

Section 3

Consortium Constitution

Draft

October 2009

Consortium Constitution^{1,2}

Article 1: Establishment, name, and legal status

1.1 Establishment [To be tailored to legal and host country requirements]

The Consortium of CGIAR-supported (Consultative Group on International Agricultural Research) Centers (hereinafter referred to as “the Consortium”) shall be established and shall operate as an autonomous organization, international in character, in accordance with the provisions of this present Constitution.

1.2 Name [To be tailored to legal and host country requirements]

The Consortium shall, by the aforesaid name, be a body corporate with perpetual succession and a common seal.

1.3 Legal status [To be tailored to legal and host country requirements]

The Consortium is organized exclusively for charitable, educational, and scientific purposes. It has international status and shall be operated and maintained as a nonprofit, autonomous international agency, nonpolitical in management, staffing, and operations.

The founding members of the Consortium (hereinafter referred to as “Member Centers” or “the Member Centers”) are:

- ...[list of founding members]

Article 2: Vision, purpose, and scope

2.1 CGIAR Vision

The vision of the CGIAR is to reduce poverty and hunger, improve human health and nutrition, and enhance ecosystem resilience through high-quality international agricultural research, partnership, and leadership.³

2.2 Purpose of the Consortium

The purpose of the Consortium is to provide leadership to and coordinate activities among Member Centers and, where consistent with the Consortium’s

¹. This draft constitution represents guidelines and recommendations for the Consortium governance structure, but may not conform to the final legal standards that govern the Consortium. The final constitution should be reviewed and prepared in conjunction with appropriate legal counsel.

². Terminology for specific entities (e.g., “CGIAR,” “Strategic Results Framework,” “Mega Program”) may be adapted based on future changes to names and structures in the system.

³. From the Maputo reform proposal, 2008.

scope, other Partners, to enable them to enhance their individual and collective contribution to the CGIAR vision, through

- Fostering a more conducive international policy environment for agricultural research for development and increasing CGIAR relevance and effectiveness within the international development institutional architecture;
- Enhancing Member Center research impact through common strategic objectives, programmatic convergence, concerted action, and fostering of innovation;
- Together with the CGIAR Fund Council, significantly expanding the financial resources available to the Member Centers to conduct their work;
- Managing the allocation of funds to meet priorities identified in the Strategy and Results Framework, and serving as a central point of fiduciary and operational accountability for all funds that pass to it from the Fund;
- Improving the cost-efficiency of each Member Center and of the CGIAR system as a whole through the provision of advice, world-class shared functions and research platforms, and other means; and
- Identifying and promoting to the Member Centers opportunities to achieve gains in relevance, efficiency, and effectiveness.

Article 3: Consortium Office, shared services units, offices [to be refined and detailed in Phase II]

- The principal location of the Consortium Office shall be at ..., ..., or at such other place in ... as may be mutually agreed upon by the Government of ... and the Consortium.
- Nothing in the preceding provisions of this Article shall preclude cooperation and collaboration in a less formal manner between the Consortium and other countries or organizations.

Article 4: Financial means [To be tailored to legal and host country requirements]

It is envisioned that the Consortium shall seek primary funding from the Fund. It may accept other funds from other sources as the Consortium Board determines are consistent with the purpose of the Consortium, as defined in Article 2.2, and the current CGIAR Strategy and Results Framework.

Article 5: Structure and governance

The organs of the Consortium are

- The Consortium Board (the “Board”) including its Officers (Chair, Vice-Chair)
- The Board Committees

- The Consortium Office headed by the Consortium CEO

Member Centers are legally independent bodies whose relationship with the Consortium entails the rights and responsibilities described in Article 9. The Member Centers shall be the locus of research expertise and implementation in the CGIAR.

