



**INTERNATIONAL
FOUNDATION FOR
SCIENCE**

Statutes for the International Foundation for Science INSAMLINGSSTIFTELSE (ENGLISH)

ADOPTED BY THE CONSTITUENT MEETING OF THE BOARD OF TRUSTEES
28 NOVEMBER 2020

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A series of proposed revisions to the IFS statutes that had not been updated since 2002 were discussed in the BOT meeting in 2013 and in line with article L were considered officially revised by a second BOT meeting in 2014. The BOT unanimously endorsed and approved the first and second readings of the IFS statute amendments. **The statute amendments were recorded as adopted and the statutes document was officially updated.**

Ola Smith, Chair BOT 28.11.2014

The Changes are as follows:

1. The mission statement was adjusted to the IFS 2011-2020 Strategy ((BOT40 and Exco 61)
2. Article E 3(a) Nomination of new trustees included current and former Trustees, the Senior Management of IFS-who could also receive suggestions from Scientific Coordinators or SAC members (BOT 43 Exco.63)
3. Article E (3 C) last paragraph changed from “When appointing Trustees, the Board should give due consideration to the scientific background of candidates” to “When appointing Trustees, the Board should give due consideration to the scientific background of candidates and the identified core criteria and desirable criteria”
4. Article F.2 The Scientific and grant committee as a standing committee of the Board was cancelled, and the standing committee of the board were reduced into two committees mainly the executive committee and the Nomination and Membership committee (BOT 43, NMC 21, Ex-co 63, Nairobi workshop final decision)

ARTICLE A - NAME, STATUS AND LEGAL DOMICILE

1. The International Foundation for Science (hereinafter called 'the Organisation' or 'IFS') is a non-governmental, non-profit foundation.
2. The legal domicile of IFS is in Stockholm, Sweden; the Organisation is organised under and subject to Swedish law. A Board of Trustees (hereinafter called 'the Board') is the governing body of the Organisation.

ARTICLE B - PURPOSE OF THE INTERNATIONAL FOUNDATION FOR SCIENCE AND ITS MISSION STATEMENT

1. The Deed of Incorporation of the Foundation includes the following provision on the purpose of the Foundation.

“The funds coming in to the Foundation following an appeal by us, shall, as a self-contained capital, be used to further the purpose to promote and support scientific capacity building through meritorious research in the developing regions of the world for the benefit of these regions. The Foundation will provide young scientists of outstanding merit from the developing countries with financial and other support in their work, initiate and support in developing countries research by individuals or groups of individuals and sponsor or support publications, scientific conferences, seminars and other meetings.”

2. The IFS Mission Statement:

THE NEED

Scientific research provides an important input for sustainable management of biological resources. Scientific knowledge is central for rural, urban, industrial, and policy development, which will lead to improvement of people's livelihoods.

THE MISSION

‘To contribute towards strengthening the capability of young men and women scientists in developing countries to conduct relevant and high quality research and their individual agency to put it into use’

THE STRATEGY

IFS shall identify, through a careful selection process, promising young scientists from developing countries with potential to become future lead scientists and science leaders. They will receive support in their early careers to pursue high quality research in developing countries on problems relevant to the mission, which will help them to become established and recognised nationally and internationally. Additional supporting services will be provided to researchers in scientifically weaker institutions and countries.

IFS shall act in collaboration with Affiliated Organisations and other national, regional, and international institutions utilising the complementary strengths of such partnerships.

ARTICLE C - POWERS OF THE INTERNATIONAL FOUNDATION FOR SCIENCE

IFS, in furtherance of its purpose, may exercise any or all of the following powers, namely to:

1. solicit and raise funds from governments; international, national, public and private organisations and foundations; corporations; agencies and individuals;
2. initiate and support, in developing countries, research by individuals or groups of individuals, including the establishment and operation of any project to the point where the results of such research and development can be applied;
3. enter into contracts or agreements with individuals, with groups of individuals, with international, public or private organisations and agencies, and with governments;
4. sponsor or support publications, scientific conferences, seminars and other meetings;
5. do such other things as are conducive to the carrying out of its purpose and the exercise of its powers?

ARTICLE D - ORGANISATION OF THE INTERNATIONAL FOUNDATION FOR SCIENCE

1. A Board of Trustees is the governing body of the Organisation. Trustees are nominated by Affiliated Organisations and Donors as prescribed in Article E and are appointed by the Board.
2. Donors to IFS may organise themselves into a group that can interact collectively with the Organisation.
3. The Board is assisted by a Director with a Secretariat, and a number of independent Scientific Advisers. The Director is responsible for the management of the Organisation's scientific, administrative and financial affairs and for the records of the Organisation.

