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1 October 2020

3 June 2024

16 June 2025

**CONSTITUTION
of the
INTERNATIONAL CENTER FOR LIVING
AQUATIC RESOURCES MANAGEMENT
(ICLARM)**

As amended by the Board effective 16 June 2025

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Article I : ESTABLISHMENT

The International Center for Living Aquatic Resources Management (hereinafter referred to as the "Center"), which may also be called WorldFish as a working name when and wherever feasible, is hereby established and governed by this Constitution.

Article II : STATUS

The Center is organized exclusively for charitable, educational and scientific purposes under the auspices of CGIAR. It has international status and shall be operated and maintained as a non-profit, autonomous international organization, non-political in management, staffing and operations.

Article III : OBJECTIVES

The Center's main objective is to conduct and facilitate research that will assist the peoples of the world in rationally developing, conserving and managing their aquatic resources to meet their nutritive and economic needs. The Center is organized to meet this objective primarily through the following activities:

- 1) Either directly or in collaboration with others, conducting research on fish and other aquatic organisms, and on all phases of fish production, management, preservation, distribution and utilization;
- 2) Improving the efficiency and productivity of culture and capture fisheries through coordinated research, education and training;
- 3) Upgrading the social, economic and nutritional status of peoples in the developing areas of the world through improvement of understanding, technologies and policies relevant to small-scale rural subsistence and market fisheries;
- 4) Working through research toward the development of labor-intensive systems to aid employment and of low-energy systems to minimize capital and cost requirements;
- 5) Publishing and disseminating research findings and recommendations of the Center; and
- 6) Organizing and conducting periodic conferences, forums and seminars whether international, regional, local or otherwise for the purposes of discussing current problems relevant to the management of living aquatic resources.

Article IV : PRINCIPLES

- 1) The Center shall plan and perform fisheries and aquatic food systems research through its own staff and/or in cooperation with partners in both developing and industrialized countries.
- 2) The Center shall stimulate and strengthen fisheries and aquatic food systems research in developing countries through appropriate collaborative activities and through conferences, capacity building and staff training.

Article V : CAPACITIES, LOCATION

- 1) The Center shall possess international legal personality. The Center shall have the capacity to do and perform all acts and things which are necessary for or incidental to the furtherance of its purposes and activities. This capacity shall include, but not be limited to the following:
 - a) To acquire or obtain any governmental authority, national, municipal or local, foreign or domestic, or otherwise, or from any corporation, company, association, or person or other entity, such charters, franchises, licenses, rights, privileges, assistance, financial or otherwise, and concessions as are conducive to and necessary for the attainment of the objectives of the Center;
 - b) To receive or acquire from any person, firm, or entity, by donation, grant, exchange, devise, bequest, purchase, or lease, either absolutely or in trust, contributions of such properties, real or personal, including funds and valuable effects or things, as may be useful or necessary to carry out the purpose and objectives of the Center, and to hold, own operate, use, or dispose of said properties or valuable things;
 - c) To do and perform all acts and things as are necessary, expedient, suitable, or proper for the furtherance or accomplishment of the purpose and the attainment of any or all of the objectives herein stated, or which shall appear, at any time, as conducive to and useful for the activities of the Center.
- 2) The Center shall have its headquarters in Malaysia addressed at WorldFish Headquarters (Malaysia), Jalan Batu Maung, Batu Maung, 11960 Bayan Lepas, Penang, Malaysia and may establish research stations, offices and other programs at other locations in or outside Malaysia as may be determined by the Center's Board of Trustees after appropriate consultation with the governments and national programs concerned.

Article VI : ORGANIZATION

The Center shall be administered by a Board of Trustees (hereinafter also referred to as "The Board"), a Director General and such staff as shall be necessary by the Center to carry out its activities.

A THE BOARD OF TRUSTEES

- 1) The Board shall be composed of not less than nine and no more than fifteen members, selected as follows:
 - a) Voting members:
 - Up to nine members at-large elected by the Board.
 - Three members elected by the Board as follows:
 - Two members of the CGIAR Integrated Partnership Board ("the IPB"); and

