

CHARTER OF THE ASIAN VEGETABLE RESEARCH AND DEVELOPMENT CENTER

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2nd amendment, July 1973
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5th amendment, April 1976
6th amendment, May 1979
7th amendment, April 1983
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P. O. BOX 42, SHANHUA TAINAN 74199, TAIWAN
REPUBLIC OF CHINA

This Charter of The Asian Vegetable Research and Development Center ("Charter") having been first executed in May 1971 by the duly authorized representatives of countries and organizations following the signing of a Memorandum of Understanding in May 1971 for its establishment, and having been subsequently amended, now reads as follows:

Article I

Establishment and Organization

Section 1 – The Asian Vegetable Research and Development Center (hereinafter referred to as the "Center"), which may also be called The World Vegetable Center or WorldVeg as a working name when and wherever feasible, shall be an autonomous, philanthropic, non-profit research and development organization established for the purpose of promoting production, marketing and utilization of vegetables worldwide, including continuing activities in Asia.

Section 2 – The seat of the Center shall be located at Shanhua, about nineteen (19) kilometers north of Tainan City, in the Southern part of Taiwan, the Republic of China.

Section 3 – The Center shall have a Board of Directors, an Executive Committee (as defined in Article V), a Director General, and such other officers and staff as may be considered necessary.

Section 4 – The Center will establish sub-centers and/or experimental farms in member and other developing countries as required and as resources permit. The host countries of the sub-centers and/or experimental farms shall provide counterpart and supporting staff, land and facilities necessary for the operation of the sub-centers and/or experimental farms.

Article II

Membership of the Center

Section 1 – Membership shall consist of all the countries/organizations that have signed the Memorandum of Understanding for the establishment of the Center and have contributed to and participated in the establishment of the Center. Each such member will be entitled to have a nominated representative on the Board of Directors. The host country may be entitled to nominate more than one representative, subject to the unanimous approval of the Board of Directors.

Section 2 – Membership shall also be open to other countries/organizations that are dedicated to the common cause of the Center, subject to the approval of the Board of Directors by vote of the members of the Board.

Article III

Objectives of the Center

Section 1 – The Center shall pursue any and/or all of the following objectives pertaining to vegetable and related systems-based research and development:

1. To conduct research on production and marketing programs and to assist participating countries in developing their own adaptive research programs;
2. To carry out training in production and marketing programs and to assist participating countries in developing more efficient training and marketing programs;
3. To develop and provide basic information on improved production and marketing for use in extension services in participating countries; and
4. To produce international public goods.

Section 2 – The Center may also help its member countries and other countries promote their vegetable production through the following ways and means:

1. To supply free materials for trial in member and other developing countries;
2. To investigate and study problems encountered by member and other developing countries in the course of their trials; and
3. To offer other assistance where appropriate.

Article IV

The Board of Directors

Section 1 – The Center shall be guided by a Board of Directors to be composed of a representative or representatives from each member country/organization referred to in Article II ('member representatives').

In addition to member representatives, the Board of Directors may elect up to a maximum of thirteen individuals with qualifications and skills relevant to the discharge of the role of the Board of Directors of the Center ('elected members'). Each of the elected members would serve for a term of 3 years, and may be re-elected by the Board for one additional term of up to 3 years. An elected member may serve a third term of up to 3 years only with the unanimous approval of all voting members of the Board of Directors.

Section 2 - Members and elected representatives of the Board of Directors may be entitled to receive a modest honorarium for their service according to relevant policies approved by the Board of Directors. The Center may reimburse members and elected representatives for their reasonable expenses incurred in attending in-person meetings of the Board according to relevant organizational policies.

Section 3 - The Board of Directors shall meet at least once a year in the Headquarters of the Center or at such places as the Board may determine.

Section 4 - The Board of Directors shall have a Chairperson and a Vice-Chairperson to be selected from among the voting members of the Board of Directors. The Chairperson and the Vice-Chairperson of the Board of Directors shall have a tenure of office for a period of up to 3 years, which may be renewed by the Board of Directors for an additional term of up to 3 years. A term longer than 6 years in total for a Chairperson or Vice-Chairperson requires the unanimous approval of all voting members of the Board of Directors.

Section 5 - A special meeting of the Board of Directors may be called by the Chairperson or a majority of the Board of Directors for a special purpose to be specified in the notice of the meeting, which shall be delivered to the Board at least forty-five (45) days before the meeting is to be held.

