

CONSTITUTION
of the
EUROPEAN WEED RESEARCH SOCIETY

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LJUBLJANA, 2017-12-08 [44th General Assembly]

WAGENINGEN, 2017-12-18 [Notary Smit & Moorman – J. SMIT]

Article I NAME, REGISTERED OFFICE and FORMATION, LEGAL STATUS

1. Name and Registered Office
The name of the Society is "European Weed Research Society", herein to be referred to as: "the Society". The registered office of the Society is in Wageningen (The Netherlands).
2. Formation
The Society was formed on dissolution of the European Weed Research Council (1975) at which time the assets, liabilities and patrimony of the Council were transferred to the Society and for which purpose a Constitution was drawn up and adopted.
3. Legal Status
The Society is registered in accordance with the Dutch law from which it derives all rights as a legal entity. The implementation of the Constitution is governed by Dutch law.

Article II CONSTITUTION

The legal version of this Constitution, drawn up by a Civil-Law notary, is in Dutch. It is also available in English.

Article III DEFINITIONS

1. Europe
Countries having all or part of their territory in Europe, including countries surrounding and islands in the Mediterranean Sea; to be specified by Bye-Law.
2. Weed
Weeds are plant species occurring in eco-systems managed by humans.
Weed plants or vegetation are managed with the objective to fulfil human requirements.
3. Weed research
The activity of obtaining knowledge about weeds and their management.

Article IV OBJECT

The object of the Society is to promote and encourage weed research in Europe for the benefit of the community as a whole. The Society shall not engage in any form of political activity.

Article V ACTIVITIES

To fulfil its object, the Society shall:

1. Facilitate communication between individuals and organizations;
2. Give advice to, collaborate with and maintain relations with national and international organizations active in the field of the Society;
3. Identify problems of weeds, weed research and weed control technology and stimulate research or other activities aimed at overcoming such problems;
4. Organize meetings, symposia and conferences;
5. Collect and disseminate information;
6. Encourage and facilitate education and training in weed research and weed control technology and promote weed control practices;

7. Undertake any other lawful activity in pursuance of the object of the Society;
8. Remain a scientific society without the object of financial gain.

Article VI MEMBERSHIP

1. Members.
Membership of the Society shall consist of:
 - a) Ordinary Members:
Any individual in Europe or elsewhere interested in the objectives of the Society and having registered as an Ordinary Member.
 - b) Senior Members:
Persons retired from fulltime professional work interested in maintaining relations with the Society.
 - c) Student Members:
BSc, MSc, or PhD students in Europe or elsewhere interested in the objectives of the Society, upon submission of an official document from his/her University proving their student status.
 - d) Honorary Members:
Distinguished persons proposed by the Board and elected for life by majority vote of the General Assembly. Honorary Members should be persons who have made an outstanding contribution to the object of the Society and have retired from fulltime professional work. The number of Honorary Members shall not exceed 10 at any time.
An Honorary Membership may be terminated by a three-quarter majority of the Board members.
 - e) Sustaining Members:
Legal persons/organizations or natural persons who are willing to provide financial support for the Society at or above a level set by the General Assembly and having declared their membership. In the case of a legal person/organization, a representative shall be nominated.
2. Membership fee.
Rates of subscription for all categories of membership shall be determined annually by the Board and put to vote in the General Assembly.
3. Rights of the members. Privileges, depending on the category they belong to:
 - I Ordinary and Student Members
 - a) To attend and vote at the General Assembly thereby participating in policymaking for the Society and its activities.
 - b) To participate in the affairs of the Society and to become members of the Board and other committees. (See Art. IX 2.).
 - c) To elect the Vice-President, the Secretary, the Treasurer, and the Scientific Secretary.
 - d) To receive the audited report of the Society's finances presented by the Board and approved by the General Assembly.
 - e) To submit proposals to the Board and/or to the General Assembly.
 - f) To receive and comment on reports on the activities of the Society and its Committees.
 - g) To receive the *Newsletter* and other information relevant to the objects of the Society.
 - h) To receive a personal copy of the Society's journal *WEED RESEARCH* free of charge or at a reduced price, as decided by the Board annually.
 - i) To attend events organized by the Society at reduced rates and to have priority in the case of restricted attendance.
 - II Senior Members
 - a) Reduced Membership Fee.
 - b) Other privileges as described under 3 I of this Article.

