

BYLAWS
OF THE
INTERNATIONAL INSTITUTE OF TROPICAL AGRICULTURE

Established under Decree No. 32 of 1967

Amended under Decree No. 27 of 1974

Amended by the of Trustees on May, 1980

ARTICLE I
ORGANIZATION

Section 1. The International Institute of Tropical Agriculture (IITA) is an autonomous, non-stock, philanthropic, non-profit, and tax-free corporation designed to attain the objectives embodied in Decree No. 32 issued 27 July 1967, as amended by Decree No. 27 issued 17 June 1974, by the Head of the Federal Military Government of Nigeria.

Section 2. The purposes and program of the IITA will be implemented principally through the financial support of the member nations, private foundations, agencies and other organisations comprising the Consultative Group on International Agricultural Research in cooperation with the Federal Government of Nigeria, although financial support will be also sought from other sources as authorised in Decree No. 32.

ARTICLE II

THE BOARD OF TRUSTEES

Section 1. The IITA shall be administered by a Board of Trustees composed of from nine (9) to fifteen (15) members in accordance with the provisions of the Decrees referred to above.

Section 2. The Board of Trustees shall have the following powers and duties:

- (a) To form the policy of the Institute and to help develop and to approve its program of activities;
- (b) To approve the budget and review the financial condition of the Institute;
- (c) To review and evaluate the progress reports of the Institute as presented by the Director General;
- (d) To exercise corporate powers in conduct of the business and the control of properties owned or held by the Institute;
- (e) To delegate any or some of its powers to the Executive Committee and Program Committee hereinafter provided for and such other committees as may be established by the Board;
- (f) To exercise such other powers and to do such acts as may promote the purposes and objectives for which the Institute was established.

Section 3. The Chairman of the Board shall be elected by the Trustees from among their number for a term of up to three years. He may be re-elected for one or more additional terms of up to three years, but he shall cease to be the Chairman if he ceases to be a member of the Board. He shall preside at all meetings of the Board at which he is present and shall supervise all matters with which the Board is concerned.

Section 4. The Vice Chairman of the Board shall be elected by the Trustees from among their number for a one-year term. He shall preside at meetings of the Board if the Chairman is not present.

Section 5. The Director for Administration of the Institute shall act as Secretary to the Board.

ARTICLE III

MEETINGS

Section 1. The Board of Trustees shall meet at least once in each calendar year at a time to be determined by the Board. The Board may also resolve to hold additional meetings at other times.

Section 2. Special meetings of the Board may be called by the Chairman or by any three Trustees. The business of special meetings shall be limited to the purposes specified in the notices of the meeting, unless the members present agree otherwise.

Section 3. Meetings of the Board of Trustees shall usually be held at the principal office of the Institute, but may be held elsewhere if the Board so determines.

Section 4. Six (6) weeks written notice shall be given to members for each annual or additional meeting of the Board of Trustees. For special meetings thirty (30) days written, or cabled, notice shall be given. The notice shall state the time and place of the meeting and shall be signed and mailed by the Secretary, or cabled by the Secretary, with delivery certified.

Section 5. At meetings of the Board of Trustees five members of the Board shall constitute a quorum.

Section 6. In the absence of a quorum at the time and place set for a meeting of the Board, those present shall adjourn the meeting from time to time until a quorum is formed.

Section 7. The following shall be the order of business at the annual meetings of the Board of Trustees:

- (a) Reading of the previous minutes;
- (b) Matters arising on the minutes;
- (c) Financial report;
- (d) Reports of committees;
- (e) Unfinished business;
- (f) Report of the Director General;
- (g) New business.

Section 8. The Chairman of the Board of Trustees, and in his absence the Vice Chairman, shall preside at the meetings of the Board. If both the Chairman and the Vice Chairman are absent, the Board shall elect one of the members present to preside.

ARTICLE IV

THE EXECUTIVE COMMITTEE

Section 1. There shall be an Executive Committee of the Board of Trustees composed of at least seven members, including the Chairman of the Board, the Permanent Secretary of the Federal Ministry of Agriculture and Rural Development, the Director General, and at least four other members, appointed by the Board. The Chairman of the Board, the Permanent Secretary and the Director General shall continue to be members of the Executive Committee so long as they continue to hold these offices. The terms of office of an appointed member will be from one to three years, as the Board may determine. Such a member may be reappointed for a second term, whose duration shall similarly be determined by the Board, but he shall similarly be determined by the Board, but he shall automatically cease to be a member of the Executive Committee if he ceases to be a member of the Board.

Section 2. The Executive Committee shall act on behalf of the Board in the periods between meetings and shall supervise the implementation and execution of the

policies and decisions laid down by the Board of Trustees. It shall exercise such other powers and perform such other duties as may be delegated to it by the Board.