- One member of the IPB Audit, Finance and Risk Committee (“the IPB-AFRC”).
 - As an ex-officio member, a nominee of the Ministry responsible for fisheries and aquaculture appointed by the Government of Malaysia, the headquarters host country.
 - As an ex-officio member, a nominee of the Ministry responsible for fisheries and aquaculture in the Government of the Arab Republic of Egypt.
 - b) Non-voting members:
 - As an ex-officio non-voting member, the Director General of the Center.
- 2) The Board may also invite observers to attend the Board. An observer shall have the status of a constitutionally recognized observer who may participate in meetings of the Board yet shall not have the right to vote or formulate for consideration by the Board proposals for appropriate action in regard to matters of concern to the Board.
 - 3) The Board shall have the power to act notwithstanding any vacancy in its membership, and any act or proceeding of the Board shall not be deemed invalid by reason only of such vacancy or any defect in the appointment of a member.
 - 4) The members of the Board, except for those ex-officio members whose terms are established by their work appointments or nominating government, shall be appointed for a term of no more than three years. To assist in continuity of Board policies and operations, members may serve staggered terms. Vacancies among members by reason of their retirement, death, incapacity or any other cause shall be filled using the same procedure as for the previous incumbent.
 - 5) Subject to the Board’s rules of procedure, the elected voting members of the Board, subject to their satisfactory performance, shall be eligible for reappointment to a second term of no more than three years but shall not serve more than a cumulative total of more than six years. An elected voting member's term of appointment shall commence on the first day of a month unless otherwise determined by the Board.
 - 6) Subject to the Board’s rules of procedure, and by decision of the Board for the purposes of ensuring an effective transition of the role of Board Chair or Board Vice-Chair, an elected voting member may have their maximum cumulative term extended to reflect their appointment as Board Chair or Board Vice-Chair, provided that no elected voting member shall serve for more than eight cumulative years on the Board.
 - 7) Members of the Board, other than the ex-officio members nominated by a government and the Director General, shall serve in their personal capacity. Other than ex-officio Board members nominated by a government, members may not be represented by a substitute. Unless decided otherwise by the Board, members may not be accompanied by any advisors or assistants at Board meetings.
 - 8) Unless decided otherwise by the Board, the membership of an elected member shall lapse if he or she is not in full attendance at two consecutive regular meetings of the Board.

- 9) The Mission Statement of the Board, which shall be reviewed annually, is attached as Annex 1 to this Constitution.
- 10) The Board shall have the following powers and duties:
 - a) To act as the policy making body of the Center and to lay down or approve its priorities and program activities;
 - b) To review the financial condition of the Center and approve the budget;
 - c) To review and evaluate the progress reports of the Center as submitted by the Director General;
 - d) To appoint the Director General and determine the terms (including evaluation procedures and assessment) of his/her service;
 - e) To exercise corporate powers in the conduct of the business and control of properties owned or held by the Center;
 - f) To approve personnel policies and salary regulations for the Center;
 - g) To approve financial regulations for the Center;
 - h) To appoint the external auditor of the Center and to receive periodic reports on the results of his/her examinations;
 - i) To frame rules of procedures for its own working;
 - j) To delegate its powers as the Board may deem necessary; and
 - k) To exercise such other powers and to do such other acts as may be necessary for the proper management of the Center and promotion of the purpose or objectives for which the Center was established.

B BOARD OFFICERS

- 1) The officers of the Board shall be:

- The Chair;
- The Vice-Chair;
- The Secretary;

and such other officers as the Board shall see fit to designate. The Board shall elect the Chair and Vice-Chair every three years (or more frequently where required due to end of term, or earlier departure).

- 2) The Chair of the Board, elected by the Board from among its voting members, shall preside at all meetings of the Board and supervise all matters with which the Board is concerned. In the absence or disability of the Chair, the Vice-Chair shall serve as Acting Chair. In the absence or disability of the Chair and the Vice-Chair, the Board shall elect, from among its voting members, an Acting Chair.

- 3) Elected by the Board, the Secretary, who need not be chosen from among the Trustees, shall have powers and duties customarily incident to this office. The Board may, however, authorize him or her to act or do such things deemed necessary or expedient for the Center. In the absence or disability of the Secretary, the Board shall elect a senior officer as the Acting Secretary to serve until the end of the next Board meeting. The Secretary or Acting Secretary, whether a member of the Board, shall be subject to the rules of procedure of the Board.
- 4) The Board is empowered to create such other offices or subsidiary organs, and designate officers thereof as may be required by the circumstances and as may be necessary to promote the purpose or objectives of the Center.

