



ASIA-PACIFIC INTERNATIONAL

MOLECULAR BIOLOGY NETWORK

[August 8, 1998]

CONSTITUTION OF THE ASIA-PACIFIC INTERNATIONAL MOLECULAR BIOLOGY NETWORK (ASIA-PACIFIC IMBN)

Preamble

The Asia-Pacific International Molecular Biology Network (Asia-Pacific IMBN) (hereinafter referred to as "the Network") is founded in the belief that molecular biology, cell biology, and biotechnology can contribute greatly to the benefit of humankind, and that such benefit will accrue through close cooperation and partnership amongst scientists and scientific institutions, supported by national and international agencies, and industry. The Network will provide a forum and mechanism for such interaction through a range of activities including promoting collaborative research, the provision of training and skill enhancement opportunities, and the dissemination of information.

Article I

Status

1. The Asia-Pacific International Molecular Biology Network (Asia-Pacific IMBN) shall be an international scientific network established with the support of interested APEC economies, United Nations member states, bilateral and multilateral agencies, foundations and industry.

The Network shall operate as a non-profit autonomous organization, international in status and non-political in management, staffing and operations. The Network shall be organized exclusively for scientific, developmental and educational purposes.

2. The Network shall possess full juridical personality and enjoy such legal capacity as may be necessary for the exercise of its functions and the fulfillment of its purposes.

Article II

Subsidiary Bodies

The Network may establish such offices or laboratories as may be decided by its Governing Council as being necessary for effective conduct of its program and the achievement of its aims.

Article III

Aims

The Network is committed to maintaining and promoting the development of scientific and technical excellence amongst scientists and institutions dedicated to molecular biology and genetic engineering research, with particular focus on Asia and the Pacific Rim. Specifically, it will:

1. promote study, research, innovation, development and dissemination of knowledge in molecular biology and genetic engineering and directly related areas of science and technology;
2. undertake, in collaboration with relevant national and international institutions, facilities and training programs aimed at strengthening expertise and capacity for the conduct of work in the areas of the Network's interest and focus.

Article IV

Guiding Principles

1. The Network shall serve as an international resource devoted to developing competence and expertise in molecular biology and biotechnology in Asia and the Pacific Rim.
2. The Network will complement its activities with those of other international and national societies, associations and institutions, public and private, that have similar aims. Its activities

will, wherever appropriate, be planned and implemented in collaboration with such societies, associations and institutions.

Article V

Functions

1. The Network shall have the following program areas:

i) To encourage scientists and supporting institutions to conduct research and to provide training, educational and skills enhancement opportunities in molecular biology and genetic engineering;

ii) To help coordinate the conduct of research and development activities in laboratories designated by supporting institutions as Asia-Pacific IMBN laboratories (IMBL);

iii) to cooperate with industry to identify areas of common interest for promoting the work of scientists and institutions working with the Network.

2. In fulfilling the aforementioned aims and functions, in the spirit of the guiding principles, the Network shall engage in a range of activities including:

- holding meetings and arranging lectures, training courses, workshops, seminars, symposia and conferences;

- publishing and disseminating books, periodicals, reports and research and working papers through print and electronic media;

- establishing and maintaining contact with individuals and institutions with expertise in relevant fields through collaborative research, seminars, exchange visits, sabbatical attachments and likewise;

- undertaking studies and other projects on behalf of or in collaboration with other organizations and institutions;

- maintaining offices, laboratories, information resources, and other facilities as may be necessary for its proper functioning; and

- taking such other actions as may further the aims and objectives of the Network.

3. The Network's programs and plans shall be reviewed and approved by its Governing Council taking into account the needs of developing and developed economies and the Network's capacities in meeting these needs.

Article VI

Capacity

The Network shall have the following capacity:

- 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 Network

- 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 Network and to hold, operate, administer, use, invest, sell, convey or dispose of the said properties;

- to enter into agreements and contracts;

- to employ persons according to its own regulations;

- to institute, and defend in, legal proceedings; and

- 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 Network.

2. No part of the earnings of the Network shall inure to the benefit of, or be distributable to, its Governing Council members, its members, its officers or other private persons, except that the Network 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 III above.

Article VII

Members and Associates

1. There shall be one level of ordinary membership to the Network and two levels of individual association with the Network:

? Members shall be individual scientists who are elected to membership according to objective criteria for scientific excellence established by the Membership Committee of the Governing Council. Only Members shall have the right to vote to elect Council Members on the Governing Council and to serve in such capacity.

