

# INTERNATIONAL SOCIETY FOR SEED SCIENCE

# MEMBER'S HANDBOOK



*international society  
for seed science*

**JULY 2006**

**THE INTERNATIONAL SOCIETY FOR SEED SCIENCE (ISSS)**  
**<http://www.SeedSciSoc.org>**

The International Society for Seed Science was inaugurated on January 28, 1999 at the 6th International Seed Workshop in Merida, Mexico. Its objects are to foster and promote research, education and communication in the scientific understanding of seeds by:

- a) Publication through *Seed Science Research*, the official journal of ISSS.
- b) Co-ordination of and assistance in organising conferences, workshops or more specialised meetings.
- c) Assistance for attendance at ISSS conferences.
- d) Publication of a newsletter.
- e) Publication of proceedings of ISSS conferences and other meetings.
- f) Posting of job listings.
- g) Organisation of picture and information exchanges.
- h) Sponsorship of courses in seed biology, support for educational activities, sharing of course materials, and related activities.
- i) Involvement in political and public relations activities affecting seed research and utilisation.
- j) Establishment of prizes and honours for meritorious work in seed biology.
- k) Networking of members, as by supporting e-mail groups like SEED-BIOLOGY-L@cornell.edu.

ISSS is a non-profit organisation with a registered office in England.

**Application forms for membership are available from the ISSS website ([www.SeedSciSoc.org](http://www.SeedSciSoc.org) )**

## Constitution

Adopted on the sixteenth day of May 2000. Amended on the 12th day of May 2005.

### A. Name

The name of the Association is The International Society for Seed Science ("The Charity")

### B. Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution ("The Executive Committee").

### C. Objects

The Charity's objects ("The Objects") are the advancement of education and research for the public benefit in the scientific study of seeds.

### D. Powers

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 1) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 2) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 3) power to establish or support any charitable trusts, associations formed for all or any of the objects;
- 4) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 5) power to do all such other lawful things as are necessary for the achievement of the objects.

### E. Membership

- 1) Membership of the Charity shall be open to:
  - a) individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have paid any annual subscription laid down from time to time by the Executive Committee, and
  - b) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid the annual subscription for Corporations or Institutions (any such body being called in this constitution a "member organisation").
- 2) Every member shall have one vote.
- 3) Each member organisation shall appoint up to twelve persons who may vote at meetings of the Charity.

- 4) Each member organisation shall notify the names of the persons appointed by it to the secretary. If a person resigns from or otherwise leaves the member organisation, that person shall forthwith cease to be a member of the ISSS unless he or she rejoins the society as an individual member.
- 5) The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual or member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

#### **F. Honorary Officers**

At the appropriate annual general meeting of the Charity, the results of a prior election by the membership of the Charity will determine who will serve as President-elect, Secretary and Treasurer and Elected Trustee; they will hold office from the conclusion of that meeting. The previous President-elect will assume the office of President at that meeting. The terms of office of the President, President-elect and Appointed Trustee shall be three years: normally the President-elect shall become President when this latter position becomes vacant. The terms of office of Secretary and Treasurer shall normally be four years.

#### **G. Executive Committee**

- 1) The Executive Committee shall be the Trustees of the Charity, responsible for the appropriate administration of the Charity and for upholding the requirements of the Charity Commission of England and Wales.
- 2) The Executive Committee shall consist normally of nine members, and of not less than five members nor more than nine members, they being:
  - a) the President, President-elect, Secretary and Treasurer.
  - b) one Elected Trustee.
  - c) up to four Appointed Trustees, appointed from the membership of the Charity by the President in consultation with the Executive Committee members. In appointing these Trustees it shall be ensured that the majority of the Executive Committee is composed of members of the Charity who are resident in England and Wales. They shall hold office from the conclusion of the meeting, normally for a three-year term.
- 3) All the members of the Executive Committee shall retire from office at the end of the annual general meeting in the year in which their term of office ends but they may be re-elected or re-appointed, with the exception of the President and President-elect.
- 4) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number by any failure to appoint or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of the following clause.
- 6) No person shall be entitled to act as a member of the Executive Committee whether on the first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity if so required.

**H. Determination of membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act of 1993 (or any other statutory re-enactment or modification of that provision);
- 2) becomes incapable by reason of a mental disorder, illness or injury of managing and administering his or her own affairs;
- 3) is absent without permission of the Executive Committee from all their meetings held within a period of one year and the Executive Committee resolves that his or her office be vacated; or
- 4) notifies to the Executive Committee a wish to resign (but only if at least three members of the executive Committee will remain in office when the notice of resignation is to take effect).

