

# International Ocean Institute



## Statutes and Rules of Procedure 2015

*Amended GB58 2020*

# IOI Statutes\*

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\* *IOI Statutes and Rules of Procedure 2015; with the addition of Article 9 bis to the Statutes following the decision of IOI GB58 in 2020.*

## **Article 1:**

### **Name, Legal Form, Seat, Duration**

1. Under the Dutch registration, the name of the legal entity is “Stichting International Ocean Institute”, and it may be indicated as the “International Ocean Institute” in English and any other language. Its registration was affected according to the Dutch Civil Code (Title 6, Volume 2) in Rotterdam, the Netherlands. Headquarters of the “Stichting International Ocean Institute” are in Malta.
2. The Stichting International Ocean Institute is the continuation of the International Ocean Institute, initiated in Malta in nineteen hundred and seventy-two by Elisabeth Mann Borgese.
3. The International Ocean Institute is constituted for an indefinite period of time.
4. The International Ocean Institute as a knowledge-based institution, is a scientific, educational and training organization which has the status of an independent international non-governmental non-profit organization and is self-regulatory within the provisions of Title 6 Volume 2 of the Dutch Civil Code.
5. The International Ocean Institute, (hereinafter called “Institute”) defines and implements its programme according to its stated mission, goals and functions and within budget adopted by its Governing Board.

## **Article 2:**

### **Vision**

To continue into the future to play a vital role in Ocean Governance by maintaining the legacy of the founder Elisabeth Mann Borgese for humankind to live with the Ocean and from the Ocean in sustainable relationship, protecting both and respecting the Ocean’s majesty.

## **Article 3:**

### **Mission**

1. To ensure the sustainability of the Ocean as “a source of life”, and to uphold and expand the principle of the common heritage as enshrined in the United Nations Convention on the Law of the Sea signed at Montego Bay on December 10<sup>th</sup> 1982.
2. To promote the concept of *Pacem in Maribus* – peace in the Ocean and its management and conservation – for the benefit of future generations.
3. To promote the concept of ocean governance, including integrated ocean policy, for planning and management of the oceans at national, regional and global levels.
4. To conduct training and education for capacity building to meet the crucial demand for knowledgeable future leaders in ocean governance. To access and produce publications of the

most current scientific, legal and policy developments and participate in the development of national and international ocean governance agendas.

5. To promote the respect for common goods, the peaceful and sustainable use of ocean services and resources, the common heritage of the high seas and the need to support and empower people and countries, particularly developing countries, in managing their relations with the ocean in a sustainable manner remains the ethical and moral foundation of the IOI.

#### **Article 4:**

##### *Goals*

1. The International Ocean Institute contributes to the evolving process of Ocean Governance through its functions and activities.
2. Guided by the United Nations Charter, the General Principles of the International Law and of the Law of the Sea, the Institute monitors implementation of international conventions and agreements as they relate to the Oceans, participates in and contributes to the evolving policy dialogue on the Ocean in the fora of the United Nations System and other international organizations.
3. The Institute promotes the elaboration of appropriate maritime laws and regulations and implements national and regional plans and international agreements on the management and sustainable use of the Ocean, coasts and islands.
4. The Institute raises awareness of the peaceful uses of the Ocean, its protection and conservation, as well as the sustainable development of its resources, in accordance with the principle of the common heritage of mankind.
5. The Institute engages in the dissemination of information, sharing and transfer of knowledge and experience.
6. The Institute contributes to the sustainable uses of the Ocean as well as to the sustainable development of developing countries and countries in transition, through capacity building, training and education, enabling them to manage ocean and coastal resources sustainably.

#### **Article 5:**

##### *Functions*

The International Ocean Institute pursues its Mission and achieves its Goals through:

1. Education, Training and Capacity Building:
  - a. organise through its Network:
    - annual training programmes, thematic and specific national and regional training and education programmes;

- b. participate in and contribute to training and education programmes of the United Nations System, other international organizations and academic institutions;
- c. organise and participate in National and Regional Leadership Seminars and Workshops on critical and innovative issues in Ocean Governance.

2. Publications and Communications:

- a. develop, promote and disseminate ocean governance policy through its publications;
- b. publish promotional materials and the Annual Report of the Institute;
- c. publish and widely distribute proceedings of the IOI meetings;
- d. contribute to the publications of the World Ocean Review and the Ocean Year Book;
- e. widely use modern means of communication by developing interactive websites and electronic newsletters.

