

**CHARTER**

**Of**

**THE INTERNATIONAL CENTER FOR  
AGRICULTURAL RESEARCH**

**IN THE DRY AREAS**

**(ICARDA)**

**(Third amended version of the original document, November 1975)**

**June 1998**

**WHEREAS** the Consultative Group on International Agricultural Research (hereinafter referred to as the Consultative Group) is organized for the purpose of sponsoring research programs designed to raise the quantity and quality of agricultural production in developing countries,

**WHEREAS** the Consultative Group has proposed the establishment of the International Center for Agricultural Research in the Dry Areas (ICARDA) (hereinafter referred to as the Center) for the purpose of promoting improved and more productive agriculture in developing countries having a dry, sub-tropical or temperate climate through research and training activities conducted primarily in the countries of the Near East, North Africa and the Mediterranean region (hereinafter referred to as the Region) in order to raise the standard of living and promote the social, economic and nutritional well-being of peoples of developing countries,

**WHEREAS** the Consultative Group has designated the International Development Research Center (IDRC) (hereinafter referred to as the Executing Agency) to act as agent to perform those activities that are necessary to establish the Center, including the conclusion of necessary Protocols with host governments to provide for the establishment and operation of the Principal Stations of the Center,

**AND WHEREAS** the members of the Consultative Group have requested the International Bank for Reconstruction and Development (IBRD), the Food and Agriculture Organization of the United Nations (FAO), the United Nations Development Programme (UNDP) and the Executing Agency to sign the Charter of ICARDA on their behalf,

**NOW THEREFORE** the International Bank for Reconstruction and Development (IBRD), the Food and Agriculture Organization of the United Nations (FAO), the United Nations Development Programme (UNDP) and the Executing Agency, on behalf of the members of the Consultative Group, have agreed that the Charter of ICARDA shall be as follows:

## **ARTICLE I – ESTABLISHMENT AND NAME**

There is hereby established an international institute called the International Center for Agricultural Research in the Dry Areas (ICARDA).

## **ARTICLE II – LOCATION**

1. Subject to the conclusion of necessary Protocols, the Principal Stations of the Center shall be in Lebanon, Syria and Iran.
2. The Center may establish additional Principal Stations or operational units wherever it deems necessary.
3. The administrative offices of the Center shall be at a place in the Region designated by the Consultative Group and the Board of Trustees.<sup>1</sup>

## **ARTICLE III – LEGAL STATUS**

1. The Center is an autonomous, non-profit, international institute, governed by a Board of Trustees appointed pursuant to Article VIII (2).
2. The Center shall possess full juridical personality.
3. The signatories to this Charter and the members of the Consultative Group shall not be responsible, individually or collectively, for any debts, liabilities or other obligations of the Center.
4. The Center, its personnel, their families and dependents shall enjoy the privileges and immunities conferred on international organizations, which privileges and immunities shall be detailed in Protocols with host governments signed with the Executing Agency or any other agency on behalf of the Consultative Group.

## **ARTICLE IV – OBJECTS**

The objects of the Center are to conduct research and training to increase and stabilize food production in the Region and, specifically:

- (a) to serve as an international center for research into and the improvement of barley, lentils and broad beans (*Vicia faba*) and such other crops as may be designated by the Board of Trustees in consultation with the Consultative Group;
- (b) to serve as a regional center, in cooperation with other appropriate international agricultural research centers, for research in other crops of major importance to the Region, such as wheat and chickpea;

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<sup>1</sup> See Annex 1 for amendment.

- (c) to conduct research into and develop, promote and demonstrate improved systems of cropping, farming and livestock husbandry;
- (d) to collaborate with and foster cooperation and communication among other national, regional and international institutions in the adaptation, testing and demonstration of improved crops, farming and livestock systems; and
- (e) to foster and support training in research and other activities carried out in the furtherance of its objects.

