

# CHARTER OF THE PACIFIC BASIN CONSORTIUM

## CHARTER

### Pacific Basin Consortium for Environment and Health Sciences

## RECITALS

WHEREAS, the members of the PBC (each a “Member”) to which this Charter applies, seek to:

- A. Promote technology and information exchange on health and environmental issues in the Pacific Rim and Pacific Basin regions, specifically including but not limited to issues related to environmental degradation and remediation, hazardous substances/wastes, air and water pollution, climate change, and agricultural chemicals and the effects of these problems on human health (the “Areas of Concern”);
- B. Develop a network of individuals and organizations with expertise in the research and development of policy relating to the management of the Areas of Concern;
- C. Serve as an objective source of analysis, review, and critique relating to the Areas of Concern;
- D. Build capacity through education and training in the Areas of Concern; and
- E. Stimulate, coordinate, and conduct research on, and promote sustainable policies for the management of health and environmental issues in the Pacific Rim and Pacific Basin.

NOW, THEREFORE THE MEMBERS AGREE TO THE FOLLOWING:

## TERMS

### I. Definitions

- A. The term “country” shall be interpreted broadly to include those nation states, possessions, trust territories, or dependencies in or in close proximity to the Pacific Rim and Pacific Basin that possess a competent, autonomous organization capable of representing the environmental or human health research, policy or management policies or initiatives of that jurisdiction.
- B. The term “management” shall be interpreted to include, but not be limited to, identification, analysis, direction or control of environment or human health issues.
- C. The term “policy” shall be interpreted to include defined courses of action that are intended to protect and sustain a high quality of human health and the environment in an efficient manner.
- D. The term “research” shall be interpreted to include basic research, applied research, health research, engineering research, policy, social and economic research, and other activities involving investigation of new and innovative approaches to protect and sustain human health and the environment.

### II. Establishment and Organization

- A. The Members consist of organizations and individuals involved in environmental and human health studies.
- B. The PBC is a multinational, autonomous, non-profit institution.
- C. The Board of Directors (the “Board”) may not have less than seven (7) or more than twenty-five (25) voting Members elected by the Organization Members, in accordance with Article V.

- D. The principal organs of the PBC shall be: a) the General Assembly; b) the Board; c) the Secretariat; and d) the Advisory Panel.
- E. Such subsidiary organs as may be necessary may be established in accordance with the Charter.
- F. Men and women may participate equally in any capacity in the Organization and principal and subsidiary organs.

### **III. General Powers**

- A. The general powers of the PBC are:
  - i. To exchange information among Members.
  - ii. To conduct training sessions, workshops, educational programs and staff exchanges for the purpose of increasing the skills and knowledge of Members and others living around the Pacific Rim and in Pacific Basin regions.
  - iii. To act as a clearinghouse for the exchange of data and information on health and environmental issues in the Pacific Rim and Pacific Basin, including such items as reports, books, articles, data and statistics.

### **IV. The General Assembly**

- A. The General Assembly shall be comprised of the following four (4) classes of Members: 1) Organization Members; 2) Individual Members; 3) Student Members and 4) Special Members.
- B. Organization membership shall be open to non-profit and for-profit organizations both public and private, in all countries operating in the Pacific Rim and the Pacific Basin, subject to the following provisions:
  - i. The organization's primary focus shall be to either conduct or oversee research, policy and/or management initiatives relating to environment and/or health studies.
  - ii. The organization shall agree to the Charter of the PBC.
  - iii. The organization shall be willing to share the results of nonproprietary research with the Members.
  - iv. The organization shall meet the financial obligations of organization membership.
  - v. The organization shall agree to participate actively in the activities of the PBC.
  - vi. The organization shall be approved for membership by the affirmative vote of a majority of the Board in accordance with Article V of this Charter.
  - vii. Organization Members shall be accepted into the PBC, with the provision that the number of Organization Members from any one country shall not exceed thirty percent (30%) of the total PBC membership. Applications that would result in this percentage being exceeded may be placed on a waiting list until there are sufficient Organization Members from other countries
  - viii. Each Organization Member shall designate up to ten (10) individuals as Members and up to three (3) individuals as its voting representatives.
  - ix. Individual membership shall be open to individuals who are interested in research, management or policies relating environment or health studies, subject to the following provisions:
    - 1. The individual shall currently be employed by an organization focused on health and environmental issues or otherwise demonstrate to the satisfaction of the Board expertise, interest or knowledge in environmental or human health issues.
    - 2. The individual shall meet the financial obligations of individual membership.
- C. Student membership shall be open to students with an interest in health and environmental issues.
  - i. Students will not have voting privileges.