Article 6: Board

6.1 Objectives

The primary objective of the Consortium Board shall be to lead, coordinate, and support the Member Centers in collective pursuit of the CGIAR vision. It shall provide leadership, strategic direction, and harmonization in areas of common interest among the Member Centers and serve as the focal point of activity and responsibility for the Fund. The Board will oversee the development of the CGIAR strategy, Strategic Results Framework, Mega Programs, and organizational framework, and collaborate with the Fund Council and Funders Forum to gain agreement and secure funding. It will also, with the support of the Consortium Office, oversee the performance of Mega Programs and of Member Centers as set forth in this document and relevant performance agreements.

6.2 Membership and eligibility

6.2.1 Nominations of Board members

Initial Board members will be selected by a search and selection committee following a process approved by the Alliance of CGIAR-supported Centers. Subsequent Board members will be selected via a nomination process described herein:

- If a Board seat is known to be coming open with any timing other than the expiration of a normal term, the Chair shall give notice of the vacancy to the Nominations Committee;
- Once a Board vacancy is posted, the Nominations Committee shall seek nominations in an open and transparent process;
- Advised by the Nominations Committee, the Board shall propose nominee(s) (one per unfilled position) to the Member Centers;
- Each Member Center shall have one vote for or against each nominee; nominees are elected by a 3/4 super-majority of the Member Centers in favor;
- If a nominee fails to gain the required number of votes in favor, the Nominations Committee must propose a new nominee for that vacancy;
- If three subsequent nominees for a given vacancy each fail to gain the required number of votes in favor, any following nominees are elected by a simple majority of the Member Centers voting in favor, following the process as above. Nominees who failed to gain a 3/4 super-majority in

favor may be, at the discretion of the Consortium Board, proposed again for the simple majority vote.

Initial Board members will serve two or three-year terms to ensure a staggered transition, with a maximum of six years of consecutive service. Subsequent Board members will serve three-year terms, with a maximum of six years of consecutive service.

This nomination process does not apply to the Board's observers.

6.2.2 *Composition*

The Consortium Board composition will be competency-based, ensuring a balanced skill set and with regard to gender and diversity. It will consist of 10 members and 2 observers:

- Nine voting members selected on individual merit and not to represent certain bodies or organizations:
 - Membership should reflect policy, science/research, and financial/managerial backgrounds;
 - No members may concurrently be an officer, a trustee, or an employee of a CGIAR-supported Center, office, or program;
 - No members may concurrently be an officer, a trustee, or an employee of any organ of the Fund; and
 - At least four members at any given time must not have been affiliated with the CGIAR in the three years prior to joining the Consortium Board.
- One voting *ex officio* member: the Consortium CEO
- Two nonvoting, nonmember observers: one representative of Member Center leadership, as agreed and appointed by the Member Centers, and one representative of the Fund Council, as agreed and appointed by the Fund Council.

6.2.3 *Officers (Chair, Vice-Chair)*

In the inaugural Board, the Chair and Vice-Chair shall be selected by the search and selection committee following a process as approved by the existing Alliance of CGIAR-supported Centers. Subsequent Chairs and Vice-Chairs will be selected by the Board from among the Board's members (unless otherwise agreed upon by the Board).

The primary role of the Chair is to further the CGIAR vision and the purpose of the Consortium in close collaboration with the Board and the CEO.

The Chair shall determine, in consultation with the Consortium CEO, the agenda for each Board meeting, and preside over each meeting. The Vice-Chair shall perform these duties in the event that the Chair is absent.

The terms of the Chair and Vice-Chair will begin at the meeting in which they are elected. Terms will last for a minimum of a two-year period, unless pre-empted by the end of the Board member's Board term or decided otherwise by the Board for exceptional reasons.

6.2.4 Secretary

The Chair shall appoint a Secretary of the Board. The Secretary shall attend Board meetings and perform such recording and record-keeping functions as requested by the Board.

6.2.5 Voting

Board decisions will be made by consensus to the maximum extent possible. As a last resort, where a clear decision is required and consensus is not achievable, the members of the Board shall each have one vote. In case of a tie, the vote of the Chair (or the Vice-Chair if the Chair is absent) shall be the deciding vote. Vote by proxy via another Board member is possible, if communicated to the Chair prior to the meeting. Decisions will be made by simple majority vote unless otherwise specified and provided a quorum is present.

