

# **CONSTITUTION OF THE INTERNATIONAL WORKING GROUP ON TAXONOMIC DATABASES (Taxonomic Databases Working Group)**

## ***Article 1: Name and Purpose***

The International Working Group on Taxonomic Databases (herein called "TDWG") is a not-for-profit, scientific and educational association formed to establish international collaboration among the creators, managers and users of biodiversity information so as to promote the wider and more effective dissemination of information about the world's heritage of biological organisms for the benefit of the world at large.

To achieve its goals, TDWG

- a. develops, adopts and promotes standards and guidelines for the recording and exchange of data about organisms;
- b. promotes their use through the most appropriate and effective means;
- c. acts as a forum for discussion through holding meetings and through publication; and
- d. undertakes any other activities that are judged useful to the organisation.

## ***Article 2: Affiliation and incorporation***

TDWG may affiliate to or cooperate with other associations or organisations with similar or complementary aims.

TDWG may obtain legal status under the laws of the countries in which it decides to operate.

## ***Article 3: Membership***

Membership is open to individuals and other legal entities, including institutions, organisations, companies, and government agencies. Membership consists of two classes:

- a. individual members and
- b. institutional members (other legal entities).

Membership is acquired by written notification to the Chair, Secretary, or Treasurer and payment of the current year's membership fee. The Executive Committee may waive the membership fee of a member.

Members are entitled to vote and to receive TDWG publications.

Membership ends upon written resignation addressed to the Chair, Secretary, or Treasurer or by failure to renew membership by the end of the calendar year following the year of last payment of membership dues.

#### ***Article 4: Meetings***

TDWG shall meet each calendar year to discuss standards; elect officers; receive reports on TDWG activities, including a financial report; discuss governance and operation; fix the date and place of the next annual meeting; and conduct other relevant business.

#### ***Article 5: Executive Committee***

TDWG is governed by an Executive Committee consisting of the officers elected by the membership as defined by Article 6. Up to two additional individuals can be appointed to the Executive Committee by the officers.

The Executive Committee:

- a. provides leadership to TDWG;
- b. promotes TDWG to the broader community;
- c. organizes the day to day affairs of TDWG;
- d. may appoint an individual or group of individuals to perform specific work or an ongoing function for TDWG;
- e. proposes the amount of dues (subject to ratification at the annual meeting);
- f. administers the assets;
- g. has power to apply for legal status for TDWG;
- h. has other powers as stated elsewhere in this Constitution and any by-laws;
- i. provides timely notification of progress towards goals;
- j. and otherwise acts to fulfill the goals of TDWG.

The Executive Committee shall meet and report to the membership at least once each calendar year.

#### ***Article 6: Officers***

##### **6.1 Election and terms**

At each annual meeting the officers shall be elected from the membership. The Chair will normally hold office for a period not exceeding three years. All other officers will normally hold post for a period not exceeding six years.

Should a vacancy occur during the term of office, the Executive Committee is empowered to fill it from the membership until the next annual meeting, at which time the position will be filled by general election.

## **6.2 Chair**

Presides at meetings of TDWG and at meetings of Executive Committee; is entitled to sign jointly with one other officer on behalf of TDWG; enacts such functions as are assigned by the Executive Committee.

## **6.3 Secretary**

Operates the secretariat; keeps, distributes, and publishes minutes of meetings; sends notices of the annual meeting to the membership and notices of meetings of the Executive Committee to its members; distributes proposals and organizes votes.

Communication with the Executive Committee should be via the Secretary who must arrange a proxy from among Executive Committee members for any significant period of unavailability.

## **6.4 Treasurer**

Is entitled to sign jointly with one other officer on behalf of TDWG; maintains the membership list, reports finances annually to the membership; collects membership dues; arranges audits; administers the assets of TDWG in conformance with instructions from the Executive Committee.

## **6.5 Regional Secretaries (up to six, based in regions of the world other than the Secretary)**

Have the responsibility to represent the interests of TDWG members on the Executive Committee; and to represent TDWG in appropriate meetings and other activities.

## ***Article 7: Assets***

The revenue of TDWG shall consist of membership dues, sales of publications, lease of rights, grants, gifts and bequests, income from investments, and any other kinds of income compatible with the aims of TDWG.

The assets of TDWG shall be used exclusively for the statutory aims and purposes, and in no case to the immediate profit of its members.

The financial year shall be the calendar year.

## ***Article 8: Amendments and By-laws***

Alterations to the Constitution may be proposed by the Executive Committee, or may be submitted in writing to the Executive Committee by either at least five individual members from at least two countries, or at least three institutional members from at least two countries. The proposed alteration must be published and the membership notified at least ninety days before close of voting. To be accepted, the proposed alteration must receive a simple majority of affirmative votes from both individual members and institutional members.

The Executive Committee may propose that by-laws be established, altered, or repealed. The proposal must be published and the membership notified at least thirty days before the close of voting. To be adopted, the proposal must receive a simple majority of affirmative votes from both individual and institutional members.

### ***Article 9: Dissolution***

Dissolution of TDWG can only be enacted by a two-thirds majority of both individual and institutional members by vote. A proposal of dissolution must be dispatched by the Executive Committee to the membership at least ninety days before close of voting.

Upon the dissolution of TDWG, any net remaining assets shall be transferred to the International Association for Plant Taxonomy or its successor.

### ***Article 10: Voting***

TDWG shall strive to make decisions based on broad consensus rather than simple majority. The Executive Committee may assess consensus through mechanisms other than voting, such as solicited reviews and public requests for comment, except where voting is mandated elsewhere in this Constitution. If a broad consensus cannot be reached, the Executive Committee may arrange for an issue to be decided by a vote of the membership.

Each member is entitled to one vote. To pass, a proposal must receive a majority of votes from both individual and institutional members.

The Executive Committee shall specify the schedule and mechanism(s) for casting votes. Any voting procedure should afford each member an opportunity to vote in an expedient manner and should not unduly delay decision making. The Secretary shall authenticate, tally, and publish voting results.