3. International Relations and Partnership:

- a. contribute to United Nations system initiatives related to the management and conservation of the oceans, coasts and small islands;
- b. support national and regional initiatives related to the establishment and development of marine policy and marine legislation and regulation including implementation;
- c. participate in and contribute to meetings and conferences of the UN System and other International Organizations;
- d. advise on and assist upon request in the formulation of national policy programmes and projects relating to the Ocean;
- e. foster regional and cooperative networks of professionals and decision makers;
- f. cooperate and enter into agreements with non-governmental, governmental and other international organizations for the implementation of joint activities

**Article 6:**

*Membership*

1. Membership includes a network of the IOI centres, governing and subsidiary bodies, partner organizations with which MOUs have been signed and regularly updated, and focal points in the countries.
2. IOI Membership implies the following rights and obligations:
  - a. signing of a Memorandum of Understanding normally with Institutions and the IOI Secretariat;
  - b. compliance with the Statutes of the IOI;
  - c. collaboration with and support to the programme of work of the IOI;
  - d. identification of Centre Directors for liaison with the IOI;
  - e. support of the IOI using any or all of the financial mechanisms listed under Article 15;
  - f. regular reporting to the IOI Governing Board and IOI Headquarters of the progress achieved;
  - g. participation in the meetings of the IOI Governing Board and subsidiary bodies upon invitation;
  - h. receipt of financial and in kind support from the IOI in performing the IOI activities subject to Board decision;

- i. acceptance of other responsibilities the Governing Board may decide in respect to the Statutes.
3. The Board, upon the recommendation of the Managing Director, may suspend the membership of any Centre, subject to a final decision of the Governing Board, and may suspend an MOU with a partner organization or stop partnership with a focal point.
4. Any Centre or Focal Point can withdraw from the Network by providing a written notice to the Managing Director.

## **Article 7:**

### *Institutional Structure and Officers*

The Institute shall consist of the Governing Board, the network of Centres, Focal Points, any subsidiary body established by a decision of the Board.

The Officers of the Institute are the President, the Vice-President, the Honorary President, the Chair of the Network of Centres and the Treasurer.

## **Article 8:**

### *Governing Board*

The Governing Board (hereinafter “the Board”) is the constituent body of the Institute and the decision-making organ and shall perform the functions specified under 2 of the present Article.

The Institute is represented at law and otherwise by the Board and besides by the President.

#### *1. Composition*

- a. The Board of the International Ocean Institute shall be composed of up to 12 Members with full voting rights including the President, Vice-President, the Honorary President, Chair of the Network of Centres, Host Country Representative, nominated by the Government of the host country of the IOI-HQ and Treasurer. All are selected on the basis of their expertise and their experience and linkages with major policy development institutions and funding bodies, either of governmental, intergovernmental, non-governmental nature, and private sector. The Members serve in their personal capacity.
- b. The Managing Director is an ex-officio Member of the Board without right to vote.
- c. The IOI President may invite Directors of Centres and qualified personalities to Board meetings to discuss and help in finding solutions to special issues. During the meetings, they will not participate in voting, will have observer status and only play an advisory role according to the functions of the Board.

#### *2. Functions*

In accordance with Articles 3, 4 and 5 of the Statutes, the Board shall:

- a. Establish general policy, main lines of work of the Institute, and approve the Annual Draft Programme and Budget of the Institute.
- b. Decide on the establishment of Centres under such terms and conditions it deems useful for the fulfilment of its purposes and performance of its functions.
- c. Approve nomination of Focal Points based on letters of intention.
- d. Approve and, if necessary, amend the Statutes and Rules of Procedure at the majority stated at Article 17 and Rule 62.
- e. Establish subsidiary bodies, as required in accordance with the conditions specified by the Rules of Procedure under Rules 16-19.
- f. Elect from its own number the IOI President, Vice-President and a Treasurer and nominate an Honorary President
- g. Establish and maintain a fund or funds, engage in fund raising and receive and administer the income of the Institute.
- h. Be neither authorized to enter into agreements, in which the International Ocean Institute commits itself as surety, nor to guarantee or otherwise secure or encumber assets as security for the obligations of third parties with or without consideration.

### **Article 9:**

#### *Honorary President*

The Board may decide to confer on a Board Member the title of Honorary President of the International Ocean Institute with the duties presented in Article 14.

### **Article 9 bis:**

#### *Patron*

The Board may confer on a person who has provided an outstanding and extraordinary service to IOI, and to the legacy of its founder Elisabeth Mann Borgese, the title of Patron of the International Ocean Institute.

The Patron will enjoy all the rights and privileges of a Board Member including the right to vote.

### **Article 10:**

#### *Network of Centres and Focal Points*

##### *Centres*

The basis of the IOI is a network of Centres, the purpose of which is to execute the goals and objectives of the IOI including training and projects at national, regional and global levels and promote the IOI activities.

Centres should be of good standing, associated with or hosted at a reputed educational, scientific or other ocean related institution.

The Centres are voluntary members of the IOI which accept the IOI Statutes, and the IOI mission and goals. Rules of the establishment, operations and termination of Centres are decided by the Governing Board.

The Centres may receive financial support from the IOI in accordance to rules and procedures established by the Governing Board.