Section 6 - At meetings of the Board of Directors, a majority of the members of the Board shall constitute a quorum for the transaction of business. Except as otherwise provided in this Charter, the decisions of the Board of Directors will be made by a majority of the members present and voting.

Section 7 - The Board of Directors shall have the following powers and functions:

1. To act as the policy-making body of the Center and lay down or approve in principle its major programs;

2. To approve the budget and review the financial condition of the Center;

3. To review and evaluate the progress reports of the Center and to provide strategic direction for the Center;

4. To receive financial contributions from funders for the operations of the Center as may be required;

5. To appoint the Director General, and to endorse the appointment of any Deputy Directors General and the Board Secretary;

6. To delegate any or some of its powers to the Director General and the Executive Committee; and

7. To exercise such other powers and to do such acts as may be conducive to the achievement of the objectives of the Center.

Article V

The Executive Committee

Section 1 - The members of the Executive Committee will be the Vice-Chairperson of the Board as Chairperson, the Chairperson of the Board and the Chairpersons of all other standing committees of the Board of Directors. The Director General will serve as an ex-officio non-voting member.

Section 2 - The Executive Committee shall have the duty to assist the Director General of the Center in implementing and executing the policies and decisions laid down by the Board of Directors by offering strategic and technical guidance to the Director General of the Center, and exercising the powers and performing the duties as may be delegated to it by the Board.

Section 3 - The Executive Committee shall meet at least twice a year to review the technical aspect of the operations of the Center. Special meetings may be called by its Chairperson or upon request of a majority of the members of the Executive Committee. The Executive Committee shall act on behalf of the Board as the need arises between full Board Meetings.

Article VI

The Director General of the Center

Section 1 - The Director General of the Center shall be appointed by the Board of Directors for an initial period of four years and may be reappointed at the discretion of the Board of Directors. The Center's Director General shall serve as a non-voting ex-officio member of the Board of Directors.

Section 2 - The Director General shall be the authorized representative of the Center.

Section 3 - The Director General shall have the following functions:

- Management, organization and administration of the Center;
- Preparation of publications to be released under the name of the Center;
- Coordination with agencies concerned as representative of the Center; and
- Other functions as may be assigned to him/her by the Board of Directors.

Section 4 - In case of resignation, termination, incapacity, or other inability of the Director General to perform his/her duties, the Board of Directors shall appoint an appropriate person to act in his/her place until the Director General is available or a new Director General is appointed by the Board of Directors.

Article VII

The Deputy Directors General

Section 1 - Any Deputy Directors General of the Center shall be nominated by the Director General of the Center and approved by the Board of Directors.

Section 2 - Such Deputy Directors General shall assist the Director General in handling all affairs of the Center.

Section 3 – Pursuant to Article VI of this Charter, a Deputy Director General may be appointed by the Board to act in place of the Director General in case of resignation, termination, incapacity or other inability of the Director General.

Article VIII

Staff

Section 1 - All staff of the Center other than any Deputy Directors General shall be employed by the Center upon the decision of the Director General.

Section 2 –The Center should seek to recruit on as wide a geographical basis as possible.

Section 3 - All staff, administrative and technical, shall be responsible to the Director General and shall be under the general supervision of the Director General and the direct supervision of their immediate supervisors.

Article IX

Financing and Auditing

Section 1 - Payment of funds committed by member countries shall be made available to the Center prior to the beginning of each operational year of the Center or according to a payment schedule deemed appropriate by the governments concerned.

Section 2 - Donation of funds from countries, international financial agencies, or philanthropists may be made available to the Center at any time of the year.

Section 3 - The Board of Directors shall arrange for external annual audits of the financial accounts of the Center to ensure that funds are properly used to meet the objectives of the Center.

Article X

Miscellaneous

Section 1 - This Charter entered into force when it was signed on May 22, 1971 by the duly authorized representatives of the Asian Development Bank, Japan, Republic of Korea, Republic of the Philippines, Kingdom of Thailand, United States of America, Republic of Vietnam, and Republic of China.

Section 2 - The Center may terminate its operation by a resolution of the Board of Directors approved unanimously by all voting members of the Board of Directors.

Section 3 - Withdrawal of participation from the Center by an individual member country shall be communicated in writing to the Center at least six months prior to the beginning of the next fiscal year.