- III Honorary Members
 - a) To be exempt from Membership dues.
 - b) Other privileges as described under 3 I of this Article.
- IV Sustaining Members
 - a) To participate in the affairs of the Society.
 - b) Other privileges as described under 3 I a and c-i of this Article.

Article VII ORGANIZATION

The organizational structure of the Society is based on the following bodies:

1. General Assembly: the official meeting of members of the Society.
2. Board: the members of the Society who have the responsibility delegated to them by the General Assembly to control finances and administration and to implement the policy of the Society. The Board shall provide the General Assembly with reports on the activities and on the finances of the Society.
3. Standing Committees: permanent committees of the Society appointed by the Board.
4. Ad hoc Committees: committees set up temporarily in order to undertake specific tasks.
5. Scientific Committee: a Standing Committee that has the responsibility to promote, implement and co-ordinate the scientific programme of the Society approved by the Board.
6. Working Groups: groups whose members organize scientific activities in a specific area of research.
7. Editorial Board of the Society's journal *WEED RESEARCH*.

Article VIII GENERAL ASSEMBLY

1. Competences and obligations
The competences and obligations of the General Assembly are:
 - a) To receive and discuss the annual report on the Society's activities and finances submitted by the Board and to approve or disapprove the audited financial report;
 - b) To receive, discuss and approve or reject the budget for the following year as submitted by the Board;
 - c) To delegate responsibility to, and approve or disapprove of the work of the Board, the Scientific Committee, and the Standing Committees;
 - d) To suspend and/or dismiss members of the Board if there is reason to do so;
 - e) To approve or disprove decisions of the Board concerning the Society's constitution and politics. Motions concerned with proposals to change the Society's Constitution and policy must be submitted in writing (also to be read as electronically) to the Secretary no less than six weeks before the date of a General Assembly;
 - f) To approve or disapprove the decisions of the Board as referred to in Article IX, 1d;
 - g) To approve or disapprove recommendation of the Board for Honorary Memberships;
 - h) To approve or disapprove membership fees, as recommended by the Board;
 - i) To approve or disapprove the content and the production of the Society's journal *WEED RESEARCH*.
2. Members of the General Assembly.
The General Assembly shall consist of:
 - (i) Ordinary Members,
 - (ii) Student Members,
 - (iii) Senior Members,
 - (iv) Honorary Members,

(iv) One representative of each Sustaining Member.

All of the above persons shall be eligible to vote.

3. Meetings

The General Assembly must be held at least once a year, preferably on the occasion of a conference. The date of the next meeting must be approved by the General Assembly. The invitations to the meetings shall be sent to every member eligible to vote. The invitation may be delivered electronically in a legible and reproducible message to the address which the member has supplied for this purpose.

The Secretary shall send the General Assembly agenda to all members four weeks before the meeting date.

An extraordinary meeting shall be called within three months if no less than 10% of the members eligible to vote have submitted a written and signed request to this end to the board. This request shall include an agenda proposal and a clear substantiation of each agenda item. The Board will be responsible for sending out an invitation for this extraordinary meeting within two weeks of receipt of the written request and can ask the proposers to supply additional information about this meeting, in case this information is not available. If the Board has failed to send out this invitation for the meeting within two weeks of receipt of the written request, the proposers may call the meeting on their own initiative while sending the agenda and observing the aforementioned term.

4. Reporting

A report of the General Assembly shall be published in the Society's *Newsletter*. The minutes of the General Assembly shall be signed by the President and the Secretary.

5. Voting

Voting in the General Assembly takes place by the majority of the valid votes, unless the Constitution requires other majorities as laid down in Article XVII.

A Member eligible to vote who is unable to attend a meeting, may send in his/her decision in writing to the Secretary, or may notify the Secretary of a proxy to exercise voting right on his/her behalf in the General Assembly. The proxy must be in possession of the Secretary two weeks before the date of the General Assembly. A member is allowed to vote by proxy on behalf of several members.

A Member eligible to vote may execute his/her right by means of an electronic communication system, provided that the Member can be identified by the electronic system, and that the Member has direct access to the agenda items and can exercise his right to vote.

A Member eligible to vote may vote in advance of the General Assembly, but no earlier than thirty days before the meeting. Such a vote is equally valid to a vote given during the meeting. A vote that has been given in this way cannot be revoked.

