STATUTES

Endorsed by a majority of IAP member academies in August 2021

Timeline
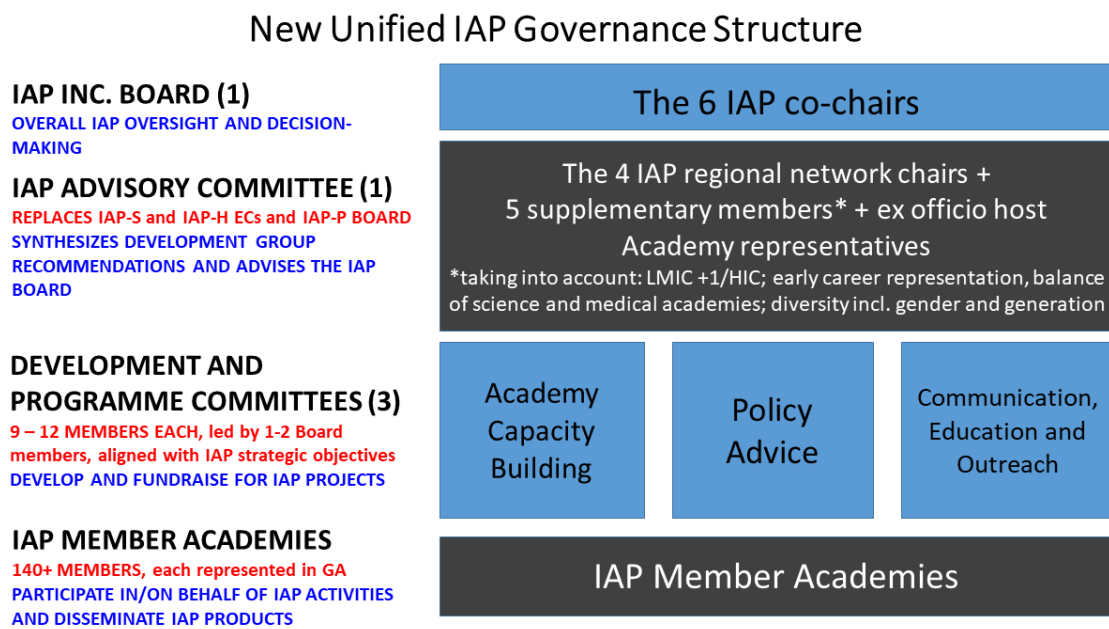
Apr 8-11, 2019	Presentation and discussion at IAP GA in South Korea (complete)
Apr – Jun 2019	Major revisions applied (complete)
Aug 2019	Discussion by 6 IAP Co-chairs in Paris, additional revisions applied (complete)
Sep – Dec 2019	US legal counsel revision and approval by the 6 IAP Co-chairs (complete)
Jan – Apr 2020	Consultation process: IAP Science and Health ECs, IAP Policy Board Approval (complete)
May – Nov 2020	Regional network and Member academy feedback period (complete)
Nov 2020 – Apr 2021	Revisions applied; Approved by 6 IAP Co-chairs (complete)
May 17 - Jun 2 2021	Final feedback period: All Member academies, Regional network, Science and Health ECs, Policy Board (complete)
June 2021	Final revisions applied (complete)
July 2021	Electronic vote approval of final version dated 28 June 2021; endorsement by a majority of academies as of August 2021
July 2021 - Nov 2022	Run-up to next General Assembly: implementation of new Statutes, including convening Nominations Committee by Oct 2021

