member appointed by the host country;
 - c. one member appointed by FAO;
 - d. the Director General of Bioversity International as a member ex officio.
- ii. The members of the Board, except the Director General who serves as a member for her/his whole term of office and the members appointed by FAO and the host country, shall be appointed for terms of no more than three years as determined by the Board in advance of the appointment. Vacancies among members nominated by the CGIAR and among the members-at-large by reason of their retirement, death, incapacity, or any other cause shall be filled in the same manner as the original appointments. A new member appointed to replace a member during the latter’s term, may be appointed for the remaining term of the member being replaced or for some other term of no more than three years.
- iii. The members of the Board are eligible for reappointment to a second term, but shall not serve more than two successive terms, except that the member elected as Chairperson may have her/his term extended by the Board in order to coincide with her/his appointment as Chairperson, provided that no member shall serve for more than eight consecutive years on the Board. To ensure continuity of policies and operations, members shall serve staggered terms as determined by the Board.
- iv. The members of the Board - other than the Director General and the members appointed by FAO and the host country - serve in a personal capacity and are not considered, nor do they act, as official representatives of governments or organizations.
- v. The term of office and the selection of the member appointed by the host country will be determined by the host country.
- vi. The term of office and the selection of the member appointed by FAO will be determined by FAO.

Article 9 Functions and Powers of the Board

- i. The Board governs Bioversity International in all affairs of the Organization. Its role shall be to ensure that:
 - a. the Organization has objectives, programmes and plans that are consistent with its aims and with the goals and purposes of the CGIAR system;
 - b. the Organization is managed effectively by the Director General in harmony with the agreed objectives, programmes and budgets, and in accordance with legal and regulatory requirements;

- c. the future well-being of Bioversity International and of the CGIAR system is not jeopardized by exposing its financial resources, its staff or its credibility to excessive risks.
- ii. To this end, the Board shall have the following duties:
 - a. definition of objectives and approval of plans to meet the Organization's aims and to monitor the achievement of these aims;
 - b. specification of policies to be followed by the Director General in pursuing the specified objectives;
 - c. appointment of the Director General, determination of her/his terms of employment, monitoring her/his performance and dismissal of the Director General if her/his performance is inadequate;
 - d. approval of the Organization's broad organizational framework;
 - e. approval of personnel policies including scales of salaries and benefits, and the establishment of a system or systems of internal taxation for all staff or for any category of staff or for staff at any location as and when the Board thinks fit;
 - f. determination of priorities relating to major elements within and between the Organization's programmes;
 - g. approval of the Organization's programme and budget;
 - h. ensuring the Organization's cost-effectiveness, financial integrity and accountability;
 - i. appointment of an external auditor and approval of an annual audit plan;
 - j. approval of an investment policy and monitoring of its implementation;
 - k. overseeing of major borrowing, major expansion including the acquisition of major equipment and facilities, and the disposal of major assets;
 - l. ensuring that the Organization conducts its activities in accordance with system-wide policies laid down by the CGIAR;
 - m. ensuring that due consideration is given to the recommendations and suggestions made by CGIAR-approved reviews pertinent to the Organization's operation and activities;
 - n. ensuring that the Board members have no conflict of interest;
 - o. maintaining the composition of the Board with respect to the expertise needed to discharge the full range of its responsibilities, monitoring the performance of its members and evaluating its performance;
 - p. perform all other acts that may be considered necessary, suitable and proper for the attainment of any or all of the aims of the Organization as set forth in Article 3 hereof.
- iii. The Board may designate an executive committee of its members which shall have the power to act for the Board in the interim between Board meetings, and on matters which

the Board delegates to it. All interim actions of the executive committee shall be reported to the full Board at its next meeting.

- iv. The Board may establish such other subsidiary Committees and Task Groups as it deems necessary for the performance of its functions.

Article 10 Voting by the Board

Voting by the Board of Trustees is regulated as follows:

- i. each member of the Board has one vote except for the member appointed by FAO, who, at the request of FAO, is a non-voting member;
- ii. decisions of the Board shall be made by majority of the voting members present except as specified otherwise in this Constitution.

Article 11 Procedure of the Board

- i. The Board shall elect one member as Chairperson. The normal term of the Chairperson shall be three years. The Board may re-elect its Chairperson for a second term of not more than three years.
- ii. The Board shall meet at least once annually.
- iii. The Board shall adopt its own rules of procedure.
- iv. A majority of the members shall constitute a quorum for Board meetings.

Article 12 Appointment of the Director General

The appointment of the Director General of Bioversity International, her/his term of office, and any termination for cause will be decided by a two-thirds majority of all voting members of the Board.

