

GCIRC CONSTITUTION

TITLE I: Form, Aim, Name, Seat and Duration

Article 1: Form

An Association is created between the undersigned and the corporate bodies or natural persons who will accept the present memorandum and articles and fulfil the conditions established hereafter. This Association will be governed by the French law of July 1st, 1901 and by these memorandum and articles.

Article 2: Aim

The aim of the Association is to develop scientific and technical research as well as studies and experiments concerning the improvement of rapeseed and its processed products from an agronomic, technological and food perspective, and to ensure close links between researchers on this subject. To this end, the Association will determine the frequency, dates and places of the International Rapeseed Congresses (IRC). The Association will have no political activity.

Article 3: Name and motto

Created on September 3, 1977 and registered under the number 751P00043346, published in Journal Officiel dated November 30, 1977, the association was formerly known as “Groupe Consultatif International de Recherche sur le Colza” (G.C.I.R.C.)

According to the decisions of the Extraordinary General Assembly held in Berlin, June 17, 2019. The Association shall be known henceforth as:

GCIRC Global Council for Innovation in Rapeseed and Canola

And the motto of the association will be:

“Building a world community for innovation on rapeseed/canola”

Article 4: Seat

The headquarters of the Association will be located at the following address:

11 rue de Monceau, CS 60003 75378-Paris (France).

They may be moved to any other place in the same city by simple decision of the Board, and to another locality by decision of the Extraordinary General Assembly of the members.

Article 5: Duration

The Association has an unlimited duration.

TITLE II: Membership

Article 6: Members

The Association will be made up of natural and legal persons:

- Active members or adherents (natural persons)
- Honorary members (natural persons)
- Institutional members, as public or private institutions involved in rapeseed/canola research and innovation
- Beneficent members for natural or legal persons associated to sponsoring of the association current activities (not including congresses).

Modified GCIRC Constitution adopted at the Extraordinary General Assembly on June 17, 2019

The association is open to all natural or legal persons concerned by the research and innovation in rapeseed- canola, willing to share information and participate to its activities. The Board will validate membership applications.

The active members may be recommended and/or supported by an organization in their country. The title of honorary member may be conferred by the Board on any *person* who will have served the Association or will have distinguished himself/herself in rapeseed research and innovation.

Article 7: Subscriptions

The amount of the annual subscription will be fixed by the Board. The subscriptions will be payable by the Association's members in the month of their registration, and then each year before January 31st.

Article 8: Resignation, Exclusion and Death

The members may resign by notifying the president of the Board of Directors of their decision. In this case, they will lose their status of Association member at the end of the current civil year. The Board of Directors is empowered to dismiss any member, either for non-payment of this subscription six months after its falling due and after two recalls, or for serious reasons. Before dismissal, the member concerned will be invited to provide all relevant information and explanations. The decision of the Board of Directors is without appeal and expressly excludes any legal proceedings or claim to the property of the Association.

Resignation, dismissal or death of an Association member will not bring the Association to an end. The Association will go on existing with the other members.

Article 9: Members' and Directors' Responsibilities

The patrimony of the Association will guarantee the commitments entered into in its name without the members or the directors being accountable for them personally.

TITLE III: Direction

Article 10: Board of Directors

The Association will be administered by a Board made up of five members at least and *eighteen* at the utmost. They will be chosen among the active members or delegates of institutional members and appointed by the members' Ordinary General Assembly. To favour international dynamics, the number of board members is basically limited to 1 per country.

The Board will choose a President for a period of four years among its members. He will be re-eligible.

In order to promote liaison between the Association and the Steering Committee of the Rapeseed Congresses, the Board will give a member from the country responsible for organizing the next Congress preference for the Presidency of the Association. For this reason, the tenure of the President and office holders will normally start two years before the next Congress. Any outgoing board member will be re-eligible.

Article 11: Board's Power to fill vacancies

If a Director's office becomes vacant between two Ordinary General Assemblies, the Board will be empowered to provide for a provisional replacement: the Board will be obliged to do so without delay if the number of Directors is reduced to *five*.

These appointments will be submitted for ratification by the Ordinary General Assembly at its next meeting. The Director appointed in replacement of another will only hold office during the period of his/her predecessor's mandate.

In default of any approval, the resolutions passed and the agreements concluded since the appointment will not cease to be valid.

Article 12: Board Bureau

The Board will choose a president, a secretary and a treasurer among its members. There can exist a pluralism in the choice of a secretary-treasurer. The members of the Bureau will be in office as long as they have a director's mandate.

Article 13: Meeting and deliberation of the Board

After being convened by its President or one third of its members, the Board will meet at the headquarters or in any other place indicated on the notice as often as requested by the interest of the Association.

The Board will only be able to transact the business validly, on condition that at least half of its members be present or represented.

The Board will meet at least once a year. The resolutions will be passed by a majority of present or represented members' votes. In the event of a tie in a vote, the President will have a deciding vote.

Article 14: Board Powers

The Board will be invested with all necessary powers in order to act in the name of the Association and draw up and approve any deed and business allowed to the Association and not reserved for the General Assembly.