GLOSSARY OF TERMS

- **Advisory Committee:** Under the new IAP governance structure, replaces the IAP for Science and IAP for Health Executive Committees and the IAP for Policy Board. Responsible for synthesizing development and programme committee recommendations and advising the IAP Inc. Board. Please see below governance structure diagram.
- **Bylaws –** The legal governing rules of the IAP, Inc. entity in Washington, DC.
- **Co-Chairs:** The six IAP Co-chairs who constitute the governing body of IAP Inc.
- **Co-Presidents –** Two selected persons from among the 6 Co-Chairs of the IAP Inc. Board. One Co-President shall be from an LMIC and one from an HIC and are selected on a rotating basis.
- **Development and Programme Committee:** Under the new IAP governance structure, the three development and programme committees develop and fundraise for IAP projects under IAP's three strategic aims: 1) Academy Capacity Building; 2)Policy Advice, and 3) Communication, Education and Outreach. Please see below governance structure diagram.
- **General Assembly (GA):** The triennial meeting of the leadership of all IAP Member academies.
- **High-Income Country (HIC):** High-income countries as designated by the most recent World Bank designations.
- **InterAcademy Partnership (IAP):** the unified global network of more than 140 academies of sciences, engineering, and medicine, comprising the former IAP for Science, IAP for Health/IAMP, and IAP for Policy/IAC.
- **InterAcademy Partnership, Inc. (IAP Inc.):** The legal entity incorporated in the United States. A District of Columbia nonprofit corporation recognized as a tax-exempt charity to oversee the collaboration between IAP Member academies and IAP regional networks, via implementation by the secretariats. Please see below governance structure diagram.
- **IAP Inc. Board:** The six IAP Co-chairs
- **IAP Member Academies ("Members"):** National, regional or global academies of science, engineering, or medicine accepted into IAP.
- **IAP Policies:** Policies adopted by IAP or IAP Inc., which include these IAP Statutes and Rules of Procedure.
- **IAP Statutes**: These statutes which are the governing document for the IAP network (leadership, regional networks, Member academies) and are intended to conform with and supplement the governing documents of IAP Inc.
- **Low- and Middle-Income Countries (LMICs):** Low- and middle-income countries as designated by the most recent World Bank designations.
- **Officers:** IAP, Inc.'s Co-Presidents, Secretary, and Treasurer.
- **Nominations Committee –** An ad hoc committee that reviews and approves nomination and election slates to the IAP Inc. Board, Advisory Committee, and Development and Programme Committees for presentation to the General Assembly.
- **Membership Committee –** A standing committee of nominated representatives from Member academies serving up to two three-year terms that evaluate applications for membership to IAP and make recommendations to the IAP Inc. Board.
- **Regional Network:** The four IAP regional networks are: The Association of Academies and Societies of Sciences in Asia (AASSA), The InterAmerican Network of Academies of Sciences (IANAS), European Academies' Science Advisory Council (EASAC), and the Network of African Science Academies (NASAC).
- **Secretariat:** Staff at the host academies responsible for supporting IAP, IAP Inc., the General Assembly, the Advisory Committee, as well as project/programme working groups, etc. and the Development and Programme Committees in the discharge of their respective tasks and responsibilities.
- **Statements Committee –** A standing committee of nominated representatives from Member academies serving up to two three-year terms that oversee the topic selection, drafting,

endorsing, and publishing of IAP Statements.

Figure 1. Diagram of new unified IAP Governance structure.

New Unified IAP Governance Structure

IAP INC. BOARD (1)
OVERALL IAP OVERSIGHT AND DECISION-MAKING

IAP ADVISORY COMMITTEE (1)
REPLACES IAP-S and IAP-H ECs and IAP-P BOARD
SYNTHESIZES DEVELOPMENT GROUP
RECOMMENDATIONS AND ADVISES THE IAP
BOARD

DEVELOPMENT AND PROGRAMME COMMITTEES (3)
9 – 12 MEMBERS EACH, led by 1-2 Board
members, aligned with IAP strategic objectives
DEVELOP AND FUNDRAISE FOR IAP PROJECTS

IAP MEMBER ACADEMIES
140+ MEMBERS, each represented in GA
PARTICIPATE IN/ON BEHALF OF IAP ACTIVITIES
AND DISSEMINATE IAP PRODUCTS

The 6 IAP co-chairs

The 4 IAP regional network chairs +
5 supplementary members* + ex officio host
Academy representatives
*taking into account: LMIC +1/HIC; early career representation, balance
of science and medical academies; diversity incl. gender and generation

| Academy Capacity Building | Policy Advice | Communication, Education and Outreach |

IAP Member Academies

Article 1: Establishment

The InterAcademy Partnership[1], hereinafter referred to as IAP, is an association created by the world's academies of science, engineering, and medicine for the purpose of working together through bilateral, regional[2], and world-wide collaboration to achieve the objectives specified below. These Statutes, together with separately drafted Rules of Procedure, describe the governing regulations for IAP and its Committees.

