

GENERAL BY-LAW OF
THE INTERNATIONAL COUNCIL FOR RESEARCH IN AGROFORESTRY (ICRAF)

By-Law No. 1

(provisionally adopted by the Board of Trustees on October 13, 1977 at Ottawa, Canada)

Short Title

1. This by-law may be cited as the ICRAF general by-law.
2. (1) In this by-law and all other by-laws and resolutions of ICRAF, unless the context otherwise requires:
 - (a) "Board" means the Board of Trustees of ICRAF;
 - (b) "Director-General" means the Director-General of ICRAF;
 - (c) "Chairman" means the Chairman of the Board of Trustees of ICRAF;
 - (d) "Charter" means the Charter of ICRAF;
 - (e) "officer" means a person referred to in section 16;
 - (f) "person" includes a body corporate, corporation, company, partnership, syndicate, trust and any number or aggregate of persons;
 - (g) the singular includes the plural, and the plural includes the singular;
 - (h) the masculine gender includes the feminine and the neuter;
 - (i) "by-laws" means all by-laws, including special by-laws, of ICRAF as amended from time to time; and
 - (j) "Executive Committee" means the Executive Committee of the Board of Trustees of ICRAF.
- (2) All terms defined in the Charter have the same meaning in the by-laws and resolutions of ICRAF.

Corporate Seal

3. The corporate seal of ICRAF shall be in a form approved by the Board.

Meetings of the Board

4. (1) The annual meeting of the Board shall be held at a place and on a day designated by the Chairman.
- (2) Additional meetings of the Board shall be held at a place and on a day designated by the Chairman.

Notice of Meetings

5. (1) Notice of any meeting of the Board or the Executive Committee shall be mailed, telegraphed, or otherwise delivered in writing to each Trustee at such address as each Trustee may designate, at least thirty (30) days prior to the date of such meeting.
- (2) No meeting shall be invalidated because of the failure of a Trustee to receive notice under this section.
- (3) No notice of a meeting shall be necessary if all the Trustees are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.
- (4) Where all the Trustees have consented thereto, any Trustee may participate in a meeting of the Board or Executive Committee by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and a Trustee participating in a meeting pursuant to this subsection shall be deemed for the purposes of the Charter and these by-laws to be present in person at the meeting. The meeting shall be deemed to be held in the country where the majority of the Trustees are present, or if a majority is not present in one country, then in the country where the Chairman or the Trustee acting in the stead of the Chairman is present.

Vice-Chairman

6. In the event of the absence or incapacity of the Chairman, or if the office of the Chairman is vacant, the Vice-Chairman of the Board has, and may exercise and perform, all the duties and functions of the Chairman.

Resignations

7. A Trustee may resign from office upon giving notice thereof in writing to ICRAF and such resignation becomes effective in accordance with its terms or upon acceptance by the Board.

Procedure at Meetings

8. Where the Chairman and Vice-Chairman are absent from a meeting of the Board or Executive Committee, the Trustees present at such meeting shall elect a Trustee to preside.
9. Each Trustee, other than the Director-General, present at a meeting of the Board or the Executive Committee shall have one vote and the vote of the majority present shall decide any issue.
10. Where he is unable to attend a meeting of the Board or the Executive Committee, the Director-General may designate a representative to attend in his place and such representative shall have no vote.

Executive Committee

11. (1) The Board shall annually elect two Trustees to serve with the Chairman, Vice-Chairman and Director-General on the Executive Committee.

(2) The Executive Committee shall meet at least twice annually at such times and places as it deems necessary.
12. A Trustee may resign from the Executive Committee upon give notice thereof in writing to ICRAF and such resignation becomes effective in accordance with its terms or upon acceptance by the Board.
13. Where for any reason a position on the Executive Committee becomes vacant during the term of the Trustee elected thereto, the Executive Committee may appoint another Trustee to that position for the remainder of that term.
14. (1) Subject to subsection (2) and except as otherwise provided in this by-law, the Executive Committee shall exercise and perform all of the powers and functions of the Board between meetings of the Board.

(2) The powers delegated to the Executive Committee do not include:
 - (a) the power to amend the Charter;
 - (b) the power to alter any fundamental policy of ICRAF;
 - (c) the power to increase the total authorized budget of ICRAF for any year; or
 - (d) the power to enact, amend or repeal the by-laws of ICRAF.

Advisory, Standing and other Committees

15. (1) Any advisory, standing or other committees appointed by the Board under Article VIII, section 12 of the Charter shall be appointed annually and shall consist of such persons as the Board deems necessary.
- (2) A committee appointed under Article VIII, section 12 of the Charter shall meet at such times and places as it deems necessary or at the request of the Board, the Executive Committee or the Director-General.

Officers of ICRAF

16. (1) The officers of ICRAF are the Director-General, the Secretary and the Treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. Any two of the said offices may be held by the same person. If the same person holds the offices of Secretary and Treasurer, he may, but need not, be known as Secretary-Treasurer.
- (2) From time to time the Board may vary, add to or limit the powers and duties of any officer or officers.
- (3) Subject to the Charter and the by-laws, the duties of all officers of ICRAF shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

Director-General

17. Subject to the Charter and the by-laws, the Director-General has, on behalf of the Board, the operation and management of the affairs of ICRAF.

