



Approved as presented
at General Meeting on
August 26, 2010

CONSTITUTION OF THE INTERNATIONAL PROTEA ASSOCIATION

As adopted by the members present in Seattle 1983, and amended in Cape Town 1985, New Zealand 1987, Perth 1991, Harare 1993, Tel Aviv 1996 and Cape Town 1998, and in Lisbon 2010

ARTICLE I - NAME/DESCRIPTION:

The name of this organisation shall be the **International Protea Association (IPA)**. The official language for the IPA will be English. The Association is a not for profit organisation that has no political and or religious affiliation.

ARTICLE II - OBJECTIVES:

The objective of the organisation is to develop the Proteaceae plant and cut-flower industry by:

- a) Disseminating information, or the source of information on all aspects of the production of plants, the management of plantations, and the handling of flowers and marketing, world-wide.
- b) Stimulating interest in research in all aspects of the industry.
- c) Arranging conferences for those involved with the industry.
- d) Carrying on such other activity in the development and coordination of the industry as may be determined by the organisation.

ARTICLE III - MEMBERSHIP:

The membership shall consist of individuals, protea grower associations and companies involved in the Proteaceae plant and cut-flower industry. Membership of protea grower associations/companies is for that association/company only. Said associations/ companies shall determine and inform the IPA who their voting representative will be. Their

association membership does not entitle their individual members to IPA membership.

Research membership status is conferred by the Board of Scientists who are not IPA members, but who serve on the IPA research committee. International Protea Working Group (IPWG) members may take out IPA Research Membership at a fee to be determined by the Board in consultation with the IPWG. IPA Research Members must be fully paid members of The International Society for Horticultural Sciences (ISHS) and be registered members of the IPWG (The International Protea Working Group).

Honorary Life Membership is conferred by the General Meeting, at its discretion, on members who have contributed service to the Association.

FEES:

- Section 1. The annual membership fee shall be set at the General Meeting, which shall be held in conjunction with the biennial/triennial Conference
- Section 2. Membership fees shall be payable annually on January 1st in US\$, and if not paid by the following April 1st, the member shall be deemed delinquent.
- Section 3. Members who are delinquent will be sent a delinquent notice. If they have not paid within 30 days after the delinquency notice they will be dropped from the membership rolls.

ARTICLE IV – GENERAL MEETING AT BIENNIAL/TRIENNIAL CONFERENCE

A General Meeting of the organisation shall be called in conjunction with the International Conference. It shall:

- a) Receive the report of the Chairman and Treasurer.
- b) Consider a budget for the ensuing period.
- c) Determine the venue for the following conference.
- d) Name of Board of Directors to serve until the next General Meeting.

- e) Set all fees.
- f) Report on the Peter Mathews Research Foundation status.

ARTICLE V – IPA COUNCIL

Section 1. The purpose of the IPA Council is to set the direction for the IPA at the biennial/triennial meetings. All Protea producing regions of the world shall be invited by the IPA Board to have representation on the IPA Council. Countries or regions which have organised protea grower associations nominate the individuals that will represent their country on the IPA Council. Countries or regions that do not have an organised protea grower industry association may apply to the IPA Board to participate as an Affiliated Council Country (ACC). Once approved by the Board, these representatives may attend and participate in all IPA Council activities and discussions but will not have voting status until there is verification that there is a process to ensure that these individuals can represent the positions of their entire country.

Section 2. IPA Council members must be IPA members.

Section 3. IPA Council members are responsible for:

- a) Presenting an area report at each IPA conference
- b) Responding to IPA Board for information or feedback as may be requested from time to time
- c) Meeting with the IPA Board during IPA conferences to discuss and set IPA direction and policy.
- d) Promoting the IPA within their country

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The purpose of the IPA Board of Directors is to conduct the business of the IPA in the time frame between the biennial/triennial meetings.

Section 2. Composition of IPA Board of Directors shall be:

- a) Five IPA members elected at the Council Meeting by the IPA Council. Officers of the Board (Chairman, Vice Chairman, Secretary, and Treasurer) will be selected from these elected Board Members at the joint IPA Board and Council meeting.
- b) The IPWG chairman
- c) The Convener of the next conference

Section 3. The Board of Directors shall meet concurrently with the biennial/triennial Conference.

Section 4. The Board of Directors shall present for the General Meeting:

- a) A Chairman's report.
- b) A financial statement.
- c) A budget for the following biennial/triennial period
- d) The names of Board of Director and offices held.
- e) Recommendations for future conferences.
- f) Items raised by members for which prior notice has been given.
- g) Standing committee reports.

ARTICLE VII – THE BOARD MEMBERS AND THEIR DUTIES

1. The Chairman of the Board shall:

Section 1. Be appointed by the Board.

Section 2. Be responsible for the coordination of the Board's activity other than the Conference.

Section 3. Preside at the IPA General Meeting.

Section 4. Ensure all Board Members are fulfilling their responsibilities. Call for a resignation of the individual if duties are not performed as agreed and work with the Board to fill that position until the next biennial/triennial meeting.

