

INTERNATIONAL SOCIETY FOR HORTICULTURAL SCIENCE – STATUTES
Abbreviated: ISHS. (hereinafter referred to as the "Society")

International non-profit association (INPA)

Registered Office: Pastoriestraat 2 – 3360 Bierbeek Belgium

Enterprise number: 0472.488.990 RLE

Leuven (Dutch-speaking section)

TITLE I. Name, Duration, Registered Office, Disinterested Purpose and Objective

Article 1. NAME, DURATION AND REGISTERED OFFICE

- 1.1. The Society is registered as an international non-profit association following the Belgian Code on Companies and Associations of 23 March 2019 published in the Belgian Official Gazette on 4 April 2019 (hereinafter the "BCCA").
- 1.2. The name of the Society in English is the "**International Society for Horticultural Science**", hereafter referred to as "the Society" or "**ISHS**", or in French "**Société Internationale de la Science Horticole**" or in Dutch "**Internationale Vereniging voor Tuinbouwwetenschap**".
- 1.3. The official languages of the Society are English, Dutch and French. In case of dispute, the Dutch version of the Statutes is considered definitive.
- 1.4. The Society is established for an indefinite period of time.
- 1.5. The registered office of the Society is located in the Flemish Region.

Article 2. DISINTERESTED PURPOSE

- 2.1. The disinterested purpose of the Society is to further in an ethical manner all sectors of horticulture by improving international cooperation in the scientific study, education and exchange of knowledge of biological, technical, ecological, environmental, sociological and economic issues as they affect horticulture.

Article 3. OBJECT

The **concrete activities** through which the objectives of the Society are achieved include:

- 3.1. holding The ISHS International Horticultural Congress (IHC) as well as other Congresses at regular intervals
- 3.2. arranging international workshops and symposia as well as other international meetings
- 3.3. establishing Divisions according to commodities within horticulture, and according to subjects of horticultural science and technology, that range across several commodity sectors. In addition, the concept of 'Commission' will be used for 'special ad-hoc commissions only'.
- 3.4. forming relationships, and cooperate, with other governmental and non-governmental organizations in its field of interest
- 3.5. editing, producing and distributing information, reports and scientific or technical publications, reserving the exclusive rights and copyrights to the Society according to Belgian law
- 3.6. using other legal means to achieve the objectives of the Society.

TITLE II. Membership

Article 4. MEMBERS

- 4.1. Membership of the Society is open to individuals, institutions/organizations and countries/regions, subscribing to the objectives of the Society. Institutions/organizations must be legally registered in accordance with the laws and customs of their country/region of origin.
- 4.2. The Society recognizes the following main categories of members:
 - 4.2.1. Individual members
 - 4.2.2. Country/Region members: countries, and geographical regions recognized by the Council, represented by ministries, national or regional societies, or national or regional associations or institutes.
 - 4.2.3. Institutional members: any other organization with an interest in horticultural science and technology
 - 4.2.4. Honorary members: individuals who, in the judgement of the Council, have made an exceptional contribution to the Society. They are appointed for life by the Council.
- 4.3. Membership is available upon application to the Board and payment of the annual dues. Honorary members are exempt from payment of annual dues.
- 4.4. The Secretariat maintains a register of all members listed by country/region.
- 4.5. Membership ends in the event of:
 - 4.5.1. resignation
 - 4.5.2. death of the individual or dissolution of the organization (as defined in 4.2.3
 - 4.5.3. termination of Society membership by a decision of the Council for non-compliance with the Statutes or Rules of Procedure or Code of Conduct (see 8.6.9).
- 4.6. The creditors or heirs of an Individual member have, without exception, no claim on the goods or assets of the Society; nor can they have any vote in the affairs of the Society.
- 4.7. If an Individual member resigns from the Society, they cannot claim any of the goods or assets of the Society, nor claim repayment of any dues previously paid.