Article 13 Functions and Powers of the Director General

- i. The Director General is responsible to the Board for the operation and management of Bioversity International and for assuring that its programmes and objectives are properly developed and carried out. He/she is the chief executive officer of the Organization.
- ii. The Director General shall implement the policies determined by the Board, follow the guidelines laid down by the Board for the functioning of the Organization and carry out the directions of the Board. Specifically, the Director General, under the supervision of the Board, shall:
 - a. develop a strategic plan for the operation of the Organization and keep this plan under continuing review;
 - b. develop programme and budget submissions in accordance with established practices within the CGIAR, and prepare the Annual Report;
 - c. supervise the planning and direction of the Organization's activities to ensure effective programming and project implementation, analysis and evaluation of on-going programmes and to provide vision and comprehension in developing strategies for future programmes;
 - d. recruit and manage highly qualified staff;

- e. keep and have available for review by the Board and other appropriate parties, financial accounts and other records on a current basis;
 - f. have made annually an independent audit of the financial records;
 - g. keep the Chairperson of the Board advised on matters of consequence that relate to the Organization;
 - h. perform such other functions as are delegated to her/him by the Board.
- iii. The Director General is the legal representative of Bioversity International. He/she shall sign all deeds, contracts, agreements, treaties and other legal documents which are necessary to ensure the normal operation of the Organization. The Board may stipulate the extent to which these powers may be delegated by the Director General. Contracts, agreements and treaties which affect the governance, objectives, location, expansion or dissolution of Bioversity International, or major issues of the relationship to the host country are subject to approval by the Board.

Article 14 Staffing

- i. The staff shall be appointed by the Director General under staff regulations approved by the Board.
- ii. The paramount consideration in the employment of staff and in the determination of the conditions of service shall be the necessity of securing the highest standards of quality, efficiency, competence and integrity. There shall be no discrimination on the basis of sex, race, creed or colour in the employment practices of the Organization.
- iii. Salary scales, insurance, pension schemes and other terms of employment, including any system of internal taxation established by the Board shall be laid down in staff regulations, and shall in principle be comparable and in line with those of other institutions within the CGIAR system.

Article 15 Financing

- i. Bioversity International shall be funded by members of the CGIAR and other donors. The financial operations of the Organization shall be governed by financial regulations to be adopted by the Board in accordance with the established principles of the CGIAR.
- ii. The budget of the Organization is approved annually by the Board.
- iii. A full financial audit of the operations of Bioversity International shall be conducted on an annual basis by an independent international accounting firm appointed by the Board upon recommendation by the Director General. The results of such audits shall be made available by the Director General to the Board for its consideration and approval and to the CGIAR.

Article 16 Relationship with the CGIAR

Bioversity International is supported by the CGIAR and is a member of the Alliance of CGIAR Centres. As such, the Organization shall submit to the CGIAR its Medium Term Plan and annual Financing Plan. In addition, the Organization shall be subject to periodic review of its programme and of its management by an independent review panel appointed by the Science Council of the CGIAR and the CGIAR Secretariat.

Article 17 Relationship with other Organizations

- i. In order to achieve its objectives in the most efficient way, Bioversity International may enter into agreements for close cooperation with relevant national, regional or international organizations, foundations and agencies.
- ii. The relationship of the Organization with FAO is regulated in the Memorandum of Understanding on programme cooperation signed by FAO and IPGRI on 8 November 2004, as it may be amended from time to time.

Article 18 Rights, Privileges and Immunities

- i. Bioversity International shall make arrangements with its host country to ensure that the Organization, its staff members and official visitors shall enjoy in the territory of the host country the same rights, privileges and immunities as customarily accorded to other international organizations, their officials, staff and official visitors. Such rights, privileges and immunities shall be specifically defined in a Headquarters Agreement with the host country.
- ii. Similarly, Bioversity International may, pursuant to Article 2 hereof, enter into agreements with other countries in which it works for the purpose of granting Bioversity International, its officials and staff such privileges and immunities as are required for such work.
- iii. The privileges and immunities referred to in the preceding paragraphs are to be provided solely to ensure in all circumstances the unimpeded functioning of Bioversity International, and the complete independence of the persons to whom they are accorded.

Article 19 Amendments

This Constitution may be amended by the Board by a three-fourths majority of all voting members of the Board, provided notice of such a proposed amendment together with its full text shall have been sent to all members of the Board at least eight weeks in advance of meeting, or such notice is waived by all members of the Board. Any amendments to the Constitution shall be, in addition, subject to approval by the CGIAR.

Article 20 Dissolution

- i. Subject to approval by the CGIAR, Bioversity International may be dissolved by a three-fourths majority of all voting members of the Board, if it is determined that the purposes of Bioversity International have been achieved to a satisfactory degree or if it is determined that Bioversity International will no longer be able to function effectively.
- ii. In case of dissolution, the assets of Bioversity International situated in the host or other countries shall be transferred to such countries for use for similar purposes or distributed to institutions having purposes similar to those of Bioversity International in the respective countries after agreement between the Government of those countries and the Board in consultation with the CGIAR.