

## **CONSTITUTION**

### **ARTICLE I - Name**

The name of the international non-profit organization shall be The European Association for Potato Research, henceforward called "The Association".

### **ARTICLE II - Aims**

The aims of the Association shall be to promote the exchange of scientific and general information relating to all phases of the potato industry between the various countries of Europe and to encourage and assist international co-operation in the study of problems of common interest in this field.

### **ARTICLE III - Co-operation**

The Association may co-operate with other Associations, Societies or Corporations, to such extent as may be necessary or desirable, to fulfil the objectives of the Association.

### **ARTICLE IV - Official Language**

The Association will use English for all purposes other than the legal contacts done in Dutch.

### **ARTICLE V - Constitution and Bye-Laws**

The Association is ruled according to this Constitution and Bye-Laws that were approved by its founders and are attached to this Constitution. A translation into English of this Constitution and Bye-laws is shown in Appendix 1, also attached. If disputed the Dutch language version will prevail over the English language version.

### **ARTICLE VI – Administrative Seat**

The seat of the Association is established at 3360 Bierbeek (Korbeek-Lo), Pastorijstraat 2 (Belgium). The Council may move the seat of the Association provided it takes into account the conditions determined in the Bye-laws regarding the seat of the Association. The location of the Administrative Centre of the Association shall be decided by the Council as prescribed in the Bye-Laws.

### **ARTICLE VII - Membership**

Section 1. The Association shall consist of Ordinary, Sustaining and Honorary Members.

Section 2. Any individual may become an Ordinary Member and any individual, an organisation or company, may become a Sustaining Member, subject to the approval of their application by the Council of the Association and upon payment of the appropriate subscription fixed by the Bye-Laws.

Section 3. Application for Ordinary or Sustaining Membership must be made on the appropriate official form and sent to the Secretary who must in turn notify the applicant in writing of its acceptance or rejection.

Section 4. Every Ordinary or Sustaining Member shall remain a member until his written resignation shall be received by the Secretary or until his membership is forfeited under the Constitution. (Each member shall be liable for the annual subscription for the year in which his resignation takes effect and, notwithstanding resignation, shall, if he so desires, receive any subsequent copies of the journal of the Association issued during that year).

Section 5. Ordinary Members shall be entitled to admission to all meetings of the Association, to vote, to take part in discussions and to receive a copy of each issue of the journal of the Association.

Section 6. Sustaining Members shall have all the privileges of Ordinary Members and, if an organisation or company, shall be entitled to send one representative to any meeting of the Association or of its Sections. Sustaining Members shall receive a copy of each issue of the journal of the Association and, if they apply in writing to the Secretary, receive regularly thereafter a second copy of each issue.

Section 7. No Ordinary or Sustaining Member whose subscription is in arrears shall be entitled to vote at any meeting or in any ballot or to receive copies of the journal of the Association, nor shall these be sent to a new member until his subscription shall have been received.

Section 8. The Council shall have the power to remove from membership of the Association any Ordinary or Sustaining Member whose subscription is one year or more in arrears.

Section 9. Honorary Membership may be granted at the discretion of the Council to individuals who have contributed in an outstanding manner to the interests of potato growing, utilisation or research or who have rendered exceptionally meritorious service to the Association. The number of Honorary Members shall at no time exceed twenty-five and not more than four shall be elected in any one year. Honorary Members shall receive a copy of each issue of the journal of the Association and shall not be liable for payment of an annual subscription. Their privileges shall otherwise be the same as those of Ordinary Members.

Section 10. The Council shall have power, at any of their meetings, by the affirmative vote of at least two-thirds of those present, entitled to vote and voting, to remove from membership of the Association any member if in their opinion it is contrary to the interests of the Association that he or she shall remain a member.

**ARTICLE VIII – Council**

Section 1. The Association is governed by a Council consisting of at least nine members acting as the managing body and is composed of the current Officers and four Council members elected at the General Meeting of the Association held at the Triennial Conference as described in Article X Section 2.

Section 2. The Council is presided over by a President who convenes the meetings of the Council at his discretion or upon the written request of not less than three of the members of the Council. Not less than one meeting shall be held each year. The presence of a majority of the Council shall constitute a quorum for the transaction of business.