C BOARD MEETINGS

- 1) The Board shall hold at least two regular meetings per year and such additional meetings as it may determine are necessary. The regular meeting at which the annual audited financial statements of the Center are reviewed shall be designated as the annual meeting of the Board.
- 2) A special meeting of the Board may be called by the Chair or by any three of the Trustees. The business of any such special meeting shall be limited to the purposes specified in the notice of the meeting.
- 3) Board meetings may be held face-to-face, by video or audio conference or any other communication medium that allows the Board members to participate and contribute to discussions as they occur in real time. The Board may also establish a procedure whereby its Chair may obtain a vote of members of the Board on specific questions or issues between meetings of the Board.
- 4) Each regular meeting of the Board shall be held on reasonable prior notice and in accordance with the Board's rules of procedure, with the possibility for short-notice meetings in case of an emergency. The notice, which shall state the time and place of the meeting, shall be communicated by the Secretary.
- 5) At meetings of the Board, two-thirds of the voting members of the Board present shall constitute a quorum for the transaction of business.
- 6) Members will strive for consensus for decisions of the Board. Where voting is required, the mechanism set out in the Board's rules of procedure shall be complied with. Voting on regular decisions without a meeting shall be made by a two-thirds majority of votes cast. Special decisions of non-routine substantive nature pertaining to the formal withdrawal of the Center from the CGIAR System, legally merging or forming a legal alliance with one or more CGIAR Centers, or formal dissolution as provided for in Article XII, Section 1) shall be made by a three-fourths majority of all voting members of the Board.
- 7) In the absence of a quorum at the time and place set for a meeting of the Board, those present may proceed with the meeting on condition that any decisions made at the meeting be confirmed by a majority of the Board by way of a digital vote¹ to be conducted by the Secretary immediately after the meeting.

¹ As defined by the Board's rules of procedure.

- 8) Upon receiving a notice that a Board meeting will be held, members may submit to the Chair and Director General topics they would like to see included as agenda items in the meeting.
- 9) The draft agenda, as prepared by the Director General and approved by the Chair, shall be presented to the full Board for adoption at the start of each meeting.
- 10) The order of business at the regular or special meetings of the Board shall be in accordance with the agenda and schedules approved by the Board at the start of these meetings.

D BOARD STANDING COMMITTEES

- 1) The Board is authorized to create committees and advisory groups to perform such functions and duties as the Board may designate. The terms of reference for such committees and advisory groups will specify the number of members, election process of members, election process of the Chair, quorum, voting and other working modalities.
- 2) Without limitation, the Board shall have a standing audit committee. A majority of the audit committee members must be persons who are experienced in the fields of external and internal audit, risk management, and ethics, with at least one person holding a professional accounting qualification.
- 3) The terms of reference for the audit committee will specify the number of members, election process of members, election process of the Chair of the committee, quorum, voting and other working modalities.
- 4) The audit committee shall provide assistance to the Board in fulfilling its fiduciary responsibilities with a risk-based mandate that covers the areas of integrity of financial information; the oversight of internal controls; compliance with applicable laws, regulations and codes of conduct; delivery of independent external audit; and performance of internal audit. The functions and duties of the audit committee will be specified in its terms of reference.

Article VII : THE DIRECTOR GENERAL AND STAFF

- 1) The Center shall be managed and administered by a Director General who shall serve under the direction of the Board. The Director General's appointment, terms of service and any termination for cause shall be decided by the Board.
- 2) The Director General shall implement the policies and programs established by the Board and shall be responsible to the Board for operating and managing the Center and for assuring that its programs are properly developed and carried out. He or she is the chief executive officer of the Center. As such, the Director General is required to:
 - a) Develop and submit to the Board plans for the implementation of the Center's programs, budgets and operational activities;

- b) Recruit and manage a highly qualified multidisciplinary staff;
 - c) Prepare the Center's annual report;
 - d) Keep and have available, for review by the Board and other appropriate parties, financial accounts and other significant records on a current basis;
 - e) Help ensure the good standing of the Center with its partners and donors and, as need be, represent the Center in the CGIAR System;
 - f) Through the Chair, advise the Board on matters of concern; and
 - g) Perform such other functions as are entrusted to him or her by the Board.
- 3) The Director General shall be the Center's legal representative and shall, within the limits established by the Board, be empowered to take such actions as shall be necessary for the attainment of the Center's purposes. Contracts and agreements which affect the location, expansion or dissolution of the Center or major issues of the relationship to the host country are subject to approval by the Board.
- 4) The Director General shall appoint and manage the staff of the Center in accordance with policies and regulations approved by the Board. Subject to the paramount importance of securing the highest standards of integrity, efficiency, technical and professional competence, due regard shall be paid, in the appointment of staff, to the Center's international character.
- 5) Within the limits established by the Board, the Director General may:
- a) Appoint a member of the Center's senior staff to act as Director General in his or her absence or incapacity to act; and
 - b) Delegate, to certain members of the staff, authority to sign contracts and other instruments on the Center's behalf.

Article VIII : FINANCES

- 1) The Center's financial resources shall be primarily obtained from grants provided by donors such as governments, government agencies, international organizations and private charitable foundations. The Center is also authorized to receive contributions from other sources for the furtherance of its purposes and activities.
- 2) The Center's financial operations shall be conducted in accordance with policies and procedures approved by its Board and meeting, as need be, the requirements of CGIAR.
- 3) No part of the net earnings of the Center shall go to the benefit of, or be distributed to its trustees, officers, staff or other private persons, except that the Center shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it has been established.