The IAP affiliation described in these Statutes is separate from, but related to, the legal entity incorporated in the United States, named the "InterAcademy Partnership, Inc.," (hereinafter referred to as IAP Inc.). These Statutes are intended to conform with and supplement IAP Inc's governing documents (the Bylaws and Articles of Incorporation) with the goal of providing an effective and efficient governance structure for IAP.[3]

Vision
Our vision is for the world's academies to play a vital role in ensuring that science, engineering, and medicine serves society inclusively and equitably and underpins global sustainable development.

Mission
Our mission is to convene and empower the world's academies of science, engineering, and medicine to work collaboratively to address issues of global, regional, and national importance.

Objectives
1) **Build the capacity** of, and empower, regional networks of academies and their national Members, who represent excellence in science, engineering, and medicine in their countries;
2) **Empower academies and regional academy networks to provide independent, authoritative advice** on global, regional and national issues through synthesis reports, consensus statements, foresight studies, critiquing public policy processes and outputs, and convening key stakeholders;
3) **Communicate the importance of science, engineering, and medicine** in terms of research, education, literacy, public discourse and outreach; and
4) **Build IAP as a progressive and more resilient global academies network** by strengthening governance, empowering the secretariat, and designing and implementing cohesive IAP policies.

Details of activities are described in the current Strategic and Implementation Plans, which are renewed every three years by agreement of the General Assembly.

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[1] The IAP affiliation was established in 2016 through the merger of three international academy networks: IAP – the global network of science academies (formerly known as the InterAcademy Panel on International Issues), created in 1993; the InterAcademy Medical Panel (IAMP), created in 2000; and the InterAcademy Council (IAC), created in 2000. These three foundational networks were then renamed, respectively, IAP for Science, IAP for Health and IAP for Policy. At the same time, the "InterAcademy Partnership, Inc.", a District of Columbia nonprofit corporation recognized as a tax-exempt charity (hereinafter referred to as IAP Inc.) was instituted in the United States as a legal entity. Please note that these Statutes are drafted to coordinate with the governing documents of IAP Inc., but do not control its activities or operations, except as specifically noted below.

[2] Throughout this document, the term "regional" should be interpreted in its supra-national sense, i.e. geographical grouping of many countries.

[3] In the event of a conflict between these Statutes and IAP Inc.'s Bylaws or Articles of Incorporation, the language of IAP Inc.'s Articles of Incorporation or Bylaws shall prevail. Similarly, IAP Inc. will not be bound by these statutes to the extent that they conflict with the laws of the District of Columbia, Delaware or the United States.

Article 2: Membership

2.1 Eligible for membership of the IAP are national, regional or global academies of science, engineering, or medicine that elect their o w n i n d i v i d u a l members on the basis of scientific, engineering, or medical merit and that do not deny membership on ideological, ethnic, racial, religious, gender identity, sexual orientation, disability or other discriminatory grounds.

2.2 Each Member academy shall have one vote in all IAP decision-making processes.

2.3 Academies that are not yet a Member of IAP may participate in IAP programmes and activities if invited to do so by an IAP Committee or the Board.

2.4 Member academies are expected to actively participate in IAP and its programmes and activities through nomination of experts, proposal of new projects, hosting meetings and workshops, etc.

2.5 The IAP Inc. Board and the Membership Committee (see item 4.7) will review applications for IAP membership.

2.6 Full Membership is via endorsement by IAP Members at the General Assembly to be approved by a vote.

2.7 Members may discontinue their membership in IAP at any time by notifying the IAP Presidents in writing via the IAP secretariat.

Article 3: General Assembly

3.1 The IAP General Assembly shall advise the IAP Inc. Board on the following decisions:

      a. Approval for general IAP strategies and policies;
      b. Election of new Member academies; nominations to the IAP Inc. Board, members of the Committees;
      c. The academies hosting the IAP Secretariat(s);
      d. Tasks deemed necessary for achieving the objectives of the IAP; and
      e. Amendments to these Statutes and adoption of Rules of Procedure to govern IAP.