#### **ARTICLE V – ACTIVITIES**

The Center shall engage in all such activities as are conducive to the furtherance of its objects and, without limiting the generality of the foregoing, such activities shall include:

- (a) the collection, evaluation, maintenance, manipulation, distribution and exchange of basic germplasm and of improved plant and animal materials for use in national, regional and international agricultural research, development and production programs;
- (b) the identification and evaluation of improved farming systems, including livestock husbandry and the development of related systems of pasture improvement and management;
- (c) the assembly and evaluation of information relative to the physical, biological and socio-economic problems which impose constraints on the widespread adoption of improved systems of cropping, farming and livestock husbandry;
- (d) the study and evaluation of factors pertaining to pre-harvest and post-harvest protection of the crops for which the Center is responsible;
- (e) the training of scientists, technicians and other persons to improve the research and production capacities within the Region; and
- (f) the demonstration, publication and dissemination of research results generally.

#### **ARTICLE VI – POWERS**

Subject to the laws and procedures of the countries in which Principal Stations, offices or operational units of ICARDA are established, the Center, in furtherance of its objects may exercise any or all of the following powers, namely the power:

- (a) to conduct field, laboratory and theoretical research;

- (b) to support or assist agricultural research by governments, by international, public or private organizations and agencies, or by individuals;
- (c) to establish, maintain and operate information and other data centers and facilities for research and other activities relevant to its objects;
- (d) to sponsor or support conferences, workshops, seminars and other meetings;
- (e) to enter into contracts or agreements with governments, international, public or private organizations and agencies, or with individuals;
- (f) to acquire and hold real property or any interest therein and alienate the same freely;
- (g) to acquire and hold any personal property including funds, rights and concessions by donation, exchange, bequest or otherwise, from any government, organization or person, and to hold, administer, own, operate, use or dispose of the same freely;
- (h) to institute legal proceedings in the country or countries of its establishment and elsewhere; and
- (i) to borrow money and, with respect to such borrowing to issue debt obligations secured or unsecured of the Center. This borrowing may be repeated during the year, but may not exceed at any time the aggregate sum of 8.33 per cent of ICARDA's approved operational and capital spending budget for the year in question.<sup>2</sup>
- (j) to do such other things as are conducive to the carrying out of its objects.

## **ARTICLE VII – FINANCE**

1. Without prejudice or detriment to the generality of its powers as set out in Article VI, the principal financial support for the Center will be derived from voluntary contributions provided by various members of the Consultative Group, by other governments, by international, public or private organizations and agencies based on regular estimates of budgetary requirements of the Center as approved by its Board of Trustees and presented for consideration of, and acceptance by, the Consultative Group.
2. Borrowing by ICARDA should take place at times of acute cash flow difficulties. It should not be used to cover deficits. The amount to be borrowed should not exceed US\$400,000 at any time and total indebtedness should not exceed US\$1 million.<sup>3</sup>

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<sup>2</sup> See **Annex 2** for amendment.

<sup>3</sup> See **Annex 3** for amendment.

## **ARTICLE VIII – STRUCTURE AND GOVERNANCE**

1. The Principal Stations and any other operational units of the Center shall operate under the direction of the Director General and in accordance with policies established by the Board of Trustees.
2. **Board of Trustees**

The Board of Trustees shall consist of not more than eighteen Trustees appointed by the Board as follows:<sup>4</sup>