- 4) Notwithstanding any other provision in this Constitution, the Center shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes for which it has been established.

Article IX : RELATIONSHIPS WITH OTHER ENTITIES

- 1) The Center is an integral part of the CGIAR system and fully participates in the framework of this system. In doing so, the Center shall cooperate with governments, government agencies, regional and national institutions and other international organizations as may be conducive to furthering the efficient implementation of the Center's programs and activities.
- 2) In bidding for research projects, the Center shall remain true to the purposes for which it was organized and the research programs approved by its Board.
- 3) Research findings from the Center's work are not to be considered the propriety rights of any party and should be published and distributed widely whenever possible.
- 4) The Center shall enter into and maintain a headquarters agreement with the Government of Malaysia and into appropriate agreements with governments and other countries hosting the Center's office locations or with whom the Center has cooperative relationships. A list of continuing agreements between the Center and national governments to permit in-country operations is provided at Annex 2 for transparency, but such agreements do not form an integral part of this Constitution.
- 5) The signatory or signatories of the agreements referred to in Article IX, Section 4 above shall not be personally liable for the obligations of the Center.

Article X : RIGHTS, PRIVILEGES AND IMMUNITIES

- 1) The Center, its Board and trustees, officers and staff shall enjoy, in the territory of countries hosting the Center's headquarters, satellite or project offices, such rights privileges and immunities as shall be stipulated in the agreements entered into by the Center with such countries.
- 2) Except as these agreements shall otherwise provide, the Center, its Board and trustees, officers and staff shall be subject to the laws of the countries concerned.

Article XI : AMENDMENTS

- 1) Subject to what is provided in Article VI, Section C. 6), this Constitution may be amended at any meeting of the Board provided that notice of such amendment, together with its full text, shall have been sent to all members of the Board at least sixty (60) days in advance of such meeting, unless such notice is waived by all voting members of the Board.
- 2) In addition to the Board's approval, approval from the signatory or signatories of the agreements referred to in Article IX, Section 4 is also required for amendments to Article IX, Section 5.

- 3) The Center is also required to consult with the governments of its host countries on any amendment which would affect headquarters and other agreements referred to in Article IX, Section 4.

Article XII : DISSOLUTION

- 1) The Center may be dissolved by a three-fourths majority of all voting members of the Board if it is determined by the Board that the Center is no longer required or that it will no longer be able to function effectively.
- 2) In case of dissolution, the physical assets of the Center situated in the host and other collaborating countries shall be retained by such countries and used for similar purposes or distributed to institutions having purposes similar to those of the Center following the provisions of headquarter and other agreements entered into by the Center with those governments.

Article XIII: : TRANSITIONAL PROVISION

The Center shall enter into such arrangements as shall be necessary and appropriate for the efficient and orderly transfer to the Center of its predecessor's assets and liabilities upon the latter's dissolution.

Annex 1: Board Mission Statement

The Board's primary mission is the setting of policy to ensure achievement of the Center's stated goals and objectives within the mandate of the CGIAR system. In so doing, it will ensure both the scientific excellence of the Center and the relevance of the Center's work for its partners and beneficiaries. Board members will promote stewardship, foresight and responsibility by upholding the values of mutual trust, confidence and transparency, thereby demonstrating loyalty to the Center and to the CGIAR mandate.

The Board will act in trust for all the Center's stakeholders - its partners, donors, management and staff, the CGIAR System and the general public. The Board recognizes that it has final responsibility for the good functioning of the Center in a scientific, administrative, financial, managerial and organizational sense and for the Center's international image.

To ensure the success of the Center, the Board will monitor policy implementation, actively interact with management and staff, and oversee the preparation of clear rules and guidelines for the operation of the Center. The Board will ensure its own success through a regular process of planning, monitoring and evaluation of its performance.

**Annex 2: List of continuing agreements
between the Center and national governments
to permit in-country operations²**

<u>No</u>	<u>Government</u>	<u>Execution Date</u>
1	MALAYSIA (Headquarters Agreement)	17 January 2000
2	BANGLADESH	30 August 2008
3	CAMBODIA	3 March 2006
4	EGYPT	31 March 1997
5	INDIA	22 May 2022
6	MALAWI	25 March 2015
7	MYANMAR	4 December 2014
8	SOLOMON ISLANDS	7 October 1986
9	TIMOR-LESTE	16 October 2014
10	ZAMBIA	22 July 2011

² Current at 31 May 2025