Section 4 - In case the Center terminates its operation as set forth in the foregoing Section 2 of this Article, all buildings, equipment and other assets belonging to the Center and/or any affiliated sub-centers, will be transferred upon the concurrence and approval of the Board of Directors and the host countries, to organizations in the host countries which were formed and are operating exclusively for scientific and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 5 - The official language of the Center shall be English.

Section 6 - The Center shall have an official seal.

Section 7 - This Charter may be amended or modified by unanimous agreement of the Board of Directors.

ANNEX – RECORD OF HISTORICAL AMENDMENTS

All following amendments were made historically by the Governing Board as follows:

Amendment 1. That the words “Associate Directors” be substituted for the words “Deputy Directors General” wherever they appear in the Charter.

This amendment modifies the language in Article I, Section 3; Article IV, Section 7, Number 5; and Article VII, Sections 1, 2 and 3.

This amendment became effective October 14, 1972 at the third meeting of the Board of Directors.

Amendment 2. That the following paragraph be inserted after, Article IV, Section 1, Number 2.

“In addition, the Board of Directors may elect up to a maximum of four members whom they feel would be helpful in determining the policies and programs of the Center. Each of the additional members would serve for a maximum term of 4 years and could not be reelected.”

This amendment became effective July 13, 1973 at the fourth meeting of the Board of Directors.

Amendment 3. Article XI, Section 4 was amended to read as follows:

“In case the Center terminates its operation as set forth in the foregoing Section 2 of this Article, all buildings, equipment and other assets belonging to the Center, and/or any affiliated subcenters, will be transferred upon the concurrence and approval of the Board of Directors and the host countries, to organizations in the host countries which were formed and are operated exclusively for scientific, and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.”

This amendment became effective October 16, 1973 at the fifth meeting of the Board of Directors.

Amendment 4. Article IV, Section 3 was amended to read as follows:

“The Board of Directors shall meet at least once a year in the principal office of the Center or at such places as the Board may determine.”

This amendment became effective on May 2, 1975 at the eighth meeting of the Board of Directors.

Amendment 5. Article IV, Section 4 was amended to read as follows: “The Board of Directors shall have a Chairman and a Vice-Chairman to be selected from among the members of the Board present. The Chairman and the Vice-Chairman of the Board of Directors shall have a tenure of office for a period of two years.”

This amendment became effective on May 2, 1975 at the eighth meeting of the Board of Directors.

Amendment 6. That the following sentence be inserted in Article IV, Section 1, number 2 immediately following Amendment 2.

“The Center’s Director General shall serve as an ex-officio member of the Board of Directors.”

This amendment became effective April 23, 1976, at the Ninth Meeting of the Board of Directors.

Amendment 7. That the following paragraph be inserted after Article IV, Section 1, number 2.

“In addition, the Board of Directors may elect up to a maximum of eight members whom they feel would be helpful in determining the policies and programs of the Center. Each of the additional members would serve for a maximum term of 4 years and could not be re-elected.”

This amendment became effective May 25, 1979, at the Twelfth Meeting of the Board of Directors.

Amendment 8. That every reference to Director and Associate Director be changed to Director General and Deputy Director General, respectively. These changes occur as follows:

Memorandum of Understanding: p. 5, paragraph 2, line 4
p. 5, paragraph 3, lines 1, 2, 3, and 4

Addendum to the Memorandum of Understanding: p. 14, (iv)
p. 15, paragraph 3, line 2

Charter: p. 19, Article I, Section 3
p. 23, Article IV, Section 7, nos. 3, 5, and 6
p. 24, Article V, Section 1, and 2
p. 24, Article VI, Section 1, 2, 3, and 4
p. 25 Article VII
p. 25, Article VIII, Section 1
p. 26, Article IX, Sections 1, and 3
p. 32, Amendment 1
p. 34, Amendment 6

This amendment became effective April 26, 1983, at the Sixteenth Meeting of the Board of Directors.

