

AGREEMENT ON THE ESTABLISHMENT OF THE INTERNATIONAL LIVESTOCK RESEARCH INSTITUTE

Preamble

WHEREAS the Consultative Group on International Agricultural Research (hereinafter referred to as "CGIAR") is a group of national governments, multilateral aid agencies, private foundations and others that are supporting a number of international research centres for the purpose of improving and increasing agricultural production throughout the developing world while conserving the natural resource base;

WHEREAS the members of the CGIAR in 1973 established the International Laboratory for Research on Animal Diseases (hereinafter referred to as "ILRAD"), as an international entity operating under the aegis of the CGIAR with headquarters in Nairobi, Kenya, by agreement between the Government of Kenya and the Rockefeller Foundation acting on behalf of the CGIAR;

WHEREAS the members of the CGIAR in 1974 established the International Livestock Centre for Africa (hereinafter referred to as "ILCA"), as an international entity operating under the aegis of the CGIAR with headquarters in Addis Abeba, Ethiopia, by agreement between the Government of Ethiopia and the World Bank, acting on behalf of the CGIAR;

WHEREAS the CGIAR has endorsed the need for a unified, CGIAR wide, livestock research strategy and a single institutional entity with a global mandate, and the establishment of the International Livestock Research Institute (hereinafter referred to as "ILRI" or "the Institute"), to replace ILRAD and ILCA;

WHEREAS ILRI is intended to be an integral part of the CGIAR system;

WHEREAS the Parties to this Agreement wish to create ILRI as an independent institution with suitable governance, juridical personality, and appropriate international status, authorities, privileges and immunities and other conditions necessary to enable it to operate effectively towards the attainment of its objectives;

NOW THEREFORE the Parties to this Agreement agree as follows:

Article 1 Establishment

There is hereby established an international organisation named the "International Livestock Research Institute" (hereinafter referred to as "ILRI" or "the Institute") which shall be an international research centre of the CGIAR system, which shall operate in accordance with the Constitution appended hereto and made an integral part hereof, as such Constitution may be amended from time to time in accordance with Article 19 thereof.

Article 2 Consent to Be Bound

- (i) The consent of a State or of an International Organisation to be bound by this Agreement is expressed through a written signature of this Agreement followed by a written notification from a duly authorised representative of that State or of that International Organisation that the formalities required by its legislation have been accomplished. Such a consent shall not constitute any obligation whatsoever to provide financial support to ILRI beyond voluntary contributions. Nor shall such consent imply any responsibility, individually or collectively, for any debts, liabilities or obligations of the Institute.
- (ii) The Federal Department of Foreign Affairs of the Government of the Swiss Confederation shall be the Depositary of this Agreement.
- (iii) This Agreement shall be open for signature by States and International Organisations at the Federal Department of Foreign Affairs of the Government of the Swiss Confederation. It shall remain open for signature for a period of five years from 21 September 1994, unless such period is extended prior to its expiry by the Board of Trustees of ILRI.

Article 3 Accession

- (i) After the expiration of the period specified in Article 2 paragraph (iii), accession to the present Agreement by any State or any International Organisation shall be contingent upon approval by the Board to Trustees of ILRI.
- (ii) The instruments of accession shall be deposited with the Depositary of this Agreement.

Article 4 Entry into Force

- (i) This Agreement and the Constitution appended thereto shall come into force immediately upon receipt by the Depositary of written notifications by three States signatory that the formalities required by their national legislation with respect to this Agreement have been accomplished.
- (ii) For each State or International Organisation notifying that the formalities required have been accomplished, or depositing an instrument of accession, after the entry into force of this Agreement, this Agreement will enter into force on the first day of the month after the date of receipt by the Depositary of the notification.

Article 5 Termination

Any party to this Agreement may, by written instrument to the Depositary, denounce this Agreement. Such termination of the consent to be bound shall become effective three months after the date on which such instrument is received.

Article 6 Authentic Text

The authentic texts of the present Agreement, including the Constitution appended thereto, shall be in both the French and the English language.

IN WITNESS WHEREOF the undersigned Plenipotentiaries, being duly authorised by their respective Governments, have signed this Agreement in two originals in the French and English language.

Done at Berne on September 21, 1994.

