



Draft Constitution of the Asia-Pacific Bioinformatics Network (APBioNet)

First Draft. July 1999. TTW
Revision 1. 10 Aug 1999. TTW

Preamble

The Asia Pacific Bioinformatics Network (APBioNet) (hereinafter referred to as "the Network") is founded in the belief that bioinformatics is revolutionising the way molecular biology, cell biology, biotechnology and other life sciences are being carried out, which in turn, will accelerate to the benefit of humankind. Such benefit will accrue through close cooperation and partnership amongst scientists and scientific institutions, supported by national and international agencies, and industry.

The APBioNet is dedicated to the advancement of the the field of bioinformatics, specifically, the development of the bioinformatics network infrastructure, the exchange of data and information, the development of training programs, workshops and symposia and the encouragement of collaborations in the field of bioinformatics.

The APBioNet will provide a forum and mechanism for such interaction through a range of activities including

- establishment of computer network connections and linkages among institutions,
- creation of a bioinformatics information infrastructure through high performance research Internet networks,
- promotion of collaborative research and laboratories,
- procurement of universally accessible online services for information retrieval, computation, device control,
- provision of training and skill enhancement opportunities, and
- dissemination of information and knowledge in the life sciences.

Article 1

Definitions

Bioinformatics shall be defined as the disciplines and sub-disciplines emerging at the broad interface between the life sciences and the sciences and technologies associated with information, computing and computation.

Asia Pacific shall be defined as countries and economies within Asia and the Pacific Rim.

In view of the highly dynamic nature of Bioinformatics and Asia Pacific region, these definitions shall be tentative and used in the broadest and most inclusive sense in situations of ambiguity.



Article 2

Status

1. The Asia-Pacific Bioinformatics Network (APBioNet) shall be an international scientific network established with the support of interested economies in the Asia Pacific region, governmental and non-governmental organisations and agencies, foundations, research and education institutions and industry. The Network shall operate as a non-profit autonomous organization, international in status and non-political in management, staffing and operations. The Network shall be organized exclusively for scientific, developmental and educational purposes.

2. The Network shall possess full juridical personality and enjoy such legal capacity as may be necessary for the exercise of its functions and the fulfillment of its purposes.

Article 3

Subsidiary Bodies

The Network may establish such offices or laboratories or collaboratories as may be decided by its Governing Council as being necessary for effective conduct of its program and the achievement of its aims.

Article 4

Aims

The mandate of the organisation is to promote bioinformatics in the region.

1. APBioNet members are involved in the production and provision of bioinformatics resources (such as databases, software, standardisation guidelines - particularly culture specific ones), network communication, education, training, consulting and collaboration.

2. APBioNet will provide specialist expertise and a forum for regional communication and will also help the member organisations develop bioinformatics activities.

3. APBioNet will also act as a consolidated regional body that can act as a single entity in dealing with external groups thereby presenting a unified voice in representing the region.

4. APBioNet is committed to maintaining and promoting the development of scientific and technical excellence amongst scientists and institutions dedicated to bioinformatics research, with particular focus on Asia and the Pacific Rim, as well as the provision and dissemination of bioinformatics resources, services, expertise and training. Specifically, it will:



- a. promote study, research, innovation, development and dissemination of knowledge in bioinformatics and directly related areas of science and technology;
- b. undertake, in collaboration with relevant national and international networks, institutions, facilities and training programs aimed at strengthening expertise and capacity for the conduct of work in the areas of the Network's interest and focus.

Article 5

Guiding Principles

1. The Network shall serve as an international catalyst, forum and resource devoted to developing competence and expertise in bioinformatics in Asia and the Pacific Rim.
2. The Network will complement its activities with those of other international and national societies, associations and institutions, public and private, that have similar aims. Its activities will, wherever appropriate, be planned and implemented in collaboration with such societies, associations and institutions.
3. The Network will promote the standing of Asia Pacific bioinformatics in the global arena through liaison and cooperation with other international bodies.

