

Statutes of International Plant Phenotyping Network e.V.



Preamble

Plants have always been essential elements for future grand challenges of our society such as food/ feed supply, the resource and materials scarcity, the climate as well as the energy challenge. Integrating approaches across all scales of plant systems from molecular to field applications are necessary to develop sustainable plant production with higher yield using limited resources of land, water and nutrients and to ensure and improve the quality characteristics required for traditional and novel utilization of plants for the future.

The quantitative analysis of structure and function of plants, the phenotyping of plants, has become a major bottleneck in research and applied use of plants. Innovative technological approaches targeting relevant traits are needed to quantitatively address key processes and understand the dynamic interactions between genetic constitution, molecular and biochemical processes with physiological responses leading to the development of phenotypes.

IPPN aims at providing all relevant information about plant phenotyping. The goal is to increase the visibility and impact of plant phenotyping and to use existing synergies by enabling communication and cooperation within the plant phenotyping community. The goal of IPPN is to foster communication between different stakeholders from academia, industry, policy and general public to ensure distribution of information by enabling and supporting events such as workshops and symposia, promoting the establishment of different working groups, and assemble and distribute all relevant information about plant phenotyping in a web based platform.

§ 1 Name, location, year

(1) The Association shall be registered with the following name:

"International Plant Phenotyping Network e. V." and has its registered office in Jülich under the following address:

Forschungszentrum Jülich GmbH
52425 Jülich
Germany

(2) The financial year is the calendar year unless the Executive Board decides differently.

(3) The Association is politically and denominationally neutral and pursues non-profit purposes according to Section "Tax-privileged purposes" (*Steuerbegünstigte Zwecke*) of the Fiscal Code of Germany (*Abgabenordnung*).

(4) The Association is registered at the commercial register of the Amtsgericht Dürren: VR 2580.

§ 2 Purpose of the Association

(1) The purpose of the Association¹ is the promotion of science and research in the field of plant phenotyping and consists particularly in

- i) the establishment of a global network through the association of institutions in order to use existing synergies, identify and reduce potential bottlenecks, initiate joint projects, as well as to foster communication and cooperation between different stakeholders from academia, industry and general public,
- ii) the increase of visibility and impact of plant phenotyping beyond its own research community,
- iii) to facilitate the interdisciplinary training needed for effective phenotype research.

(2) The Association realizes the purpose through:

- i) organization of symposia, workshops, summer schools with different stakeholders,
- ii) creation of working groups with focus on different topics to identify existing potentials and shortcomings and to develop solutions in joint workshops and publications,
- iii) identification and initiation of research projects, particularly to establish plant phenotyping in new regions,
- iv) implementation of advanced training classes and the exchange of personnel.

¹ "Association" means a registered Association under German Law (§§ 21ff German Civil Code (*Bürgerliches Gesetzbuch*)). The Association itself has legal capacity and can therefore undertake legal actions.

(3) The Association pursues exclusively and directly non-profit purposes. It acts in a selfless manner and does not primarily pursue its own economic interests and purposes.

(4) The funds may only be used for statutory purposes such as supporting the IPPN Coordination Office and the realization of the purposes of the Association. No person shall be favored by expenditures that are unrelated to the purpose of the Association, or by unreasonable high payment. Each Member and their representatives shall comply with the rules of the United Nations Convention against Corruption². The members of the Association do not receive any grants out of the funds of the Association.

(5) In case of dissolution or liquidation of the Association or loss of its tax privilege the funds of the Association will be donated to the charity organization “Verein der Freunde und Förderer des Forschungszentrums Jülich e.V.”, who must use the funds directly and exclusively for its own charitable objectives.

(6) Upon the dissolution or liquidation of the Association or the loss of the tax privilege, the Members do not retrieve their membership fees and are not entitled to claim the funds of the Association. This also applies to resigning Members.

§ 3 Members

(1) Membership is open to the following membership groups:

(a) Academia (public) group

- i) academic institutions such as universities or research institutions;
- ii) clusters comprising up to three academic institutions from one country;
- iii) nonprofit organizations;

(b) Industry (private) group

- (i) commercial legal entities;
- (ii) clusters comprising up to three SMEs (small- and medium-sized enterprises)³

A natural person, not being the legal representative of one of the above mentioned groups, cannot become a member.

Membership in cluster a) ii) and b) ii) shall be regarded as regular membership. A change into an membership outside the cluster requires a new application in accordance with paragraph 3, 4 and 5.