6.2.6 Secret ballot

The Chair will propose to conduct an open ballot by default. The Board may decide to conduct a secret ballot without restriction.

6.3 Meeting frequency and interaction

6.3.1 Frequency

The Board shall meet and interact as deemed necessary to function effectively. At a minimum, there should be two in-person Board meetings per year. It is anticipated that, in addition to the aforementioned in-person meetings, there will be at least bi-monthly additional conference calls and regular electronic updates as requested by the Chair. Board members are expected to adequately prepare for all Board and relevant Committee meetings; a significant time commitment is expected. Beyond the commitment of Board members, the Chair will be expected to devote as much additional time as is necessary to ensure the effective functioning of the Board.

A meeting of the Board will be convened by written notification from the Chair, or by the Consortium CEO at the direction of the Chair.

6.3.2 Special meetings

Special meetings include any Board meetings outside those that are regularly scheduled. They may be called at the request of the Chair, 3/4 of the Board members, or 3/4 of the Member Centers.

6.3.3 Participation

Board members shall make every reasonable effort to participate in all meetings. Board members may not appoint an alternate to serve in their stead. In the event a Board member does not attend more than two consecutive meetings, the membership of such a Board member may be reassessed by the Chair, who may request the Board member's voluntary resignation or recommend to the Board that the member be removed.

6.3.4 Quorum

A Board meeting shall not be held unless over one half of all members are present. This rule applies to all regular and special meetings of the Board, including teleconferences.

6.3.5 Notice and communications

The Consortium Office, in collaboration with the Chair, shall prepare the agendas and materials for Board meetings. The agenda and materials shall be circulated to Board members electronically at least two weeks prior to each regular meeting and one week prior to any special meetings. All advice and recommendations of the Board will be recorded in minutes of the Board meetings, which shall be copied to all members of the Board, to be approved and retained in the permanent records of the Consortium Office. Confirmed minutes of each meeting will be communicated to all Member Centers and the Fund Council and made available to the general public within 10 business days of their confirmation. The Consortium Office shall support the Board by providing the required documents and by coordinating communications as required. Communication with Board members and the Consortium Office may be conducted by mail, fax, electronically, or by other appropriate means.

In addition to other communications, the Consortium Board shall produce, with the support of the Consortium Office, an Annual Report in such a form as required by applicable law. The Annual Report shall, at minimum, be distributed to the Member Centers, Fund Council, and Partners, and shall be made available to the general public.

6.4 Roles and responsibilities

Although the Board is ultimately responsible for all roles and responsibilities stated below, it may delegate tasks to the Consortium CEO and Office as it deems appropriate.

Concerning strategy development, resource mobilization, and funds allocation the Board will

- Oversee the development of, and review and endorse, the CGIAR Strategy and Results Framework and submit it to the Funders Forum for approval. The Strategy and Results Framework shall be developed together with Member Centers and with the input of a broad range of donors and Partners;
- Develop a framework for funding, including a resource mobilization strategy, in cooperation with the Fund Council, to structure funding flows to address programmatic and structural financing needs;
- Engage in fund raising together with the Fund Council;
- Take ultimate financial and operational responsibility for all funds received by the Consortium from the Fund, including full authority to enter into related agreements and enforce agreed-upon provisions as relevant vis-à-vis Member Centers and any others receiving funds from the Fund via the Consortium; and
- Decide on allocation of funding across Member Centers and programs, in any case where funds are given to the Consortium for allocation.

