

Current (Old)

CONSTITUTION OF THE INTERNATIONAL WORKING GROUP ON TAXONOMIC DATABASES

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 biological database projects 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 such as a newsletter, and
- (d) undertakes any other activities that are judged useful to the organization.

Proposed 2006 (New)

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.

Current (Old)

Article 2. Affiliation and incorporation

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

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

Proposed 2006 (New)

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.

Current (Old)

Article 3. Membership

Membership is open to individuals, institutions, and database Projects interested in or concerned with taxonomic databases. Membership consists of two classes,

- (a) institutional members (institutions and/or projects), and
- (b) individual members.

Membership is acquired by written notification to the Chair, Secretary, or Treasurer and payment of the current year's membership fee. Under extraordinary circumstances the Executive committee may waive the current year's membership fee upon petition - by individuals, institutions, or database projects.

Members in good standing are entitled to take part in and vote at meetings, and to participate in all votes. They are also entitled to receive the Newsletter of TDWG, and such other publications as the Executive Committee may decide.

Membership rights and entitlements, including voting rights, are suspended if the membership fee is two years in arrears. Otherwise, members are considered to be in good standing.

Membership ends upon written resignation addressed to the Chair, Secretary, or Treasurer.

Proposed 2006 (New)

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.

Current (Old)

Article 4. Meetings

TDWG shall meet each calendar year to discuss standards; elect officers; receive reports of the officers, including a financial report; discuss changes in the constitution and on by-laws; fix the date and place of the next annual meeting and conduct any other competent business. ~~Each member, whether institutional or individual, shall normally be entitled to a single Vote on each motion. Individuals attending the meeting and voting by combination of multiple membership, or as a delegate for another voting member, are limited to three votes on each motion. Institutional members shall be represented by a member of staff or other delegate designated in writing. Prior to the opening of the meeting institutions and projects must notify the Secretary as to whom will be representing their organizations during votes.~~

Proposed 2006 (New)

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.

Current (Old)

Article 5. Executive Committee

TDWG is governed by an Executive Committee consisting of the officers, elected as defined below from the membership, and up to two members co-opted by the officers. It shall meet at least once each calendar year.

The Committee

organizes the day to day affairs of TDWG,

proposes the amount of dues (subject to ratification at the annual meeting),
administers the assets,
acts to fulfil the goals of TDWG,

provides timely notification of progress towards goals electronically,

has power to apply for legal status for TDWG and such other power as stated elsewhere in this constitution and its by-laws.

Proposed 2006 (New)

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; [re-order]
- h. has other powers as stated elsewhere in this Constitution and any by-laws; [re-order]
- i. provides timely notification of progress towards goals;
- j. and otherwise acts to fulfill the goals of TDWG. [re-order]

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

Current (Old)

Article 6. Officers

At each annual meeting the following individual officers shall be elected from the membership. The Chairman 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, with no time limit on the editors.

Chairman

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 to him by the Executive Committee.

Secretary

Operates the secretariat; keeps and distributes 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 draft standards, and organizes votes.

One of the members Co-opted by the officers may be designated as Associate Secretary and assists and substitutes for the Secretary as required.

Proposed 2006 (New)

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.

Current (Old)

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; administers the assets of TDWG in conformance with instructions from the Executive committee.

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

Shall have responsibility, assigned by the Executive Committee, to assist in the coordination of the development of standards; serves as regional contact for the members; represents the interests of TDWG in appropriate meetings and other activities.

Newsletter Editor (or editors, having one vote collectively on the Executive Committee) shall have responsibility for editing, printing, and distributing the newsletter.

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

Proposed 2006 (New)

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.

Current (Old)

Article 7. Assets

The revenue of TDWG shall consist of membership dues, of income from and sales of publications and lease of rights, of grants, donations and legacies, of income from investments and of all other kinds of income that are 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.

Proposed 2006 (New)

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.

Current (Old)

Article 8. Amendments

This constitution may only be altered by a two-thirds majority of the membership voting by postal vote.

Alterations may be proposed by the Executive committee, or may be submitted in writing to the Executive committee by either at least five members, or at least three institutional members, from at least two different countries.

In order to be acted upon in either case, the text of the proposed alteration, and ballots for those members entitled to vote, must be dispatched to the membership at least sixty days before the annual meeting. Ballots must be returned by members to the Secretary prior to the tally of the vote at the annual meeting.

By-laws may be adopted, altered, or repealed by a majority of the membership voting by postal vote, upon written proposal by the Executive committee dispatched to the membership at least sixty days before the voting deadline.

For the purpose of this Article, the words "postal vote" may also mean a vote by electronic means (the concrete procedure to be specified beforehand by the executive committee).

Proposed 2006 (New)

Article 8: Amendments and By-laws

[see Article 10.]

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.

[See Article 10]

Current (Old)

Article 9. Dissolution

Dissolution of TDWG can only be enacted by a two-thirds majority of the members voting at a meeting, summoned for that specific purpose by the Executive Committee at least 180 days in advance, and by a two-thirds majority of institutional members voting at that same meeting.

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

Proposed 2006 (New)

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.

Current (Old)

Proposed 2006 (New)

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.

Current (Old)

BY-LAWS

(1) Ratification of standards

A major activity of TDWG is the establishment of data standards for biological databases. When the need for a standard is recognized, the Executive Committee shall appoint a standards committee with a chair and membership, normally of individual members and of persons based at institutional members of TDWG, charged with producing the standard or identifying an existing standard that may be adopted.

When the standards committee's task has been accomplished, it will submit its proposal in writing to the Executive committee, which will dispatch copies to the membership for study and comment at least sixty days before an annual meeting. Members may submit their comments and proposed changes to the standards committee, and a revised draft may be submitted to the annual meeting for discussion.

Based on the discussion, the standards committee will produce a final draft, which will be submitted to the Executive Committee at least 180 days before the next annual meeting. The Executive committee will review the final draft and produce an edited draft, which will be dispatched to the membership at least sixty days before that annual meeting. The annual meeting may then recommend the standard for adoption, whereupon the standard will be submitted to the membership for ratification by postal vote. A two-thirds majority of voting members and a two-thirds majority of voting institutional members is required to ratify the standard.

Proposed 2006 (New)

[By-laws deleted; see proposed TDWG Process]

Current (Old)

When an adopted standard does not exist in published form, TDWG will normally undertake to have it published. This is the responsibility of the Standards Editor(s), who may co-opt other members of TDWG for assistance. Standards may be published by their publication.

In certain cases, it may not be appropriate for a standard to be produced. In such circumstances, a group may decide to produce notes for the guidance of workers in their field, or nothing at all, but must inform the Executive Committee of its progress.

(2) Publications

In order to achieve its goals, TDWG maintains a publications program. The Executive Committee recommends to the membership individuals to edit, produce, and distribute the publications. The individuals may co-opt others to assist.

In order to keep the membership informed of the affairs of TDWG, the organization shall normally publish a newsletter in both printed and electronic form at least twice a year. The newsletter will not be the place of publication of adopted standards.

Proposed 2006 (New)