Article 6

Functions

1. The Network shall have the following program areas:
 - i) To encourage scientists and supporting institutions to conduct research and to provide training, educational and skills enhancement opportunities in bioinformatics;
 - ii) To help coordinate the conduct of research and development activities in laboratories and collaboratories designated by supporting institutions as APBioNet nodes;
 - iii) to cooperate with industry to identify areas of common interest for promoting the work of scientists and institutions working with the Network.
2. In fulfilling the aforementioned aims and functions, in the spirit of the guiding principles, the Network shall engage in a range of activities including:
 - holding meetings and arranging lectures, training courses, workshops, seminars, symposia and conferences;
 - publishing and disseminating books, periodicals, reports and research and working papers through print and electronic online media;



- establishing and maintaining contact with individuals and institutions with expertise in relevant fields through collaborative research, seminars, exchange visits, sabbatical attachments and likewise;
- undertaking studies and other projects on behalf of or in collaboration with other organizations and institutions;
- maintaining offices, laboratories, information resources, and other facilities as may be necessary for its proper functioning; and
- taking such other actions as may further the aims and objectives of the Network.

3. The Network's programs and plans shall be reviewed and approved by its Governing Council taking into account the needs of developing and developed economies and the Network's capacities in meeting these needs.

Article 7

Capacity

The Network shall have the following capacity:

- to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity whether international, regional or national, such charters, licenses, rights, concessions or similar rights, and assistance - financial or otherwise - as are conducive to and necessary for the attainment of the aims of the Network
- to receive, acquire or otherwise lawfully obtain from any governmental authority or from any corporation, company, association, person, firm, foundation or other entity, whether international, regional or national, by donation, grant, exchange, devise, bequest, purchase or lease, either absolutely or in trust, contributions consisting of such properties, real, personal, or mixed including funds and valuable effects or items as may be useful or necessary to pursue the aims and activities of the Network and to hold, operate, administer, use, invest, sell, convey or dispose of the said properties;
- to enter into agreements and contracts;
- to employ persons according to its own regulations;
- to institute, and defend in, legal proceedings; and
- to perform all acts and functions as may be found necessary, expedient, suitable or proper for the furtherance, accomplishment or attainment of any and/or all of the purposes and activities herein stated, or which shall appear, at any time, as conducive to or necessary and useful for the aims and activities of the Network.



2. No part of the earnings of the Network shall inure to the benefit of, or be distributable to, its Governing Council members, its members, its officers or other private persons, except that the Network shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the aims set forth in article III above.

Article 8

Offices

1. Principal Place of Business

The principal place of business of the Network shall be located at such place, either within or without [City, Country] (for example), as shall be designated from time to time by the Council. The Network may have such other offices, either within or without [City, Country], as the Council may determine or as the affairs of the Network may require from time to time.

2. Registered Office and Registered Agent.

The Network shall have and continuously maintain in [City, State, Country] a registered office and a registered agent whose office is the Network's registered office, as required by the [State, Country]'s law. The registered office may but need not be identical with the principal office of the Network, and the address of the registered office may be changed from time to time by the Council in accordance with applicable laws or resolutions made by the Council.

Article 9

Members and Associates

1. APBioNet will have five classes of membership from any of the countries and economies primarily from the Asia-Pacific region.

2. National Membership

This will be at the national representation level- each country or economy will have one representative with one vote in the Governing Council, typically vested in an institutional representative. Criteria for national membership include:

- i. A clear mandate from their government or appropriate research council preferably in the form of a letter expressing the intention adequately to support the prospective national .
- ii. The majority support of existing national member nodes in order to join



3. Institutional Membership

This will be affiliate (non-voting in the Governing Council) members, individual institutions from Asia Pacific countries whose mandate is not to represent their parent country but who would be valuable members of this body. Criteria for institutional membership include:

- i. Special reason to join- such as geographic or networking relevance, provision of specialised skill, resources, etc
- ii. The majority support of existing national member nodes in order to join

4. Ordinary Individual Membership

This will consist of individual members who are scientists elected to membership according to objective criteria for scientific excellence established by the Membership Committee of the Governing Council. Only Members shall have the right to vote to elect Council Members on the Governing Council and to serve in such capacity. Criteria for ordinary individual membership include demonstrated involvement in bioinformatics or allied disciplines for at least a year.

5. Associate Membership

Associates shall be scientists who are committed to the goals and objectives of the Network, and who wish to participate in and contribute to the development of its programs and initiatives.