Concerning Mega Programs the Board will

- Set such common criteria, policies, and standards for Mega Program execution as are helpful in ensuring Mega Program effectiveness and are consistent with the Consortium purpose described in Article 2.2;
- Review and endorse Mega Program proposals from Member Centers, which shall address at minimum project leadership and management structure, allocation of work and funds across participants, budget, performance measures, progress-tracking, and the reporting process;
- Submit proposals for Mega Programs and the allocation of funds across Mega Programs to the Fund Council for consideration, taking into account proposals submitted to the Consortium by Member Centers; enter into performance agreements with the Fund Council for Mega Program implementation;
- Review and authorize fund allocation within Mega Programs, on the basis of proposals submitted by Mega Program participants;
- Enter into performance contracts with Member Centers and Partners involved in execution of the Mega Programs; and
- Oversee the monitoring of Mega Program performance and take appropriate remedial actions with participants when necessary to ensure the use of funds for intended purposes and the success of the Mega Program. The Consortium's performance management role vis-à-vis Mega

Programs shall address development impact as well as financial and operational performance.

Concerning Member Centers outside of those roles specific to Mega Programs, the Board will

- Set such common criteria, policies, and standards for Member Center performance and efficiency as are consistent with the Consortium purpose described in Article 2.2;
- Review the performance and efficiency of Member Centers;
- Review the general alignment of Member Centers' activities with the CGIAR Strategy and Results Framework;
- Review the current and potential structural organizations of and among the Member Centers, and decide on appropriate actions including any opportunities for Member Center or field asset realignment; such a review shall be based on thorough analysis and shall include appropriate involvement of Member Centers;
- Advise Member Centers on best practices in areas of common interest, including governance, risk management, and supporting functions; and
- Review and endorse plans for, and, together with the CEO, oversee, shared functions and research platforms [\[to be detailed in Phase 2\]](#).

Concerning reporting and external relations, the Board will

- Update the Fund Council on its activities. The Board shall report at least annually to the Fund Council, in a form mutually agreeable to the two parties, and as otherwise agreed upon in performance and related agreements with the Fund. This reporting shall address performance vis-à-vis the Strategy and Results Framework, financial reporting with respect to use for intended purposes, operational performance of the Mega Programs and Member Centers, actions taken by the Consortium Board with regard to Member Center operations and common services, and any other Consortium and Member Center activities relevant to the Fund Council's investment.
- Work with the Fund Council to establish common standards for reporting on Mega Program and Member Center performance, in order to reduce the overall reporting burden on Member Centers.
- Support the Consortium CEO and Consortium Office in advocacy, public relations, and communications efforts.

In addition, the Board will oversee the Consortium Office as a business entity, and in so doing, will

- Develop, maintain, and as needed, update the strategic and operating plans of the Consortium Office;
- Approve the operating budget of the Consortium Office and Consortium Board; and
- Select, hire, conduct performance reviews for, and determine the continued employment or removal of the Consortium CEO.

Finally, in its governance role, the Board will

- Assume financial and operational accountability for Mega Programs and the Consortium Office, including shared services and research platforms;
- Initiate periodically external reviews of Consortium functioning and performance;
- Determine criteria for membership in the Consortium, and as warranted, nominate prospective Member Centers for membership; this nomination must be approved by the current Member Centers; see Article 9.9;
- Propose amendments to this Constitution to Member Centers, in consultation with the Fund Council;
- Seek to resolve conflicts among Member Centers and between the Consortium and any Member Centers; and
- Design mechanisms for risk management and compliance and oversee their implementation.

6.5 Compensation

Inaugural Consortium Board members shall be compensated for their services as proposed by the Search and Selection Committee and approved by the Alliance of CGIAR-supported Centers. On an ongoing basis, Board members shall be compensated as proposed by the Consortium Board and approved by the Member Centers.

Additionally, Board members shall receive reimbursement of expenses incurred in the performance of their duties.

6.6 Resignation and removal policies

Any Board member may resign at any time by delivering written notice to the Chair, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt by the Chair or CEO.

Gross negligence of duties, fraud, and/or criminal activity shall be grounds for Board member removal. A unanimous vote of the voting Board members, the Board member being removed excluded, or a 3/4 super-majority vote of the Member Centers is provision for removal.