### **Article 11:**

#### *Focal Points*

IOI may establish Focal Points, particularly in countries where Centres do not exist. The Focal Points should have proven association with IOI, hold appropriate qualification and experience and be engaged in activities relevant to the mission of IOI. They should be of good standing, associated with a reputed educational, scientific or other ocean related activity.

Focal points provide intellectual contribution to IOI on a voluntary basis and are not expected to receive any financial support from IOI as to their nomination or work as focal points. They receive, when appropriate, intellectual and moral support from IOI in promoting their own objectives and project and career prospects.

### **Article 12:**

#### *Secretariat*

1. The Secretariat of the Institute shall consist of the Managing Director and other staff remunerated by the Institute as recommended by the Managing Director and approved by the Board for carrying out the Institute's activities.
2. The Managing Director is appointed by the IOI President following the decision of the Board for a fixed term of three years with an initial probation period of six months, subject to renewal on a proposal by the IOI President and an approval by the Governing Board.
3. The Managing Director is the chief executive officer of the Institute for the implementation of the policies and decisions of the Board, and reports to the IOI President and the Board at its sessions.
4. The Managing Director, in consultation with the IOI President, can offer and accept, on behalf of the International Ocean Institute, contracts for recruitment of staff and for any work to be undertaken for or by the International Ocean Institute. While recruiting local staff the Managing Director shall comply with local rules and regulations.
5. The Managing Director, in consultation with the IOI Treasurer, may open and close bank accounts, sign cheques and carry out other transactions. He/she informs the Treasurer of all financial transactions of the Institute.
6. The Managing Director reports the implementation of the contracts to the Board by including information into an annual financial report.



7. The Managing Director can represent the Institute within the limits and conditions determined by the Board.

### **Article 13:**

#### *Subsidiary bodies*

1. The Governing Board may set up, at no cost for IOI, subsidiary bodies composed of its Members or external experts as may be needed for the performance of their function. The membership and the terms of reference of subsidiary bodies and their Chairpersons are subject to approval of the Board, by consensus or by simple majority of the votes cast.
2. The subsidiary bodies shall commence their work on the date of the establishment and terminate their work upon fulfilment of their terms of reference. The findings of the subsidiary bodies shall be reported to the Board for the approval.

### **Article 14:**

#### *Functions of the IOI Officers*

1. The duties of the President of IOI shall be to:
  - a. legally represent IOI and take necessary follow up to the decisions of the Board;
  - b. decide on the place and dates of a Board meeting in consultation with the Board and Managing Director and preside over the sessions of the Board held during his/her term of office;
  - c. provide intellectual policy guidance and coordinate activities of IOI and its various bodies and decide on financial resources of IOI;
  - d. issue directives to the Managing Director with respect to the fulfilment of his/her duties;
  - e. carry out such specific duties as are prescribed by the Board;
  - f. provide to each session of the Board an annual report which shall include a summary report of his/her activities related to IOI since the last session of the Board; matters, which require special decisions of the Board; and any other matters affecting IOI;
  - g. participate at meetings of the Governing Boards of IOI Centres, their Association and Foundations. The President may nominate the treasurer to participate on his/her behalf at such meetings;
  - h. maintain files of his/her official correspondence and send copies of this correspondence to the Managing Director.
2. The duties of the Honorary President of IOI shall be to:
  - a. uphold and promote the legacy of Elisabeth Mann Borgese, and the mission and objectives of IOI through the provision of support to achieve these objectives;
  - b. facilitate fundraising for the activities of IOI; propose to the Board actions or strategies which could help in obtaining financial contributions from international institutions, public or private;
  - c. advise the Board on the formulation of Partnership Programmes and Projects;
  - d. represent IOI at the meetings of other organizations and promote IOI;

e. perform protocol functions on behalf of IOI as appropriate.

3. The Chair of the Network of Centres shall:

- a. advise the Board in the areas of Centres activities, communication, partnership and co-operation between the Centres, including issues concerning the establishment of new Centres;
- b. recommend to the Board projects (regional and network wide), workshops, seminars and training courses and facilitate access to and exchange of information between the Centres;
- c. provide to each session of the Board for consideration an annual report containing information on Centres activities, resume of his/her inputs to the management of the Network and advice on specific issues;
- d. assist in establishing bilateral and multilateral co-operation between Centres and identify resources required for joint activities;
- e. recommend to the Board ways and mechanisms in support and promotion of the Institute.

4. The Treasurer shall:

- a. assist the Secretariat in the preparation of the budget, implementation report and fund raising;
- b. provide advice on financial policy and its synergy with the strategy of the IOI activities;
- c. perform other relevant financial and administrative functions as required;
- d. report to the Board on the implementation of his/her responsibilities.