  - (a) Up to two Trustees nominated by the government of the country hosting the Headquarters and one Trustee by each government where a Principal Station of ICARDA is situated;<sup>5</sup>
  - (b) Three Trustees are nominated by the Consultative Group in consultation with the Board;
  - (c) The Director General of the Center is an Ex Officio Member of the Board; and
  - (d) The remaining Trustees are selected by the Board.
3. The Trustees appointed by the Consultative Group shall have experience, qualifications and recognized competence in the disciplines related to the objects of the Center, in other natural or social sciences or in administrative or finance, and shall be selected to ensure adequate representation from the Region.
4. The Director General of the Center shall be a Trustee during his term of service as Director General.
5. All Trustees other than the Director General shall be appointed for a period of three years with the exception of the members of the first Board, one-third of whom shall be appointed for two-year, one-third for three-year and one-third for four-year terms, respectively. The tenure should not normally exceed two terms. Where it is thought to be necessary, a member retiring after his second term can be appointed as a consultant to the Board, or can be newly elected after a lapse of one or more years.
6. When the office of a Trustee nominated by a host government or the CGIAR becomes vacant during the term of the Trustee appointed thereto because of retirement, death, incapacity or any other cause, the party that originally nominated the Trustee to that office may nominate a person for the remainder of the term or for a further term.

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<sup>4</sup> See **Annex 5** for amendment.

<sup>5</sup> See **Annex 4** for amendment.

The appointment of the new nominee becomes effective at its first regularly scheduled or special meeting held after the receipt of the nomination.<sup>6</sup>

7. Any subsequent Trustee appointed by the Consultative Group shall be appointed by the Group in consultation with the Board of Trustees.
8. The Consultative Group may delegate to the Board of Trustees the power to appoint a new Trustee.

9. **Powers of the Board of Trustees**

The Board of Trustees shall:

- (a) elect a Chairperson and a Vice-Chairperson from among its membership. The Board Chairperson and Vice-Chairperson shall be eligible to a maximum of two terms of office, each for a fixed period of two years and subject to re-election for the second term. An exception to the term limit should occur only in extraordinary circumstances and should be in the best interest of the Center. Should the term of office extend beyond the permitted service as a Board Member, the term of office will be reduced accordingly.<sup>7</sup>
- (b) appoint the Director General of the Center for such period or periods as it considers appropriate;
- (c) establish and adopt by-laws and rules of procedure for the conduct of its meetings and for the general governance of Center affairs;
- (d) determine policies for the operation of the Center;
- (e) approve the Center's program of work developed by the Director General;
- (f) consistent with the budgetary and accounting guidelines established by the Consultative Group, establish and adopt the general guidelines for the preparation of regular budgetary estimates and for the regulation of the financial affairs of the Center generally;
- (g) scrutinize and approve the regular budget estimates for the Center; and
- (h) appoint independent external auditors of recognized international competence to conduct annual audits of the Center's activities;

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<sup>6</sup> See **Annex 5** for amendment.

<sup>7</sup> See **Annex 6** for amendment.

- (i) establish limits for the total aggregate borrowing on behalf of the Center in any given year;<sup>8</sup> and
- (j) publish, within a reasonable time after the termination of each operational year, a report relating to the activities of the Center for that year, including the financial statements of the Center and the Auditor's Report thereon.

#### 10. **Executive Committee of the Center**

- (a) There shall be an Executive Committee of the Center consisting of the Chairperson, Vice-Chairperson, Director General and at least three other Trustees elected by the Board of Trustees.<sup>9</sup>
- (b) The Executive Committee shall have the power to act for the Board between Board meetings on all matters which the Board delegates to it.
- (c) The Board shall appoint one of the members of the Executive Committee to be the Chairperson of the Executive Committee.
- (d) All actions of the Executive Committee shall be reported to the full Board at its next subsequent meeting.
- (e) Four members of the Executive Committee present at a meeting of the Executive Committee constitute a quorum.

#### 11. **Other Committees**

The Board shall appoint such advisory, standing and other committees as it may consider necessary.

#### 12. **Meetings of the Board**

- (a) The Board of Trustees shall meet at least once annually.
- (b) The annual meeting of the Board shall be held by rotation in the countries where the Principal Stations of the Center are situated unless the Board determines that because of special circumstances any meeting should be held elsewhere.
- (c) Meetings other than the annual meeting shall be held at such times and places as the Board deems necessary.

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<sup>8</sup> See Annex 6 for amendment.

<sup>9</sup> See Annex 7 for amendment.