Section 3. The Council shall report at each Ordinary General Meeting of the Association on the work of the previous three years.

Section 4. The Council has power in all issues of governance and management with the exception of those that are vested in the Ordinary General Meeting. It can delegate day-to-day management to the President, or to an administrator, or to any other person appointed to this effect.

Section 5. All decisions that legally commit the Association need to be signed by two members of the Council of whom one is the President. The President or another member of the Council appointed by the President represents the Council as effective officer at the General Meeting and legally represents the Association as prosecuting or opposing party.

**ARTICLE IX Special elective offices (Officers) within the Council**

Section 1. The special elective offices within the Council are those of President, Vice-President, President-Elect, Secretary and Treasurer. They are called the Officers.

Section 2. The duties of these officers are written down in the Bye-laws.

**ARTICLE X - Election or Appointment of Officers and Councillors**

Section 1. The members of the Council shall be elected at the Ordinary General Meeting of the Association held during the Triennial Conference. This General Meeting also appoints the elective offices within the Council of President, Vice-President, President-Elect, Secretary and Treasurer. They shall hold office from the end of that Conference until the conclusion of the following Triennial Conference.

Section 2. Only members of the Association residing in the country in which it has been decided to hold the next Triennial Conference shall be eligible for nomination for the office of President. The Vice-President shall be eligible for re-election without limitation as to the number of consecutive periods of office. No other Councillor may serve for more than two consecutive terms of three years. Nominations for Officers and Councillors shall be made by the Council and published in the journal of the Association or otherwise circulated to members, together with the names of the retiring Officers and Councillors, not less than three months before the opening of the Triennial Conference at which the election is to be held. Additional nominations, which must have the signed approval of the nominee, and be supported by the signatures of not less than ten members of the Association, may be submitted to the Secretary, to be in his hands not less than one month before the opening of the Conference. A full list of nominations will be handed to all members registering at the Conference. In any case where the number of nominations exceeds the number of vacancies, election shall be by ballot in the manner prescribed in the Bye-Laws.

Section 3. The Council may fill by appointment any vacancy on the Council occurring within the prescribed term, such appointment to continue until the conclusion of the next Triennial Conference.

**ARTICLE XI - Subject Sections**

Section 1. The formation of Subject Sections within the Association shall be encouraged. Approval of Council must be obtained before a Section is formed.

Section 2. During the Triennial Conference each Section shall elect a Chairman who shall hold office until the conclusion of the next Triennial Conference. Chairmen shall be eligible for re-election.

Section 3. Sections shall conduct their own business and hold their own meetings when and where they deem it desirable but Section Chairman must notify the Association Secretary of Section activities in advance and report on such activities in the Official Publication of the Association.

Section 4. While the Association shall render all possible assistance to its Sections it shall not accept financial or any other liability for their activities.

**ARTICLE XII - Conferences and General Meetings**

Section 1. A full Conference of the Association shall normally be held every third year at such time and place as the Council shall direct, subject to the limitation that it shall not be held twice in the same country within a period of twelve years. Members shall be informed of the country in which each Conference is to be held not less than three months before the previous Conference.

Section 2. An Ordinary General Meeting of the Association shall be held during each Triennial Conference and twenty members shall constitute a quorum for the transaction of business at this or any Extraordinary General Meeting of the Association.

Section 3. The President may appoint Conference Officers at any time during his or her term of office to assist in the organization of the Triennial Conference. These Officers need not be members of the Association.

Section 4. Local conferences and special meetings may be arranged at the discretion of the Council.

**ARTICLE XIII - Committees and Conduct of Association Business**

Section 1. The Council shall appoint such standing and special committees and representatives as may be appropriate to conduct the business of the Association.

Section 2. Such committees and representatives shall report to the Council as required.

Section 3. A postal ballot among all members on questions affecting the interests of the Association may be held either by decision of the Council or on receipt by the Secretary of the written request of at least twenty-five members. In the latter case, such ballot must be taken within three months of the date of receipt of the request which must specify the question to be submitted to the members. A majority of those entitled to vote and voting in such a ballot shall decide all questions other than those involving a change in the Constitution or the dissolution of the Association, whereas it shall be necessary that at least two-thirds of those entitled to vote and voting shall vote in favour of the change or dissolution. (Article XVII, Section 1 and Section 2).