**I. Executive Committee Members not to be personally interested.**

No member of the Executive Committee shall acquire any interest in property belonging to the charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

**J. Meetings and proceedings of the Executive Committee**

- 1) The Executive Committee shall hold at least one ordinary meeting each year. A special meeting may be called at any time by the President or by any two members of the Executive Committee upon not less than 14 days notice being given to the other members of the Executive Committee of the matters to be discussed. In the event that all members of the Executive Committee cannot be together in the same location, meetings may be conducted by telephonic or electronic communication.
- 2) The President shall act as chairman at meetings of the Executive Committee. If the President is absent from any meeting the members of the Executive Committee, the President-elect will preside. In the absence of both, the Executive Committee members present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 3) There shall be a quorum when at least three members of the Executive Committee are present at a meeting.
- 4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all

acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

**K. Receipts and expenditure**

- 1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 2) The funds belonging to the Charity shall be applied only in furthering the objects.

**L. Property**

- 1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - b) all investments held by or on behalf of the Charity;
- 2) to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at its pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 3) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held by the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

**M. Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of that Act) with regard to:

- 1) the keeping of accounting records for the Charity;
- 2) the preparation of annual statements of account for the Charity;
- 3) the auditing or independent examination of the statements of account of the Charity; and
- 4) the transmission of the statements of account of the Charity to the commission.

**N. Annual Report**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of that Act) with regard to the preparation of the annual report and its transmission to the Commission.

**O. Annual Return**

The Executive Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of that Act) with regard to the preparation of the annual return and its transmission to the Commission.

**P. Annual General Meeting**

- 1) There shall be an annual general meeting of the Charity which shall be held in the month of July in each year or as close as possible to that date.
- 2) Every annual meeting shall be called by the Executive Committee. The Secretary shall give at least 28 days notice of the annual general meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting or to vote by electronic means.
- 3) Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting, normally the President. The chairman shall be chairman of the subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 4) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 5) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least six weeks before the appropriate annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

**Q. Special General Meetings**

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing, stating the business to be considered, the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

**R. Procedure at General Meetings**

- 1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity
- 2) There shall be a quorum when at least one fifteenth of the number of members of the Charity for the time being or ten members of the Charity, whichever is greater, are present at any general meeting.
- 3) Members of the Charity will be allowed to vote by electronic means.

**S. Notices**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom or another country (and any letter so sent shall be deemed to have been received within 10 days of posting) or by suitable electronic means.

**T. Alterations to the Constitution**

- 1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to clause A, clause C, clause I, clause U or this clause without prior consent in writing of the Commissioners.
- 3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

**U. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

**Signed**

J. D. Bewley. President

M. Black. Appointed Trustee

P. Berjak. President-elect

W. E. Finch-Savage. Appointed Trustee

K.L. Koster. Secretary

P. Halmer. Appointed Trustee

K. Thompson. Treasurer

R.J. Probert. Appointed Trustee-

S.W. Adkins. Elected Trustee

**Date: May 12<sup>th</sup> 2005**

**Location: Brisbane, Australia**

**Explanatory Appendix to the Constitution:**

As of the year 2005 the Charity Commission with which the Society is registered requires the following with respect to the composition of the Executive Committee, all of the members of which are the Trustees of the Charity.

Two of the following requirements must apply:

1. The centre of administration of the Charity is in England and Wales.
2. All **or** most of the financial assets must be held in England and Wales.
3. All or the majority of the Trustees must be resident in England and Wales.
4. The objects of the Charity are to be filled in England and Wales.

Address of the Charities Commission:

Charity Commission for England and Wales

Woodfield House

Tangier

Taunton

Somerset TA1 4BL

England

Tel: 0870 3330125

[www.charity-commission.gov.uk](http://www.charity-commission.gov.uk)

**International Society for Seed Science (ISSS)**  
**Statutes and Rules**

**1. NAME**

The name of the Society is The International Society for Seed Science (ISSS).

**2. REGISTERED OFFICE**

The registered office is to be in England and Wales until notice of change is given.

**3. OBJECTS**

The objects of ISSS are to promote the advancement of education and research for the public benefit in the scientific study of seeds.

**4. POWERS**

The Society has the following powers which may be exercised only in promoting the objects:

- 4.1 To promote or carry out research;
- 4.2 To organise, co-ordinate and assist in conferences and meetings in appropriate areas of seed science;
- 4.3 To publish or distribute information;
- 4.4 To provide advice;
- 4.5 To co-operate with other bodies;
- 4.6 To raise funds (but not by means of taxable trading);
- 4.7 To make grants or loans of money;
- 4.8 To set aside funds for special purposes;
- 4.9 To deposit or invest funds;
- 4.10 To enter into contracts;
- 4.11 To do anything else within the law which promotes or helps to promote the objects.

**5. MEMBERSHIP**

- 5.1 The number of members of the Society is unlimited to persons of 18 years of age and over.

- 5.2 The Society will maintain a register of members.
- 5.3 The membership of the Society is open to any eligible individual, or organisation, interested in promoting the objects of the Society who:
  - 5.3.1 applies to the Society on the requisite form;
  - 5.3.2 is approved by the Membership Committee.
- 5.4 The Executive Committee may establish different classes of membership and set the amounts of any subscriptions.
- 5.5 Membership is terminated if the member concerned:
  - 5.5.1 gives written notice of resignation to the Society;
  - 5.5.2 dies, or in the case of an organisation ceases to exist;
  - 5.5.3 is six months in arrears in paying the subscription (but in such a case the member may be reinstated on payment of the amount due);
  - 5.5.4 is removed from membership by resolution of the Membership Committee (but only after notifying the member in writing and considering the matter in light of any representations).
- 5.6 Membership of the Society is not transferable.