3.2 The General Assembly shall adopt and may amend these Statutes with a two-thirds majority vote of votes received, with abstentions not considered a vote. Decisions may be made in between and during the General Assembly via electronic voting, non-replies to be considered abstentions. Once the Board approves the amended Statutes, they will become final.

3.3 The General Assembly shall consist of the Presidents (or highest-ranking leaders) of all IAP Member academies. The President of an academy may be represented by a designated alternative from the leadership of their academy.

3.4 The General Assembly may only take formal decisions if at least three-fifths (60%) of all IAP Member academies are represented at a meeting (with an official voting representative present in person or online). Unless explicitly provided otherwise in these Statutes or in the rules of procedure, the General Assembly shall decide by a majority vote and abstentions will not be considered a vote. Votes may be electronically cast. Decisions relating to a specific person or persons shall always be taken by a secret ballot.

3.5 The IAP Inc. Board may invite other organizations to participate as observers without the right to

vote in a meeting of the General Assembly if that organization contributes, or may contribute, to IAP programmes and activities.

3.6   The IAP Co-Presidents shall preside over the meetings of the General Assembly with a division of tasks to be agreed by them.

3.7   The General Assembly shall meet in a regular meeting every three years, that meeting to coincide normally with a conference organized by the IAP on a selected scientific or science policy theme. The IAP Co-Presidents may convene an extraordinary meeting of the General Assembly if at least thirty IAP Member academies request them to do so. When deemed necessary by the IAP Inc. Board, General Assembly meetings may be convened online.

Article 4: Co-chairs, IAP Inc. Board, and Committees

4.1   One year in advance of a General Assembly, the IAP Inc. Board will establish a Nominations Committee comprising outgoing Board and Advisory Committee members and/or other suitably qualified academy representatives. The Secretariat will then disseminate a call for nominations to its Member academies for IAP officers. The Nominations Committee will oversee the nomination process for new IAP officers, consider nominees, and make recommendations via a slate.

4.2   The General Assembly shall review any nominees proposed by the Nominations Committee and approve a final slate of nominees to serve as Co-chairs for the IAP Inc. Board. The final slate shall include a t l e a s t six Co-chair nominees, three from low- and middle-income countries (LMIC) and three from high-income countries (HIC). The IAP Inc. Board will consider this slate and elect the Co-Chairs. The IAP Inc. Board will select 1-2 of the Co-chairs to oversee each of three Development Committees corresponding to IAP's strategic priorities: (1) Academy Capacity Building, (2) Policy Advice, and (3) Communication, Education and Outreach.

4.3   Co-chairs are elected for a term of office that expires at the end of the first regular meeting of the General Assembly after the meeting in which they were elected. They may serve for no more than two successive terms. Preferably, at each election, for the Development and Programme Committees that have two chairs, the General Assembly re-approves one Development and Programme Committee Co-chair for a second term and approves the other Development and Programme Committee Co-chair for a first term. If a Development and Programme Committee has only one chair, the co-chair should be alternatingly approved from a HIC and LMIC.

4.4   If a Co-chair resigns before the end of his/her term or is otherwise unable to continue as Co-chair, the Advisory Committee shall suggest to the IAP Inc. Board one of its members as acting Co-chair for the remainder of the term of the original Co-chair.[4]

4.5   The 6 Co-chairs of the three Development and Programme Committees shall make up the IAP Inc. Board. Of these, one LMIC representative and one HIC representative shall be selected as IAP Co-Presidents.

4.6   The IAP Inc. Board as the specified fiduciary of IAP Inc., has overall IAP oversight and decision-making powers, and shall give deference to the votes of the General Assembly and the advice of the Advisory Committee. In addition, when it comes to the vital interests of the Member academies, the opinions of the Member academies shall be sought in advance before decisions are made. The IAP Inc. Board

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[4] The IAP Inc. Board shall have the final authority to fill Co-chair vacancies.

shall meet at least three times per year (either remotely or in person).