Section 4. The Council may appoint at their discretion a part-time or full-time salaried Assistant Administrative Officer who shall be paid from Association funds.

**ARTICLE XIV - Journal of the Association**

Section 1. The Association shall publish a journal to be known as POTATO RESEARCH which shall be the Official Journal of the Association.

Section 2. The Council shall be responsible for the journal and shall appoint Editors as prescribed in the Bye-Laws.

Section 3. The Council may authorise the Editors to employ such assistants, paid or unpaid, as may be necessary for the proper conduct of their work.

**ARTICLE XV - Expenses of Members**

It shall be competent to reimburse any member of the Association for any expenses incurred by him with the approval of the Council in the business of the Association.

**ARTICLE XVI - Audit**

Section 1. An audit of the receipts and disbursements shall be made annually by an Accountant appointed by the Council, and legally qualified to issue such audit in the country in which the Administrative Centre is located. His report, together with those of the Treasurer, must be approved by the Council. The certified Balance Sheet must thereafter be published in the journal of the Association. The Treasurer shall report on the finances of the Association at each Ordinary General Meeting of the Association.

Section 2. The approval of the financial reports by the General Meeting automatically discharges liability of the individual members of the Council vis-à-vis the Association.

**ARTICLE XVII - Dissolution**

Section 1. The Association shall be dissolved by the affirmative vote of at least two-thirds of the members entitled to vote and voting in a General Meeting, as approved in Article XIII Section 3. The dissolution is laid down by a notarial act.

Section 2. On dissolution, the funds of the Association remaining after liquidation of all its just liabilities shall be transferred to an association, foundation or institute with similar aims to the Association. If there are several such institutions the General Meeting will make a choice or approve the distribution of the assets over eligible institutions.

**ARTICLE XVIII – Amending the Constitution**

This Constitution may be amended at any General Meeting of the Association provided that any proposed amendment has been approved by the Council, that notice of the proposed amendment has been circulated by the Secretary to members not less than one month prior to the meeting at which such amendment is to be considered and that it receives the affirmative vote of at least two-thirds of those present, entitled to vote and voting. This Constitution may also be amended by the affirmative vote of at least two-thirds of those entitled to vote and voting in a postal ballot among all members as approved in Article XIII Section 3 subject to the pre-requisite approval of any such amendment by the Council of the Association. Each amendment of the Constitution needs to be laid down by notarial act.

## APPENDIX 1

### BYE-LAWS

#### 1. Administrative Centre

Having regard to the difficulties and expenses involved, the location of the Administrative Centre shall be changed only when circumstances render this essential for the proper discharge of the business of the Association.

#### 2. Subscriptions and Fees

A. Subscriptions are due 1st January of the year in which the Member is enrolled and on 1st January of each year thereafter. Those applying for Ordinary or Sustaining Membership on or after 1st October in any year shall, if their application is approved by Council, have the option of deferring their enrolment until the 1st January following. Ordinary Members and Sustaining Members shall pay an annual subscription, which is determined by Council.

B. The Roll of Sustaining Members shall be printed in each number of the journal of the Association in acknowledgement of their assistance to the Association.

C. The fee to be charged to those registering at the Triennial Conference shall be decided by the Council.

#### 3. Duties of Officers

A. The President shall preside at General Meetings of the Association and at the opening of the Triennial Conference. He shall serve as Chairman of the Council.

B. The Vice-President shall assume the duties of the President in his absence or incapacity and shall serve as a member of the Council.

C. The Secretary shall keep the records of the Association at all of the regular or special meetings and a record of meetings of the Council. He shall make necessary arrangements for meetings at the direction of the Council. He shall report to the Council on his work as Secretary as and when required.

D. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name of and to the credit of the legally constituted body designated in Article XVI Section 1 of the Constitution, in such depositories as may from time to time be designated by the Council. He shall disburse the funds of the Association as may be ordered by the Council, taking proper receipts for such disbursements and shall render to the Council, whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association. He shall also report to the Association as prescribed in Article XVI Section 2, of the Constitution. He shall serve as a member of the Council.