## 6. SUBSCRIPTIONS

- 6.1 Unless and until resolved by the Executive Committee to the contrary the annual subscription shall be:
  - 6.1.1 For an ordinary member, £20.00.
  - 6.1.2 For a graduate student member, £10.00.
  - 6.1.3 For a member who has retired from full-time paid employment, £15.00.
  - 6.1.4 For corporate and institutional membership a sum equivalent to 10 times the highest annual subscription rate for an individual member.
- 6.2 Patrons may acquire a 5-year membership on payment of a sum equivalent to 100 times the highest annual subscription rate for an individual.
- 6.3 All annual subscriptions (other than the first subscription) shall become due and payable on the 1<sup>st</sup> October in every year in respect of the next membership year.
- 6.4 Members paying 3 times the annual subscription rate shall be granted membership for 4 years.

## 7. MEETINGS

- 7.1 Members are allowed to attend meetings personally or, in the case of a corporate member, by one or more representatives.
- 7.2 General meetings are called on at least 28 days notice, specifying the business to be discussed.
- 7.3 The Society must hold an annual general meeting (AGM) which all members are entitled to attend in person or be represented by suitable electronic means.
- 7.4 Nominations for election of members to the Executive Committee (President-elect, Secretary, Treasurer, one Elected Trustee) by members of the Society must be in the hands of the Secretary at least six weeks before the appropriate AGM. Should nominations exceed vacancies a ballot shall be held by electronic means. The ballots will be distributed to all members one month ahead of the AGM and voting will cease ten days before the AGM.
- 7.5 At an AGM the members:
  - 7.5.1 receive the accounts for the previous year;
  - 7.5.2 receive reports from at least the President, Secretary and Treasurer on the Society's activities;
  - 7.5.3 accept the retirement of those Executive Committee members of the Society who wish to retire or are retiring by rotation;
  - 7.5.4 are informed of the results of the ballot of the membership to fill vacancies arising for appropriate Executive Committee members of the Society, the appointment of four Appointed Trustees, and of the Regional, Corporate and Affiliated Society Representatives;
  - 7.5.5 discuss and determine policy and business of the Society put before them.
- 7.6 A general meeting which is not an AGM is an emergency general meeting (EGM).

## 8. ORGANIZATION

- 8.1 The Executive Committee of the Society shall act as the Trustees of the Society for the purpose of the Charity Commission of England and Wales, and shall consist of the members described in 8.2.
- 8.2 The Executive Committee of the Society shall be the President, President-elect, Secretary, Treasurer, and five other Trustees. Of these, the President-elect, Secretary, Treasurer and one Elected Trustee shall be

elected by a simple majority vote by the membership of the Society. Four Appointed Trustees shall be appointed by the members of the Executive Committee, who shall ensure that the majority of the Executive Committee is composed of members who are resident within England and Wales, until such time as the Society is not registered as a charity in the United Kingdom. Members of the Executive Committee shall normally serve for the following terms:

- 8.2.1 President; three years;
  - 8.2.2 President-elect; three years;
  - 8.2.3 Secretary; four years or more with the Society's approval;
  - 8.2.4 Treasurer; four years or more with the Society's approval;
  - 8.2.5 One Elected Trustee; three years or more with the Society's approval.
  - 8.2.6 Four Appointed Trustees; three years with the possibility of re-appointment.
- 8.3 The President-elect shall automatically become the President when the latter position becomes vacant.
- 8.4 There shall be one Representative from each of the geographical regions as selected by the President in consultation with the Executive Committee of the Society, and one Representative from each interested Affiliated Society and one Representative of member corporate bodies (Corporate Representative).
- 8.4.1 Representatives shall serve for three years, and may be re-appointed for a further term. Representatives are not members of the Executive Committee although individual Representatives may be invited to serve as Appointed Trustees.
- 8.5 Nominations for election of appropriate positions on the Executive Committee (President-elect, Secretary, Treasurer, one Elected Trustee) must be in the hands of the Secretary at least six weeks before the appropriate AGM. Should nominations exceed vacancies for the positions, a ballot of the membership shall be held by electronic means. The President, in consultation with Executive Committee shall appoint four Appointed Trustees (observing the restrictions in membership outlined in 8.2), and the Regional, Corporate and Affiliated Societies Representatives.

**9 EXECUTIVE COMMITTEE**

9.1 The Executive Committee shall meet at least once each calendar year.

9.1.1 Committee members shall attend in person or through contact by electronic means.

**10 CHANGES TO STATUTES AND RULES**

10.1 Amendments and additions to these Statutes and Rules can be effected by a simple majority vote at the AGM, following appropriate advance notification (not less than one month) of these to all members of the Society.