#### **Article 15:**

##### *Financial resources*

Financial resources of the International Ocean Institute, in kind or in fund, shall consist of:

1. grants and donations approved by the IOI President;
2. funds raised by the members of the Governing Board;
3. contributions from the Centres;
4. acquisition through membership funds, testamentary disposition, legacy or endowment approved by the IOI President;
5. such additional resources as may be made available by partner governmental and non-governmental organizations and from other sources approved by the IOI President.

The Board may accept or reject any offer of any voluntary contribution from the sources identified above the expenditures of which have been restricted or designed for specific purposes by the contributor.

##### *Financial year and reporting*

1. Financial year of the International Ocean Institute runs from January first up to and including December thirty-first of each year.
2. The Managing Director, in close cooperation with the Treasurer, prepares a financial report for the year and the draft budget of the next year for consideration and approval of the Board taking

into account proposals submitted by the Centres. The budget must be balanced according to expected incomes and expenditures.

3. Funds allocated following decisions of the Board shall be spent under direction of the Managing Director. The Managing Director may make adjustments in consultation with the Treasurer to the work plan or budget of the Secretariat taking into account the progress in the programme implementation and availability of funds. Adjustments greater than the amount agreed upon by the Board should be approved by the President.
4. Without a written approval of the Treasurer, any expenditure by a Centre exceeding the sum approved by the Board for the said Centre will not be reimbursed by the IOI.
5. An external auditor(s) appointed by the Board audits the IOI annual financial accounts, accounting records and financial report prepared by the Managing Director for the previous year by reference to financial and institutional standards. This report is presented by the auditor or in his/her absence by the Managing Director for consideration and approval of the Board.
6. The Treasurer will exercise the function of an “internal auditor” and be a financial advisor to the Board.
7. The Managing Director shall provide the Treasurer with monthly reports on the implementation of the budget and on the progress in fund raising.
8. The Secretariat is obliged to keep the documentation referred to in this article for a period of time as determined by the respective law of the country where the IOI HQ is hosted.

#### **Article 16:**

##### *Communications to the International Ocean Institute*

The official mailing address of the Secretariat of the International Ocean Institute shall be used for all purposes and procedures in these Statutes and for all operations of the International Ocean Institute.

#### **Article 17:**

##### *Amendments*

1. The Board may amend the present Statutes when deemed necessary. Amendment of these Statutes shall enter into force on the date of its adoption by the Board.
2. The Managing Director is obliged to file at the offices of the Public Foundation Register, kept by the Chamber of Commerce in Rotterdam, an authentic copy of the deed of amendment, as well as the amended Statutes.

#### **Article 18:**

Dissolution and liquidation

1. The International Ocean Institute can be dissolved by a decision of the Board or by a judgment of a competent Court.
2. Members of the Board of the Institute can in no way be held liable for errors and omissions or acts of negligence committed by Centres of the Institute and their employees.
3. After the decision of the dissolution of the Institute, its assets, both movable and immovable, shall be liquidated by the Board and, to the extent possible, all obligations of debt shall be met. The Institute continues to exist in so far as such is necessary for the liquidation of its affairs.
4. During the liquidation, the provisions of the Statutes shall remain in force as much as possible.
5. After the debts have been paid, the Board shall determine the allocation to the remaining assets of the Institute, in a manner consistent with the purpose of the Institute.
6. The books and documents of the dissolved Institute shall remain for thirty years in the custody of such a person or entity designated thereto by the Board.

**Article 19:**

Final provision

1. These Statutes are laid down in the Dutch and the English languages.
2. In case the Dutch and English version of these Statutes can be interpreted differently, the English version will be prevailing.
3. The present Statutes have been adopted by the meeting of the Governing Board, held in Malta, on the 16<sup>th</sup> December 2015.

# Rules of Procedure

## **INTRODUCTION**

These Rules of Procedure (hereinafter referred to as “Rules”) are developed in application of the Statutes of the International Ocean Institute (hereinafter referred to as IOI) and are subject to the provision of that Statutes. In the event of any conflict between any provisions specified by the Rules and any provisions of the Statutes, the Statutes shall prevail.

These regulations may be amended by the Governing Board.

## **I. ORGANIZATION OF THE INSTITUTE**

### **Rule 1:**

The International Ocean Institute, hereinafter called “IOI”, shall comprise of:

- a. Governing Board, hereinafter called “the Board”;
- b. Network of Training Centres, Support Centres, herein after called Centres, and partners and Focal Points.
- c. Secretariat.

Activities of IOI and the conduct of its affairs shall be decided by the Board.

### **Rule 2:**

The President of IOI is elected by the Governing Board from its members for a period of three years and may be re-elected for two successive term of three years as all other Board Members.

### **Rule 3:**

The Honorary President is nominated at a Board meeting where at least three fourths of the Board members are present, either in person or by proxy, by at least two thirds of the vote cast.