Among other matters, the Board is empowered to appoint and dismiss all employees, fix their salaries, lease all premises necessary to the Association, make all repairs, buy and sell shares or securities as well as all furniture and fitments, use the Association funds, represent the Association before a court, either as plaintiff or as defendant, as well as decide on the exclusion of members according to the provisions of Article 8.

Article 15: Delegation of powers

a) **The President** will carry out the decisions of the Board of Directors and ensure the smooth operation of the Association which he represents in law and in civil actions. He will call the General Assemblies and the meetings of the Board of Directors. He will preside over all the meetings. He will control expenditure and will be entitled to delegate his powers.

b) **The Secretary** will be responsible for everything related to the information of the Association's members, the correspondence, the archives as well as the meeting notices and the proceedings. He will keep the registers as prescribed by Article V in the law of 1901.

c) **The Assistant-Secretary** will assist the Secretary in his duties and take his place in case of absence or prevention.

d) **The Treasurer** will keep the accounts of the Association and, under the supervision of the President, will make any payment and receive any income. With the authorization of the Board of Directors, he will proceed to any withdrawal and disposal of all property and securities.

Article 16: Remuneration

All functions will be fulfilled voluntarily. Any regular remuneration will form the subject of a particular decision by an Ordinary General Assembly.

Article 17: Mission

The Board will endeavour to promote the association in order to establish a certain balance in the number of the members for each country according to the extent of their research-work; the representation of the various research fields according to their importance and the working out of a balance between the representation of the public, professional and private research.

TITLE IV: General Assemblies

Article 18: Composition and schedule of meetings

The members will meet as a General Meeting. The latter will be called “extraordinary” when the decisions involve an alteration in the articles of the Constitution and “ordinary” in all other cases. The General Meeting is made up of all the members of the Association. Anybody can only be represented by a member.

Upon being called by the Board of Directors, the Ordinary General Assembly will meet each second year to coincide with the International Rapeseed Congresses and the Technical Meetings.

The Ordinary General Assembly will be called additionally by the Board of Directors when deemed necessary by the Board or upon request from at least one fourth of the members of the Association.

The Extraordinary General Assembly will be called by the Board when thought useful.

Article 19: Notice and Agenda

Notices will be sent to each member two months at least beforehand with a summary description of the object of the meeting.

The agenda will be prepared by the Board: it will contain no other proposition than the ones made by the Board or those which have been suggested to the Board with the signature of at least one fourth of the members, whatever their categories one month at least before the meeting.

Article 20: Executive of the General Assembly

The General Assembly will be presided over by the President of the Board of directors, or in his absence by a Director appointed by the Board of Directors for the purpose.

The functions of the Secretary will be fulfilled by the Secretary of the Board or, in his absence, by a member of the meeting appointed by the latter.

At the beginning of the meeting, a list of attending members bearing their signatures and a list of proxies held by members will be drawn up for certification by the President and Secretary.

Article 21: Voting

Each active, honorary, or beneficent member of the Association will have one vote and one for each of the proxies he holds for other members.

Institutional members will have from 1 to a maximum of 3 votes depending on their size and contribution.

The voting method will be decided by the President, subject to agreement of the General Assembly.

Article 22: Ordinary General Assembly

1) The Ordinary General Assembly will receive the report of the Board of Directors on its management and on the financial situation of the Association and give the Board of Directors’ approval in respect to its activities. It will approve or rectify the accounts of the past year, will vote the budget for the next period, will confirm the provisional appointment of the Directors, will provide for the replacement of the Directors, will authorize all purchase of premises necessary to attain the aim of the Association as well as all exchange and sale of these premises, and all creation of mortgages and borrowing. Generally speaking, the General Assembly will discuss all questions of general interest and the problems presented to it by the Board of Directors with the exception of the questions implying an amendment to the Constitution.

2) In order to hold a valid session, the Ordinary General Assembly will have to be composed of at least one half of its present and represented members. If this condition is not fulfilled, the General Assembly will be called again under the conditions and within the periods defined under Article 19 above, and at this second meeting, the session will be valid whatever the number of attending or represented members, but the only items for discussion will be those put down on the previous agenda.

Decisions will be passed by a majority of votes of the present and represented members.

Article 23: Extraordinary General Assembly

1) The Extraordinary General Assembly is empowered to modify all the articles of the Constitution: among others, it may decide the dissolution of the Association, or its union with other associations serving a similar purpose. 2) In order to have a valid discussion, the Extraordinary General Assembly will have to be composed of at least two-thirds of its members. If this condition is not fulfilled, the meeting will be called again two months later, as prescribed in Article 19. At this second meeting, it will have a valid discussion whatever the number of the present or represented members, but the only question to be dealt with will be the business put down on the previous agenda.

The resolution of the Extraordinary General Assembly will be passed by a majority of two-thirds of votes of the present or represented members.

Article 24: Record of Proceedings

The deliberations of the General Assembly of the members will be recorded in a minute book and signed by the President of the Assembly and the Secretary.

Any copies or abstracts of these proceedings to be produced in court or elsewhere will be signed by the President of the Board or two Directors.