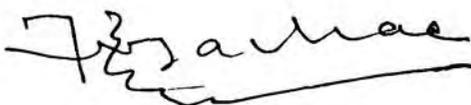
For the Government of the Kingdom of Denmark



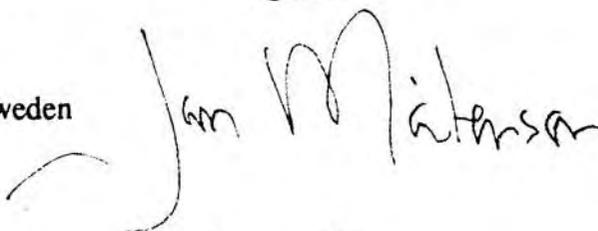
For the Government of Ethiopia



For the Government of the Republic of Kenya



For the Government of the Kingdom of Sweden



For the Government of the Swiss Confederation



For the United Nations Environment Programme

CONSTITUTION OF THE INTERNATIONAL LIVESTOCK RESEARCH INSTITUTE

Article 1 Status

- (i) The International Livestock Research Institute (hereinafter referred to as "ILRI" or "the Institute") is an international research centre of the Consultative Group on International Agricultural Research (hereinafter referred to as the "CGIAR"). It shall operate as a non-profit autonomous organisation, international in status and non-political in management, staffing and operations. The Institute shall be organised exclusively for scientific, developmental and educational purposes.
- (ii) ILRI shall possess full juridical international personality and enjoy such legal capacities as may be necessary for the exercise of its functions and the fulfillment of its purposes.

Article 2 Headquarters Location

The country of location of ILRI's headquarters shall be determined by the Board of Trustees of ILRI in consultation with the CGIAR, and in accordance with the requirements for the exercise of the functions and the fulfillment of the purposes of ILRI. ILRI may establish offices on other locations as required to support the Institute's programme.

Article 3 Aims

The aim of the Institute is, through research and research-related activities on animal agriculture, to improve the production of food, income, and the nutritional status and general welfare of low income people in developing countries while protecting the natural resources.

Article 4 Guiding Principles

The Institute is the CGIAR's designated instrument for research on agriculturally useful animals. It seeks knowledge about all aspects of animal production methods, genetics, feed production, nutrition, diseases, environmental effects and contributions to the well being of human beings, individually and in society. It will seek, through research, to enhance the role of livestock in sustainable agricultural systems which will maintain or enhance the natural resource base. Its activities will complement those of other international and national agricultural research centres and of animal research institutions in both developed and developing countries. They will often be planned and implemented in collaboration with these partner institutions.

Article 5 Activities

Activities will be consistent with the guiding principles provided in Article 4. They will include:

- (i) Research seeking new knowledge. Applied research seeks to apply scientific information to solve well identified problems, generally following successful applications in similar or parallel problems. Strategic research seeks new scientific information that scientists anticipate will be useful in developing solutions to identified problems. ILRI conducts strategic and applied research on animal agriculture using whatever scientific disciplines are needed, including biological, physical, social and economic sciences, often employing interdisciplinary teams of scientists from ILRI and partners.
- (ii) Research related activities include training, information dissemination, and assistance to agricultural researchers in developing countries. ILRI is not a degree-granting institution, but co-operates with degree-granting institutions within and outside the headquarters host country. The Institute also provides non-degree training activities. Information dissemination includes the dissemination of research results generated by ILRI and other information that would help advance the aims of the Institute. To effectively disseminate data bases and other information services, ILRI operates a library, a publication programme, computer networks, data bases and other information services.
- (iii) ILRI seeks to conduct research that:
 - (a) will be complementary to the efforts of other research organisations, both public and private,
 - (b) generates benefits for low income people in developing countries beyond the people in its headquarters country,
 - (c) promotes the sustainable use of natural resources.
- (iv) The Institute co-operates with other organisations that have similar aims, including organisations in and outside the headquarters country, governmental and non-governmental organisations, and research, training and dissemination organisations.

The strategic plan and the annual work plan of ILRI will be reviewed and approved by its Board of Trustees and the CGIAR taking into account the needs of developing countries and ILRI's comparative advantage for meeting these needs.

Article 6 Powers

- (i) In furtherance of the aforesaid aims and activities, ILRI 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 Institute;

- (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 Institute and to hold, operate, administer, use, sell, convey or dispose of the said properties;
 - (c) to enter into agreements and contracts;
 - (d) to employ persons according to its own regulations;
 - (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 Institute.
- (ii) No part of the earnings of the Institute shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Institute shall be authorised 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 ILRI shall be:

- (a) The Board of Trustees (hereinafter referred to as the "Board");
- (b) The Director General and staff.

Article 8 Composition of the Board

- (i) The Board shall consist of not less than ten nor more than fifteen members, selected as follows:
 - (a) Three members elected by the Board upon nomination by the CGIAR, and up to ten members-at-large elected by the Board. Regard shall be paid especially to proposed members' professional experience and qualifications, to appropriate geographical distribution, to agencies or countries which have concern for and provide substantial support to the Institute, or to countries where major facilities are located;
 - (b) one member appointed by the Government of the headquarters host country;
 - (c) the Director General of ILRI 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 member appointed by the government of 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. He/she will be eligible to serve two additional terms in her/his own right.