? Associates shall be scientists who are committed to the goals and objectives of the Network, and who wish to participate in and contribute to the development of its programs and initiatives.

? Student Associates shall be students who are committed to the goals and objectives of the Network, and who wish to participate in and contribute to the development of its programs and initiatives.

2. The Governing Council may, additionally, upon recommendation by its Membership Committee, confer the title of Honorary Member upon individuals deemed to have made outstanding contributions to the development of molecular biology and genetic engineering and to the work of the Network.

Article VIII

Supporting Institutions and Centers of Excellence

Any institution, public or private, which meets the criteria established by the Program Committee of the Governing Council may, at the recommendation of the Program Committee, be recognized in one or both of the following categories:

? "Asia-Pacific IMBN Supporting Institution" which is an institution, public or private, which is committed to the goals and objectives of Asia-Pacific IMBN and which provides financial and in-kind support as specified in guidelines established by the Governing Council

? "Asia-Pacific IMBN Centers of Excellence" which would, additionally, be a center which is recognized, both regionally and internationally, as having achieved the highest standards of excellence. The Governing Council, through its Program Committee, shall establish objective criteria by which any institution may receive this rare distinction.

Article IX

Organs

The Organs of the Network shall be:

- i) the Governing Council
- ii) the Support Council
- iii) the Executive Director/Coordinator and Network secretariat staff.

Article X

Composition of Governing Council

1. The Governing Council shall consist of not less than nine Council Members elected by a process involving all eligible voting Members of the Network in accordance with procedures laid down by the Governing Council. As a general rule, there shall be at least one Council Members elected from each participating economy and from the so-called "Corresponding Member Economies" list with one additional Council Members to be elected for every 50 eligible voting Members up to a maximum of four candidates from each participating economy (or from the Corresponding Member Economies list).
2. For the purpose of election to the Governing Council, participating economies shall be defined as economies which are home to 3 or more eligible voting Members and which are formally recognized as participating economies by the Governing Council. Eligible voting Members who are resident in all other economies shall be classified as "Corresponding" Members and shall, for the purpose of election to the Governing Council, be eligible to sit on the

Governing Council as if they belonged to a single participating economy, the so-called "Corresponding Member Economies".

3. The number of Council Members from each participating economy represented on the Governing Council shall be determined by the Governing Council based on the number of eligible voting Members in each participating economy at the end of each calendar year. The Governing Council shall also annually review its membership profile and distribution, and determine whether and when to recognize additional participating economies.

4. Council Members shall be appointed for terms of no more than three years as determined by the Governing Council in advance of the appointment. In the case of vacancy in the Governing Council by reason of retirement, death, incapacity, or any other cause, the Governing Council shall fill the vacancy by election, as appropriate. A new Council Member appointed to replace a Council Member during the latter's term may be appointed for the remaining term of the Council Member being replaced. He/she is eligible to serve two additional terms.

5. Council Members are eligible to reappointment to a second term, but shall not serve more than two successive terms, except that the Council Member elected as President of the Governing Council may have her/his term extended by the Governing Council in order to coincide with her/his appointment as President.

6. Council Members shall serve in their personal capacity and are not considered, nor do they act, as official representatives of their respective economies or any organization.

Article XI

Functions and Powers of the Governing Council

1. The Governing Council shall be responsible for all affairs of the Network. Its role, among other things, shall be to ensure that:

- the Network follows the objectives, programs and plans that are consistent with its aims, goals and objectives;
- the Network is supported effectively by the Executive Director/Coordinator and Secretariat in harmony with agreed objectives, programs and budgets.

2. To this end, the Governing Council shall:

- define objectives, approve plans to meet the Network aims and monitor the achievement of these aims;
- specify policies to be followed by the Executive Director/Coordinator in pursuing the specified objectives;
- ensure the Network's cost-effectiveness, financial integrity, and accountability;
- approve the Network's program and budget;
- appoint an external auditor and approve an annual audit plan;
- approve the Network's broad organizational framework and that of the Network Secretariat;
- approve personnel policies for the Network Secretariat including salaries and benefits;
- approve the Network's fund raising and resource mobilization strategies, policies and programs, and promote such fund raising and resource mobilization activities;
- perform all other acts that may be considered necessary, suitable and proper for the attainment of any or all of the aims of the Network as set forth in article III hereof.

3. The Governing Council may designate an Executive Committee which shall have the power to act for the Council in the interim between Council meetings, and on matters which the Council delegates to it. All interim actions of the Executive Committee shall be reported to the full Council at its next meeting. The Executive Committee shall consist of the President, Vice President, the Chairs of each subsidiary committee of the Council, and any other individual designated by the President.