TITLE V: Resources of the Association

Article 25: Annual Income

The annual income of the Association will be derived from:

- subscriptions paid by the members;
- the income from publications or information services
- the income from its property and securities;
- should it so happen, the amount of the subsidies granted;
- should it so happen again, the excess of annual receipts over annual expenses;

TITLE VI: Company's Year

Article 26: Duration

Each trading period has a one-year duration from January 1st to December 31st.

TITLE VII: Dissolution, Liquidation

Article 27: Dissolution

The dissolution may be delivered by two-thirds at least of the present members at the Extraordinary General Assembly.

Article 28: Liquidation

In case of a voluntary or statutory liquidation, the Extraordinary General Assembly will appoint one or several liquidators who will have the full powers to realise the assets and pay off the liabilities, and in accordance with Article 9 in the law of July 1st, 1901 and the decree of August 16th, 1901.

TITLE VIII: Articles of Association and formalities

Article 29: Rules of the Association

Rules of the Association will be established, if necessary, by the Ordinary General Assembly which is also empowered to modify them at all times.

Article 30: Registration and Publication

The Board will comply with all the necessary formalities for the registration and publication, as prescribed by law. All powers will be conferred on a bearer of the original of these presents.

Done in Paris on February 2nd, 1977 Modified in Paris on January 4th, 2000 modified by the Extraordinary General Assembly, Wuhan, PR China, 29 March 2007, modified by the Extraordinary General Assembly, Berlin, Germany, 17 June 2019.

Articles of Association

Article 1

Active members, honorary members, institutional members or beneficent members of the GCIRC are appointed as indicated in Article 6 of the Constitution. The Board will endeavour to promote the association in order to reach a certain balance in the number of the members for each country according to the extent of their research-work; the representation of the various research fields according to their importance and the working out of a balance between the representation of the public, professional and private research.

Article 2

The member himself/herself or the organization which presented him/her to become member pays the yearly subscriptions fees.

The membership gives the possibility for members

- To participate to the orientations of the association by voting at the occasion of the General Assembly,
- To participate to GCIRC activities: research committees and working groups, technical meetings. Consistently, members will benefit from preferential fees for the International Rapeseed Congress.
- To have access to the full GCIRC information base, through the website Members' space.

Article 3 At each of its meetings, the Board will decide on the place and date of the following meeting of the General Assembly and the Board. The place will be settled upon according to the members' travel possibilities and the different opportunities in one or another country.

Article 4 The Chairman of the forthcoming International Rapeseed Congress is invited to take part in the meetings of the Board, if he does not belong to it already.

Article 5 In order favour the direct involvement of all countries and facilitate the participation of board members for whom travel facilities are limited, the possibility is given to use exceptionally phone or video conference systems to attend the board meetings.

Article 6 In order to develop the impact of the association, enlarge the OSR/Canola community and enhance exchanges, the possibility will be given to the non-member persons attending the International Rapeseed Congress to become friends of GCIRC for a reduced contribution giving access to part of the current information coming from the GCIRC activities.

Activities of the GCIRC

Article 7

Modified GCIRC Constitution adopted at the Extraordinary General Assembly on June 17, 2019

The activities of the GCIRC are developed:

- within the plenary sessions (Technical meetings, General Assembly, IRC)
- within the research committees or thematic working groups.
- within its website and newsletter editing

Article 8

The plenary sessions are convened by the President of the Board. The latter decides on the agenda after consulting the Chairpersons of the Research Committees or working groups about it and taking the individual requests into account.

Article 9

The aim of the Plenary Sessions is to collate the work and the results of the Research Committees, and add special reports concerning matters which have not led to the creation of specific committees.

Article 10

The Board is entitled to create any research committee or working group on one subject or a group of given subjects, when it is thought to be useful to the research development and the coordinating work-action between searchers. In this case, the Board chooses one to three persons for the co-presidence and the animation of the research-committee among the active members of the GCIRC. The elected members will have to surround themselves with the most competent people who will not have to belong necessarily to the GCIRC to take part in the activity of the research-committee.

Article 11

The assembly of the co-chairs of the research committees and thematic working groups form the **Scientific Committee of the association**. The Scientific Committee is invited to comment the activities of the research committees and working groups and contribute to the orientations of the association at the occasion of the Board meetings.

Article 12

The Research Committees or working groups will be convened by their chairpersons who will decide on the agenda of the meetings according to the members' proposals. The possibility is given to use any convenient form for international collaborative works (on site meetings, phone or video conference...)

Article 13

The Secretariat is in charge of the correspondence, the files, the convening, the record of proceedings and generally speaking, of everything concerning the information of the members. On these grounds, the Secretariat is responsible for the organization of technical exchanges, the settling of all useful files and publications. It coordinates all proposals for research subjects, refers them to the Board of Directors and sends them forward to all the members of each Research Committee. Additionally, it distributes to members of the Group the information forwarded by the Chairmen of the Research Committees as they advance with their work.

Article 15

* English will be the official language used by the GCIRC.

** Modified by the General Assembly in Saskatoon, Canada, July 2015*