Article IX BOARD

1. Duties and competence

The duties and competence of the Board are:

- a) To conduct the affairs of the Society on behalf of the General Assembly;
- b) To promote, co-ordinate and give advice on activities of the Society and to supervise the work of professionals on financial administration, membership and communication, which will support the Board;
- c) To have the power to incur expenditures budgeted by the General Assembly;
- d) To decide, subject to approval by the General Assembly,
 - 1) to enter into contracts in order to acquire, alienate or encumber registered property and

2) to conclude agreements by which the Society shall bind itself as surety or shall commit itself as joint and several debtor, or shall warrant performance by a third party, or shall provide security for a debt of a third party.

In the absence of the approval referred to, an appeal to any of these agreements can be made to the Board and General Assembly by the Society or third party;

- e) To delegate responsibilities to, and approve the work of the Scientific Committee, Standing Committees and Ad hoc Committees;
- f) To establish Committees, to appoint and dismiss individuals which is necessary to fulfil the object of the Society, to authorize their activities, to nominate chairpersons, to receive and approve their reports;
- g) To appoint the Chairperson of the Editorial Board of the Society's journal *WEED RESEARCH*;
- h) To appoint professionals on financial administration, membership and communication and to invite them to Board meetings if necessary;
- i) To propose six candidates for Additional Members in the Board, without prejudice to the statutory regulations applicable in this respect;
- j) To appoint two auditors of the Society's financial administration, who shall be residents of the country in which the Treasurer holds office;
- k) To submit proposals to the General Assembly and to report on the activities of the Society;
- l) To consider proposals made by Members at the General Assembly and on other occasions concerning the policy and activities of the Society;
- m) To annually prepare the audited financial report of the Society and to submit it to the General Assembly;
- n) To propose membership fees to the General Assembly;
- o) To recommend nominations for Honorary Membership to the General Assembly;
- p) If necessary, to prepare new proposals in case the General Assembly rejects proposals of the Board that had been put to vote. In those cases, new proposals shall be communicated to all members eligible to vote within four weeks, and the voting procedure shall be initiated immediately after that. This voting procedure may be organized through an electronic communication system, in which case the conditions set forth in Article VIII, 5. shall apply;
- q) To appoint and dismiss contracts.

2. Board Members

Members of the Board must be resident in Europe.

The Board shall consist of the following members, all of whom shall be Members of the Society and shall be eligible to vote:

- a) The elected officers of the Board are: the President, Vice-President, Secretary, Scientific Secretary and Treasurer, elected in their position by the Members eligible to vote (unless, as far as the President is concerned, the provisions of paragraph 3 below shall apply). These officers form the Executive Committee and they are responsible for day-to-day management.
- b) The Immediate Past-President.
- c) The Chairperson of the Editorial Board of the Society's journal *WEED RESEARCH* who shall be appointed by the elected members of the Board.
- d) Four Additional Members being elected by the members out of the six candidates proposed by the Board.
- e) All candidates for elected officers and Additional Members should come from different institutions, in order to avoid hierarchically dependencies between Board members.

3. Terms of Office

The President, Vice-President and Immediate Past-President may not hold office for more than two consecutive years, unless an exceptional case will arise as described in Art. XIV, 4. On retirement of the President, the Vice-President shall succeed to the presidency. In the event of absence or inability of the President, the Vice-President shall assume his/her duties.

The Secretary, the Treasurer, and the Scientific Secretary shall hold office for four years and shall be eligible for re-election for one more term, unless an exceptional case will arise as described in Art. XIV, 4.

The four Additional Members shall hold office for four years. The office period of the Additional Members shall be arranged in such a way that two of these positions change alternately every 2nd year.

4. Deputies

To ensure continuity in the activities of the Board in the event of temporary inability to act of one or more members during their term of office, key members of the Board will be assigned a deputy, according to the following procedure:

- For President: Vice-President to serve as deputy.
- For Vice-President: Scientific Secretary to serve as deputy.
- For Secretary: Treasurer to serve as deputy.
- For Treasurer: Secretary to serve as deputy.
- For Scientific Secretary: one member of the Scientific Committee to serve as deputy, proposed by the Vice-President.