2. The Vice Chairman shall carry out the Chairman's duties in the absence of the current Chairman.

3. The Secretary shall:

Section 1. Maintain the records and contact information for all active IPA members.

Section 2. Keep the minutes of the meetings and conduct all correspondence of the organisation.

Section 3. Notify members of meetings and the Conference.

4. The Treasurer shall:

Section 1. Keep the financial records in a proper fashion as dictated by the best accounting procedures.

Section 2. Provide current list of all members that have paid current fees to the Secretary. Ensure fees are collected or appropriate actions are taken as outlined in Article III- Membership of this document.

Section 3. Sign all checks and maintain checking and/or savings accounts of the IPA. An alternative signatory for the accounts will be authorised by the Board of Directors.

Section 4. Have annual financial reports completed by the accounting function for the organisation. The most previous year report should be prepared as a full opinion audit at least 2 months preceding the General Meeting. The Board may require an additional audit before the transfer of the books to a new Treasurer.

Section 5. Countries holding accounts in the name of IPA shall provide a statement of account for the annual audit and three (3) months prior to the General Meeting.

5. Member at Large shall complete other duties as assigned.

6. The Convener shall:

Section 1. Be responsible for convening and overseeing of the Conference including documenting a clear agreement with the Board of Directors regarding “seed money”, budget for the event and the distribution of profit or loss from the event.

Section 2. Be an ex-officio member of the Committees.

- Section 3. Be nominated by consensus among the members of the host country of the conference planned for the next meeting.
7. **IPWG Chair shall** facilitate communications between IPWG and IPA Board.
8. **The Board Officers (Chairman, Vice Chairmen, Secretary and Treasurer) shall:**
- Section 1. Be responsible for the business of the Association between biennial/triennial conferences.
- Section 2. Confer with the Members of the Board on matters of policy.
- Section 3. Make recommendations for nominations.
- Section 4. Prepare for approval by the Board of Directors a biennial/triennial report, financial statement and budget for the ensuing period.

ARTICLE VIII – THE BIENNIAL/TRIENNIAL INTERNATIONAL CONFERENCE

- Section 1. The International Protea Association Conference shall be approved by the Board of Directors.
- Section 2. The execution of the physical and financial arrangements shall be managed by the host country in accordance with IPA Guidelines.

ARTICLE IX – STANDING COMMITTEES

- Section 1. Standing Committees for research, promotion and any other business may be appointed by the Board of Directors.
- Section 2. Membership of Standing Committees and duties of such Committees shall be determined by the Board.

ARTICLE X – VOTING

- Section 1. The business of the Board of Directors may be voted on by mail, fax, E-mail, etc. All members of the Board shall have one vote. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
- Section 2. Members attending the conference shall be entitled to vote at the General Meeting.
- Section 3. Each individual member shall have one vote, and one nominated representative for each member association or company shall have one vote at a General Meeting.
- Section 4. A Member may vote in person or by proxy and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy or other duly authorised representative shall have one vote
- Section 5. A member must appoint a proxy in writing to the IPA Secretary in the available IPA form or in a common or usual form.
- Section 6. No Member shall be entitled to vote at any general meeting or meeting of the Board or be eligible for election to the Board or as an office bearer unless that Member's Fee has been paid for the current year.

ARTICLE XI – QUORUMS

- Section 1. The quorum for the **Conference** shall be the majority of its members registered at the Conference.
- Section 2. The quorum for the **Board of Directors** shall be the majority of the Board members.
- Section 3. The definition of majority is over one half.

ARTICLE XII- PETER MATHEWS RESEARCH FOUNDATION (THE FOUNDATION)

The Foundation was formed by the Mathews Family to be overseen by the IPA Board of Directors for the purpose of furthering research to improve and study the Proteacea Genes of flowers.

- a) The research funds will be held in a separate bank account titled IPA Peter Mathews Research Fund to be administered by the Board Treasurer. Treasurer will give a financial report at the convening of each IPA conference. The report will include a bank statement, balance sheet and financial activity since the last IPA conference.
- b) The Board will direct the IPWG to call for research proposals at least eighteen (18) months before the next IPA conference.
- c) IPWG will administer the collection of research proposals to be presented at the IPA conference.
- d) Directly following the IPWG Board Meeting their recommendations will be presented to the IPA Board for consideration for funding options from the Foundation.
- e) At the IPA General Meeting an update will be given by the IPA chairman and the chair of the IPWG.

ARTICLE XIII - NOTICE

Any notice required by law or by or under this Constitution to be given to any Member shall be given by email to the email address most recently nominated by that Member to the association. Such notice shall be deemed to have been validly given on the day after the date of its sending to that address.

ARTICLE XIV – DISSOLUTION

The organisation may be dissolved by a two-thirds vote of the membership present at a General Meeting, after which the assets shall be divided between the Associations, based on a pro-rata number of members from each country at the time of dissolution, with the funds to be donated to appropriate research organisations in each country.

XV – AMENDMENTS

The constitution will only be changed through agreement by a majority vote at the General Meeting.