4.7   In addition to the Development and Programme Committees, IAP shall have at least three additional committees to assist the Board in overseeing IAP's administrative functions: the Nominations Committee (ad hoc), the Membership Committee (standing), and the Statements Committee (standing). Members of these committees are nominated by an IAP Member academy. The IAP Inc. Board will confirm slates for committee membership.

Article 5: Advisory Committee

5.1   The IAP Advisory Committee will consist of a representative appointed by each Regional Network and nominees of five Member academies elected by the General Assembly. The host academy and/or national academy of the hosting country will hold an ex officio seat on the Advisory Committee. The Nominations Committee will ensure that the slate of nominees includes a number of LMIC academies that is at least one more than that of HIC academies (this calculation will include the ex officio seats), and will take into account regional, gender, and generational diversity, early career representation, and an appropriate balance of science, engineering, and medical academies in the make up of the IAP Advisory Committee. At the discretion of the IAP Inc. Board, meetings of the Advisory Committee may also include the Treasurer and/or representatives of academies leading various IAP projects, e.g. science education, etc. The primary task of the Advisory Committee is to advise the IAP Inc. Board on strategic development, as well as the approval of IAP programmes, activities and budgets, and to synthesize recommendations made by the Development and Programme Committees. The Advisory Committee will meet regularly (at least annually) with the IAP Inc. Board.

Article 6: Development and Programme Committees

6.1   The primary role of the Development and Programme Committees shall be to assist the Co-chairs in securing funding for IAP programmes and activities. They should also assist the Co-chairs to: review IAP activities to assure they are in accordance with the current Strategic Plan (available on IAP's website) and ensure Regional Network activities are coordinated with IAP's overall mission and objectives; and propose new programmes and activities to the Advisory Committee.

6.2   The Development and Programme Committees shall meet in a 'Joint Meeting' at least once a year and once themselves at least once a year. Meetings on other occasions will be held as needed (e.g. by conference call).

6.3   Each Development and Programme Committee may set up such standing or *ad hoc* committees/working groups as it deems necessary for the discharge of its tasks and responsibilities.

6.4   Each Development and Programme Committee may only take formal decisions if at least two-thirds of its members are represented at a meeting. The Development and Programme Committees shall decide by a majority vote and abstentions will not be considered a vote. In case of a tie, the vote of the Co-chair with the longest term in office shall decide. During meetings, a vote shall be taken by hand-raising unless at least two members request a secret ballot. At meetings a decision relating to a specific person or persons shall always be taken by a secret ballot. In the interval between meetings, a vote may be taken by email. In a vote by email, a non-reply shall be considered an abstention. If a vote by email relates to a specific person or persons, the individual votes of members shall be kept confidential.

6.5   Each of the Development and Programme Committees shall consist of nominees of 9-12 Member academies elected by the General Assembly (depending on the purview of the committee) and shall be led by 1-2 of the Co-chairs.

6.5.1. Of these 9-12 elected Members, the balance of LMIC representation should be 1-2 more than HIC representation (e.g., if there are 9 Members total, 5 shall be from different LMIC countries and 4 from different HIC countries; if 10 total, 6 LMIC and 4 HIC; if 11 total, 6 LMIC and 5 HIC; if 12 total, 7 LMIC and 5 HIC). Considerations for regional and gender balances will also be considered during the election process. Specific disciplinary expertise may also be sought during the election process.

6.5.2 Member academies shall be elected for a term that expires at the end of the first regular meeting of the General Assembly after the meeting in which they were elected.

6.5.3 Member academies may be re-elected to the Development and Programme Committee for no more than one successive term. They may subsequently be elected to another Development and Programme Committee.

6.5.4 If a Member academy resigns from the Development and Programme Committee before the end of its term, the Development and Programme Committee may fill the vacancy by appointing an IAP Member academy from the relevant LMIC or HIC group in that vacancy until the expiration of the term of the original Member.

6.5.5 Member academies shall be represented in the meetings of the Development and Programme Committee by the President. A President, when not available, may designate in his/her place a representative from among the leadership of the academy who has responsibility for international affairs (e.g. Foreign Secretary).

