

CHARTER

Of

THE INTERNATIONAL CENTER FOR AGRICULTURAL RESEARCH IN THE DRY AREAS

(ICARDA)

Sixth amended version: [Effective date 1 July 2024]

Original document, November 1975

1st amendment, October 1982

2nd amendment, May 1990

3rd amendment, June 1998

4th amendment, September 2015

5th amendment, October 2020

WHEREAS the Consultative Group on International Agricultural Research (hereinafter referred to as the Consultative Group) was historically 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 is now called “CGIAR” or “CGIAR System” and consists of a global research-for-development partnership involving the CGIAR Research Centers, the CGIAR Funders, the CGIAR System Council and its consultative bodies, and the CGIAR System Organization, working together to implement a common strategy; **WHEREAS** the purpose of the CGIAR System is to advance agri-food science and innovation to enable poor people, especially women, to better nourish their families, and improve productivity and resilience so they can share in economic growth and manage natural resources in the face of climate change and other challenges,

WHEREAS the Consultative Group 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 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,

WHEREAS the members of the Consultative Group 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 the Consultative Group’s behalf,

AND WHEREAS 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, executed the Charter of ICARDA in November 1975 and it has been subsequently amended on various occasions,

NOW THEREFORE, the Charter of ICARDA reads 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 Board of Trustees.

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 entities other than the Center that are part of the CGIAR System 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, or on behalf of, the CGIAR System Organization or the Center.

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;
- (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;
- (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.
- (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 CGIAR funders, 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.
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.

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 twelve (12) Trustees with voting rights, appointed by the Board as follows:

- (a) Up to two (2) Trustees nominated by the government of the country hosting the Headquarters and one (1) Trustee by each government where a Principal Station of ICARDA is situated;
- (b) Two (2) Trustees nominated to the Board as voting members by virtue of their role as voting members of the board of the CGIAR System Organization.
- (c) One (1) Trustee nominated to the Board as a voting member by virtue of their role as a voting member of the audit, finance and risk committee of the CGIAR System Organization; with this nomination only being made after prior consultation by that committee's chair with the ICARDA Board.
- (d) The remaining Trustees are selected by the Board.

3. The Trustees shall have experience, qualifications and recognized competence in the disciplines related to the objects of the Center, in other natural or social sciences, in administrative or finance, and any other competencies as the Board of Trustees may consider necessary. Trustees are selected in a manner that ensures adequate representation from the Region.
4. The Director General of the Center shall be a non-voting Ex Officio member of the Board of Trustees during his/her term of service as Director General. The Director General of the Center shall be one of the up to four (4) non-voting Trustees.
5. All Trustees other than the Director General shall be appointed by the Board of Trustees for a period of up to three years. The tenure of all Trustees should not normally exceed two terms. Where it is thought to be necessary, a member retiring after his/her second term can be appointed as a consultant to the Board, or can be newly elected after a lapse of one or more years. The appointment process for voting and non-voting Trustees shall be specified in the Center's rules of procedure.
6. Any (a) board member of the CGIAR System Organization with voting rights on that board, and (b) voting member of the audit, finance and risk committee of the CGIAR System Organization, that is nominated and then appointed to the Board of Trustees will be deemed to start their initial term on the Board of Trustees from the date they become a board member of the CGIAR System Organization, irrespective of their tenure on the Board of Trustees prior to that date.
7. When the seat of a Trustee nominated by a host government of a Principal Station 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 seat may nominate a person for the remainder of the term or for a further term. The appointment of the new nominee becomes effective at the Board of Trustees' first regularly scheduled or special meeting held after the receipt of the nomination.
8. When the seat of a Trustee nominated by a host government of a Principal Station becomes vacant at any time and, after notice, the host government does not nominate a person to fill that seat within two (2) months of the vacancy, the Board of Trustees may appoint to the Board of Trustees a Trustee with voting rights who is not nominated by a host government of a Principal Station. Such appointment shall be for a period of three (3) years but such appointment shall cease automatically if the host government nominates a person to become a Trustee and the Board of Trustees then appoints that person as a Trustee.

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

The Board of Trustees shall:

- (a) elect a Chairperson and a Vice-Chairperson from among its member with voting rights. The Chairperson and Vice-Chairperson shall be eligible to a maximum of two terms of office, each for a period of up to two (2) 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.

- (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 CGIAR System Organization, 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;
- (h) appoint independent external auditors of recognized international competence to conduct annual audits of the Center's activities;
- (i) establish limits for the total aggregate borrowing on behalf of the Center in any given year;
- (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; and
- (k) delegate to the executive leadership team of CGIAR any authority of the Board of Trustees that the Board may deem necessary.

10. **Audit, finance and risk committee of the Board**

There shall be an audit, finance and risk committee appointed by the Board of Trustees. The chair of that committee shall be the Trustee nominated to the Board as a voting member by virtue of their role as a voting member of the audit, finance and risk committee of the CGIAR System Organization.

11. **Other Committees of the Board**

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 will have two regular full meetings per year.
- (b) The regular meetings of the Board shall be held at such times and places as the Board deems necessary.
- (c) Meetings other than the regular meetings shall be held at such times and places as the Chairperson deems necessary, in consultation with the Board of Trustees.
- (d) The Chairperson shall preside at meetings of the Board.
- (e) The quorum shall consist of two-thirds of the actual number of Trustees with voting rights.

13. **The Director General**

- (a) The Director General is appointed by the Board as the Chief Executive Officer of the Center.
- (b) 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 voting Trustees of the Board, provided notice of such proposed amendments, together with their full texts, shall have been provided in writing to all Trustees of the Board (voting and non-voting) at least eight weeks in advance of such meeting, unless such notice is waived by all Trustees of the Board that have voting rights.
- 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 board of the CGIAR System Organization.

ARTICLE XI – DISSOLUTION

1. If the Board determines by a majority vote of not less than three-fourths of its voting members and the board of the CGIAR System Organization 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 of Trustees.

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

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

[signature]

THE INTERNATIONAL BANK FOR RECONSTRUCTION
AND DEVELOPMENT

AT Rome in Italy on the 14th day of November, 1975.

[signature]

THE FOOD AND AGRICULTURAL
ORGANIZATION OF THE UNITED NATIONS

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

[signature]

THE UNITED NATIONS DEVELOPMENT
PROGRAMME

AT Ottawa in Canada on the 10th day of November, 1975.

[signature]

THE INTERNATIONAL DEVELOPMENT
RESEARCH CENTER