Amendment 9. That Article I, Section 1 to be amended to read as follows:

“Section 1 – The Asian Vegetable Research and Development Center (hereinafter referred to as the “Center”), which may also be called as the World Vegetable Center as a working name when and wherever feasible, shall be an autonomous, philanthropic, non-profit research and development organization established for the purpose of promoting production, marketing and utilization of vegetables worldwide but continuing to encompass activities in Asia.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 10. That all references to the “Technical Advisory Group”, including the title of Article V, or the reference to the “Group” in Article V, Section 3 to be replaced with “Executive Committee” and that the last sentence in Article V, Section 1 be considered null and void.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 11. That Article I, Section 3 to be amended to read as follows:

“Section 3 - The Center shall have a Board of Directors, an Executive Committee, a Director General, two Deputy Directors General, and such other officers and staff as may be considered necessary.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 12. That the last sentence of Article II, Section 2 the text “Non-contributing members shall not be voted to become members of the Board of Directors but may participate as observers.” to be considered null and void.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 13. That Article III, Section 1 to be amended to read as follows:

“Section 1 - The Center shall pursue any and/or all of the following objectives pertaining to vegetable research and development:

1. To conduct research on production and marketing programs and to assist participating countries in developing their own adaptive research programs;
2. To carry out training in production and marketing programs and to assist participating countries in developing more efficient training and marketing programs;
3. To develop and provide basic information on improved production and marketing for use in extension services in participating countries; and
4. To produce international public goods.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 14. That Article III, Section 2 to be amended to read as follows:

“Section 2 - The Center may also help its member countries and other countries promote their vegetable production through the following ways and means:

1. To supply free materials for trial in member and other developing countries;
2. To investigate and study problems encountered by member and other developing countries in the course of their trials; and
3. To offer other necessary assistance in case of necessity.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 15. That Article IV, Section 1 to be amended to read as follows:

“Section 1 - The Center shall be guided by a Board of Directors to be composed of a representative of each member country/organization referred to in Article II.

The Center’s Director General shall serve as an ex-officio member of the Board of Directors.

In addition, the Board of Directors may elect up to a maximum of eight members whom they feel would be helpful in determining the policies and programs of the Center. Each of the additional members would serve for a term of 3 years, and could be re-elected by the Board for one additional term. A member may serve a third term only by unanimous vote of approval by the Board.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 16. That in Article IV, Section 7, number 3 the text “as may be submitted by the Director General of the Center” be replaced with the text “and to provide strategic direction for the Center”.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 17. That Article IV, Section 7, number 5 to be amended to read as follows:

“5. To appoint members of the Executive Committee and the Director General, and to approve the appointments of the Deputy Directors General;”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 18. That Article V, Section 2 to be amended to read as follows:

“Section 2 - The Executive Committee shall have the duty to assist the Director General of the Center in implementing and executing the policies and decisions laid down by the Board of Directors by offering strategic and technical guidance to the Director General of the Center, and exercising the powers and performing the duties as may be delegated to it by the Board.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 19. That Article V, Section 4 to be considered null and void.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 20. That in Article VI, Section 1 the text “for a period of at least three years” be replaced with the text “for an initial period of four years”; and that in Article VI, Section 3, number 4 the word “him” be replaced with the word “him/her”; and that in Article VI, Section 4 the text “absence or inability” be replaced with the text “resignation, termination, incapacity or other inability”; and that the text “his duties, the Deputy Director shall act for him” be replaced with the text “his/her duties, one of the existing Deputy Directors General will be selected and approved by the Board to act for him/her”.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 21. That Article VIII “The Division/Office Chiefs” to be considered null and void, and the subsequent Articles IX to XII to be renumbered as Articles VIII to XI.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 22. That in Article IX, Section 1 the text “the senior officers specified above shall be employed by the Center upon the recommendation of the Director General of the Center” to be replaced with the text “the Deputy Directors General shall be employed by the Center upon the decision of the Director General”.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 23. That Article IX, Section 2 to be amended to read as follows:

“Section 2 - The Center should seek to recruit on as wide a geographical basis as possible.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 24. That in Article XI, Section 6 the text “of a circular design on which the name of the Center shall appear” be deleted.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 25. That in Article V, Section 1 the text “three or five members to be appointed by the Board of Directors. The Director General of the Center shall be the ex-officio the chairman of the Group.” be replaced with the text “five voting members to be appointed by the Board of Directors plus the Director- General (Ex-Officio). The members will be the Vice-Chairperson of the Board as Chairperson, The Chairperson of the Board and the Chairpersons of the Program Committee, the Audit Committee and the Nominations Committee.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 26. That in Article I, Section 4 the text “in member countries” be replaced with “in member and other developing countries” and the last sentence “The Center shall initiate the establishment of at least one sub-center and/or experimental farm to carry out research and development activities pertaining to varieties of vegetables suitable for the temperate zone within one year after the Center is formally founded.” be considered null and void.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 27. That in Article II, Section 1 the text “join” be replaced with the following text “have a nominated representative on”.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 28. That in Article IV, Section 3 the text “principal office” to be replaced with “Headquarters”.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 29. That Article IV, Section 8 to be considered null and void.