6.6 Membership of a Development and Programme Committee ends automatically if: (i) a Member does not participate in two consecutive regular meetings of the Development and Programme Committee; or (ii) a Member has not responded to any formal communication of the Co-chairs for more than a year. Any vacancy that so arises may be filled by the Development and Programme Committee by appointing an IAP Member academy from the relevant LMIC or HIC group in that vacancy until the expiration of the term of the original Member.

6.7 If the academy hosting an IAP Secretariat is not represented on any of the Development and Programme Committees, it may participate in the meetings of a Development and Programme Committee as an observer without a vote. The Co-chairs may invite other IAP Member academies as non-voting participants to a meeting of a Development and Programme Committee, or other meetings if that organization contributes, or may contribute, to IAP programmes and activities.

Article 7: Secretariat

7.1 The IAP Secretariat shall be hosted by one or more IAP Member academies elected by the General Assembly and approved by the IAP Inc. Board for a minimum term of three years.

7.1.1 The term of a host academy shall be renewed automatically unless at least one year before the end of a term the IAP Inc. Board decides to propose to the General Assembly to elect an alternative host academy.

7.1.2 If the host academy wishes to terminate its role as host academy, it shall notify the IAP Inc. Board of that intention at least one year before the date of ending its role as host academy.

7.2 The staff and terms of the Secretariat shall be appointed by the host academy/ies. The Secretariat will

follow the procedures and policies of the host academy/academies.

7.3   The host academy and IAP shall conclude an agreement defining the services the host academy will provide to support the Secretariat, as well as the costs of such services to IAP to be approved by the IAP Inc. Board prior to signing.

7.4   Under the overall guidance of the IAP Inc Board, the IAP Secretariat shall support the IAP Inc. Board, the General Assembly, the Advisory Committee and the Development and Programme Committees in the discharge of their respective tasks and responsibilities. The Secretariat shall, in particular, be responsible for:

   a.   Preparing and organizing all official IAP meetings;
   b.   Coordinating and managing all IAP projects and activities, in coordination with the IAP leadership;
   c.   Disseminating relevant materials to Member academies;
   d.   Preparing an Annual Report on IAP programmes and activities and maintaining an up-to-date website;
   e.   Maintaining working relations with relevant other organizations;
   f.   Receiving and disbursing the funds of the IAP according to the rule and procedures of their host academy or IAP Inc.;
   g.   Preparing reports and audits on the finances of the IAP with accountants and overseen by the IAP Treasurer; with all budget proposals/requests to be agreed by the Advisory Committee;
   h.   Formally presenting a report of their work at the annual Joint Meeting covering the period since the last Joint Meeting and at the triennial General Assembly covering the period since the previous General Assembly. The IAP Inc. Board may request additional reports.
   i.   When approved by the relevant Co-chairs, representing IAP at various meetings and fora.
   j.   Providing narrative and financial reports on IAP activities to their host academies; and
   k.   Preparing and submitting narrative and financial reports to donors – based on the hosting academy's procedures.

Article 8: Financial Matters

8.1   Coordinating with the IAP Inc. Board, the secretariats and appropriate accounting representatives, the volunteer IAP Treasurer will review and provide oversight for all IAP finances and budgets on at least a quarterly basis.

The Treasurer will be elected by the IAP Inc. Board for an initial three-year term, renewable for one successive term. IAP Members are asked to submit nominations for the position; however, Treasurers are elected in their individual (rather than academy) capacity and should have prior financial oversight experience.

8.2   The IAP Inc. Board, working with the Advisory and Development and Programme Committees and IAP Member academies, may seek, and arrange for the receipt of financial contributions such as grants, donations and gifts. In case of potential conflict of interest or other doubt, acceptance of such contributions shall be effected by the IAP Inc. Board after due diligence is appropriately carried out and in accordance with IAP Inc.'s governing documents and rules.[5]

8.3   Unless explicitly arranged otherwise, Member academies shall bear their own costs of participating in all IAP meetings.

8.4   Voluntary contributions may be requested from IAP Member academies by the IAP Co-Presidents. Unless the contributing academy requests otherwise, any such contributions may be allocated to either IAP operational costs and/or IAP projects as recommended by the IAP Inc. Board. Contributions may also be in the form of in-kind support, e.g., hosting meetings, providing staff time, etc.