Article 7: Committees

The Board shall establish a Nominations Committee and an Audit Committee and may establish such other Committees, working groups, advisory panels, and other similar groups it deems necessary to advise and carry out the business of the Board efficiently and effectively. These bodies may be composed of Board members and/or non-Board members. Committees will be established with

defined terms of reference and deliverables. Committees will operate under this Constitution and any specific committee rules and regulations as may be adopted and amended by the Board.

The Chair shall recommend a qualified candidate to chair a Committee, taking into account the purpose and mandate of the Committee, and present the candidate to the Board for approval.

Article 8: Consortium Chief Executive Officer (CEO) and Consortium Office

8.1 Consortium Chief Executive Officer (CEO)

The Chief Executive Officer of the Consortium shall be selected by the Board. The CEO will be both a public face of the CGIAR system and the leader of the Consortium Office staff, which will be recruited and appointed by the CEO. The performance of the CEO shall be reviewed by the Board annually.

The internal roles and responsibilities of the CEO shall include

- Contributing to the development of and implementing the overall CGIAR strategy, Strategy and Results Framework, and portfolio of Mega Programs, in close cooperation with Member Centers and Partners;
- Leading the implementation and ongoing renewal of the Strategy and Results Framework;
- Working closely with the Consortium Board in developing common policies and standards for Mega Programs and Member Centers, as described in Article 6.4;
- Managing the development of proposals, budgets, and performance contracts to implement the Strategy and Results Framework, including those for Mega Programs, with involved Member Centers and Partners;
- Providing day-to-day oversight of the role of the Consortium in managing and monitoring the performance of Mega Programs and any other programs implementing the Strategy and Results Framework;
- Managing, directly or through staff, the Consortium Office functions and dissemination of best practices across Member Centers in common areas such as governance, human resources, financial management, and risk management;
- Leading the Consortium Office in gathering the information needed from Member Centers in order for the Consortium Board to fulfill its reviewing and oversight roles as described in Article 6.4;
- Identifying and setting up such shared functions and research platforms as may be needed to optimize Consortium and Member Center effectiveness and efficiency, and managing, directly or through staff, the organization needed to provide shared functions and research platforms;

- Developing an annual Consortium Office budget for Consortium Board approval, and ensuring adherence to this budget and prudent spending as is deemed appropriate for a development organization;
- Establishing an effective system for liaising with Member Centers to ensure coordination and alignment;
- Supporting the Consortium Board to enable it to execute its roles and responsibilities effectively and liaising regularly with its Chair and members; and
- Supporting Member Centers to enable them to execute their roles and responsibilities effectively.

The external roles and responsibilities of the CEO, which may at times be carried out together with the Consortium Board Chair or other members of the Consortium Board, shall include

- Representing the Consortium in negotiations and other interactions with the Fund Council, Trustee, Fund Office, and if needed to further the Consortium purpose or requested by the Fund Council, individual donors;
- Partnering with members of the Fund Council in raising funds for the CGIAR;
- Building strategic collaboration and relations with external Partners, including private sector institutions and relevant nongovernmental organizations, advanced research institutes, and national agricultural research systems, to further the pursuit of the CGIAR vision and Consortium purpose, as described in Article 2; and
- Conducting advocacy efforts to expand the CGIAR's positioning and brand, including representing the CGIAR at top-level international fora and other relevant meetings.

The CEO role shall also include such other activities as the CEO may find necessary or useful to further the Consortium's purpose.

8.2 Consortium Office

The Consortium Office shall consist of a professional staff responsible for carrying out the day-to-day operations of the Consortium. The powers, duties, and processes of the Office shall be defined in directions as shall be provided by the Board and CEO.

The CEO shall manage the Consortium Office and shall report on its activities to the Board as and when required by the Board, but at a minimum twice per year, as determined in directions as shall be provided by the Board.

The Consortium Office shall not directly conduct agricultural research.