ARTICLE E - BOARD OF TRUSTEES

1. The Board of Trustees is the governing body of IFS; it shall determine the policies and fulfil the corporate responsibilities of the Organisation.
2. The Board has a minimum of eleven members and can be expanded by one or two optional Trustees-at-large.
3. All Trustees are appointed by the Board upon recommendation of the Nominations and Membership Committee as specified in Art. F.3.3(a):
 - a. Eight Trustees shall represent the four major geographical regions: two representing Latin America/Caribbean; two representing Africa; two representing Asia/Pacific; two

representing Europe/North America. They shall all be appointed from among candidates nominated by Affiliated Organisation in the region concerned or by regional and international Affiliates with activities in the region, current and former Trustees, the Senior Management of IFS – who could also receive suggestions from Scientific Coordinators or SAC members;

- b. Three Trustees shall be appointed from among candidates nominated by the donors to IFS;
- c. In addition, and to ensure suitable geographic and disciplinary background and other balances, the Board may appoint one or two Trustees-at-large;

The Director of IFS is ex-officio, non-voting member of the Board.

Trustees are appointed in their personal capacity. When appointing Trustees, the Board should give due consideration to the scientific background of candidates and the identified core criteria and desirable criteria.

- 4. A Trustee is appointed for a term of four years and is eligible for re- appointment once.

A system of rotation of membership on the Board shall be established so as to ensure that part of the Board may be renewed every two years.

- 5. The Board shall have the obligation and power to:
 - a. review and approve the strategy by which the Organisation fulfils its purpose;
 - b. approve the work plan and budget of the Organisation;
 - c. appoint Trustees as prescribed in Art. E.3;
 - d. fill, by appointment until the next regular appointment period, any out of term vacancy arising on the Board and its Committees;
 - e. elect from among its members one Chair and one Vice-Chair. The Chair and the Vice-Chair are elected for a term of two years and are eligible for re-appointment;
 - f. elect from among the Trustees members of the two Standing Committees of the Board: the Executive Committee as defined in Art. F.1, and the Nominations and Membership Committee as defined in Art. F.3;
 - g. appoint advisory and other committees when needed, under such terms and conditions as the Board may in statutes or otherwise prescribe;
 - h. admit new Affiliated Organisations as prescribed in Art. G;
 - i. supervise the management and administration of the Organisation;

- j. prepare, along with the Director, the annual accounts, which shall be audited by an internationally recognised firm of public accountants and submit them as prescribed in Art. J.3;
 - k. appoint external public auditors;
 - l. adopt and transmit the annual report as prescribed in Art. I.4.;
 - m. appoint the Director of the Organisation;
 - n. provide, with the assistance of the Director, the Donors with any information they require to interact with the Organisation;
 - o. amend the Statutes (as prescribed in Art. L) and make by-laws as deemed necessary;
 - p. do such other things as are conducive to furthering the purpose and exercising the powers of the Organisation.
6. The Board shall meet at least once every year, and can be called into special session on request, to the Chair, by at least five Trustees.
7. Voting at meetings of the Board shall be by simple majority. The Chair may solicit postal ballots and two-thirds majority of all the Trustees shall then be required. In the case of undecided voting, the Chair shall cast the deciding vote.

Decisions on the amendment of the Statutes (as in Art. L) and dissolution of the Organisation (as in Art. K) require a two-thirds majority of the Board.

ARTICLE F - THE STANDING COMMITTEES OF THE BOARD OF TRUSTEES

F.1 EXECUTIVE COMMITTEE

- 1.1 The Executive Committee of the Board has five members: The Chair of the Board, the Vice-Chair of the Board, two additional Trustees elected by the Board and the Director. They serve for a period of two years and are eligible for re-appointment. The Director is ex-officio, non-voting member of the Committee.
- 1.2 The Executive Committee shall exercise and perform all of the powers and functions of the Board between meetings of the Board, except the power to alter any fundamental policy of the Board.
- 1.3 The Executive Committee shall meet at least once every year. The Committee shall submit, at each meeting of the Board, minutes of its proceedings since the previous meeting of the Board.