6. Student Membership

Student Associates shall be students who are committed to the goals and objectives of the Network, and who wish to participate in and contribute to the development of its programs and initiatives.

7. The Governing Council may, additionally, upon recommendation by its Membership Committee, confer the title of Honorary Member upon individuals deemed to have made outstanding contributions to the development of bioinformatics and to the work of the Network.

8. Conduct of members. Members shall perform all duties for the Network as well as conduct their own professional activities in an ethical and professional manner. The Network may recommend disciplinary action for conduct of any member inconsistent with the purposes of the Network.

9. Resignation. Any [Council member/member/officer] may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time specified, at the time of receipt by the President or Secretary.



Article 10

Nodes and Centers of Excellence

1. Any institution, public or private, which meets the criteria established by the Program Committee of the Governing Council may, at the recommendation of the Program Committee, be recognized in one or both of the following categories:

“Asia Pacific Bioinformatics Network Node” which is an institution, public or private, which is committed to the goals and objectives of APBioNet and which provides financial and in-kind support for provision of bioinformatics training, resources and services as specified in guidelines established by the Governing Council

“Asia Pacific Bioinformatics Network Center of Excellence” which would, additionally, be a center which is recognized, both regionally and internationally, as having achieved the highest standards of excellence. The Governing Council, through its Program Committee, shall establish objective criteria by which any institution may receive this rare distinction.

Article 11

Organs

The Organs of the Network shall be:

- i) the Advisory Board
- ii) the Full Governing Council
- iii) the Executive Committee
- iii) the Executive Director/Coordinator and Network secretariat staff.

Article 12

Composition and Function of Advisory Board

1. The Advisory Board shall comprise bioinformatics luminaries, influential people who will provide external and independent review, commentary and influence on decisions and activities of the organisation.

2. They shall be appointed by the Governing Council in consultation with the Executive Committee.



Article 13

Composition of Governing Council

1. The Governing Council shall consist of National Members from each participating country or economy, plus not less than five Council Members elected by a process involving all eligible voting Members of the Network in accordance with procedures laid down by the Governing Council.

2. Council Members shall be appointed for terms of no more than three years as determined by the Governing Council in advance of the appointment. In the case of vacancy in the Governing Council by reason of retirement, death, incapacity, or any other cause, the Governing Council shall fill the vacancy by election, as appropriate. A new Council Member appointed to replace a Council Member during the latter's term may be appointed for the remaining term of the Council Member being replaced. He/she is eligible to serve two additional terms.

5. Council Members are eligible to reappointment to a second term, but shall not serve more than two successive terms, except that the Council Member elected as President of the Governing Council may have her/his term extended by the Governing Council in order to coincide with her/his appointment as President.

6. Council Members shall serve in their personal capacity and are not considered, nor do they act, as official representatives of their respective economies or any organization, unless they are National representatives

7. Resignation. Any Council Member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time specified, at the time of receipt by the President or Secretary.

Article 14

Functions and Powers of the Governing Council

1. The Governing Council shall be responsible for all affairs of the Network. Its role, among other things, shall be to ensure that:

- the Network follows the objectives, programs and plans that are consistent with its aims, goals and objectives;

- the Network is supported effectively by the Executive Committee whose Executive Director/Coordinator and Secretariat operate in harmony with agreed objectives, programs and budgets.

2. To this end, the Governing Council shall:

- define objectives, approve plans to meet the Network aims and monitor the achievement of these aims;



-
- specify policies to be followed by the Executive Director/Coordinator in pursuing the specified objectives;
 - ensure the Network's cost-effectiveness, financial integrity, and accountability;
 - approve the Network's program and budget;
 - appoint an external auditor and approve an annual audit plan;
 - approve the Network's broad organizational framework and that of the Network Secretariat;
 - approve personnel policies for the Executive Director and Network Secretariat including salaries and benefits;
 - approve the Network's fund raising and resource mobilization strategies, policies and programs, and promote such fund raising and resource mobilization activities;
 - perform all other acts that may be considered necessary, suitable and proper for the attainment of any or all of the aims of the Network as set forth in the above article hereof.