The function of the Honorary President will be terminated by:

- a. resignation of the Honorary President;
- b. death of the Honorary President;
- c. discharge of the Honorary President by the district court as referred to in section 298 of Book 2 of the Dutch Civil Code;
- d. a resolution taken by at least two-thirds of the votes cast at a Board meeting, at which at least three-fourths of the Board members are present, either in person or by proxy.

### **Rule 4:**

If, for any reason, the President is not able or eligible to carry out his/her functions, the Vice-President of IOI shall serve as Acting President till a new President is elected or an incumbent President will resume his/her functions. The Vice-President, acting as President, shall have the same powers and duties as the President.

### **Rule 5:**

Each Centre shall designate its Director by written notification to the Managing Director of his/her name and relevant contact information. This individual will become the normal channel of communications between IOI and the Centre and shall maintain contacts with national institutions they belong to on matters concerning the work of the Centre and IOI.

## **II. CONSTITUENT BODY**

**Governing Board (the Board)**

**Rule 6:**

Members of the Board shall be elected by the Board by at least two-thirds of the votes cast at a Board meeting, at which at least three-fourths of the Board Members are present, either in person or by proxy.

The mandate of the Members of the Board shall commence at the end of the Board meeting during which they have been elected and expire in three years. Members of the Board may be re-elected for two successive terms of three years. The mandate shall terminate at the end of the term(s) of service, or in the event of a written notice of withdrawal from a Board Member, or with the discharge of a Member by the district court as referred to in section 298 of Book 2 of the Dutch Civil Code. The mandate of a Member of the Board shall also terminate by a vote of the Board at the majority stated in the first paragraph of this rule if the Board considers that the Member does not perform his/her functions properly.

**Rule 7:**

The President convenes ordinary sessions of the Board in a face to face manner.

The dates of an ordinary session shall be fixed by the Managing Director in consultation with the President taking into account any preference which the Board may have expressed previously.

**Rule 8:**

Arrangements for a session of the Board shall be the responsibility of the Managing Director, who shall convene a meeting of the Board by means of invitation letters sent by air-mail, e-mail or fax to the addresses of the Board Members and those whom the President wishes to invite to a meeting.

**Rule 9:**

For the purposes of the Board the Managing Director shall serve as the Board Secretary. In the absence of the Managing Director, the Board may designate one of its Board Members to act as an acting Secretary of the meeting.

**Rule 10:**

The Provisional Agenda for an ordinary session of the Board shall be prepared by the Managing Director in consultation with the President. The Provisional Agenda of ordinary sessions shall be annotated and with the provisional list of documents and other available working and information documents sent by the Managing Director to the Board Members and those whom the President wants to invite using the same communication means as mentioned in Rule 8. The financial documents or any other paper of confidential nature shall not be sent or communicated to the invited persons.

**Rule 11:**

The Board may meet in an extraordinary session if so decided by the IOI President in consultation with the Managing Director, or at the request of at least one third of the Members of the Board sent



to the President by registered letter or using electronic means. The President, in consultation with the Managing Director, shall fix the dates and place of an extraordinary session.

**Rule 12:**

Any Board Member or Director of a Centre may extend an invitation to host the Board for an ordinary or extraordinary session. The Managing Director shall inform Board Members of such invitations and they shall decide by correspondence to accept it or not. The invitations should reach the Managing Director at least ten months prior to the opening of the Board meeting. The Managing Director should use any type of assistance that can be provided by the host.

**Rule 13:**

The Provisional Agenda shall normally include:

- a. Approval of the agenda;
- b. Reports of the President, the Honorary President, the Chair of Directors, the Managing Director and the Treasurer of IOI on the progress achieved and containing review of the implementation of IOI's programmes and of previous decisions of the Board;
- c. Consideration of applications for new Centres and Focal Points;
- d. Short-term and long-term planning;
- e. Budget and funding issues including the report of an external auditor;
- f. Cooperation with the UN and other international governmental and non-governmental organizations;
- g. General, legal, financial and administrative matters;
- h. Items submitted by the Board Members and the Managing Director;
- i. Election of the President and Vice-President of IOI, Treasurer and Members of the Board;
- j. Conferment of an Honorary President if applicable;
- k. Appointment of the Managing Director if applicable.
- l. Other business.

**Rule 14**

The Vice-President shall preside at the Board meeting when the President is unable to attend. If both are unable to attend the session the IOI President will be entitled to designate his/her representative from among members of the Board. If no designation has been made by the President, the Board has to designate one of its members to preside over the session by the majority of those present. No decision shall be adopted by the Board until it has designated one of its Members to preside over the meeting with the same powers and duties as the President.

**Rule 15**

The cost of travel and subsistence of the Board Members for the duration of an ordinary or extraordinary session shall be met by IOI on the basis of the most economical arrangements.

**III. SUBSIDIARY BODIES**

**Rule 16:**

The Board may establish subsidiary bodies, such as working groups or groups of experts to keep them advised on important specialized issues.