3. The Council may establish such other subsidiary Committees as it deems necessary for the performance of its functions. It is anticipated that at least the following committees will be constituted:

- a Membership Committee, which will develop the criteria for individual membership and associate status. The Membership Committee will present the list of prospective Members [and Honorary Members] to the Governing Council which will review and approve Members. The Membership Committee will also take responsibility for developing guidelines for, and overseeing, the election process for the Governing Council.

- a Program Committee, which will be responsible for developing the program of work of the Network, and for laying the groundwork for the publication of the newsletter and the WWW site, as well as its collaborative research, training and fellowship programs. The Program Committee shall also take responsibility for coordinating, reviewing and approving the proposed program of work of the various laboratories designated as IMBL. It shall also establish procedures and criteria for the identification of supporting institutions, supported institutions and centers of excellence.

- a Finance and Resource Mobilization Committee, which will ensure that all Network funds are managed in a responsible and fiscally appropriate manner, and will work closely with the Executive Director/Coordinator to plan and implement the fund raising and resource mobilization activities of the Network. The Finance and Resource Mobilization Committee shall also determine the levels of financial contribution, if any, to be provided by individuals and institutions affiliated with the Network

- any other committee as are deemed necessary for the performance of the functions of the Governing Council.

Article XII

Procedures of the Governing Council

1. The Council shall elect one Council Member as President. The normal term of the President shall be two years. The Council may re-elect its President for a second term.
2. The Council shall also elect a Vice-President and a Treasurer. The normal terms of these officers shall be two years. They are eligible for re-election. The Executive Director/Coordinator shall normally serve as Secretary to the Council.
3. The Council shall meet at least once annually.
4. The Council shall adopt its own rules of procedure.
5. A majority of Council Members shall constitute a quorum for Council meetings.

Article XIII

Voting by the Governing Council

Normally, the Council shall operate by consensus. However, if the President determines the need for a vote, the following shall apply:

- each Council Member shall have one vote; and
- decisions of the Council shall be made by a majority of Council Members present except as specified otherwise in this constitution.

Article XIV

Composition of the Support Council

Membership on the IMBN Support Council will be open to:

- Signatories of the IMBN Establishment Agreement
- Funding agencies, foundations, companies and other parties with an interest in supporting the work of IMBN.

Article XV

Functions and Powers of the Support Council

1. The Asia-Pacific IMBN Support Council will be convened to provide a mechanism for signatories, financial sponsors and supporters of the Network to fulfill the following functions:

- help shape the future direction and focus of the Network by providing advice and recommendations to the Governing Council on programs and activities;
- ensure that the network's activities are responsive to the concerns and needs of scientists, institutions and industry in signatory states and economies;
- help mobilize resources (both financial and in-kind) in support of the various initiatives of the Network and, to the extent possible, provide support to the Network.

2. During the course of meetings of the Support Council, the Governing Council and Secretariat will normally be expected to present the following for consideration:

- the proposed program of work for the Network during the next biennium
- anticipated budgetary requirement from core and special budget sources (including providing clear indication of amounts which have already been committed and which will need to be raised)
- other matters of interest and concern to the Support Council

3. The Support Council may, at its own initiative, commission reviews and/or program audits of the operations of the Network. It is anticipated that such reviews will normally organized about once every five years.

Article XVI

Procedures of the Support Council

1. The Support Council shall elect a Chairperson. The normal term of the Chairperson shall be two years.
2. The Support Council shall also elect a Vice-Chairperson . The term for this office shall be two years. The Executive Director/Coordinator shall normally serve as Secretary to the Support Council.
3. The Support Council shall meet at least once a year, usually in conjunction with the meeting of the Asia-Pacific IMBN Governing Council.

Article XVII

Appointment of the Executive Director/Coordinator

The Governing Council shall appoint the Executive Director/Coordinator, and determine his/her term of office and any cause for termination by a two-thirds majority of members present.

Article XVIII

Functions and Powers of the Executive Director/Coordinator

1. The Executive Director/Coordinator shall be responsible to the Governing Council for coordinating the operation and management of the Network and for ensuring that its programs and objectives are properly developed and carried out. The Executive Director/Coordinator shall work closely with the Finance and Resource Mobilization Committee of the Governing Council to coordinate the fund raising and resource mobilization activities of the Network.