Deputies will be in charge until the temporary inability to act of the officer in question has ended. In exceptional and justified cases, the Board may decide to appoint deputies in any other way, or to also appoint deputies for Board members other than the ones listed above.

5. Meetings

The Board shall meet at least once a year.

The President shall call an Extraordinary Meeting at any time upon the written (see Art. XXI, 1.) request of no less than five members of the Board.

6. Reporting

The annual report of the Board shall be published in the Society's *Newsletter* after approval by the General Assembly.

7. Proxy

A Board Member may give a written (see Art. XXI, 1.) proxy to another Board Member in order to be represented in the meeting.

One Board Member cannot represent more than one fellow Board Member.

8. Exercise of voting rights

Upon decision of the Board, Board Members may exercise their voting right by using electronic communication systems.

The electronic communication system must at least ensure that the Board member who participates in a meeting in this way:

- can be identified;
- has direct access to the deliberations in the meetings and can speak in the meeting;
- can exercise the voting right.

The Board may introduce further conditions concerning the use of the communication system. If these further conditions are presented, they must be announced in the invitation to the meeting.

The Board Member participating in a meeting through electronic communication means is considered to be present in the meeting.

9. Decision-making

In the Board Meeting each Member has one vote, except for those members acting as proxies on behalf of another member, in which case they have two votes each.

If the Constitution does not prescribe any specific majority, the decisions of the Board are taken with a majority of the votes delivered in a Board Meeting in which at least half of the Board Members are present, either in person or by proxy.
If there is a tie-vote the proposal will be rejected.

In case the prescribed quorum is not present or not represented, a new meeting will be convened in which the relevant decision-making procedure is determined again. This new meeting, which must take place not earlier than three weeks after the first meeting, may be organised through electronic communication systems.

In the new meeting the decisions in question can be made regardless of the number of Board Members present or represented, i.e. no quorum is required.

10. Decision-making outside a meeting

The board may take decisions other than in a meeting if all board members submit their written (see Art. XXI, 1.) votes. A decision will then be taken if the majority of the board members has declared to be in favour of the proposal. Each decision taken outside a meeting will be communicated in the next meeting. This notification will be included in the minutes of that meeting and the votes submitted will be added to these minutes.

11. Representation

The Board represents the Society.

The authority to represent the Society shall also be granted to three members of the Executive Committee acting together upon mandate from the Board, taken by a simple majority.

The Board may decide to grant an incidental or permanent power of attorney to one or more Board Members and/or to other persons, either together or independently, to represent the Society within the scope of the power of attorney.

The Board's decision to grant power of attorney must be included in the minutes of the relevant Board meeting.

Article X STANDING COMMITTEES and AD HOC COMMITTEES

The Board acting on behalf of the Society shall appoint such Standing Committees or Ad hoc Committees as are considered necessary to conduct the business of the Society. The Chairpersons of these Committees shall be appointed by the Board.

Each Committee shall be set up for a specific task and shall be abolished once the task has been completed. No time limits will be set. In consultation with the Board, each Committee shall invite members to participate and prepare its terms of reference, programme of work and budget, which must be approved by the Board. The Committees shall conduct their own business and hold meetings when and where they think desirable. The presence of a majority of Committee members shall form a quorum for making decisions. Each Committee shall report to the Board annually. Each member of an Ad Hoc or Standing Committee may grant a written proxy to another member of the Committee to have him/her represented in a Committee meeting.

Article XI SCIENTIFIC COMMITTEE

1. Tasks

The tasks of the Scientific Committee are:

- a) To promote, implement and co-ordinate the scientific programme of the Society;

- b) To ensure that research interests of the different European countries are represented;
- c) To formulate proposals for the scientific activities subject to approval of the Board;
- d) To formulate budgets to accomplish the activities subject to approval of the Board;
- e) To organize conferences, meetings or symposia, supported by the Working Groups, subject to approval of the Board;
- f) After approval by the Board, the Scientific Committee shall conduct its work independently.

Working Groups shall be established to carry out these tasks. The specific subjects of these Working Groups will be determined by the Officers of the Scientific Committee in consultation with the Board and after discussion in the Scientific Committee.

