

## **STATUTES (as amended by General Assembly Thursday 1<sup>st</sup> November 2012).**

### **Society statutes**

These Statutes were voted on, and accepted, during the ISSHA General Assembly in Gwyongnam, Republic of Korea, on Thursday 1<sup>st</sup> November 2012 during the 15<sup>th</sup> International Conference on Harmful Algae.

### **Background to the Current Statutes**

Certain species of eukaryotic and prokaryotic algae are harmful to human health, fisheries, aquaculture, recreational life and other socio-economic activities linked to aquatic resources. Harmful algal events may also be destructive to marine and freshwater flora and fauna and the ecosystems they inhabit. The increasing public and scientific awareness of the destructive effects of harmful algae, coupled with reports of increasing frequency, intensity and geographical distribution (now worldwide) of these events, led to the formation of the International Society for the Study of Harmful Algae (ISSHA). The realization of the need for the creation of ISSHA arose through a series of international conferences on harmful algae that began in 1974, with the First International Conference on Toxic Dinoflagellate Blooms. This conference series has since expanded in scope to include studies of all harmful algal species and their effects.

It is widely recognized that the term "harmful algae" must not be too rigidly applied; many harmful microalgal species also possess animal-like characteristics and are more accurately described as protists. Certain harmful algal species cause damage even at low cell concentrations. Thus, the water discoloration ("red tides") often produced by harmful algal blooms (HABs) as the result of rapid cell proliferation or biomass accumulation is not always a defining characteristic of this group.

The initiative for ISSHA was given further impetus by the request of the Intergovernmental Oceanographic Commission (IOC) of UNESCO for an international programme on harmful algae. The formation of the Society was first addressed at the Sixth International Conference on Toxic Marine Phytoplankton, October 1993, in Nantes, France. The Society was formally established at the Seventh International Conference on Harmful Algae, June 1997, in Vigo, Spain, by the election of officers (President, Secretary and Treasurer) who were charged with the responsibility for coordinating the initial activities of ISSHA.

It was clear from the 2nd General Assembly (Hobart, Tasmania, Australia; 7-11 February 2000) that the original Statutes required amending. The ISSHA Executive met in St. Petersburg, Florida (2-4 March 2001) and appointed an Ad Hoc Statutes and Bylaws Committee composed of Jane Lewis and the Treasurer. They drafted the revised version of the Statutes that was accepted at the ISSHA General Assembly on 24 October 2002.

At the 2012 General Assembly (Gwyongnam, Republic of Korea, on Thursday 1<sup>st</sup> November, a motion to modify the Statutes was proposed by the Council. It was accepted overwhelmingly by the ISSHA members present (see Minutes of the 2012 General Assembly). The present Statutes incorporate these modifications

### **1. Statutes**

These Statutes apply only to the global organization of the International Society for the Study of Harmful Algae.

**Article 1.** The name of the Society shall be "The International Society for the Study of Harmful Algae" (ISSHA), hereafter referred to as "the Society".

**Article 2.** The Society shall be an international non-governmental, non-political and not-for-profit organization.

**Article 3.** The Society shall be affiliated to the International Council for Science (ICSU) family of organizations as a constituent part of the International Union of Biological Sciences (IUBS), through the International Association of Biological Oceanography (IABO). The Society shall have observer status with the Intergovernmental Oceanographic Commission (IOC) of UNESCO.

## **2. Aims and Objectives**

**Article 4.** The aims of the Society shall be to advance understanding by the promotion and pursuit of all aspects of the study of harmful algae and to widely disseminate the results of this research.

**Article 5.** The objectives of the Society shall be to:

1. Promote the study of harmful algae, including their occurrence, related oceanographic factors, ecophysiology, taxonomy and systematics, genetics, toxin chemistry, toxicology, and management and mitigation;
2. Collect, evaluate and disseminate information on harmful algae;
3. Promote harmful algal research, projects, programs and training, and extend these activities to foster the related subjects of harmful algal bloom management and mitigation;
4. Promote public awareness of the social, economic and ecological effects caused by harmful algae;
5. Arrange and co-sponsor national, regional and international conferences, seminars, symposia and working group meetings;
6. Co-sponsor lectures and courses, and the publication of scientific and popular articles, books and proceedings;
7. Encourage the participation and training of students in the study of harmful algae;
8. Support and implement research projects and programs linked to the study of harmful algae.

## **3. Membership**

**Article 6.** The membership of the Society shall be open to anyone interested in promoting the aims and objectives of the Society.

**Article 7.** Membership of the Society shall comprise the following categories:

1. Honorary Members: such members will be elected by the Council, on the recommendation of the Executive Committee, in recognition of their outstanding services to the furthering of the objectives of the Society;
2. Institutional Members: such members will be from government organizations, academic and research institutions, professional societies, public and private industries, and bilateral and international organizations;
3. Individual Members: such members will be from any individuals interested in promoting the aims and objectives of the Society.