Section 3. The Chairman of the Board shall serve as the Chairman of the Executive Committee. In his absence, the Executive Committee shall elect one of the members present to preside.

Section 4. The Secretary of the Board shall be the Secretary of the Executive Committee.

Section 5. The Executive Committee shall meet at such times as it may deem necessary but not less than twice each year. Meetings held at times other than at the time of the annual meeting of the Board may be held by previous decision of the Executive Committee, or upon call of the Chairman, or upon request of at least three (3) members of the Executive Committee. The meetings shall be summoned and arranged by the Secretary of the Board. The quorum for any meeting of the Executive Committee shall be four (4) members.

Section 6. Any vacancy in the membership of the Executive Committee arising between meetings of the Board may be filled from among other members of the Board by the remaining members of the Executive Committee. Any person so elected by the Executive Committee shall serve only until the next meeting of the Board.

Section 7. Decisions of the Executive Committee may be taken by a mail ballot at the discretion of the Chairman of the Executive Committee.

Section 8. The decisions of the Executive Committee shall be communicated as soon as may be practicable after each meeting or ballot of the Committee to the other members of the Board of Trustees.

ARTICLE V (NEW ARTICLE)

THE PROGRAM COMMITTEE

Section 1. There shall be a Program Committee of the Board of Trustees. The members shall include the Director General, and the Director of the Agricultural Research Services Division of the National Science and Technology Development Agency (NSTDA) of the Federal Government of Nigeria, both ex officio, and such other members, but not less than four, as may be appointed by the Board. The Deputy Director General and the Director of Research may be coopted to membership by the Program Committee.

Section 2. The term of office of an appointed member of the Program Committee shall be determined by the Board of Trustees but may be from one to three years. An appointed member may be reappointed for a term of from one to three years, so long as he continues to be a member of the Board.

Section 3. The Program Committee shall elect a Chairman from among its members, who shall serve for two years so

long as he continues a member of the Board. The Chairman may be elected for such additional period as the Committee may desire so long as he continues a member of the Board.

Section 4. The Program Committee shall review the Research and Training Programs of the Institute and cooperate with the Director General and his staff in the future planning of these Programs. It shall make recommendations to the Board, taking into account their implications for the budget of the Institute.

Section 5. The Program Committee shall meet not more than twice in each year. A meeting held at a time other than that of the Annual Meeting of the Board may be called by the Chairman of the Program Committee or upon request by at least three members of the Committee. A quorum for any meeting of the Program Committee shall be four (4). The arrangements for the meetings shall be made by the Secretary to the Board of Trustees.

Section 6. Any vacancy in the Program Committee may be filled from among the members of the Board by the remaining members of the Program Committee. Any person so elected shall serve only until the next meeting of the Board.

Section 7. As required from time to time, and provided the Board or the Director General agrees that funds may be made available, the Program Committee may invite specialists to serve as consultants to the

Committee and to attend any of its meetings. The appointments of any such specialists shall be recommended to the Secretary of the Board of Trustees who shall be responsible for appointing the consultants and arranging for their attendance.

Section 8. The observations and recommendations of the Program Committee shall be communicated as soon as may be practicable after each meeting of the Committee to the other members of the Board of Trustees.

ARTICLE VI

OFFICERS

Section 1. The officers of the IITA shall be the Director General, the Director for Administration/Secretary to the Board, the Treasurer and such other officers as the Board of Trustees may see fit to appoint from time to time.

Section 2. The Director General, who shall be appointed by the Board, shall manage and administer the affairs of the Institute in accordance with the policies and decisions of the Board and its Executive Committee. He shall be an ex-officio member of the Board, of the Executive Committee, and of the Program Committee.

Section 3. The Director for Administration/Secretary shall be appointed by the Board upon the recommendation of the Director General. The Secretary shall be responsible to the Director General. The Secretary shall

be responsible to the Director General for the duties customarily incident to his office. The Board may require him to render such reports as are necessary or expedient.

Section 4. The Treasurer shall be appointed by the Board upon the recommendation of the Director General. He shall be responsible to the Director General for the duties customarily incident to his office. The Board may require him to render such reports as are necessary or expedient.

ARTICLE VII

MISCELLANEOUS

Section 1. There shall be a corporate seal of the IITA.

Section 2. These bylaws may be amended, except that they may not conflict with the Decrees, by majority vote of all members of the Board at any annual meeting or at any special meeting called for the purpose. Any proposed amendment shall be submitted to the members in writing not later than the notice of the meeting.

Section 3. Questions which may arise in the application or interpretation of these bylaws shall be determined by the Board of Trustees, subject to the provisions of the Decrees.