3. The Executive Director/Coordinator shall implement the policies determined by the Governing Council, follow the guidelines laid down by the Governing Council for the functioning of the Network, and carry out the directions of the Network. Specifically, the Executive Director/Coordinator, in consultation with the Governing Council, shall:

- develop an action plan for the operation of the Network for Governing Council consideration and approval, and keep this plan under continuing review;
- develop programs and budgets, and prepare the Network's annual report;
- coordinate the planning and development of the Network's programmatic activities and initiatives to ensure effective implementation;
- recruit and manage a highly-qualified Secretariat staff;
- keep and have available the action plan, programs and budgets for review by the Governing Council on a regular basis;
- keep the President of the Governing Council advised on matters of consequence that relate to the Network; and
- perform such other functions as are delegated to her/him by the Governing Council.

3. The Executive Director/Coordinator shall be the legal representative of the Network. He/she shall sign all deeds, contracts, agreements, treaties, and other legal documents which are necessary to ensure the normal operation of the Network. The Governing Council shall determine the extent to which these powers may be delegated by the Executive Director/Coordinator. Contracts, agreements and treaties which affect the governance, objectives, location, expansions or dissolution of the Network shall be subjected to approval by the Governing Council.

Article XIX

Staffing

1. The staff of the Network Secretariat shall be appointed by the Executive Director/Coordinator in accordance with staff regulations to be approved by the Governing Council.
2. The paramount consideration in the employment of staff and in the determination of conditions of service shall be the necessity of securing the highest standards of quality, integrity, efficiency, and competence.
3. Salary scales, insurance, pension schemes and other terms of employment shall be laid down in staff regulations, and shall in principle be internationally competitive and comparable with those of the United Nations and affiliated institutions and other relevant organizations.

Article XX

Financing

1. The budget of the Network shall be funded by signatories of the Establishment Agreement for IMBN, international and national organizations and other public and private institutions which wish to make financial and other voluntary contributions to it. The Network may receive contributions from other sources. It may also receive contributions and gifts toward the establishment of an endowment program.
2. The financial operation of the Network shall be governed by financial regulations to be developed by the Finance and Resource Mobilization Committee and adopted by the Council.
3. The budget for the Network is approved annually by the Council. It shall consist of two components – a "core" budget covering activities and resource requirements which are central and critical to the operational effectiveness and sustainability of the Network, and a "special " budget which is fully supported by voluntary funds and contributions from donors who support specific initiatives and activities of the Network. Such initiatives may include named programs, activities or grants provided by donors who may have a particular interest in developing one or more areas of focus in collaboration with the Network.
4. The "core" budget shall be supported primarily by fees collected from individuals, institutions and from obligatory contributions provided by signatory economies which shall be calculated in direct proportion to total GDP of each economy, except that such contribution from any one economy shall be capped at no more than 25% of the core budget. Additionally, it is anticipated

that the host economy of the Asia-Pacific IMBN Central Secretariat office shall provide offices and facilities and cover the cost of operating the Secretariat and at least 30% of the salary of the Executive Director/Coordinator and other international professional staff based at the Secretariat location.

5. Any economy which wishes to host its own Asia-pacific IMBN office which operates to support the work of the network in the economy shall arrange for appropriate facilities to be made available and cover the cost of staffing and equipping such office. Commitments in support of economy-specific Secretariat offices shall be considered to be "special" budget contributions.

6. An annual audit of the operations of the Network shall be conducted by an independent international accounting firm appointed by the Council upon recommendation by the Executive Director/Coordinator. The results of such audits shall be made available by the Executive Director/Coordinator to the Council for its consideration. Following the approval by the Council, the audit report shall be circulated to all parties contributing to the Network.

Article XXI

Relationships with Other Organizations

In order to achieve its objectives in the most efficient way, the Network may enter into agreements for cooperation with relevant national, regional or international organizations, foundations and agencies, both public and private.

Article XXII

Amendments

This Constitution may be amended by a two-thirds majority of all voting Members, provided notice of such a proposed amendment together with its full text shall have been mailed to all members at least four weeks in advance of the ballot.

Article XXIII

Dissolution

The Network may be dissolved by a three-fourths majority of all voting Members, if it is determined that the purposes of the Network have been achieved to a satisfactory degree or if it

is determined that the Network will no longer be able to function effectively. In the case of dissolution, any land, physical plant and other assets situated in participating economies, and made available to the Network, and permanent fixed capital improvements thereon shall revert to their legal owner. The other assets of the Network shall be transferred for use for similar purposes or distributed to institutions having purposes similar to those of the Network in the participating economies after agreement between the governing authorities of those economies and the Governing Council.