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 30. That Article V, Section 3 to be amended to read as follows:

“Section 3 – The Executive Committee shall meet twice a year to review the technical aspect of the operations of the Center. Special meetings may be held upon call of its Chairperson or upon request of a majority of the members of the Executive Committee. The Executive Committee shall act on behalf of the Board as the need arises between full Board Meetings.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 31. That Article VII, Section 3 to be amended to read as follows:

“Section 3 - One of the Deputy Directors General shall be appointed by the Board to act for the Director General in case of resignation, termination, incapacity or other inability of the Director General to perform his/her duties.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 32. That Article IV, Section 4 and Section 5 to be amended to read as follows:

“Section 4 – The Board of Directors shall have a Chairperson and a Vice-Chairperson to be selected from among the members of the Board present. The Chairperson and the Vice-Chairperson of the Board of Directors shall have a tenure of office for a period of two years.

Section 5 – A special meeting of the Board of Directors may be called by the Chairperson or a majority of the members of the Board for a special purpose to be specified in the notice of the meeting, which shall be delivered to the members of the Board forty-five (45) days before the meeting is to be held.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 33. That Article X, Section 4 to be amended to read as follows:

“Section 4 – In case the Center terminates its operation as set forth in the foregoing Section 1 of this Article, all buildings, equipment and other assets belonging to the Center and/or any affiliated sub-centers will be transferred, upon the concurrence and approval of the Board of Directors and the host countries, to organizations in the host countries, which were formed and are operated exclusively for scientific and/or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.”

This amendment became effective March 13, 2009, at the Forty second (42nd) Meeting of the Board of Directors.

Amendment 34. That the following paragraph was added before Article 1:

“This Charter of The Asian Vegetable Research and Development Center (“Charter”) having been first executed in May 1971 by the duly authorized representatives of countries and organizations following the signing of a Memorandum of Understanding in May 1971 for its establishment, and having been subsequently amended, now reads as follows:”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 35. Article 1, Section 1, that the words “AVRDC – The World Vegetable Center” be amended to “World Vegetable Center or WorldVeg”, and Section 1 now therefore reads as follows:

“Section 1 – The Asian Vegetable Research and Development Center (hereinafter referred to as the “Center”), which may also be called The World Vegetable Center or WorldVeg as a working name when and wherever feasible, shall be an autonomous, philanthropic, non-profit research and development organization established for the purpose of promoting production, marketing and utilization of vegetables worldwide, including continuing activities in Asia.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 36. Article 1, Section 3, that the words “two Deputy Directors General” be deleted, and Section 3 now therefore reads as follows:

“Section 3 – The Center shall have a Board of Directors, an Executive Committee (as defined in Article V), a Director General, and such other officers and staff as may be considered necessary.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 37. That the following sentence be inserted at the end of Article II, Section 1:

“The host country may be entitled to nominate more than one representative, subject to the unanimous approval of the Board of Directors.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 38. That Article III, Section 1 was amended to read as follows:

“Section 1 – The Center shall pursue any and/or all of the following objectives pertaining to vegetable and related systems-based research and development.

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 39. That Article III, Section 2, Point 3 was amended to read as follows:

“3. To offer other assistance where appropriate”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 40. That Article IV, Section 1 was amended to read as follows:

“Section 1 – The Center shall be guided by a Board of Directors to be composed of a representative or representatives from each member/organization referred to in Article II (‘member representatives’).

The Center’s Director General shall serve as an ex-officio member of the Board of Directors.