Article 9: Consortium Member Centers

9.1 Role of Member Centers

The Member Centers are the locus of research expertise and research management within the CGIAR. Within the framework of this Constitution, the Consortium shall aim to support the Member Centers in discharging their research and management roles. Correspondingly, the Member Centers shall aim to support the Consortium Board and CEO in executing their roles and responsibilities, as defined in Articles 6.4 and 8.1 of this Constitution, and consequently shall accept the authority of the Consortium Board and CEO in decisions regarding these roles and responsibilities.

9.2 Responsibilities of Member Centers

The responsibilities of Member Centers include

- Adherence to this Constitution and to Consortium Board decisions;
- Partnership with each other and the Consortium Board, and support of the Consortium Board in fulfilling its roles and responsibilities (Article 6.4);
- Execution of high-quality research in accordance with performance contracts as may be entered into with the Consortium;
- Operating in alignment with the CGIAR's overall Strategy and Results Framework;
- Operating efficiently; and
- Reporting on research impact and efficiency to the Consortium, on the basis of common criteria, processes, and standards set by the Consortium Board and/or CEO.

9.3 Rights of Membership

The rights of membership conferred upon Member Centers, subject to the provisions of Article 9.8, include

- Being consulted by the Consortium Board for advice and feedback;
- Submitting research proposals to implement Mega Programs or other aspects of the Strategy and Results Framework to the Consortium Board for consideration and potential funding from the Fund; and
- Receiving a copy of all required reporting from the Consortium Board and Consortium Office provided to the Fund Council.

Additional rights may be conferred to Member Centers individually by contract or agreement or collectively through Consortium Board decisions.

9.4 Rights and Responsibilities of Member Centers in Securing Bilateral Funding

In addition to acquiring the rights of membership, Member Centers maintain their existing right to secure bilateral funding, provided that such funding includes full overhead costs for the funded activities.

Additionally, all bilateral-funded projects shall be included in Member Centers' financial and activity reporting to the Consortium.

9.5 Member Center Rights in Consortium Governance

Member Centers shall have the following governance rights, each of which requires the Consortium Board's prior nomination or proposal:

- Electing nominated Consortium Board members, following the process described in Article 6.2.1;
- Approving proposed amendments to the Consortium Constitution;
- Approving proposed Consortium Board member compensation; and
- Admitting nominated Member Centers.

Member Centers shall have the following additional governance roles, which do not require a prior nomination or proposal from the Consortium Board,

- Electing an observer to the Consortium Board from among the Member Centers;
- Convening special Consortium Board meetings;
- Casting a "no confidence" vote; such a vote shall serve as a public expression of severe disagreement with Consortium Board performance, decisions and/or behavior, but shall not be formally binding on any specific actions of the Board including its resignation;
- In exceptional cases, removing individual Consortium Board members; and
- Approving Consortium continuity per the sunset clause, as defined in Article 13.3.

9.6 Member Center Voting

In all cases requiring a vote of Member Centers, each Member Center shall have a single vote.

All votes of Member Centers in Consortium governance shall require a 3/4 supermajority to pass unless otherwise specified.

9.7 Partnership and Mediation

It is expected that the Consortium Board will work in close partnership with Member Centers, including their boards and executive leadership, and with the

Fund Council, and that Consortium Board decisions will be made, to the extent possible, in such a manner and with such a result as is agreeable to all parties.

If the Consortium Board and a Member Center board cannot agree, either may request that a third-party mediator be appointed. The identity of the mediator shall be agreed upon by both parties. **[Additional detail regarding mediation to be fleshed out during legal review and harmonized with any systemwide mediation mechanisms]**

9.8 Member Center Compliance with Consortium Board Decisions

In the event that a Member Center does not fulfill its responsibilities as described in Articles 9.2 and 9.4, or is not compliant with a decision of the Consortium Board made within the scope of the Consortium Board's roles and responsibilities described in Article 6.4, the Consortium Board may take actions it deems appropriate, within the parameters described in this section. Whenever possible, the first action of the Consortium Board shall be to consult with the board of the Member Center to discuss necessary remedial actions. If the two parties cannot agree, either may request mediation, as described in Article 9.7. If remedial actions are agreed upon, the Consortium Board shall allow reasonable time for their completion.