**Rule 17:**

Membership of subsidiary bodies shall not be restricted to Members of the Governing Board. The Board shall nominate a Chair of a subsidiary body and shall assign to him/her, *inter alia*, the responsibility to report to the Board on the progress in implementing the terms of reference of the subsidiary body. In cases when this action results in financial expenses to be borne by IOI the decision should be taken only after approval of the President and the Managing Director.

**Rule 18:**

Subsidiary bodies operate at no cost or at the lowest cost possible to IOI, primarily by correspondence, or in conjunction with the meetings of the Board. However, if the need for a meeting of a subsidiary body occurs, the participants of the meeting may be financed by IOI provided that the questions to be dealt with are of a general interest to IOI, cannot be solved by correspondence and are considered by the Board as having a high priority.

**Rule 19:**

A subsidiary body may be dissolved at any time by the Board if it is considered that a subsidiary body has completed its work or is not able to proceed further.

**IV. IOI CENTRES**

**Establishment**

**Rule 20**

Establishment of new Centres is subject to the following procedure:

- a. Submission of a letter of intent from the Chief Executive Officer of the host institution of a candidate centre to the Managing Director of IOI, which includes a statement indicating acceptance of the Statutes and Rules of Procedure of IOI and its Mission, as well as administrative, operational and financial indicators on how the Centre will function within IOI Network.
- b. The Managing Director shall inform the IOI President, the Chair of Directors and Board Members of all submissions received.
- c. The merits of the submission will be judged according to geographical location, strengths of the host institution in terms of the IOI mission, programmes and activities, and potential financial obligations. IOI may reject a submission for the reasons that do not reflect on its merit, or on other grounds (e.g. an IOI moratorium on the establishment of new Centres).
- d. Following acceptance by the Board, drafting of a Memorandum of Understanding (MOU) between the host institution and the IOI will commence and the negotiation of terms will continue with the Managing Director and the Treasurer until such time as both parties are in agreement. The MOU should be accompanied by a draft notional work plan and budget to cover at least the first three years of operation.

## **Operations**

### **Rule 21:**

Operations of new Centres may not commence until an MOU has been signed by both parties.

### **Rule 22:**

For smooth running of a Centre a senior staff member will be designated as IOI Centre Director by the host institution in consultation with the Managing Director of IOI and the Chair of the Network. An Advisory Committee (or Board) should be established by the host institution to provide assistance and guidance to the Centre Director.

The Centre Directors shall:

- a. represent the IOI and responsibly run the activities of the Centre
- b. be responsible for the implementation of the programme as approved by the IOI Board and financially supported by IOI;
- c. annually report on the activities of the Centre and its financial transactions;
- d. foster and develop good relations with the host institution.

### **Rule 23:**

The Director of a Centre is in charge of regular reporting to the Chair of the Network and the IOI Headquarters on progress achieved, and providing the IOI Managing Director, in accordance with the IOI procedures in operation, with financial reports, draft budgets and other materials requested by IOI, in a timely fashion.

### **Rule 24:**

IOI will support and guide a Centre in all network-related activities, including fundraising. Limited operational funding may be provided by IOI to the Centres according to the availability of funds and the level of performance of its activities.

### **Rule 25:**

Centres will be subject to a review of their activities at intervals to be determined by IOI.

### **Rule 26:**

The IOI Corporate Logo may only be used by those Centres operating in accord with the IOI Statutes and Rules and Procedures, and for purposes that are in agreement with the Mission of IOI. Inappropriate use of the IOI Corporate Logo by a Centre(s) may result in the suspension of operations of this Centre(s).

### **Rule 27:**

IOI Centres may use their own logo, which may incorporate the Institute's Corporate Logo, or elements of it. A draft of the logo must be submitted for approval to the Managing Director of IOI before any use.

## **Termination**

### **Rule 28:**

If the MOU is allowed to lapse, functioning of the Centre may not continue beyond an agreed grace period, during which the terms of a new MOU will be negotiated. In the event of an impasse between the host institution and the Managing Director on the terms of renewal of an MOU, the matter may be referred to the Board for a decision.

### **Rule 29:**

A decision made by the Board to close a Centre shall be notified in writing by the Managing Director of IOI to the signatory of the MOU of the host institution. An audit of the Centre's accounts will be required, and any unspent funds originating from IOI shall be returned to the IOI Secretariat. IOI will not be liable for any financial or other obligation entered into by the IOI Centre.

### **Rule 30:**

If a Centre is no longer considered functional, or if the activities of a Centre are, for any reason, deemed to be detrimental to the reputation of the host institution, or of the IOI, operations of a Centre may be suspended, or closed down, on a written request of the Chief Executive Officer of the host institution, or by a written notification from the President of the Board of IOI after consultation with the Managing Director and the Chair of Directors.