In addition to member representatives, the Board of Directors may elect up to a maximum of thirteen individuals with qualifications and skills relevant to the discharge of the role of the Board of Directors of the Center (‘elected members’). Each of the elected members would serve for a term of 3 years, and may be re-elected by the Board for one additional term of up to 3 years. An elected member may serve a third term of up to 3 years only with the unanimous approval of all voting members of the Board of Directors.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 41. That Article IV, Section 2 was amended to read as follows:

“Section 2 – Members and elected representatives of the Board of Directors may be entitled to receive a modest honorarium for their service according to relevant policies approved by the Board of Directors. The Center may reimburse members and elected representatives for their reasonable expenses incurred in attending in-person meetings of the Board according to relevant organizational policies.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 42. That Article IV, Section 4 was amended to read as follows:

“Section 4 – The Board of Directors shall have a Chairperson and a Vice-Chairperson to be selected from among the voting members of the Board of Directors. The Chairperson and the Vice-Chairperson of the Board of Directors shall have a tenure of office for a period of up to 3 years, which may be renewed by the Board of Directors for an additional term of up to 3 years. A term longer than 6 years in total for a Chairperson or Vice-Chairperson requires the unanimous approval of all voting members of the Board of Directors.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 43. That Article IV, Section 5 was amended to read as follows:

“Section 5 – A special meeting of the Board of Directors may be called by the Chairperson or a majority of the Board of Directors for a special purpose to be specified in the notice of the meeting, which shall be delivered to the Board at least forty-five (45) days before the meeting is to be held.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 44. That Article IV, Section 7, Point 4 was amended to read as follows:

“4. To receive financial contributions from funders for the operations of the Center as may be required;”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 45. That Article IV, Section 7, Point 5 was amended to read as follows:

“5. To appoint the Director General, and to endorse the appointments of any Deputy Directors General and the Board Secretary;”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 46. That Article V, Section 1 was amended to read as follows:

“Section 1 – The members of the Executive Committee will be the Vice-Chairperson of the Board as Chairperson, the Chairperson of the Board and the Chairpersons of all other standing committees of the Board of Directors. The Director General will serve as an ex-officio non-voting member.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 47. That Article VI, Sections 1 and 4 were amended to read as follows:

“Section 1 – The Director General of the Center shall be appointed by the Board of Directors for an initial period of four years and may be reappointed at the discretion of the Board of Directors. The Center’s Director General shall serve as a non-voting ex-

officio member of the Board of Directors.

Section 4 – In case of resignation, termination, incapacity, or other inability of the Director General to perform his/her duties, the Board of Directors shall appoint an appropriate person to act in his/her place until the Director General is available or a new Director General is appointed by the Board of Directors.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 48. That Article VII, Section 1, 2, and 3 were amended to read as follows:

“Section 1 – Any Deputy Directors General of the Center shall be nominated by the Director General of the Center and approved by the Board of Directors.

Section 2 – Such Deputy Directors General shall assist the Director General in handling all affairs of the Center.

Section 3 – Pursuant to Article VI of this Charter, a Deputy Director General may be appointed by the Board to act in place of the Director General in case of resignation, termination, incapacity or other inability of the Director General.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 49. That Article VIII, Section 1 was amended to read as follows:

“Section 1 – All staff of the Center other than any Deputy Directors General shall be employed by the Center upon the decision of the Director General.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 50. That Article IX, Section 1, 2 and 3 were amended to read as follows:

“Section 1 – Payment of funds committed by member countries shall be made available to the Center prior to the beginning of each operational year of the Center or according to a payment schedule deemed appropriate by the governments concerned.

Section 2 - Donation of funds from countries, international financial agencies, or philanthropists may be made available to the Center at any time of the year.

Section 3 - The Board of Directors shall arrange for external annual audits of the financial accounts of the Center to ensure that funds are properly used to meet the objectives of the Center.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.

Amendment 51. That Article X, Section 1, 2, 3, and 4 were amended to read as follows:

“Section 1 – This Charter entered into force when it was signed on May 22, 1971 by the duly authorized representatives of the Asian Development Bank, Japan, Republic of Korea, Republic of the Philippines, Kingdom of Thailand, United States of America, Republic of Vietnam, and Republic of China.

Section 2 - The Center may terminate its operation by a resolution of the Board of Directors approved unanimously by all voting members of the Board of Directors.

Section 3 - Withdrawal of participation from the Center by an individual member country shall be communicated in writing to the Center at least six months prior to the beginning of the next fiscal year.

Section 4 - In case the Center terminates its operation as set forth in the foregoing Section 2 of this Article, all buildings, equipment and other assets belonging to the Center and/or any affiliated sub-centers, will be transferred upon the concurrence and approval of the Board of Directors and the host countries, to organizations in the host countries which were formed and are operating exclusively for scientific and/or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.”

This amendment was unanimously approved electronically by the voting members of the Board of Director and became effective May 8, 2023.