2. Membership

The Scientific Committee shall consist of the President, Vice-President, Scientific Secretary of the Society, and the co-ordinators of the Working Groups the latter of whom shall be appointed by the Board upon proposal of the members of the Working Group in question. The President, Vice-President and Scientific Secretary of the Society shall be called the Officers of the Scientific Committee. These officers shall represent the Scientific Committee. The Vice-President of the Society shall be the Chairperson of the Scientific Committee.

3. Terms of Office

The Chairperson shall hold office for two years.

The Scientific Secretary shall hold office for four years and shall be eligible for re-election.

The co-ordinator of a Working Group shall be appointed by the Board for three years and shall be eligible for reappointment for another two terms.

4. Meetings

The Scientific Committee shall meet regularly as required by the Committee members, at least once a year.

5. Quorum

Proposals presented by the Scientific Committee to the Board are taken by a majority of votes. If there is no consensus, all proposals in question are submitted to the Board which will take the final decision.

6. Reporting

Reports of the Scientific Committee meetings shall be published in the Society's *Newsletter*. Activities and decisions shall be presented to the General Assembly.

Article XII WORKING GROUPS

- 1. Society members may propose Working Groups to the Scientific Committee and to the Board at any time upon the recommendation of society members. The co-ordinator of a Working Group shall be nominated by the Scientific Committee upon the recommendation of the Working Group members. Working Group co-ordinators shall be appointed by the Board pursuant to Article XI, 3.
- 2. The budget of a Working Group must be proposed by the coordinator and approved by the Board.
- 3. Each Working Group shall be set up for a specific task and shall be abolished once the work has been completed. No time limits are set but the existence of each Working Group requires that a report of financial and scientific activities be submitted to the Board annually after having been presented and discussed at the first meeting of the Scientific Committee held each year. Annual reports shall be sent to the Scientific Secretary at least one week before the meeting.

4. Each Working Group coordinator shall nominate a deputy who will substitute him/her for any activities in the event of impediment. Deputies are entitled to participate in the Scientific Committee meetings on behalf of the coordinator of the relevant Working Group.

Article XIII EDITORIAL BOARD of the journal *WEED RESEARCH*

1. The Editorial Board, as a Standing Committee, shall be accountable to the Board for the policy and production of the Society's journal. It shall consist of the Chairperson who shall be appointed by the Board, the Editor-in-Chief and the Editors of the journal.
2. No limit shall be imposed on the number of Editors who shall be selected on the basis of their reputation in the field of weed research and technology, their proficiency in the English language and their willingness to edit scientific contributions and serve on the Editorial Board on behalf of the Society.
3. The Chairperson shall call a meeting of the Editorial Board at his discretion but no less than once every second year, and shall submit an annual report to the Board.
4. Financial arrangements for production of the journal shall be made by the Board in consultation with the Chairperson of the Editorial Board and the publishers.

Article XIV ELECTION and APPOINTMENT PROCEDURE and VOTING

1. Election Committee.
The election procedure shall be co-ordinated and supervised by an election committee.

The election committee shall be appointed by the President and constituted by the Board Secretary and two members of the Society. If there is no Secretary in office, another member of the Board shall be appointed by the President to serve *ad interim*.

2. Election Procedure
 - a) In February of an election year, a call for candidates for any open position shall be sent to all members eligible to serve for the position in question. These members can apply for the position by expressing their candidature before the deadline set by the Board. All eligible members expressing (including electronically) a valid candidature will be put on the ballot list for election. If a candidate receives the majority of the validly cast votes he/she will be elected for the position in question. If no candidate obtains that number of votes the two candidates with the highest number of votes will be put on a ballot. In case of tie votes among candidates ranked first (if more than two) or second, they will all be put on the ballot list. In the second round, the candidate receiving the highest number of votes will be elected. In case of tie votes, subsequent election rounds will be called until one of the two candidates gets the highest number of votes. If, for any reasons, the elected officer is unable to serve, the candidate receiving the next highest number of votes will be appointed for the position in question. If no candidate is available for a certain position, the Board will call for a new election round within four weeks.
In case there is only 1 candidate, the candidacy shall be considered equivalent to an election, and the candidate will be considered as elected. This decision shall be published in the next issue of the *Newsletter*.
3. Election frequency
 - a) President and Vice-President
Every two years (biennial election) a call for candidates for the position of Vice-President is announced to all members through electronic communication means. The elected Vice-President will serve in that position for two years and will then automatically advance to the function of