(2) Members shall pay an annual contribution of currently 3000 EUR. The same applies to clusters in accordance with §1 a ii) and b ii), which will pay an annual contribution as a group. Members from LDC

² http://www.unodc.org/documents/treaties/UNCAC/Publications/Convention/08-50026_E.pdf

³ http://ec.europa.eu/growth/smes/business-friendly-environment/sme-definition_de

countries pay an annual contribution of 500 EUR. The same applies to clusters according to §1 a ii and b ii) from LDC countries⁴, which shall pay only one annual contribution in total.

(3) An application for membership shall be made in writing and contain necessary information, such as address, membership group.

4) The Executive Board shall decide on the application and inform the General Assembly at its next meeting.

(5) The Executive Board shall notify the applicant about the decision within three weeks after the decision has been taken. A rejection of an application does not need to state the grounds for refusal.

(6) The membership shall be effective upon admittance by the General Assembly and payment of the membership fee.

§ 4 End of the membership

(1) The Membership ends:

- i) with the loss of legal capacity of the concerned Member, e.g. removal from the commercial register,
- ii) by withdrawal,
- iii) by expulsion from the Association,
- iv) a change in the executive board of a member

(2) A Member may declare withdrawal of membership for any reason by written notice sent to the Executive Board to the registered address of the Association with effect at the end of a year with observance of a notice period of two months.

(3) At the end of membership in the Association, there will no refund of membership dues.

(4) A Member may be expelled from the Association by a decision of the General Assembly taken in accordance with § 8 (6) for good cause only.

(a) Good cause is given if the membership is unacceptable to the Association, in particular in the following cases:

- i) a serious breach by that Member of the provisions of these Statutes, the internal regulations or the decisions of its bodies, which cannot be remedied or is not remedied within 30 calendar days after a written notice sent to that effect by the Executive Board;

⁴ <https://unstats.un.org/unsd/methodology/m49/>

ii) bringing the Association into disrepute or similar unethical behavior, as judged by the General Assembly.

(b) Prior to the decision, the Member, whose membership is to be terminated, shall have the opportunity to communicate its views about the envisaged exclusion either by oral or by written statement to the General Assembly. The concerned Member shall be notified by registered post at least 28 calendar days in advance of the meeting of the General Assembly of the intention to exclude it and the reasons for doing so. During the time of pending decision the concerned Member is suspended and can therefore not execute any rights of Membership, notably his voting rights.

(c) The expulsion decision sets forth the grounds on which the expulsion is based but, apart from this, the decision does not need to be justified and is final. The expulsion, shall be effective as of the date of the decision of the General Assembly and the expulsion must be notified to the Member concerned by registered letter with acknowledgment of receipt within fifteen calendar days.

§ 5 Structure of the Association

(a) The legal bodies of the Association are:

- i) the General Assembly,
- ii) the Executive Board,

(b) Other bodies of the Association are:

- i) the assembly of the academic and industry sections
- ii) the academic and industry section boards

§ 6 The General Assembly

(1) The General Assembly is responsible for stipulating the strategic objectives and general goals of the Association. It determines the guidelines of the Association and has all powers necessary for realizing the purpose of the Association. It is responsible for all affairs of the Association that are not delegated to another body.

(2) The General Assembly consists of one representative of each Member. A cluster is represented by one representative. Each Member shall be represented by its legal representative or appoint one natural person as representative to the General Assembly by a written power of attorney (letter or e-mail). Each such representative of a Member shall be deemed to be duly authorized to deliberate, negotiate and decide on all matters. The power or attorney may also indicate the representative's deputy.

(3) In addition to its own capacity to represent a Member by virtue of the articles of association of the Member, a representative may represent maximum one other Member.

(4) The General Assembly may give directions to the Executive Board, delegate tasks and establish binding guidelines by implementing internal rules.

§ 7 Rules for meetings of the General Assembly

(1) The General Assembly shall meet at least once a year.

(2) The Executive Board shall send the notification calling the meeting in writing at least two months before the symposium. The notification shall include the date, time, venue (if applicable) and draft of the agenda. The final agenda shall be sent to the Members no less than 10 calendar days before the meeting. Any items added to the agenda less than 10 days before the meeting can only be discussed at the meeting. Contributions may also be added during the annual general meeting if the participants at the general meeting agree.

(3) Participation in physical meetings by means of telephone or videoconferencing is possible.

(4) The chair of the Executive Board and the IPPN Coordination Officer may attend the meeting but are without voting rights. Meetings are chaired by the chair of the Executive Board unless the General Assembly decides otherwise.