In the event that the Member Center board is unable or unwilling to take the necessary actions, the Consortium Board may take further action, including excluding the Member Center from consideration for future funding, withholding current funding (as allowable within any applicable agreements or contracts), and/or withholding any or all of the rights of membership described in Article 9.3.

The Consortium Board may not withhold a Member Center's right to secure bilateral funding (Article 9.4) or any other Member Center rights not conferred by virtue of membership in the Consortium. The Consortium Board also may not withhold a Member Center's right to discontinue membership voluntarily (Article 9.9) nor may it withhold a Member Center's rights in Consortium governance (Article 9.5) so long as the Member Center remains in membership.

9.9 Addition or Expulsion of Member Centers

The Consortium Board shall establish general criteria for admission to the Consortium and shall nominate prospective Member Centers for membership. Prospective Member Centers shall be admitted by a 3/4 super-majority vote of the Member Centers.

In the extreme case that its options as described in Articles 9.7 and 9.8 have been exhausted and have not produced a resolution satisfactory to the Board, the Consortium Board may hold a vote to expel a Member Center. A decision to

expel a Member Center must be supported by a 3/4 super-majority vote of all Consortium Board members.

It is expected that decisions regarding addition or expulsion of Member Centers will be made in consultation with the Fund Council.

Independent of the actions of the Consortium Board, Member Centers individually maintain the right to discontinue voluntarily their membership in the Consortium.

Article 10: Conflicts of interest [To be included if legally advisable and if so, tailored to legal and host country requirements]

Article 11: Relationship with other organizations

In order to achieve its objectives in the most efficient way, the Consortium may enter into agreements for close cooperation with relevant national, regional, or international organizations, foundations, and agencies. Member Centers retain autonomy to engage in any agreements with third parties provided they do not conflict with Member Center responsibilities and obligations set forth in this Constitution.

Article 12: Rights, privileges, and immunities [To be tailored to legal and host country requirements]

- The Consortium shall make arrangements with its host country to ensure that the Consortium, its staff members, and official visitors shall enjoy in the territory of the host country the same rights, privileges, and immunities as customarily accorded to other international organizations, their officials, staff, and official visitors. Such rights, privileges, and immunities shall be specifically defined in a Consortium Office Agreement with the host country.
- Similarly, the Consortium may enter into agreements with other countries in which it works for the purpose of granting the Consortium, its officials, and staff such privileges and immunities as are required for such work.
- The privileges and immunities referred to in the preceding paragraphs are to be provided solely to ensure in all circumstances the unimpeded functioning of the Consortium, and the complete independence of the persons to whom they are accorded.

Article 13: Amendment, bylaws, and dissolution [To be tailored to legal and host country requirements]

13.1 Amendment

[It is envisioned that any amendments to this Constitution must be discussed with the Fund Council and approved by 3/4 of the members of the Consortium Board, and then by 3/4 of the Member Centers. Specific language will be tailored to legal and host country requirements.]

13.2 By-laws

The Board may adopt by-laws and other internal guidelines, which will include financial and audit regulations and which shall be subject to ...

13.3 Sunset clause

Ten years after the formal establishment of the Consortium, the Board shall commission a review of the value and sustainability of the Consortium. The Member Centers, Fund Council, Trustee, and Partners shall be consulted as part of this review and shall receive the review findings and conclusions. The Consortium will be dissolved if the Member Centers approve both the dissolution of the Consortium and a transition plan, each by a 3/4 majority, provided that the transition plan also has the approval of any other parties whose approval is needed for the transition plan to take effect.

13.4 Dissolution and Liquidation

If the Consortium is unable to continue its activities, the Board shall notify the Member Centers of the situation of the Consortium.

The Consortium may be dissolved in accordance with Civil Code. The Board shall carry out the liquidation unless it designates another party to act as a liquidator.

In the event of liquidation of the Consortium, its remaining assets shall [...destination of assets...].