## **V. FOCAL POINTS**

### **Rule 31:**

Designation of Focal Points will be made preferably from the list of IOI Alumni. When deemed desirable to establish a Focal Point(s) in a country or region where there is an active Centre, the designation of such a Focal Point(s) will be made in consultation with the Director of such a Centre.

Focal Points should preferably be connected to a reputed educational, scientific or other ocean related host institution and demonstrate:

- a. readiness to contribute to IOI objectives and programmes;
- b. intention of promoting IOI mission;
- c. competence or expertise in areas relevant to the work of IOI;
- d. readiness to submit annual reports on their activities to the IOI Managing Director for compilation and submission to annual meetings of the Board;
- e. readiness to assist IOI in fund raising and in establishing, after agreement with IOI, friends of IOI associations and support groups.

### **Rule 32:**

IOI may regularly circulate a call for applications to Focal Points positions to all Directors and IOI Alumni with an invitation to propose candidates from the list of Alumni and others out of the list.

The IOI Secretariat will assist in submitting applications in accordance with accepted IOI formats and procedures. IOI may also consider candidates for applications.

**Rule 33:**

Applicants must support their applications with the letter of endorsement from their host institutions and other documentary evidence showing that their supervisors have no objection for a candidate to assume responsibility as a Focal Point of IOI.

Applicants must supply a CV plus a copy of documents showing their academic degrees, work place and type of work they are involved in. There should be proof supplied of their solid and documented association with national and regional institutions.

Applications and all accompanying documents will be assessed for selection by the President, Managing Director and Chair of the Network of Centres. The Managing Director will inform the applicants of the results of the assessment.

**Rule 34:**

Focal Points may use, after consulting and receiving agreement of the IOI Managing Director, the IOI logo and name as well as the IOI trademark and contacts in promoting and supporting mutually beneficial activities or those of their host institutes without compromising the Statutes of IOI and keeping the Managing Director duly informed.

**VI. SECRETARIAT**

**Rule 35:**

The Managing Director shall direct the personnel of the Secretariat provided in accordance with Article 12 of the Statutes, as well as other personnel as may be made available in accordance with applicable regulations, rules and procedure.

**Rule 36:**

In the fulfilment of his/her duties, the Managing Director shall act under the directives issued by the President, following the guidelines provided by the Board, and in accordance with the IOI Statutes and Rules of Procedure.

**Rule 37:**

The Managing Director shall ensure the convening, preparation and servicing of all sessions of the Board and act as the Board Secretary at each Session of the Board. He/she may make an oral as well as a written statement to the Board and any IOI subsidiary body, concerning any question under consideration.

**Rule 38:**

In the event that the post of the Managing Director becomes vacant during the interval between two Sessions of the Board, the Board is empowered to appoint by correspondence an Acting Managing Director, whose term of reference shall not extend beyond the next Board meeting.

**Rule 39:**

General functions of the Secretariat shall be to:

- a. serve as an administrative, documentary and information Centre of IOI;
- b. perform day-to-day programme-management functions under the guidance of the Managing Director and in consultation with the President;
- c. organise assessment and evaluation of the activities of the Headquarters;
- d. organise and perform secretariat duties at sessions of the Board;
- e. provide meeting support to the IOI;
- f. prepare for editing, arrange for publication of, and distribute the approved publications of IOI;
- g. provide an appropriate public relation service and implement promotional efforts of IOI;
- h. maintain records on the extent to which each Centre implements the decisions of IOI;
- i. maintain files of the Secretariat correspondence;
- j. carry out Secretariat duties as prescribed by the Statutes and Rules, and such other work as the IOI Governing Board, and the President may decide.

**Rule 40:**

Members of the IOI Secretariat shall perform their duties with integrity and respect to confidentiality.

**VII. VOTING**

**Rule 41:**

Each Member of the Board shall have one vote. Voting during the Board sessions shall normally be made by a simple show of hands. However, each said Member may request a vote by secret ballot.

**Rule 42:**

If any Member of the Board is not able to come to the session, he/she may delegate his/her vote by proxy only to another Member of this body. A Member of the Board may only be represented by one other Member.

**Rule 43:**

The Managing Director shall be notified by an official letter or by signed electronic message from any Member of the Board on the decision to be represented by proxy no later than at least one day before the opening of a respective meeting.

**Rule 44:**

The quorum for the Board session shall be a simple majority of the Members with voting power present at the session, provided that this majority shall not be less than one-third of the Board Members with voting rights.

**Rule 45:**

All Resolutions or decisions to be adopted at the Meetings of the Board shall be adopted by consensus or by simple majority of the votes cast. In case of a tie, the Presiding Officer at the Meetings of the Board has a casting vote.

**Rule 46:**

Between sessions of the Board any question within its terms of reference, which, in the opinion of the IOI President, could be solved by correspondence, may be submitted as a vote by correspondence.