President. If, for any reason, the Vice-President in office is unable to advance to the presidency, the Board shall send out a call for candidates for the post of the President.

b) Secretary and Treasurer

Every four years a call for candidates for the positions of Secretary and Treasurer is announced to all members through electronic communication means. The elected Secretary and Treasurer will serve for four years. The Secretary and Treasurer are eligible for re-election for one more term. Exceptions to this can be made by a justified decision of the Board. If there is no Secretary in office another member of the Board shall be appointed by the Board to serve *ad interim*, pursuant to Article IX, 4. If there is no Treasurer in office, the Secretary or another member of the Board shall be appointed by the Board to serve *ad interim*, pursuant to Article IX, 4.

c) Scientific Secretary

Every four years a call for candidates for the position of Scientific Secretary is announced to all members through electronic communication means. The elected Scientific Secretary will serve for four years. The Scientific Secretary is eligible for re-appointment by the Board for one more term. Exceptions to this can be made by a justified decision of the Board. .

d) Additional Members on the Board

Every second year the Officers of the Board propose six candidates for the position of Additional Members. The candidates have agreed to serve in case of election. Out of these six, two Additional Members are elected by the Society members. The elected Additional Members will serve for four years. They are not re-eligible.

e) Auditors of the Society's financial administration

The Board shall appoint two auditors who must be EWRS members but not be members of the Board. The appointment shall be made every four years within one month after the election of the Treasurer. Auditors shall be resident in the Treasurer's country and are not eligible for re-appointment. Exceptions to this can be made by a justified decision of the Board.

4. Interim changes to the Board

If an elected person in office is unable to serve for the whole term of office, the candidate for the relevant election, who was elected in the next place, will replace him or her. In case this candidate is not willing to accept this position, the next candidate will be asked to step forward. If there is no next candidate, the Executive Committee shall appoint the relevant representative pursuant to Art. IX, 4. to serve *ad interim*, or request a member to take over the position temporarily.

Article XV FISCAL YEAR, PROPERTY and FUNDS

1. The fiscal year of the Society is equal to the calendar year, which is from 1 January up to and including 31 December.
2. Funds for day-to-day management of the Society and for promotion of its object will be obtained primarily from membership fees, donations, grants, sales of publications and income from events organized by the Society. Moreover, the Society may request a financial contribution from the Foundation for the Financial Interests of the European Weed Research Society (Stichting Geldelijke Belangen van de European Weed Research Society).
3. The income and property of the Society, obtained in whatever way, shall be used exclusively for the promotion of the Object of the Society.
4. No portion thereof shall be paid or transferred, directly or indirectly, to members of the Society or to organizations which they represent, except in good faith as reasonable and proper remuneration to any member, officer or servant of the Society in return for any services actually rendered to the Society.
5. Funds donated for specific objectives shall not be destined for other purposes without the express permission of the donor.
6. The audit of the Society's financial administration shall be conducted at the office of the Treasurer by two auditors, appointed by the Board, who may request the assistance of a chartered

accountant. The final report shall be published in the *Newsletter* after approval by the Board and the General Assembly

7. All expenditure on behalf of the Society shall be accepted only in accordance with the annual budget approved by the General Assembly. Additional expenditure shall only be possible by written permission of the Treasurer and the President and shall be explained at the next meeting of the Board and General Assembly.
8. The hard copies of the accounts of the Society must be kept for seven years.
9. Any properties and funds of the Society shall be vested in the Foundation for the Financial Interests of the European Weed Research Society (Stichting Geldelijke Belangen van de European Weed Research Society) seated at Wageningen and registered in the Dutch Commercial Register.

Article XVI COMMERCIAL REGISTERS DECREE 2008

Under the Dutch Civil Code, each Board Member is obliged to be registered in the Commercial Register of the Chamber of Commerce within ten days after appointment, as detailed in the Bye-Laws.