(5) Minutes of meetings shall be recorded including the members present or represented, the business considered, any resolution on which a vote is taken and the result of the vote. The minutes shall be signed by the chair of the Executive Board and the IPPN Coordination Officer and distributed to the Members within one month after the meeting. Minutes are kept at the IPPN Coordination Office.

(6) An extraordinary General Assembly meeting shall be convened upon a request of 20% of the Members. The request shall include an agenda and state reasons for the request. The extraordinary General Assembly Meeting shall be held within two months after the request; the Executive Board shall send a notification calling the extraordinary General Assembly meeting within two weeks after receipt of the request. If the Executive Board does not send the notification for a meeting within two weeks after receiving the request, the requesting Members of the Association are entitled to call a meeting themselves.

§ 8 Decisions of the General Assembly

(1) Each Member present or represented has one vote. This applies also for a Member consisting of a cluster of academic institutions or industry partners.

(2) All votes will be taken by a show of hands and voice vote by telephone if applicable, unless the person chairing the meeting or three or more Members request a written vote (secret ballot)

(3) Unless otherwise provided for in these Statutes, the General Assembly may only validly proceed if the following quorum is met: 20% of the Members must be present or represented at the meeting. In case the quorum is not met, the Executive Board shall convene a new meeting within 60 days of the meeting which will have a quorum independent of the number of members present or represented at a meeting unless the Statutes provide otherwise.

(4) The General Assembly takes its decisions by simple majority of the votes cast, unless these Statutes or binding legal provisions require a different majority. Abstentions are not counted in the voting result. In case of a tied vote the request is deemed to be rejected. In case of a tied vote for the election of candidates for office, e.g. for the Executive Board, a run-off ballot shall be held immediately between the candidates. The candidate with the most votes is then elected. These rules also apply for written and secret ballots.

(5) The following decision shall be taken by the General Assembly with a quorum requirement of 50% of the Members present or represented and simple majority of the votes cast:

- i) the approval of the annual report and the annual accounts submitted by the Executive Board,
- ii) the appointment and dismissal of the Executive Board with its chair and deputy, the Treasurer and the IPPN Coordination Officer,
- iii) the approval of the budget plan for the next financial year.

(6) The following decision shall be taken by the General Assembly with a quorum requirement of 75% of the Members present or represented and majority of $\frac{3}{4}$ of the votes cast:

- i) determination of the amount of membership fees,
- ii) amendments of the Statutes of the Association,
- iii) expulsion of Members,
- iv) admission of new Members,
- v) dissolution of the Association,
- vi) determination of the receiver of the remaining funds of the Association in case of liquidation.

(7) In urgent matters, as may be determined by the Executive Board, the Members of the General Assembly may be asked by the Executive Board to take decisions by written resolutions (communicated to all Members by post, fax or email or any other means of communication), by conference call or by videoconference. With respect to conference calls and videoconferences, the procedures and requirements set forth in Article 7 (1) shall apply accordingly. Regarding written resolutions, the Members must be given at least 21 calendar days to respond. A Member not responding within this period shall be considered as not having participated in the vote. The majority and quorum requirements as well as any other provisions of this Article shall apply accordingly.

§ 9 The Executive Board

(1) The Board of Directors consists of five people:

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- i) a primary chair an academic elected at the General Assembly of the Association
 - ii) one of the section chairmen elected to the academic section meeting and;
 - iii) his or her deputy
 - iv) one of the section chairpersons elected ti the industry section and;
 - v) his or her deputy.

If there are no sections, the entire board will be elected by the general meeting. The Executive Board is supported by the IPPN Coordination Office. The Executive Board members are elected by the General Assembly for a period of four years effective from the date of the election. Reelection is possible.

(2) The Executive Board is responsible for:

- i) execution of the decisions of the General Assembly,
- ii) management of the daily affairs of the Association,
- iii) preparation of the annual report and the annual accounts,
- iv) proposal for rules of procedure of the Association,
- v) proposal of a budget plan and an activity plan,
- vi) proposal regarding the amount of membership fees, due date and payment conditions,
- vii) all affairs delegated by the General Assembly to the Executive Board,
- viii) appointment of the IPPN Coordination Officer according to Article 12.

(3) In case of conflict of interest between the Association and a Member whose representative is serving as the Chair of the Executive Board or as another member of the Executive Board, that Chair or Executive Board member shall recuse himself and be replaced by another member of the Executive Board chosen by the General Assembly for the decision in question. For the purpose of this clause "conflict of interest" shall be defined as: any interest of a financial, commercial or personal nature of the Executive Board member or a close relative thereof which may appear to influence the said Chair or Executive Board member's decision.