#### 4. Duties of the Council

The Council shall act for the Association in the interim between General Meetings and shall consider matters of general policy in the Association and present their recommendations at each General Meeting or as otherwise approved in Article XIII Section 3 of the Constitution. The Council shall meet prior to each General Meeting of the Association and at other times approved in Article IX Section 2 of the Constitution.

#### 5. Ordinary General Meetings

A. Business: Business shall be conducted in the English language. The order of business shall be:

1. The Minutes of the last Ordinary General Meeting including the results of any postal ballots held under Article XIII Section 3 of the Constitution.
2. The Minutes of any Extraordinary General Meeting held since the last Ordinary General Meeting.
3. Report of the Council on the work of the previous three years, including the work of all standing and special committees.
4. Report of the Treasurer.
5. Report on the journal of the Association.
6. Election of Officers and Councillors.
7. Any other competent business.

B. Voting Procedure: Where a ballot is not required under the Constitution or Bye-Laws, voting shall be by show of hands, unless otherwise directed by the Chairman. The Chairman shall nominate two tellers or scrutineers from among the members present. Unless otherwise laid down in the Constitution or Bye-Laws, a majority of those entitled to vote and voting shall decide any issue.

C. Election of Officers and Councillors: Ballot papers shall be distributed to all members present at the meeting. These papers shall be completed, folded in half, and placed in the ballot box provided. The Chairman shall nominate two scrutineers (not candidates) from among the members present. In the presence of the meeting these scrutineers shall open the ballot box and count the votes. The Chairman shall announce the results. For the offices of President, Vice-President, Secretary and Treasurer, the candidate for whom the highest number of votes have been cast shall be deemed elected; the four vacancies for Councillors shall be filled by the four candidates for whom the highest, second highest, third highest, and fourth highest numbers of votes have been cast, respectively. In the event of an inconclusive vote the undecided vacancies shall be filled by ballot between the relevant candidates for whom equal numbers of votes were cast.

**6. Journal of the Association**

A. Policy: The policies governing publication of the journal shall be determined by the Council which shall appoint such Editors as may be required, without limitation as to term of appointment. The Council may request the presence of one or more of the Editors at Council Meetings to discuss matters of policy. The Council may delegate such powers to the Editors as it may deem necessary. The Editors shall seek the prior approval of the Council in all decisions of major importance and shall provide it with a detailed annual report. They shall also prepare for the Council a detailed report on the past three years for submission to each Ordinary General Meeting. The Editors shall have the authority to reject any paper considered unworthy of publication in the journal.

B. Language: Papers in the journal will be printed in English.

C. Subscription and Back Numbers: Subscription to the journal for non-members and the sale and price of back volumes or numbers shall be determined by the Council and the publisher. Copies lost in transit will be replaced free of charge provided notification is received within sixty days of the date of issue.

**7. Rules for the Subject Sections**

A. Chairman should not normally serve for longer than two consecutive terms of three years.

B. The Secretary shall be appointed by the Chairman. It is recommended that the Secretary shall reside in the same country as the Chairman, and, when possible, at the same Institute, University etc., in order to ensure close contact.

C. Membership of a Section shall necessitate membership of the Association. Non-members may participate in sectional activities.

D. Sections shall meet during the period of the Triennial Conference and at such other times as they may desire.

E. Sections may form Working Groups for the development of co-operative work on particular problems within their spheres of activity.

F. Reasonable requests for financial assistance may be met from Association funds but no right to such assistance is thereby implied. Prior agreement with the Association Treasurer on such matters is essential.

**8. Miscellaneous**

A. The financial year of the Association shall be from 1st January to the following 31st December.

B. The liability of each Officer and member shall be limited to the amount of his subscription for the current year.

C. Constitution and Bye-Laws: A copy of the Constitution and Bye-Laws of the Association shall be sent to each new member on enrolment.

**9. Amendment**

These Bye-Laws may be amended at any time by the affirmative vote of at least two-thirds of the whole Council. Notice of any such amendment must thereafter be published in the official publication or otherwise circulated to members.