3. The Governing Council shall designate an Executive Committee which shall have the power to act for the Council in the interim between Council meetings, and on matters which the Council delegates to it. All interim actions of the Executive Committee shall be reported to the full Council at its next meeting. The Executive Committee shall consist of the President, Vice President, the Chairs of each subsidiary committee of the Council, and any other individual designated by the President.

4. The Council may establish such other subsidiary or ad hoc Committees as it deems necessary for the performance of its functions. It is anticipated that at least the following committees will be constituted:

- a Membership Committee, which will develop the criteria for individual membership and associate status. The Membership Committee will present the list of prospective Members [and Honorary Members] to the Governing Council which will review and approve Members. The Membership Committee will also take responsibility for developing guidelines for, and overseeing, the election process for the Governing Council.

- a Program Committee, which will be responsible for developing the program of work of the Network, and for laying the groundwork for the publication of the newsletter and the WWW site, as well as its collaborative research, training and fellowship programs. The Program Committee shall also take responsibility for coordinating, reviewing and approving the proposed program of work of the various APBioNet Nodes. It shall also establish procedures and criteria for the identification of new APBioNet Nodes and Centers of Excellence.



- a Finance and Resource Mobilization Committee, which will ensure that all Network funds are managed in a responsible and fiscally appropriate manner, and will work closely with the Executive Director/Coordinator to plan and implement the fund raising and resource mobilization activities of the Network. The Finance and Resource Mobilization Committee shall also determine the levels of financial contribution, if any, to be provided by individuals and institutions affiliated with the Network

- any other committee as are deemed necessary for the performance of the functions of the Governing Council.

Article 15

Procedures of the Governing Council

1. The Council shall elect one Council Member as President. The normal term of the President shall be two years. The Council may re-elect its President for a second term.
2. The Council shall also elect a Vice-President and a Treasurer. The normal terms of these officers shall be two years. They are eligible for re-election. The Executive Director/Coordinator shall normally serve as Secretary to the Council.
3. The Council shall meet at least once annually.
4. The Council shall adopt its own rules of procedure.
5. A majority of Council Members shall constitute a quorum for Council meetings.
6. Notice of Meeting.

The Secretary shall give notice and time of and place of each Council meeting to each Council member in person, or by mail (including electronic mail), telefax, or telephone, at least [fifteen (15)] days prior to such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Network's purpose may be considered and acted upon at such meeting.

7. Quorum.

A numerical majority of then active Council members shall constitute a quorum for the consideration of any matters pertaining to the Network's purposes. If at any meeting of the Council there is less than a quorum present, a simple numerical majority of those present may adjourn the meeting. The act of a majority of the Council members present at a meeting shall be the act of the Council, unless the act of a greater number is required by law, articles or bylaws.



Article 16

Voting by the Governing Council

Normally, the Council shall operate by consensus. However, if the President determines the need for a vote, the following shall apply:

- each Council Member shall have one vote; and
- decisions of the Council shall be made by a majority of Council Members present except as specified otherwise in this constitution.
- A Council member may vote in person or by proxy executed in writing by him/herself.
- Voting may be carried out using electronic online means.

Article 17

Appointment of the Executive Director/Coordinator

The Governing Council shall appoint the Executive Director/Coordinator, and determine his/her term of office and any cause for termination by a two-thirds majority of members present.

Article 18

Functions and Powers of the Executive Director/Coordinator

1. The Executive Director/Coordinator shall be responsible to the Governing Council for coordinating the operation and management of the Network and for ensuring that its programs and objectives are properly developed and carried out. The Executive Director/Coordinator shall work closely with the Finance and Resource Mobilization Committee of the Governing Council to coordinate the fund raising and resource mobilization activities of the Network.

3. The Executive Director/Coordinator shall implement the policies determined by the Governing Council, follow the guidelines laid down by the Governing Council for the functioning of the Network, and carry out the directions of the Network. Specifically, the Executive Director/Coordinator, in consultation with the Governing Council, shall:

- develop an action plan for the operation of the Network for Governing Council consideration and approval, and keep this plan under continuing review;
- develop programs and budgets, and prepare the Network's annual report;
- coordinate the planning and development of the Network's programmatic activities and initiatives to ensure effective implementation;



- recruit and manage a highly-qualified Secretariat staff;
- keep and have available the action plan, programs and budgets for review by the Governing Council on a regular basis;
- keep the President of the Governing Council advised on matters of consequence that relate to the Network; and
- perform such other functions as are delegated to her/him by the Governing Council.