Article 5. MEMBERSHIP RIGHTS AND OBLIGATIONS

- 5.1. Members have the right to participate at the Members' Forum. They will receive the newsletter of the Society and have the right to question the members of the Board. The members have an obligation to pay the membership dues and comply with the Statutes and Rules of the Society. The dues to be paid cannot be higher than the amount agreed by the Council at its last meeting. The Secretariat will communicate the amount of the membership dues to be paid at the request of a member or applicant for membership.

TITLE III. The Structure of the Society

Article 6. ORGANIZATIONAL STRUCTURE

The Society has the following organizational structure:

- 6.1. Members' Forum, comprising all members
- 6.2. Council, acting as General Assembly
- 6.3. Board
- 6.4. Executive Committee
- 6.5. Divisions and Working Groups
- 6.6. Secretariat.

Article 7. MEMBERS' FORUM

- 7.1. The Members' Forum (**Dutch**: "Ledenforum", **French**: "Forum des Membres") is comprised of all the Individual Members and is chaired by the President. The Members' Forum reviews the activities of the Society and can make recommendations to the Society management.
- 7.2. The Members' Forum meets once every four years in person or virtual on the occasion of the Congress mentioned under Article 13.
The Members' Forum is invited at least by means of an announcement published in the Society's official publication "Chronica Horticulturae" or by electronic communication at least one month prior to the Congress. This invitation is signed on behalf of the Board by the Secretary of the Board or by the President of the Society.
The date and place of the Members' Forum are stated in the announcement. An agenda will be issued to the membership no less than four months before the date of the meeting.
- 7.3. At every meeting of the Members' Forum, the Board is required to render a report, including a financial statement.
- 7.4. Recommendations to be considered by Society management require simple majority.
- 7.5. The report of the Members' Forum is published in summary in the official publication of the Society, "Chronica Horticulturae" or by electronic communication.

Article 8. COUNCIL

- 8.1. The Council is the legal General Assembly of the Society within the meaning of article 10:5 BCCA (**Dutch**: "**algemene vergadering**", **French**: "**assemblée générale**").
- 8.2. The Council consists of:
Representatives of the Country/Region members.
Each Country/Region member can appoint up to a maximum of three representatives, but each Country/Region member has only one vote in the Council.
- 8.3. The representatives of the Country/Region members of the Society are appointed according to the procedures of the Country/Region concerned.
- 8.4. The Council meets annually and is chaired by the President. In the President's absence, the Vice-President of the Board takes the chair. If both the President and the Vice-President of the Board are absent, the Council elects a chairperson for that meeting.
- 8.5. The Council is invited by regular or electronic mail, addressed to each of its members at least one month before the meeting. This invitation is signed on behalf of the Board by the Secretary of the Board or the President of the Society. An agenda will be included with the invitation.
- 8.6. The Council has the authority to:
 - 8.6.1. approve the annual accounts;
 - 8.6.2. receive the reports of the Board and Executive Committee;

- 8.6.3. receive and approve the forward plans including the financial budget;
- 8.6.4. approve the general policy and program of the Society;
- 8.6.5. elect the President and the other Board members;
- 8.6.6. fill any vacancies within the Board;
- 8.6.7. appoint and dismiss an external auditor and determine their remuneration;
- 8.6.8. confer ISHS Awards recommended by the ISHS Awards Committee;
- 8.6.9. dismiss Board members or Individual ISHS members in case of violation of the Statutes, the Rules and Procedures or the Code of Conduct
- 8.6.10. Appoint the Executive Director as recommended by the Board.
- 8.7. The Council may meet remotely. The means of communication provided must at least enable the participants to:
- verify the identity of the other participants;
 - take direct, simultaneous and uninterrupted notice of the discussions at the meeting;
 - exercise their voting rights on all issues on which the Council is called to decide;
 - participate in the deliberations and ask questions.
- The notice convening the Council shall include a clear and precise description of the procedures relating to remote participation. The meeting shall include the President of the Society and any person designated by the latter.
- As regards to compliance with the conditions of attendance and majority, members participating in the meeting in this way shall be deemed to be present at the place where the meeting is held.
- 8.8. Upon a request from 10 voting Country/Region members, the Board can invite the Council to call a special meeting.
- 8.9. The quorum for a Council meeting is reached if one third of the representatives of the Country/Region members, entitled to vote, are present or represented.
- 8.10. Decision making may be by a show of hands. When voting is required, votes are cast orally unless a voting representative or the Board demands a ballot. Votes relating to persons are taken by ballot. The Chairperson only votes in the case of a tie. Any one representative of a Country/Region member on Council can hold only one proxy vote.
- 8.11. Voting is by simple majority except if otherwise provided in the Statutes.
- 8.12. At each meeting, minutes are taken, adopted by the Council at its next meeting, and then signed by the President, the Secretary of the Board and two other Council members, as a true and accurate record.