**Article 8.** All applications for membership, with the appropriate registration fees, should be made directly to the Treasurer of the Society. The Treasurer will acknowledge the application and supply the applicant with a copy of the Statutes and pass the applicant's registration details to the Secretary. The payment of the annual subscription shall entitle the member to all privileges of the Society for that calendar year.

**Article 9.** Fully paid-up members shall have the following privileges:

1. Receive all notices pertaining to the activities of the Society and to attend all Society-sponsored meetings, workshops and excursions at an appropriate reduced charge;
2. Receive all literature issued by the Society, free or at a reduced rate, as the Council may from time to time determine;
3. Vote in the election of the members of the Council, and on the conduct of the affairs of the Society at any meetings of the Society;
4. Be eligible for service on the Council and its committees, or as Officers;
5. Introduce visitors at any meeting of the Society (with the exception of the General Assembly) unless the Council, by resolution, suspends this privilege for any particular reason.

**Article 10.** Resignation of membership shall be signified in writing to the Treasurer or by failure to pay the membership dues for two successive years.

#### **4. Annual Subscription**

**Article 11.** Annual membership subscriptions shall be payable in advance and shall be due on 31st December each year. Subscription rates shall be publicized in all relevant publications of the Society and on the ISSHA website.

**Article 12.** Honorary members are not liable to pay membership subscriptions.

**Article 13.** At the discretion of the Council, reduced subscription may be paid by the following categories of members

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1. Student members in full-time education (as certified by their supervisor);
2. Members retired from full-time employment.

**Article 14.** If any member shall be in arrears of his/her subscription for one year, the Treasurer will advise the member of the fact and, if payment is not made before the end of the subsequent period of one year, the member's name will be removed from the list of members.

#### **5. Governance**

##### **Article 15.**

The governance of the Society shall be by the following bodies:

1. The General Assembly;
2. The Council;
3. The Executive Committee.

##### **Article 16. The General Assembly**

##### **Article 17.**

1. Notice of the General Assembly shall be sent to each member by the Secretary at the earliest possible date (normally at least one year in advance), and the agenda of the meeting shall be sent out at least one month before the meeting, and posted on the ISSHA website.
2. At the General Assembly, members of the Society present shall consider any business brought before them by the Council, or by any member (of which notice in writing has been given to the Secretary at least two weeks before distribution of the agenda). The agenda will also include the election of the President of the Society, two Vice-Presidents, the Secretary, the Treasurer and Members of Council and approval of the triennial program and budget.
3. At the General Assembly, all members (with the exception of the President) shall have one vote each. In the case of equality of votes, the Chair may exercise a casting vote.

##### **Article 18. The Council:**

1. Shall be comprised of the President, Vice-Presidents, the Secretary, the Treasurer, the immediate Past-President (ex-officio) and a minimum of 4 and a maximum of 14 Members, 60% to constitute a quorum;
2. Shall meet at intervals not greater than two years, and yearly if practicable;
3. Shall be chaired by the President.

##### **Article 19.**

1. The general business of the Society shall be conducted by the Council.

2. The Council shall be chaired by (in precedence) the President, a Vice-President, the Secretary, the Treasurer, or the oldest Council member present.
3. At the Council meetings, each Council member (with the exception of the Chair) shall have one vote. In the case of equality of votes, the Chair may exercise a casting vote.
4. All members of the Council, except the immediate Past-President, shall be elected by written or electronic ballot of the members, the result of the ballot being declared at the General Assembly. The Council shall have the power to appoint any member of the Society to fill vacancies arising between elections; the tenure of such co-opted members shall terminate at the next election. No one may be appointed as a co-opted member if, as a result, more than one third of the members of Council would be co-opted members.
5. The Council may set up standing or ad hoc committees for specific purposes, consisting either wholly or in part of Council members, provided that all acts and proceedings of any such committees shall be fully and promptly reported to the Council.
6. At the request of any three members, the Secretary shall convene a meeting of the Council, stating the nature of the business to be discussed.
7. Meetings of the Council may be in person or by electronic media.

**Article 20. The Executive Committee:**

1. Shall include the President, the two Vice-Presidents, the Secretary and the Treasurer; 60% to constitute a quorum.
2. Shall be chaired by the President.

**Article 21.**

1. The Executive Committee shall be responsible for decisions involved in implementing the Society's policies, between meetings of the Council.
2. At Executive Committee meetings, each member of the Executive Committee will have one vote, a majority vote deciding the issue, and ties referred to the Council for resolution.
3. Meetings of the Executive Committee may be in person or by electronic media.