- D. Special membership shall be open to research and other organizations that would otherwise qualify for membership as an Organization Member or Individual Member but which, because of their own organizational restrictions, are prohibited from officially joining the PBC. To qualify as a Special Member, the organization shall be approved by the affirmative vote of a majority of the Board.
- E. Application for membership shall be made to the Secretariat who shall make the necessary arrangements for approval by the Board.
- F. If, upon the determination of the Board, an organization or individual is deemed to have failed to fulfill its financial or other obligations under the Charter, it shall be considered for removal from the membership list. Upon a majority vote of the Board, the organization or individual shall cease to be a Member.

## **V. The Board of Directors**

- A. The Board is responsible for managing and operating the PBC pursuant to decisions and policies adopted by the General Assembly.
- B. The Board may, at its discretion, elect an executive committee (the "Executive Committee") and may, at its discretion, elect other committees to act for it in intervals between meetings. Such executive or other committees shall have no powers other than those derived from the Board; their actions shall have no force or effect unless adopted and ratified by the Board. If appropriate, the Board may also draft bylaws to provide clarification and guidance for the efficient operation of the PBC.
- C. The Board shall meet at such times as necessary, coinciding with the international conference. A simple majority of the voting Members of the Board shall constitute a quorum, and decisions shall be by majority vote of those present. Teleconferencing may be used for all duties, with subsequent validation of documents by approval via mail, fax or email.
- D. The Board shall, among its other duties, be responsible for the following:
  - i. Implementing all decisions and policies, as determined by the organization membership;
  - ii. Developing and approving the work program, for submission to the General Assembly;
  - iii. Recommending policies, for submission to the General Assembly;
  - iv. Electing the officers (Chair, Vice-Chair, Secretariat, and Treasurer), as well as establishing their terms of service, subject to approval by the General Assembly;
  - v. Approving the schedule of activities of the PBC, including long-range plans for conferences and meetings;
  - vi. Recruiting new Members and serving as a liaison to Members, international organizations, and national groups;
  - vii. Approving applications for membership;
  - viii. Approving the dropping of Members for failure to meet Member obligations;
  - ix. Approving leases, grants, contracts, fellowships, and other agreements for carrying out the objectives of the PBC;
  - x. Supervising finances, monitoring dues, and approving financial contributions donated in accordance with Article VIII;
  - xi. Approving the table of organization, and conditions of service, of the administrative staff of the Secretariat;
  - xii. Establishing advisory committees, special working groups, and task forces drawn from the membership to address specific issues of concern; and
  - xiii. Choosing and securing the location and offices of the Secretariat.

## **VI. The Secretariat**

- A. The Secretariat shall be staffed by the Executive Secretary and necessary administrative staff as determined by the Board.
- B. The Secretariat shall implement the objectives of the PBC, as specifically directed by the Board and the General Assembly.