Article 9. BOARD

- 9.1. The Board is the governing body of the Society in accordance with article 10:8 BCCA (*Dutch: "bestuur", French: "organe d'administration"*).
- 9.2. The Board consists of not less than five, nor more than nine, members who are elected by the Council. In addition, the Executive Director and the Congress President are *ex officio*, non-voting members.
- 9.3. The Board is empowered with the management of the Society. The Board has all the powers not assigned to the Council in accordance with the Society's Statutes and the law.
- 9.4. The Society is represented legally by the President. If the President cannot act, two other members of the Board act together.
- 9.5. The Board delegates day-to-day management of the Society as well as representation for this management to the Secretariat.
- 9.6. In case of delegation, the Board lays down the terms of the assignment and if appropriate, any special financial arrangements required by the assignment.
- 9.7. The Board is responsible for the financial governance of the Society. Financial decisions must be agreed by a three-quarters majority of elected Board members.
- 9.8. The Board prepares the agendas for the meetings of the Members' Forum, the Council and the Executive Committee.
- 9.9. The Board empowers and controls the Executive Director.

- 9.10. Board members retire at the end of each Members' Forum, provided that a new Board has been appointed. They may be re-appointed for one consecutive term if eligible.
- 9.11. In the event of a vacancy on the Board, the Council is empowered to fill the vacancy.
- 9.12. The President of the Society is Chairperson of the Board. The Board elects a Vice-President, a Secretary and a Treasurer from within its own ranks. In the event of absence of the President, the Vice-President acts temporarily for the President. If both President and Vice-President are absent, the Board elects another person from within its own ranks to act temporarily for the President for the meeting.
A Board member cannot hold more than one of the aforementioned functions on the Board.
- 9.13. The quorum is the majority of the elected Board members.
Any member of the Board absent from a Board meeting can provide a proxy in writing, by e-mail or any other means of written communication, whether electronic or not, to one of their colleagues to represent them at the meetings of the Board and to vote on their behalf. The Board member will, in this case, be reported present. The number of proxy votes held by any one member of the Board is limited to one.
- 9.14. At each meeting, minutes are taken, adopted by the Board at its next meeting, and signed by the President, two members of the Board and the Secretary as a true and accurate record.
- 9.15. Meetings of the Board may also be validly held digitally via video or tele-conference, whereby the verification of attendance, proxies and actual deliberation and decision-making with voting must be possible. These meetings can also take place in hybrid form (part of the Board members physically present, part of the Board members participating digitally).
- 9.16. The managerial functions of the Board are specified in the Rules of Procedure for the Society.

Article 10. EXECUTIVE COMMITTEE

- 10.1. The Executive Committee (Dutch "Uitvoerend Comité ", French "Comité Exécutif") consists of the Chairpersons of the Divisions plus the members of the Board and is chaired by the Vice-President.
- 10.2. The Executive Committee is responsible for the scientific and technical work of the Society. It reports through the Board to the Council.

Article 11. DIVISIONS

- 11.1. Divisions of the Society consist of Individual members who undertake the scientific and technical work of the Society and may form Working Groups.
- 11.2. The Chairpersons must be confirmed in office by the Council after an election by the members of the Divisions.
They report to the Executive Committee, which again, through the Board, reports to the Council.
- 11.3. The Council appoints, discharges or suspends from duties any Division Chairperson.