Secretary

18. (1) There shall be a Secretary of ICRAF, appointed by the Board on the recommendation of the Director-General.
- (2) The Secretary shall:
 - (a) keep the records of ICRAF;
 - (b) enter, or cause to be entered, into the books kept for that purpose the minutes of proceedings at meetings of the Board, the Executive Committee and any other committees appointed by the Board;

- (c) when instructed, give notices to Trustees, auditors and members of committees;
- (d) coordinate the preparation of the annual report relating to the activities of ICRAF for each fiscal year;
- (e) keep the custody of the seal of ICRAF and of all books, papers, records, documents and other instruments belonging to ICRAF; and
- (f) carry out such other duties as are assigned to him by the Board or the Director-General.

Treasurer

19. (1) There shall be a Treasurer of ICRAF, appointed by the Board on the recommendation of the Director-General.
- (2) The Treasurer shall:
- (a) manage the financial affairs of ICRAF;
 - (b) have custody of the funds and securities of ICRAF;
 - (c) coordinate the preparation of the budget of ICRAF for each fiscal year;
 - (d) prepare the financial statements required for the annual report of ICRAF for each fiscal year;
 - (e) supervise the operation of the accounts established by ICRAF for its operations;
 - (f) provide for the auditors of ICRAF such information relating to the accounts and financial transactions of ICRAF as may be required; and
 - (g) carry out such other duties as are assigned to him by the Board or the Director-General.

Officer Vacancy

20. Where for any reason the office of Secretary or Treasurer or any other officer appointed by the Board becomes vacant during the term of the person appointed to that position by the Board, the Director-General may appoint a replacement to that office, but such appointment shall not extend past the date of the next regularly scheduled meeting of the Board.

Employees and Other Personnel

21. The Director-General may appoint or otherwise engage such employees, agents, consultants and advisors as he deems necessary to carry out the work of ICRAF.

Terms and Conditions of Office or Employment

22. The Board shall, on the recommendation of the Director-General, fix the range of salaries, and the terms and conditions of employment, of the officers of ICRAF.
23. Subject to such limitations as the Board may impose, the Director-General shall fix, within the range approved by the Board, the remuneration and the terms and conditions of employment of any employee, agent, consultant or advisor appointed or engaged under section 21.
24. Each Trustee, other than the Director-General, shall be paid by ICRAF for his services as a Trustee such remuneration and expenses as are fixed by resolution of the Board from time to time.
25. The Treasurer and every officer or employee of ICRAF who is responsible for handling securities, money or other negotiable instruments on behalf of ICRAF, shall be bonded by ICRAF in an amount fixed by resolution of the Board.
26. Every cheque, or order for payment of money drawn on any account of ICRAF, shall be signed by the Director-General, Treasurer or such other person or persons as are designated by the Board by resolution.
27. The Treasurer shall cause to be opened in any country such bank account or accounts as he deems necessary to properly conduct the business of ICRAF.

Audit

28. The accounts and financial transactions of ICRAF shall be audited annually by an auditor appointed by the Board and a report of such audit, including the financial statements of ICRAF, shall, within four months after the termination of each fiscal year, be transmitted to the Chairman who shall place such report before the Board.

Fiscal Year

29. The fiscal year of ICRAF shall be the calendar year.

Execution of Documents

30. (1) Every deed, agreement, contract, formal instrument in writing or any other document that requires execution or certification on behalf of ICRAF shall be signed by the Chairman, Director-General, Treasurer, Secretary, or such officer or employee as is designated by the Director-General in writing.
- (2) Any person authorized to execute or certify any document under subsection (1) may affix the corporate seal thereto.

Public Statements

31. Any official statement or announcement made in the name of ICRAF, other than routine statements or releases required to be made by employees in the performance of their duties, shall be made only by the Chairman or the Director-General and shall be made in accordance with policies approved by the Board.

Bequests and Donations

32. (1) No gift, bequest or donation, other than voluntary contributions provided to ICRAF by members of the Group pursuant to Article VII of the Charter, shall be accepted by, or on behalf of, ICRAF without prior approval of the Board.
- (2) Where a gift, bequest, or donation to ICRAF is approved by the Board, it shall be dealt with in accordance with its terms and with the conditions of its acceptance by the Board.

Conflict of Interest

33. (1) During the consideration by the Board or by a committee thereof of any proposed contract or commitment of funds or resources of ICRAF to a proposed contractee or beneficiary, any Trustee who is officially connected with or has a beneficial interest in such contractee or beneficiary or with any interested party in the transaction, shall declare his connection or interest, shall refrain from voting on such contract or commitment, and shall withdraw from the meeting at the time the vote is taken, but such a withdrawal shall be deemed not to affect the existence of a quorum.
- (2) No member of the Board, other than the Director-General, shall during his term of office as a Trustee of ICRAF, enter into a contract with ICRAF whether as an employee or independent contractor.

By-Laws

34. Subject to the Charter, by-laws of ICRAF may be enacted, amended or repealed by a majority of the Trustees present at any meeting of the Board where notice of the proposed enactment, amendment or repeal has been given in writing to the members of the Board at least thirty (30) days prior to such meeting.