All votes by correspondence, including elections, shall be conducted by the Managing Director.

**Rule 47:**

Any decision of the Board adopted by a vote by correspondence shall have for all purposes of the Institute the same force, effect and status as if it has been adopted in session. The report of the following session of the Board shall mention the decision(s) adopted intersessionally.

**VIII. LANGUAGES**

**Rule 48:**

The official and working language of the Institute shall be English. If other languages are used by some Members of the Board, these Members are responsible for the provision of interpretation services at no cost to the Institute.

**IX. PUBLICITY OF MEETINGS**

**Rule 49:**

The Meetings of the Board shall be closed to the public unless otherwise decided by the President or by the Board itself. If the meetings are opened to the Public, these individuals are welcome as observers and will not be given the right to intervene during the sessions.

**X. ELECTIONS**

**Rule 50:**

Elections of all positions which the Board is requested to fill, shall be usually held at the session of the body.

**Rule 51:**

One month before each election, the Managing Director shall prepare and submit to the Board a list of nominated candidates, accompanied with candidates' nomination letter, candidates' CVs, and letters from the candidates stating that they are willing to be included among the candidates for election.

**Rule 52:**

Candidates will be elected by a simple majority vote.

If, in a ballot, a decision is not reached between two or more candidates because they have obtained the same number of votes, another ballot shall be held.

**Rule 53:**

If the number of candidates exceeds the number of places to be filled, the candidates who obtained the highest number of votes shall be elected.

If the number of candidates is less than the number of places to be filled, those who obtained the simple majority shall be declared elected and a further ballot will be held to fill the remaining vacancies.

**XI. REPRESENTATION OF IOI**

**Rule 54:**

On receipt of an invitation for IOI to be represented at a session of another organization the President or the Managing Director shall decide in consultation with the Honorary President and the Treasurer, on the basis of general guidance from the Board and on budgetary and other considerations as well as on the relevance, wholly or in part, with the programme of IOI, or with its resources and activities, or with furthering common aspects of the work of IOI and those organizations, whether the invitation be accepted and, if so, who should represent IOI.

**Rule 55:**

If it is decided to accept the invitation a representative or representatives of the Institute shall normally be the President, Vice-President, Honorary President, Treasurer, Chair of Directors or Managing Director. However, one of the Board Members or Director of an IOI Centre located in or near the place where a session is to be held may be designated to represent IOI. Representation at a session shall be kept to the most economical arrangements and be consistent with the aims of IOI.

**XII. REPRESENTATION IN THE UNITED NATIONS AND OTHER GOVERNMENTAL AND NON-GOVERNMENTAL ORGANIZATIONS**

**Rule 56:**

The Managing Director shall communicate the names of the President, Vice President, Honorary President and Treasurer for the purpose of representation to the UN. In accordance with the



stipulations made by Article 71 of the UN Charter, ECOSOC 1996/31, and any other relevant provisions governing NGOs' interaction with the UN System.

### **XIII. FINANCE AND AUDIT**

#### **Rule 57:**

Centres of the Institute Network are to keep comprehensive financial records which ensure that transactions are accurately recorded. The income and expenditure report and financial statement is to be submitted by Centres to the Headquarters by latest 31 January of the following year.

#### **Rule 58:**

Annual as well as medium-term work plans and budgets of IOI shall be compiled by the Managing Director in consultation with the Treasurer based on the proposals submitted by the Centres and passed to the Board for adoption. Funds allocated following decisions of the Board shall be spent under the authority of the Managing Director and the control of the Treasurer.

#### **Rule 59:**

Centres which receive income from the IOI Headquarters of more than €15,000 should have the income and expenditure report audited by a local external auditor before submitting to the Headquarter. The Centres where financial reports are included under University accounts are exempted of this obligation if they deliver to the Headquarter a discharge from the University's Financial Services. The Board should be informed of such an arrangement and decide to accept or deny such opt out in consultation with the Treasurer.

#### **Rule 60:**

By June 30<sup>th</sup>, an external auditor(s) appointed by the Board shall finalize auditing of the financial report for the previous year and prepare an audit report which shall include income and expenditure accounts, verified balance sheets of the Headquarters and any supplementary statements. He/she will also compare the charges with the vouchers. The audit report should be circulated to all Board members at least fifteen days prior to the Board meeting.

#### **Rule 61:**

The Secretariat is obliged to keep the financial documentation for a period of time as determined by the law of the country in which the IOI HQ is hosted.

### **XIV. AMENDMENTS**

#### **Rule 62:**

Proposals for the amendments of the IOI Statutes and/or Rules of Procedure may be made by the Board Members and the Managing Director and shall be provided to Members of the Board not less than two months before they are called upon to decide on them. Resolutions to amend the Statutes

and/or Rules of Procedure can only be validly adopted with a majority of at least two-thirds of the membership of the Board.