F.2 NOMINATIONS AND MEMBERSHIP COMMITTEE

- 2.1 The Nominations and Membership Committee has five members: The Vice- Chair of the Board and four Trustees reflecting, together, the four geographical regions and the Donors of the Organisation.
- 2.2 The members of the Nominations and Membership Committee are appointed by the Board for a period of two years and are eligible for re-appointment.
- 2.3 The Nominations and Membership Committee shall:
 - prepare proposals to the Board for candidates for Trustees and members of the Standing Committees of the Board. The proposals for Trustees shall be based upon nominations received from Affiliated Organisations and Donors as specified in Art. E.3.(a). Nominations shall be invited only from Affiliated Organisations in the region concerned or regional and international Affiliates with activities in the region, and only from Donors for the three seats that are reserved for their representatives.
 - handle applications for affiliation and make recommendations for affiliation to the Board.
- 2.4 The Nominations and Membership Committee shall meet at least once a year.

ARTICLE G – AFFILIATED ORGANISATIONS

1. Eligible as Affiliated Organisations are national, regional ("supra-national") and international organisations and institutions, such as national academies of science and national research councils, with a mandate related to IFS work or otherwise supporting or dedicated to the advancement of science in developing countries.
2. Organisations and institutions as above may apply for membership. Assessment of eligibility shall be performed by the Nominations and Membership Committee of the Board. Decisions on admission are granted by the Board upon recommendation by the Nominations and Membership Committee.
3. IFS shall facilitate for Affiliates to interact, among themselves and with IFS, and shall consult them, individually or in groups, on scientific and organisational matters.
4. Affiliates of the Organisation shall carry the following rights and duties:
 - a. the right to propose individually or in groups, to the Nominations and Membership Committee, candidates to the Board as prescribed in Art.3;

- b. the duty to promote the achievement of the purpose and aims of the Organisation as expressed in the present statutes;
 - c. the duty actively to support IFS in the exercise of its functions.
5. An Affiliate may withdraw from IFS by notice addressed to the Chair of the Board, with effect from the beginning of the following calendar year.

ARTICLE H - SCIENTIFIC ADVISERS AND GRANTS

1. Scientific Advisory Committees (SACs), consisting of independent Scientific Advisers appointed by the Director, shall assess the scientific merit of eligible applicants and research projects. They shall serve voluntarily and in their personal capacity, they shall not serve as representatives of institutions, organisations, agencies or governments.
2. The Director is responsible for soliciting and receiving applications for grants, reviewing them with the assistance of independent Scientific Advisers and other experts, approving grants based on recommendations by the SACs and administering the grants approved.

ARTICLE I - DIRECTOR AND SECRETARIAT

The Director is appointed by the Board and shall assist the Board in exercising its powers and fulfilling its duties.

1. The Director shall be the principal executive officer of the Organisation acting on behalf of the Board. Subject to conditions prescribed by the Board in statutes or otherwise, the Director shall act as Treasurer and have the authority to commit the Organisation for the receipt and disbursement of funds, to execute contracts and to employ necessary staff in the Secretariat.
2. The Director is responsible, to the Board, for the records of the Organisation and for the management of its scientific, administrative and financial affairs.
3. The Director shall prepare an annual report relating to the activities of the Organisation for each financial year, including a financial summary from the audited financial statement, and submit this report to the Board for examination and adoption. Thereafter the Board shall transmit the annual report to the Affiliated Organisations and to all who have contributed to the budget of the Organisation during the financial year.

ARTICLE J – FINANCE

1. The financial year of the Organisation is 1 January through 31 December.
2. The Director shall under directives by the Board keep account of all income and disbursements, real and personal property, and other assets as required by the laws of the country of legal domicile and by sound financial practice.

3. The Director and Board shall prepare the annual accounts, which shall be audited by an internationally recognised firm of public accountants. The audited report shall then be submitted to the appropriate authorities at the legal domicile of the Organisation.

ARTICLE K - DISSOLUTION OF THE INTERNATIONAL FOUNDATION FOR SCIENCE

1. A decision on dissolution of the Organisation shall be taken by a regular Board meeting and, after consultation with Affiliates and Donors, be adopted by a following meeting of the Board, or by postal ballot.
2. In case of dissolution and after payment of all debts, the assets of the Organisation shall be distributed by the Board as:
 - a. support to current grantees to bring existing projects to termination, in so far as possible; and/or
 - b. gifts to other organisations with objectives similar to the objectives of the Organisation.

ARTICLE L - AMENDMENTS AND SAVING CLAUSE

1. A decision on amendment of statutes shall be taken by a regular Board meeting and approved and adopted by a following meeting of the Board, or by postal ballot.
2. The validity of these Statutes shall not be vitiated by any error of a formal or accidental nature.