(4) The General Assembly may dismiss the members of the Executive Board at all times. The tenure of an Executive Board member also ends by expiration of its term, resignation or death of the Executive Board member. In case a tenure ends before regular expiration of the term of an Executive Board member, the General Assembly shall make sure that a new Executive Board member is elected for the remaining term as soon as possible.

(5) The Executive Board shall adopt rules of procedure after prior approval by the General Assembly. The Executive Board meets two times a year. The meetings may also be held via videoconferencing.

(6) Minutes of meetings shall be recorded, signed by the chair and kept at the IPPN Coordination Office at the disposal of Members.

(7) The Executive Board can delegate tasks to the IPPN Coordination Office.

(8) The Executive Board does not receive any compensation for its activity.

§ 10 The Sections of the Association

(1) A section represents the interests of a group of members of the Association consisting of academic or industry members. A section consists of a section board with a section chairman and a deputy, who are elected by the section assembly and are involved in the Executive Board in accordance with § 9.1. A section meeting can be integrated into a general meeting, so that the section board can be elected at a general meeting by section members. The section board is assisted by the IPPN office. The members of the Board of Directors are elected by the members of the section for a period of four years from the day of the election. The section board will remain in office after the four-year period up until the next section or general meeting. Re-election is permitted.

(2) A section assembly can convene a section meeting, of which the board of Directors must be informed. The Association section is responsible for defining the strategic direction of the section and determining its guidelines, which must be approved by the Board of Directors.

(3) The section assembly consists of one representative for each member. Clusters are represented by a single representative. Each member is represented by a power of attorney (in writing or by e-mail) either by his/her legal representative or by an appointed natural person in the section assembly. Each representative of a member shall have the power to advise, negotiate, and decide on all matters. The power of attorney may also designate a deputy representative.

(4) In addition to representing his or her own institution, a representative may also represent a maximum of one other Association member.

(5) The agenda of the section meeting shall be organized through procedural rules, which shall be drawn up by the section assembly and confirmed by the general assembly.

(6) Members of section boards will not receive any remuneration for their activities.

§ 11 The Treasurer (*Kassenprüfer*)

(1) The Treasurer is appointed by the General Assembly among the representatives of the members for a term of two years. Reelection is possible. The Treasurer must not be a member of the Executive Board.

(2) The Treasurer shall examine the appropriate use of financial resources of the Association. The Executive Board has to enable access to all documents. The Treasurer reports on the audit at the annual General Assembly Meeting.

(3) In case of conflict or financial incongruities each Member is entitled to assign an independent Auditor for review at his own expense.

§ 12 IPPN Office

(1) The IPPN Coordination Office is located at the location of the Association, managed by the IPPN Coordination Officer and financed from the membership fees.

(2) The IPPN Coordination Office supports the activities of the Executive Board and reports to the Executive Board and the General Assembly.

§ 13 Representation of the Association

(1) The Association shall be represented in court and out of court by one Member of the Executive Board.

(2) The IPPN Coordination Officer shall individually represent the Association with respect to all acts in relation to the tasks delegated to the IPPN Coordination Office and also in court proceedings within the limits of the delegated tasks, and shall not be obliged to offer proof to third parties of a prior decision of the Executive Board.

§ 14 Final provisions

(1) If any provisions of these Articles are invalid, the remaining provisions shall nevertheless remain effective. The Executive Board has to replace it with provisions that come next with the meaning and purpose of the invalid provisions; the General Assembly may replace the invalid provisions with new provisions recommended for approval by the Executive Board.

(2) Amendments which are necessary for registration of the Association in the register, to obtain and maintain the non-profit status or for other compelling legal grounds, the Executive Board may decide by a simple majority.

(3) In addition, the statutory provisions shall apply to the Association.

- Conclusion of the Articles of Association -

Authorization for registration of the Association and for amendments

The founding members, who signed the articles of Association, hereby grant each member of the Executive Board authority to apply for registration of the Association in the respective register of associations and to

amend the articles of Association, in as far as this is required for registration of the Association in the register and to obtain the common public interest.

The authorization ends with the registration of the Association in the register and access of the decision of the competent tax office that the Association is of common public interest.

The following institution/organization/cluster

..... (Name/Address)

declares to accept and comply with the Statutes and internal regulations of the Association and the decisions of its bodies to become a member of the IPPN e.V.

Location, date

Signature