#### **VII. Advisory Panel**

- A. The Advisory Panel shall consist of two (2) classes of non-voting advisory Members: a) Emeritus Advisors; and b) General Advisors.
  - i. The role of an Emeritus Advisor shall be to provide advice or assistance to the Board related to issues in which such Emeritus Advisor may have unique knowledge or experience based upon his or her prior position as a PBC officer or member of the Board.
  - ii. The role of a General Advisor shall be to provide advice or assistance to the Board on select issues in which the Board feels such General Advisor has unique knowledge or experience based upon the General Advisors academic training, professional work experience and/or demonstrated interest.
- B. The members of the Advisory Panel (each an "Advisor") shall be nominated by the Chair and approved by the majority vote of the Board. Each Advisor shall serve at the pleasure of the Board until his or her successor(s) are duly elected or appointed or until he or she resigns, is removed or is otherwise disqualified from serving on the Advisory Panel. There is no limitation as to the number of Advisors represented from each country of membership.

#### **VII. . Membership Powers**

- A. Basic authority of the PBC shall be vested in the General Assembly, which is composed of one designated representative from each Organization Member. Executive direction shall be entrusted to the Board and the Executive Secretary as hereinafter set forth. The powers of the General Assembly include:
  - i. Electing the Board and the officers thereof;
  - ii. Approving the policies of the PBC;
  - iii. Approving the work program and schedule of activities of the PBC;
  - iv. Approving the annual budget of the PBC, all matters relating to annual dues and contributions, as well as membership obligations; and
  - v. Approving or otherwise acting on amendments to this Charter.
- B. The General Assembly shall meet regularly.
  - i. The General Assembly (that is, one (1) designated representative from each Organization Member, Individual Members and Special Members) shall meet to elect directors and officers, transact business, and approve the budget for the upcoming period. This meeting shall be designated the "Regular Meeting", which will be held no less than once every thirty (30) months).
  - ii. The General Assembly may also hold additional regular meetings pursuant to an agreed-upon schedule; special meetings may be called by the Board , with a minimum of two (2) months' notice for in-person meetings and fifteen (15) calendar days' notice for telephonic or other meetings via electronic communications.
  - iii. In lieu of the Regular Meeting or other meetings, all PBC business may be conducted by mail or electronically.
- C. The affirmative vote of a majority of the total voting members of the General Assembly shall be required for amendments to the charter or bylaws of the Organization. All other matters, including

those relating to election of officers, dues and contributions, budget approvals, and actions on membership matters, shall be decided upon by the affirmative vote of a majority of those present at the Regular Meeting, assuming a quorum is present. At least twenty-five percent (25%) of the members of the General Assembly must be present to constitute a quorum for the purposes of any General Assembly meeting.

- D. For the purposes of electing the Board and officers, the following procedures shall be followed:
- i. The Board may not have less than seven (7) or more than twenty-five (25) directors. The General Counsel and the Executive Secretary shall be non-voting members of the Board.
  - ii. No more than two (2) directors with voting power shall be from the same country. Attempts shall be made to have one (1) director from each country in the membership. For the purposes of this section, nation -states and their possessions, trust territories, and dependencies shall be considered separate and individual countries. The election of two (2) directors with voting power from a nation-state shall therefore not preclude the election of up to two (2) directors with voting power from each of that nation -state's possessions, trust territories, or dependencies.
  - iii. Directors shall be elected at the Regular Meeting. Each director shall be elected for a four-year term, with the terms staggered. Each director may be re-elected for one additional term.
  - iv. The Chair, Vice Chair, and Treasurer of the Board also shall be elected at the annual meeting, immediately after the Board is elected.
  - v. The director elected as Chair shall serve in that capacity for a four-year period.
  - vi. The director elected as Vice Chair shall serve in that capacity for four (4) years. Upon completion of the fourth (4th) year, the Vice Chair shall become the Chair, subject to confirmation of a majority of the Board and to the position of Chair being vacant.
  - vii. The director elected as Treasurer shall serve in that capacity for a four-year term.
  - viii. If a director is elected as an officer (Chair, Vice Chair, or Treasurer), and the term of that office exceeds his or her term on the Board, then that Director shall stand for re-election to the Board at the expiration of his or her term on the Board, as in preceding paragraphs a, b, and c. If re-elected, then that director shall retain the office until the normal expiration of the term of that office. If not re-elected, then that office shall be declared vacant and a new officer elected.
- E. Organization Members, Individual Members, Student Members and Special Members shall be entitled to participate in all activities of the PBC.