- (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 member appointed by the headquarters host country - serve in a personal capacity and are not considered, nor do they act, as official representatives of governments or organisations.
- (v) The term of office and the selection of the member appointed by the Government designated under article 8 (i) (b) will be determined by the Government of the country concerned.

Article 9 Functions and Powers of the Board

- (i) The Board governs all affairs of the Institute. Its role shall be to ensure that:
 - (a) the Institute follows objectives, programmes and plans that are consistent with its aims and with the goals and purposes of the CGIAR system of which it is a part;
 - (b) the Institute is managed effectively by the Director General in harmony with the agreed objectives, programmes and budgets, and in accordance with legal and regulatory requirements.
- (ii) To this end, the Board shall have the following duties:
 - (a) definition of objectives and approval of plans to meet the Institute's aims and to monitor the achievement of these aims;
 - (b) 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;
 - (c) specification of policies to be followed by the Director General in pursuing the specified objectives;
 - (d) ensuring the Institute's cost-effectiveness, financial integrity and accountability;
 - (e) approval of the Institute's programme and budget;
 - (f) appointment of an external auditor and approval of an annual audit plan;
 - (g) approval of the Institute's broad organisational framework;
 - (h) approval of personnel policies including scales of salaries and benefits;
 - (i) ensuring that the Institute conducts its activities in accordance with system-wide policies laid down by the CGIAR;
 - (j) maintaining the composition of the Board with respect to expertise needed to discharge the full range of its responsibilities, monitoring the performance of its members and evaluating its performance;
 - (k) perform all other acts that may be considered necessary, suitable and proper for

the attainment of any or all of the aims of the Institute 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 as it deems necessary for the performance of its functions.

Article 10 Procedures 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 11 Voting by the Board

Voting by the Board of Trustees is regulated as follows:

- (a) each member of the Board has one vote;
- (b) decisions of the Board shall be made by majority of the members present except as specified otherwise in this Constitution.

Article 12 Appointment of the Director General

The appointment of the Director General, her/his term of office, and any termination for cause will be decided by a two-thirds majority 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 ILRI and for assuring that its programmes and objectives are properly developed and carried out. He/she is the chief executive officer of the Institute.
- (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 Institute 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 Institute for Board consideration and approval, and keep this plan under continuing review;
 - (b) develop programme plans and budgets in accordance with established practices within the CGIAR, and prepare the Institute's Annual Report;

- (c) supervise the planning and direction of the Institute's research activities to ensure effective implementation;
 - (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) keep the Chairperson of the Board advised on matters of consequence that relate to the Institute;
 - (g) perform such other functions as are delegated to her/him by the Board.
- (iii) The Director General is the legal representative of ILRI. He/she shall sign all deeds, contracts, agreements, treaties and other legal documents which are necessary to ensure the normal operation of the Institute. 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, expansions or dissolution of ILRI, 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.
- (iii) Salary scales, insurance, pension schemes and any other terms of employment 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) The budget of ILRI shall be funded by members of the CGIAR. The financial operations of the Institute shall be governed by financial regulations to be adopted by the Board in accordance with the established principles of the CGIAR. The Institute is also authorised to receive contributions from other sources in order to finance operations which are not covered by the CGIAR funded budget.
- (ii) The budget of the Institute is approved annually by the Board and submitted to the CGIAR for endorsement.
- (iii) A full financial audit of the operations of the Institute 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

ILRI is an international agricultural research centre of the CGIAR system. As such, the Institute shall submit to the CGIAR its annual programme and budget, which will be mutually agreed upon by the CGIAR and the Institute. In addition, the Institute shall be subject to periodic review of its programme and of its management by an independent review panel appointed by the Technical Advisory Committee of the CGIAR and the CGIAR Secretariat.

Article 17 Relationships with other organisations

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

Article 18 Rights, Privileges and Immunities

- (i) ILRI shall make arrangements with its host countries to ensure that the Institute, its staff members and official visitors shall enjoy in the territory of the host countries the same rights, privileges and immunities as customarily accorded to other international organisations, their officials, staff and official visitors. Such rights, privileges and immunities shall be defined as in the Agreement with the headquarters host country.
- (ii) Similarly, ILRI may, pursuant to Article 2 hereof, enter into agreements with the other countries in which it works for the purpose of granting ILRI, 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 ILRI, 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 present and voting members of the Board, provided notice of such a proposed amendment together with its full text shall have been mailed 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, ILRI may be dissolved by a three-fourths majority of all voting members of the Board, if it is determined that the purposes of ILRI have been achieved to a satisfactory degree or if it is determined that ILRI will no longer be able to function effectively.
- (ii) In case of dissolution, the assets of ILRI situated in the headquarters or other host countries shall be transferred to such countries for use for similar purposes or distributed to institutions having purposes similar to those of ILRI in the respective

countries after agreement between the Government of those countries and the Board in consultation with the CGIAR.