- (d) The Chairperson shall preside at meetings of the Board.
- (e) The quorum shall consist of half plus one of the actual number of Trustees.<sup>10</sup>

### **13. The Director General**

- (a) The Director General is appointed by the Board as the Chief Executive Officer of the Center.
- (b) When appointed, the Director General shall be, *ex officio*, a Trustee of the Board during his/her term as Director General.
- (c) The Director General shall implement the policies established by the Board and shall be responsible to the Board for the operation and management of the Center and for ensuring that its programs and objectives are properly developed and carried out.

## **ARTICLE IX – RELATIONSHIP WITH OTHER ORGANIZATIONS**

1. The Center shall, within each host country, establish a cooperative relationship with the relevant national organizations and institutes charged with the responsibility of promoting agricultural research, including government ministries, universities, agricultural research and training institutes and agricultural planning and policy-making bodies.
2. The Center shall establish a cooperative relationship with such national, regional and international organizations engaged in research into agricultural problems as the Center may consider necessary for the realization of its objects or for the furtherance of international agricultural research generally.

## **ARTICLE X – AMENDMENTS**

1. Subject to Paragraph (2) of this Article, the Charter may be amended at any meeting of the Board by three-fourths majority vote of all members of the Board, provided notice of such proposed amendments, together with their full texts, shall have been mailed to all members of the Board at least eight weeks in advance of such meeting, unless such notice is waived by all members of the Board.
2. Any fundamental or substantive amendment of Article IV (Objects), Article V (Activities), Article VI (Powers) or Article VII (Finance) shall require the prior approval of the Consultative Group.

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<sup>10</sup> See **Annex 8** for amendment.

## **ARTICLE XI – DISSOLUTION**

1. If the Board determines by a majority vote of not less than three-fourths of its members and the Consultative Group concurs that the objects of the Center have been satisfactorily realized or that the Center is no longer able to function effectively, the Center shall be dissolved.
2. Any land situated in the territory of the host states and permanent fixed capital improvements thereon shall, upon dissolution, revert to the governments of the host states.
3. In case of dissolution, the assets of the Center other than land and fixed capital improvements thereon shall be retained by the host countries and used for similar purposes or distributed to institutions having purposes similar to those of the Center in the respective host countries after agreement between the governments of those countries and the Board in consultation with the Consultative Group.

IN WITNESS WHEREOF, the undersigned by their duly authorized representatives have executed this Charter.

AT New York in United States on the  
17<sup>th</sup> day of November, 1975.

  
THE INTERNATIONAL BANK FOR  
RECONSTRUCTION AND DEVELOPMENT

AT Rome in Italy on the  
14<sup>th</sup> day of November, 1975.

  
THE FOOD AND AGRICULTURE  
ORGANIZATION OF THE UNITED NATIONS

AT New York in United States on the  
17<sup>th</sup> day of November, 1975.

  
THE UNITED NATIONS DEVELOPMENT  
PROGRAMME

AT Ottawa in Canada on the  
18<sup>th</sup> day of November, 1975.

  
THE INTERNATIONAL DEVELOPMENT  
RESEARCH CENTRE

**ADMINISTRATIVE OFFICES OF ICARDA****Article II – Section (3)**

<b><u>Original Text</u></b>	<b><u>Amended Text</u></b>
<p>The administrative offices of the Center shall be at a place in the Region designated by the Consultative Group in consultation with the Board of Trustees.</p>	<p><b><u>1st Amendment</u></b></p> <p><b><u>Amended by IDRC (Executing Agency) in 1976.</u></b></p> <p>The administrative offices of the Center shall be at a place in the Region designated by the Consultative Group and the Board of Trustees.</p>