## **IX. Officers**

- A. The officers of the PBC shall consist of the Chair, Vice Chair, Treasurer, Executive Secretary, immediate Past Chair, General Counsel to the Board; the first five (5) shall also be current members of the Board.
- B. The Chair of the Board presides over meetings of the Board. The Chair or his/her duly designated representative shall represent PBC in international meetings and in its relations with governments and international organizations. Meetings of the Board, whether regular or special, may be called by the Chair or in his or her name. If the need arises, the Chair may delegate these functions for limited periods to the Vice Chair, Treasurer, Executive Secretary or counsel to the Board.
- C. The Vice Chair shall assume the duties of the Chair when they are so delegated.

- D. The Treasurer shall execute the functions normally associated with that office. This officer shall have prime responsibility for accounts and finances, including arranging for audits, supervising preparation of the annual budget, and developing financial policy.
- E. The immediate Past Chair shall advise the other officers based on his or her experience as chair.
- F. The Executive Secretary is the principal executive officer of the organization. This officer shall hold the office for four years or until the next Regular Meeting, unless he or she is terminated by the Board. The Executive Secretary shall be responsible for day-to-day administration of the PBC, executing the functions normally associated with the office, under the supervision of the Board and in accordance with the policies adopted by the organization membership.
- G. The Board shall be advised by counsel licensed to practice law in at least one (1) Pacific Rim/Basin country, who shall be deemed General Counsel to the PBC. General Counsel shall serve at the pleasure of the Board and shall be deemed a non-voting member of the Board. General Counsel shall be responsible for providing legal advice to the PBC regarding issues of interest and concern to the Board.

## **X. Finances**

- A. The funds of the PBC shall be obtained from:
  - i. Annual dues paid by the Members;
  - ii. Grants applied for and received from national or international organizations for support of specific activities such as meetings of the PBC or training activities;
  - iii. Donations, legacies, and special contributions accepted by the Board on behalf of the Members;
  - iv. Revenues from interest-bearing capital investments, fees, and service charges, if any; and
  - v. Revenues from contracts for services.
- B. Donations or special contributions of more than \$10,000 shall be approved by the Board before being accepted. If such donations or special contributions are designated for a particular program or purpose, the wishes of the donors shall be honored. However, no funds shall be accepted if, in the judgment of the Board, acceptance appears likely to compromise the international character of the PBC.
- C. If a Member resigns or is expelled, that Member shall remain liable for any past dues owed, including those owed for the current year. Upon the effective date of resignation or expulsion of a Member, that Member shall cease to have any claim on the assets of the PBC, including donations or special contributions that the Member may have made or become obligated for.
- D. Accounts shall be audited regularly, and audits shall be completed in time for a report at the annual meeting.

## **XI. Intellectual Property Rights**

- A. Copyrights
  - i. The Executive Secretary may develop and prepare, for approval of the Board and the General Assembly, regulations concerning securing copyright protection for PBC publications and disposing of royalties.
- B. Patents
  - i. If necessary, the Executive Secretary shall develop and prepare, for the approval of the Board and the General Assembly, regulations concerning securing appropriate patents for PBC work and disposing of royalties.

## **XI. Liability**

- A. Membership liability shall be limited to Member dues, together with any pledges for donations or special contributions.
- B. The Board and General Assembly shall endeavour at all times to keep income and expenditures in balance. Indebtedness may not be incurred without the approval of both bodies.

**XI. Amendments to the Charter**

- A. Any modification or amendment of this Charter must be approved by the majority vote of the Members and after due notice and circulation of the proposed changes a minimum of four weeks in advance of the vote.
- B. Amendments shall take effect ninety (90) calendar days after adoption.

**XI. XIV. Dissolution and Liquidation**

- A. The PBC may be dissolved by a majority of the Organization Members if at any time there are fewer than seven Organization Members or if the Organization Members elect to dissolve the PBC pursuant to the provisions of Article V.