**Article 22.**

The Officers of the Society (known as **Council Members**) shall be elected for one term and will be eligible for re-election for one further term, after which they shall be ineligible for the same office for one term. A term is expected to be the period between two successive General Assemblies, but shall not be less than one-year-and-ten-months nor more than three-years-and-eight-months. The Officers of the Society shall comprise:

1. The President. shall chair the General Assembly, the Council and the Executive Committee.
2. The immediate Past-President will continue to serve on Council (ex-officio) until succeeded by the next retiring President.
3. Two Vice-Presidents. In the absence of the President, one of the Vice-Presidents, chosen by the Executive Committee, shall chair the meetings of the General Assembly, the Council and the Executive Committee.
4. A Secretary. The Secretary shall be responsible for maintaining communications among the Executive Committee, the Council and the General Assembly. This task will also include the dissemination of information to the general scientific community, other governmental and non-governmental agencies and to the public, involving both written material and electronic communication (e.g. ISSHA web pages, electronic mailing list). The Secretary shall maintain the list of Society members and keep the Society membership records.
5. A Treasurer. The Treasurer shall be responsible for the financial matters of the Society. The Treasurer shall provide an annual, audited account.

The Members of Council, who may take on specific duties as directed by the Council.

A member will not normally hold more than one office at one time.

## **ELECTIONS AND BALLOTS**

### **Article 23. Elections**

Any member of the Society may nominate candidates, who shall be members of the Society, for the election as President, Vice Presidents, Secretary, Treasurer or as Members of Council.

All such nominations and with written consent of the nominee to act if elected, shall be forwarded to the Secretary no later than four months before the General Assembly. If no nomination is received for an office falling vacant, it shall be the duty of Council to make such appointments.

Voting shall be by electronic ballot. For this purpose, at least six months before the ballot, the Secretary shall set up an electronic voting system to elect the Council Members. Six months before the ballot, the Secretary shall first fully inform the Council Members about the general aspects and technical specifications of the voting system, The Council Members, consulted electronically, shall approve or refuse the voting system by majority decision. Once the voting system is approved, by the Council, and at least three months before the General Assembly, the Secretary shall fully inform all members of the Society about the voting system.. At the General Assembly, the results and counts of the electronic ballot or ballots shall be made known publicly with the help of scrutineers appointed by Council, and the results of the ballot or ballots shall be declared.

Where nominees receive the same number of votes, the matter will be resolved by a further vote of the members present at the General Assembly.

### **Article 24. Ballots**

When a written or electronic vote is necessary, Individual, Honorary and Institutional Members shall each have one vote.

Matters of basic organization of the Society, including the election of the Council and of the Executive Committee, shall be determined by written or electronic ballot of all members.

**Article 25.** The revenue of the Society shall be derived from annual subscriptions paid by Members, the sale of published materials underwritten by the Society and financial donations and any other forms of assistance received to further its objectives.

### **Article 26.**

Membership contributions shall be determined by the Council and ratified by the General Assembly of the Society or by written or electronic ballot.

**Article 27.** The Society shall be registered in Copenhagen, Denmark.

### **Article 28. Annual Accounts**

1. It shall be the duty of the Treasurer to prepare annual accounts as prescribed by current legislation.
2. The annual accounts will be examined by an Independent Examiner, appointed by Council, who shall be an independent person who is believed by Council to have the requisite ability and practical experience to carry out competent examination of the records.
3. Copies of the annual accounts and the independent examiner's report shall be sent to members and presented to Council annually.

### **Article 29. Expenses**

2. Members of the Executive Committee and of the Council shall receive no payment for services.
3. Members required by the Executive Committee to attend official meetings of the Society, or of other organizations on behalf of the Society, may receive reimbursement for bona fide travelling expenses and a daily subsistence allowance.

**Article 30.** On an ad hoc basis, on behalf of the Society, the Executive Committee may appoint staff members as necessary to carry out the mandates and functions of the Society.

### **Minutes**

**Article 31.** The Council shall cause Minutes to be duly entered in the books for the purpose of recording: all the appointments to the Council; the names of the members present at each business meeting (General Assembly, Council, Executive Committee) of the Society; and the proceedings of these meetings. An Executive Summary of actions of committees and officers of the Society, between General Assembly sessions, shall be prepared by the Executive Committee. This summary shall be approved by majority vote at the General Assembly and be posted on the ISSHA website.

### **Alterations to the Statutes**

#### **Article 32.**

Proposed amendments to the Statutes may be initiated by the Council or by a majority of the members of the Society, and shall be approved by the General Assembly, provided that two thirds of all the ballots received (by regular mail, fax or e-mail, or other electronic means, and cast at the General Assembly) support the amendment. Any proposed amendments will be circulated to members with the agenda for that meeting. Between General Assembly sessions, amendments to the Statutes may be approved by written or electronic ballot, providing that two thirds of the ballots mailed in support the amendment.

### **Dissolution of the Society**

#### **Article 33.**

The Society may be dissolved, after one year's notice in writing to all members, by a two-thirds majority of the vote of the General Assembly or by a majority vote by written or electronic ballot of members.

Such a proposal for dissolution shall be initiated by the Council.

On the dissolution of the Society, its assets shall be assigned to the International Union for Biological Sciences (IUBS) through the International Association of Biological Oceanography (IABO).