Article 12. SECRETARIAT

- 12.1. The Secretariat is headed by the Executive Director.
- 12.2. The Executive Director is responsible for the daily management of the Society in accordance with the policies and directives agreed to by the Board. The daily management includes both the acts and the decisions which do not go beyond the needs of the daily life of the Society and the acts and the decisions which, either because of their minor importance or because of their urgency, do not justify the intervention of the Board.
- 12.3. Any staff member of the Secretariat cannot be eligible for any ISHS body representation. The exception is the current Executive Director who is *ex officio* member of the Board.

Article 13. The International Horticultural CONGRESS (IHC)

- 13.1. The Congress is normally held every four years. The date and place are approved by the Council.
- 13.2. The Congress promotes the advancement of horticultural science, on behalf of the Society, by means of invited and contributed scientific papers, workshops, Division meetings, and plenary sessions.
- 13.3. During the Congress there is a Members' Forum, which is open to all members of the Society.
- 13.4. The Congress President is nominated by the Organizing Committee of the Congress and appointed by the Council.

TITLE IV. Finances

Article 14. FINANCES

- 14.1. The financial year of the Society is the calendar year.
- 14.2. Sources of income for the Society comprise:
 - 14.2.1. annual dues and subscriptions
 - 14.2.2. sponsorships
 - 14.2.3. donations and bequests
 - 14.2.4. revenues from the sales of publications
 - 14.2.5. all other legal revenues.
- 14.3. With the exception of Honorary members, the members are required to pay annual dues, the level of which will be fixed by the Council.
- 14.4. The Council is empowered to grant exemption, either in whole or in part, from the obligation to pay annual dues or subscriptions.
- 14.5. Records of the financial position of the Society are kept by the Board and reported to the Council.
- 14.6. The financial records of the Society are subject to an annual independent audit. An external auditor is appointed by the Council. The summary of the audit report is made available annually to the membership.
- 14.7. An internal Audit Committee, of at least two persons, is appointed by the Council from within its own ranks. The Audit Committee reports to the Council. Members of the Audit Committee must not be Board members.

TITLE V. Amendments to the Statutes, Dissolution, Rules of Procedure and Disputes

Article 15. AMENDMENT TO THE STATUTES

- 15.1. An amendment to the Statutes can only be **decided by the Council**.
- 15.2. At that Council meeting there must be 50% of the voting Country/Region-members present, or by proxy, ; any one member of the Council cannot hold more than one proxy vote. There must be a two-thirds majority of the votes of this Council meeting.

Article 16. DISSOLUTION

- 16.1. The Society can only be dissolved by the Council following the adoption of a resolution respecting the quorum and majority requirements as set out in article 15.2.
- 16.2. The net proceeds, after settlements, will be given to one or several organization(s), as designated by the Council, that promote the interests of horticultural science and education.
- 16.3. In the event of dissolution, the Council appoints the liquidators and determines their powers. The liquidators will have the same powers as the members of the Board. If no liquidators are appointed, the members of the Board act as liquidators.

Article 17. RULES OF PROCEDURE

- 17.1. The Board, authorized by the Council, is empowered to draw up Rules of Procedure (= internal rules) and make any subsequent amendments for approval by the Council. The most recent version of the Rules of Procedure dates from [•].
- 17.2. These Rules must not be contrary to Belgian law nor to the Statutes of the Society.

Article 18. DISPUTES

- 18.1. In the case of a dispute that is not covered by the Statutes, the decision rests with the Council, acting on behalf of the membership.

Article 19.

- 19.1. Each word used in these Statutes such as "President", "Vice-President", "representative", refers to the person in office regardless of gender.

Article 20.

- 20.1. Everything which is not covered by these statutes will be ruled by the Belgian Code on Companies and Associations (the 'BCCA') and its implementing decrees.