Article XVII AMENDMENT of the CONSTITUTION

1. Any member eligible to vote may present a proposal to amend the Constitution. Any proposal for amending the Constitution shall be made in writing/electronically to the Board upon the signed request of not less than ten percent (10%) of the members eligible to vote.
2. The Board itself may propose any amendments to the Constitution.
3. The Board shall present the adoption or rejection of any proposed amendments to the Constitution in the General Assembly.
4. No amendment shall be made to the Constitution causing the legal status of the Society to be altered.
5. The Constitution of the Society can only be amended in writing by at least a majority of votes validly cast in a meeting in which at least two-thirds of the members is present or represented. If the quorum set out above lacks, then at a next General or Special Meeting – not to be held within six weeks after the first – the resolution with regard to the amendment of the Constitution referred to can be passed with a regular majority of the validly cast votes, irrespective of the number of members personally present or represented.
6. Each Board Member is authorised to sign the new authenticated version of the Constitution drafted by a Dutch Civil-Law Notary.

Article XVIII DISSOLUTION of the SOCIETY

The Society can be dissolved by the General Assembly. In this respect Article VII applies *mutatis mutandis*.

In the event of dissolution, all remaining properties and funds shall be donated to European associations, societies or other institutions whose objects are charitable and aimed at the promotion of the exchange of scientific information. Such institution shall prohibit the distribution of income or property obtained from the Society amongst its members to the same extent as has been imposed on the Society under Article XV.

Article XIX BYE-LAWS

1. The General Assembly may set up Bye-Laws regulating all other subjects which it considers necessary to be regulated.
2. Acceptance or amendments of Bye-Laws proposed by the Board can take place by a majority of validly casted votes either in the General Assembly or by electronic communications means.
3. The Bye-Laws must not contain any provisions that are contrary to the Constitution or Dutch law, unless the contrary provisions are allowed by said law or the Constitution.

Article XX FINAL REGULATION

1. The stipulation of “in writing” in this Constitution is also understood to mean “supplied electronically”, provided that the message is readable and reproducible.
2. In the event of any omission in the rules in the Constitution or in the Bye-Laws, and in case of any doubt, the Board shall decide in accordance with Dutch national law.

LJUBLJANA, 2017-12-08 [44th General Assembly]

WAGENINGEN, 2016-12-18 [Notary Smit & Moorman – J. SMIT]

BYE-LAWS

I. Europe**Bye-Law - accepted by the 38th General Assembly at LJUBLJANA, 2012-03-24**

EWRS division for practical reasons	Official ISO division	Countries surrounding, and islands in the Mediterranean Sea
Europe	Africa	ALGERIA
Europe	Africa	EGYPT
Europe	Asia	ISRAEL
Europe	Asia	JORDAN
Europe	Asia	LEBANON
Europe	Africa	LIBYAN ARAB JAMAHIRIYA
Europe	Africa	MOROCCO
Europe	Asia	SYRIAN ARAB REPUBLIC
Europe	Africa	TUNISIA
Europe	Asia	TURKEY

II. Membership and payment of membership fees**Bye-Law – accepted by the 26th General Assembly at Basel, 1999-06-30**

(ref. Article VIII GENERAL ASSEMBLY 1. h))

1. Membership is granted by prepayment of the appropriate subscription fee for the next calendar year.
2. The Invoice for the next subscription/calendar year will be delivered on the 15th of November of the current year.
3. Members renewing or cancelling their membership must do so before 15th of December of the current year.
4. Members who have two or more open Invoices on the 15th of December are struck from the membership register, leading to cancellation of the subscription to the Society's journal Weed Research and cancellation of the online access to the digital issues of the journal.
5. Members with open Invoices are excluded from any support by EWRS. Open invoices are subtracted from re-imburement requests of EWRS-officers in Committees and the Board.

III. Currency**Bye-Law – accepted by the 26th General Assembly at Basel, 1999-06-30**

(ref. Article VIII GENERAL ASSEMBLY 1. h); Article IX BOARD 5.)

1. The amount of the subscription Fee of each year shall be quoted in Euros (EUR).
2. Financial Reports of the Society shall be published in Euros (EUR).

IV. Commercial Registers Decree 2008**Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08****Article 28**

1. The following data regarding an association with full legal capacity, or a cooperative association or a mutual insurance association are listed in the Commercial Register:
 - (a) the personal data of each director and supervisory director and the dates on which he took up office and retired from it, and whether he/she is authorised to represent the legal entity acting alone or jointly with one or more persons.
 - (b) the personal data of persons other than the directors who have representative authority according to the Articles of Association and the scope of such authority.
2. The Commercial Register states that the Articles of Association of a cooperative association or mutual insurance company must be in conformity with articles 63f up to and including 63j of Book 2 of the [Dutch] Civil Code, if such is the case.
3. If an association without full legal capacity is listed in the Commercial Register, the data referred to in the first sub clause are recorded in the Commercial Register.