**BORROWING RIGHTS****Article VI, Item (i)**

<b><u>Original Text</u></b>	<b><u>Amended Text</u></b>
<p>To borrow money and, with respect to such borrowing, to issue or re-issue debt obligations, secured or unsecured of the Center, subject to such time periods and such aggregate financial limits to borrowing as may be set by the Board.</p>	<p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 1/82</u></b></p> <p><b><u>(14th BoT Meeting, May 1982)</u></b></p> <p>To borrow money and, with respect to such borrowing, to issue debt obligations secured or unsecured of the Center. This borrowing may be repeated during the year, but may not exceed at any time the aggregate sum of 8.33 per cent of ICARDA's approved operational and capital spending budget for the year in question.</p>

**BORROWING RIGHTS**

**Article VII-Item (2)**

<b><u>Original Text</u></b>	<b><u>Amended Text</u></b>
<p>Original text does not cover this point.</p>	<p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 8/80</u></b></p> <p><b>(11th BoT Meeting, November 1980)</b></p> <p>Borrowing by ICARDA should take place at times of acute cash flow difficulties. It should not be used to cover deficits. The amount to be borrowed should not exceed \$400,000 at any one time and total indebtedness should not exceed \$1 million.</p>

**HOST GOVERNMENT NOMINEES**

**Article VIII, Section (2) (a)**

<b><u>Original Text</u></b>	<b><u>Amended Text</u></b>
<p>One Trustee appointed by each Government where a Principal Station is situated.</p>	<p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 9/85</u></b></p> <p><b>(18th BoT Meeting, May 1985)</b></p> <p>Up to two Trustees appointed by each government where a Principal Station is situated.</p>

**BOARD OF TRUSTEES MEMBERSHIP****Article VIII-Section (2)**

<p><b><u>Original Text</u></b></p> <p>The Board of Trustees shall consist of not more than fifteen Trustees appointed as follows:</p> <p>(a) one Trustee appointed by each government where a Principal Station is situated;</p> <p>(b) the Director General of the Center, and</p> <p>(c) up to eleven Trustees appointed by the Consultative Group.</p>	<p><b><u>Amended Text</u></b></p> <p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 6/78</u></b></p> <p><b>(7th BoT Meeting, November 1978)</b></p> <p>The Board of Trustees shall consist of not more than eighteen Trustees appointed as follows:</p> <p>(a) No change.</p> <p>(b) No change.</p> <p>(c) Up to fourteen Trustees appointed by the Board in consultation with the Consultative Group.</p>
<p><b><u>Article VIII – Section (2) (c)</u></b></p> <p><b><u>Original Text</u></b></p> <p>Up to fourteen Trustees appointed by the Board in consultation with the Consultative Group.</p>	<p><b><u>Amended Text</u></b></p> <p><b><u>2nd Amendment</u></b></p> <p><b><u>(RESOLUTION No. BoT 7/79)</u></b></p> <p><b>(8th BoT Meeting, April 1979)</b></p> <p>Of these the Board appoints fifteen and informs the CGIAR. The Consultative Group retains the right of appointment as stipulated in Section (2) of Article VIII of the Charter.</p>

**Article VIII-Section (2) Board of Trustees**

The Board of Trustees shall consist of not more than eighteen Trustees appointed by the Board as follows:

**Original Text**

- (a) Up to two Trustees appointed by each government where a Principal Station is situated;
- (b) The Director General of the Center;
- (c) Of these the Board appoints fifteen and informs the CGIAR. The Consultative Group retains the right of appointment as stipulated in Section (2) of Article VIII of the Charter.

**Article VIII – Section (6)**

**Original Text**

When the office of a Trustee becomes vacant during the term of the Trustee appointed thereto because of retirement, death, incapacity or any other cause, or when the term expires, the party (host government or the Consultative Group) that originally appointed the Trustee to that office may appoint a person for the remainder of the term or for a further term.

