

# 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 1<sup>st</sup>, 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 Rapeseed Congresses. The Association will have no political activity.

### Article 3: Name

The Association shall be known as the : “Groupe Consultatif International de Recherche sur le Colza” (G.C.I.R.C.)

### 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 removed 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 active and honorary members. In order to become either of these, a person must be presented by at least two members of the Association and accepted by the Board. The Board will decide all membership applications without appeal. The active members may be recommended 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.

### Article 7: Subscriptions

a) 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 31<sup>st</sup>.

b) Independently of the first annual subscription, the Board will be entitled to levy an entrance fee, which will have to be paid by each new member when he/she enters into the Association.

### 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 *\*twelve* at the utmost. They will be chosen among the active members and appointed by the members' Ordinary General Meeting.

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 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. (\*Adopted by the Extraordinary General Assembly, Wuhan, PR China, 29 March 2007)

#### **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.

(\*Adopted by the Extraordinary General Assembly, Wuhan, PR China, 29 March 2007)

#### **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 admission or 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

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

### Article 17: Transitory Measures

In 1977, the first Board was made up of :

- Dr. Gösta Andersson (Sweden), President
- Dr. Milton Bell (Canada)
- Mr. Benvenuti (Italy)
- Prof. Eduard von Boguslawski (Germany)
- Mr. Coutin (France) and
- Pr. Rutkowski (Poland)

In the choice of its full active members, the Board will have to take the following imperatives into account: the establishment of 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 Association 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.

Additionally, the Ordinary General Assembly will be called extraordinarily 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 Meeting 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 member of the Association will have one vote and one for each of the proxies he holds for other members.

#### 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:

- the entrance fees and the subscriptions paid by the members ;
- 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 ;
- and the repurchase of subscriptions.

## **TITLE VI: Company's Year**

### **Article 26: Duration**

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

## **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 1<sup>st</sup>, 1901 and the decree of August 16<sup>th</sup>, 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 2<sup>nd</sup>, 1977

Modified in Paris on January 4<sup>th</sup>, 2000

modified by the Extraordinary General Assembly, Wuhan, PR China, 29 March 2007

## **Articles of Association**

### **Article 1**

Active or honorary members of the GCIRC are appointed as indicated in Article 6 of the Constitution.

\* In the choice of its full active members, the Board will have to take the following imperatives into account: the establishment of 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 as a candidate may pay the entrance fees and subscriptions.

**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.

### **Activities of the GCIRC**

**Article 5** The activities of the GCIRC are developed:

- within the plenary sessions and
- within the research committees.

**Article 6** The plenary sessions are convened by the President of the Board. The latter decides on the agenda after consulting the Chairmen of the Research Committees about it and taking the individual requests into account.

**Article 7** 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 8**

The Board is entitled to create any research committee 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 somebody responsible for the presidency of the research-committee among the active members of the GCIRC. The elected member will have to surround himself/herself 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 9**

The Research Committees will be convened by their chairmen who will decide on the agenda of the meetings according to the members' proposals.

### **Article 10**

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 11**

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

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