Article 29

The following data regarding a foundation are listed in the Commercial Register:

- (a) the personal data of each director and each member of the supervisory body and the date on which he/she took up his position as such and retired from it, and whether he/she is authorised to represent the foundation acting alone or jointly with one or more persons;
- (b) the personal data of persons other than the directors who have representative authority according to the Articles of Association and the scope of such authority.

V. Online Membership Database

Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08

1. It is the duty and the responsibility of each individual member to keep the information in the online membership database up to date.
2. Each year on 15 September the e-mail addresses of the members are checked. The owner of an e-mail address with delivery failure will be informed of this failure by letter requesting him/her to change the e-mail address online in the membership database.
3. Students who need to change their Membership into an Ordinary Membership must do so before the 15th of November of the current year.
4. If a member agrees to receive the invitation to the General Assembly electronically, the electronic address that has been supplied by the member to this end shall be registered in the membership database.

VI. Electronic voting procedures

Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08

Electronic voting procedures in general

1. The invitation to vote is sent to all members by e-mail.
2. The number of members who take part in the online electronic voting procedure represents the number of valid votes.
3. The voting takes place by a majority (50% + 1) of the valid votes, unless the Constitution requires a different type of majority.
4. All the voting procedures shall be conducted by electronic communication system.
5. In February of each election year, a call for candidates to cover the relevant position will be sent electronically to all members eligible to serve in that position. Eligibility is limited to members who (i) are members without pending fees, (ii) are residing in Europe. The call for candidates includes the description of duties and competences related to the vacant position. Applications must include a Curriculum Vitae and a motivation letter.
6. After four weeks, the ballot list of candidates is finalized and made public. This marks the start of the election. After four more weeks, the election will be closed and the valid votes will be counted by the Election Committee.
7. In the event of a vote where no candidate obtains the majority of validly cast votes (pursuant to Art. XV), a ballot including the two or more candidates with the highest number of votes (Art. XV) is made public within two weeks. This second election ballot will be open for two weeks, after which the valid votes are counted by the Election Committee. In case of a tie, the same procedure applies until one candidate receives a higher number of votes.
8. The outcome of the elections shall be published on the Society's website and in the next issue of the *Newsletter*.

VII. Candidates for Additional Members in the Board.

Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08

1. The six members proposed by the Board as candidates (Art. XIV 3. d)) shall represent:
No less than 33% of each sex, and
No less than 50% of Early Career Scientists.
2. Each candidate has to come from a different institution. Institutions are Universities, Research Organisations, Companies etc.
3. The candidates must represent the geographical scope of EWRS in Europe.

VIII. Appointment of professional help**Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08**

1. To support the activities of the Society, the Board may decide to contract professionals or companies for a certain period of time. This may apply to e.g. handling of Society's finances, handling of the membership database, communication and business services and other organizational issues.
2. The contracted professionals or company will work closely together with the responsible elected officer nominated by the Board and will regularly provide the Board with information about their activities. The professionals can be dismissed at any time upon decision of the Board.

IX. Working Groups' annual reports**Bye-Law – accepted by the 44th General Assembly at LJUBLJANA, 2017-12-08**

Each Working Group coordinator shall submit an annual report of the scientific activities and the expenses incurred in the previous year. Such report shall be presented to the Scientific Secretary by 31 March of each year (or earlier, should a Scientific Committee meeting be organised before then) and shall include: (i) a summary of the activities undertaken in the previous year and of those foreseen for the new year, (ii) a summary of the expenses incurred in the previous year and of those foreseen for the new year, specified by cost items. The working group report shall be sent to the Scientific Secretary at least one week before the meeting.

Organisation of the Society		
General Assembly		
Ordinary Members		
Student Members		
Senior Members		
Honorary Members		
Sustaining Members		
Board		
Executive Committee	President	Standing Committees Ad hoc Committees
	Vice-President	
	Secretary	
	Treasurer	
	Scientific Secretary	Scientific Committee, <i>Working Groups</i>
	Chairman of the Editorial Board <i>WEED RESEARCH</i>	Editorial Board <i>WEED RESEARCH</i>
	Immediate Past-President	
	4 Additional Members	