**Third Amendment**

**RESOLUTION No. BoT 20/90**  
**(24th BoT Meeting, May 1990)**

**Article VIII (2) Board of Trustees**

The Board of Trustees shall consist of not more than eighteen Trustees appointed by the Board as follows:

**Amendment**

- (a) Up to two Trustees nominated by the government of the country hosting the Headquarters and one Trustee by each government where a Principal Station of ICARDA is situated;
- (b) Three Trustees nominated by the Consultative Group in consultation with the Board;
- (c) The Director General of the Center;
- (d) The remaining Trustees are selected by the Board.

**Amendment**

When the office of a Trustee nominated by a host government or the CGIAR becomes vacant during the term of the Trustee appointed thereto because of retirement, death, incapacity or any other cause, the party that originally nominated the Trustee to that office may nominate a person for the remainder of the term or for a further term.  
The appointment of the new nominee becomes *effective* at its first regularly scheduled or special meeting held after the receipt of the nomination.



**POWERS OF THE BOARD OF TRUSTEES**

**Article VIII – Section (9)**

<p><b><u>Original Text</u></b></p> <p>Original text does not cover this point.</p> <p>Paragraph (i)</p>	<p><b><u>Amended Text</u></b></p> <p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 7/80</u></b> <b><u>(10th BoT Meeting, May 1980)</u></b></p> <p>(i) Establish limits for the total aggregate borrowing on behalf of the Center in any given year, and</p> <p style="padding-left: 40px;">Should read Paragraph (j)</p>
<p><b><u>Article VIII – Section 9 (a)</u></b></p> <p><b><u>Original Text</u></b></p> <p>(a) Annually elected a Chairperson and a Vice-Chairperson from among its membership.</p>	<p><b><u>Amended Text</u></b></p> <p><b><u>1st Amendment</u></b></p> <p><b><u>RESOLUTION No. BoT 18/96</u></b> <b><u>(Extra-ordinary BoT Meeting, July 1996)</u></b></p> <p>(a) Elect a Chairperson and a Vice-Chairperson from among its membership.</p> <p style="padding-left: 40px;">The Board Chairperson and Vice-Chairperson shall be eligible to a maximum of two terms of office, each for a fixed period of two years and subject to re-election for the second term. Should the term of office extend beyond the permitted service as a Board Member, the term of office will be reduced accordingly.</p> <p><b><u>2nd Amendment</u></b></p> <p><b><u>(RESOLUTION No. BoT 6/98</u></b> <b><u>(32nd BoT Meeting, April 1998)</u></b></p> <p>(a) Elect a Chairperson and a Vice-Chairperson from among its membership.</p> <p style="padding-left: 40px;">The Board Chairperson and Vice-Chairperson shall be eligible to a maximum of two terms of office, each for a fixed period of two years and subject to re-election for the second term. An exception to the term limit should occur only in extraordinary circumstances and should be in the best interest of the Center. Should the term of office extend beyond the permitted service as a Board Member, the term of office will be reduced accordingly.</p>

**EXECUTIVE COMMITTEE****Article VIII – Section 10 (a)**

<p><b><u>Original Text</u></b></p> <p>There shall be an Executive Committee of the Center consisting of the Chairperson, Vice-Chairperson, Director General and at least three other Trustees annually elected by the Board of Trustees.</p>	<p><b><u>RESOLUTION No. 18/96</u></b>  <b>(Extra-ordinary BoT Meeting, July 1996)</b></p> <p><b><u>Amended Text</u></b></p> <p>There shall be an Executive Committee of the Center consisting of the Chairperson, Vice-Chairperson, Director General and at least three other Trustees elected by the Board of Trustees.</p>
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**QUORUM**

**Article VIII– Section 12 (e)**

<b><u>Original Text</u></b>	<b><u>Amended Text</u></b>
<p>Seven Trustees present at a Meeting of the Board constitute a quorum.</p>	<p><b><u>1st Amendment</u></b> <b><u>RESOLUTION No. BoT 6/80</u></b> <b>(11th BoT Meeting, November 1980)</b> The quorum shall consist of half plus one of the actual number of Trustees.</p>