3. The Executive Director/Coordinator shall be the legal representative of the Network. He/she shall sign all deeds, contracts, agreements, treaties, and other legal documents which are necessary to ensure the normal operation of the Network. The Governing Council shall determine the extent to which these powers may be delegated by the Executive Director/Coordinator. Contracts, agreements and treaties which affect the governance, objectives, location, expansions or dissolution of the Network shall be subjected to approval by the Governing Council.

Article 19

Staffing

1. The staff of the Network Secretariat shall be appointed by the Executive Director/Coordinator in accordance with staff regulations to be approved by the Governing Council.
2. The paramount consideration in the employment of staff and in the determination of conditions of service shall be the necessity of securing the highest standards of quality, integrity, efficiency, and competence.
3. Salary scales, insurance, pension schemes and other terms of employment shall be laid down in staff regulations, and shall in principle be internationally competitive and comparable with those of the United Nations and affiliated institutions and other relevant organizations.

Article 20

Financing

1. The budget of the Network shall be funded by signatories of the Establishment Agreement for APBioNet, international and national organizations and other public and private institutions which wish to make financial and other voluntary contributions to it. The Network may receive contributions from other sources. It may also receive contributions and gifts toward the establishment of an endowment program.



2. The financial operation of the Network shall be governed by financial regulations to be developed by the Finance and Resource Mobilization Committee and adopted by the Council.

3. The budget for the Network is approved annually by the Council. It shall consist of two components – a “core” budget covering activities and resource requirements which are central and critical to the operational effectiveness and sustainability of the Network, and a “special ” budget which is fully supported by voluntary funds and contributions from donors who support specific initiatives and activities of the Network. Such initiatives may include named programs, activities or grants provided by donors who may have a particular interest in developing one or more areas of focus in collaboration with the Network.

4. The “core” budget shall be supported primarily by fees collected from individuals, institutions and from obligatory contributions provided by signatory economies which shall be calculated in direct proportion to total GDP of each economy, except that such contribution from any one economy shall be capped at no more than 25% of the core budget. Additionally, it is anticipated that the host economy of the APBioNet Central Secretariat office shall provide offices and facilities and cover the cost of operating the Secretariat and at least 30% of the salary of the Executive Director/Coordinator and other international professional staff based at the Secretariat location.

5. Any economy which wishes to host its own APBioNet office which operates to support the work of the network in the economy shall arrange for appropriate facilities to be made available and cover the cost of staffing and equipping such office. Commitments in support of economy-specific Secretariat offices shall be considered to be “special” budget contributions.

6. An annual audit of the operations of the Network shall be conducted by an independent international accounting firm appointed by the Council upon recommendation by the Executive Director/Coordinator. The results of such audits shall be made available by the Executive Director/Coordinator to the Council for its consideration. Following the approval by the Council, the audit report shall be circulated to all parties contributing to the Network.

Article 21

Relationships with Other Organizations

In order to achieve its objectives in the most efficient way, the Network may enter into agreements for cooperation with relevant national, regional or international organizations, foundations and agencies, both public and private.



Article 22

Amendments

This Constitution may be amended by a two-thirds majority of all voting Members, provided notice of such a proposed amendment together with its full text shall have been mailed to all members at least four weeks in advance of the ballot. Voting may be carried out by electronic means or so designated according to procedures instituted by the Governing Council.

Article 23

Dissolution

The Network may be dissolved by a three-fourths majority of all voting Members, if it is determined that the purposes of the Network have been achieved to a satisfactory degree or if it is determined that the Network will no longer be able to function effectively. In the case of dissolution, any land, physical plant and other assets situated in participating economies, and made available to the Network, and permanent fixed capital improvements thereon shall revert to their legal owner. The other assets of the Network shall be transferred for use for similar purposes or distributed to institutions having purposes similar to those of the Network in the participating economies after agreement between the governing authorities of those economies and the Governing Council.