

International Soil Tillage Research Organisation

ISTRO*

*Registered according to Dutch law at the Chamber of Commerce at Groningen, The Netherlands, No. V 024956, 9 March 1983.

CONSTITUTION AND BYLAWS

Adopted at the 3rd General Assembly,

Osijek (Yugoslavia), 25 June 1982

Revised at the 6th General Assembly,

Ibadan (Nigeria), 12 July 1991

Revised at the 20th General Assembly

Nanjing, (China) 15th September 2015

The International Soil Tillage Research Organisation (ISTRO) was founded on 27 September 1973 at Wageningen (The Netherlands) during the closing session of the 6th International Conference on Soil Tillage, on the proposal of a committee consisting of Prof. Ir. H. Kuipers (The Netherlands), Prof. Dr. R. Henonen (Sweden), Prof. Dr. V. Mihalic (Yugoslavia), Dr. W. Czeratzki (Fed. Rep. of Germany) and Mr. N.J. Brown (United Kingdom).

CONSTITUTION

Article 1. NAME

The name of the Organisation is the International Soil Tillage Research Organisation, or, briefly, ISTRO.

Article 2. PURPOSE

1. The purpose of the Organisation is to stimulate scientific research in the domain of soil tillage and related subjects, and to promote the application of the results of such research in agricultural practice.
2. The Organisation tries to accomplish these objectives by:
 - a. promoting contacts among workers undertaking research in soil tillage and related subjects;
 - b. Initiating conferences at which topics in soil tillage and related subjects are introduced and discussed;
 - c. organizing relevant excursions and demonstrations;
 - d. establishing contacts and cooperation with Organisations in other fields of science aimed at similar general purposes;
 - e. all other legal means that may be practicable or relevant.
3. The Organisation shall be organized and operated exclusively for scientific and educational purposes and not for profit.

Article 3. DURATION

1. The Organisation is constituted for an indefinite period.
2. The financial year of the Organisation coincides with the calendar year.

Article 4. MEMBERSHIP

1. Membership shall be open to all natural persons and institutions interested in the study or application of soil tillage and related subjects. Three categories of members shall be recognized:
 - a. individual members – natural persons, actively engaged in or, after retirement, retaining an active interest in soil tillage research and its applications in agricultural practice;
 - b. corporate members – institutions, companies, and organisations of manufacturers, dealers and

- users of soil tillage equipment. Such corporate bodies may only have one individual member representing it in the Organisation
- c. honorary members – distinguished workers in soil tillage research who have retired from active posts. Honorary members are nominated by the Board and elected by the General Assembly.
2. Membership shall be terminated by:
 - a. decease of a member or, in the case of a corporate member, when the corporation ceases to exist;
 - b. resignation by a member or corporate member;
 - c. notice given by the Organisation.

Article 5. BOARD

1. The Board of the Organisation consists of the President, the President Elect, the immediate Past President, the Secretary-General, the Assistant Secretary-General, the Treasurer, and as many ordinary members as are provided for in the Bylaws.
2. The composition of the Board shall preferably reflect the different disciplines and regions represented within the Organisation.
3. The President, President Elect, Secretary-General, Assistant Secretary-General, and Treasurer shall be the Officers of the Organisation.
4. The Board shall conduct the business of the Organisation during the period between meetings of the General Assembly in accordance with the Constitution and Bylaws and the recommendations of the General Assembly. The Board has the power to temporarily suspend a Bylaw, although any resultant action must be reviewed and voted upon at the next General Assembly.
5. Normally once between International Conferences (periodic meetings, to be held once every three years), the Secretary-General shall, call a meeting of the Officers of the Organisation. In case such a meeting cannot be arranged, the Secretary General may conduct ISTRO business by correspondence or other communication means.
6. Board membership shall be terminated by:
 - a. expiration of the term for which the Board member was appointed;
 - b. death of the Board member;
 - c. resignation by the Board member;
 - d. notice given by the General Assembly.

Article 6. GENERAL ASSEMBLY

1. The affairs of ISTRO shall be administered by the General Assembly and, on behalf of the General Assembly, by the Board. The General Assembly is the highest authority of ISTRO;
2. Transactions of the General Assembly shall include:
 - a. reports from Officers and Board, including the presentation of audited accounts;
 - b. reports from Chairpersons of Committees and Working Groups and from persons entrusted by the Board or General Assembly with special tasks;
 - c. presentation of and voting on amendments to the Constitution and to the Bylaws;
 - d. announce the election results of Officers and Board; election of Honorary Members;
 - e. setting the membership fee for the next three-year period;
 - f. extension of the term as referred to in the Civil Code of The Netherlands, Book 2, Article 48 within which the Board shall submit its annual report and present the annual statement of accounts; *Civil Code of the Netherlands, Book 2, Article 48. Paragraph 1: 'The Board submits its annual report at a General Assembly within six months after termination of the financial year, barring extension of this term by the General Assembly, and presents the annual statement of accounts of the past financial year, accompanied by the necessary documents. After expiration of the term, every member can legally demand these accounts from the Board'.

3. All members have the right to attend the General Assembly, to participate in debates and to present proposals for nominations of Board members. In voting, each member has one vote and may authorize any other person present at the General Assembly to act as his or her proxy. Authorization to act as a proxy must be reported in writing to the Board.
4. Decisions of the General Assembly shall be by simple majority of votes, except for those on amendments to the Constitution and on the dissolution of ISTRO, which shall be transacted as determined by Articles 8 and 9. If requested by at least one-third of the members present, or by the Board, voting shall be by secret ballot.
5. The President and Secretary-General of the Board shall act as Chairperson and Secretary of the General Assembly.
6. General Assemblies will be called by the Board by written convocation, to be emailed to the members not later than two months before the date of the General Assembly.

Article 7. FINANCES

1. The financial means of the Organisation shall be acquired by:
 - a. membership fees;
 - b. profit from properties and transactions;
 - c. grants, donations, legacies, and funds received from Organisations or individuals.
2. With the exception of Honorary Members, all members shall pay an annual fee determined by the General Assembly and laid down in the Bylaws. The fees are payable on 1 January each year. Resignation does not exempt a member from the obligation to pay the fees for the year in which he or she resigned.
3. The funds of ISTRO shall be held in custody by the Treasurer, who shall forward audited accounts to the Board annually. Normally the account shall be established in the country in which the Treasurer resides.

Article 8. AMENDMENT TO THE CONSTITUTION

1. The Constitution may be amended only at a General Assembly. Amendments may be proposed by the Board or by at least ten members acting in concert. Proposals for amendments must be received at least four months before a General Assembly by the Secretary-General, who shall notify the membership not later than two months before the date of the General Assembly. The amendments shall take effect immediately after they have been ratified by a two-thirds majority of the votes cast and have been embodied in a notarial document.

Article 9. DISSOLUTION

1. The Organisation shall be dissolved only by an electronic ballot among the entire membership and by a two-thirds majority of the votes cast.
2. Upon dissolution the Board shall distribute the assets and accrued income of the Organisation to one or more non-profit Organisations with objects akin to its own.

Article 10. DOMICILE

The legal domicile of ISTRO shall be Haren (Groningen), The Netherlands.

Article 11. REPRESENTATION

The legal representatives of ISTRO shall be the President, Secretary General, and one other Officer. Together, they can authorize one person to legally represent the Organisation.

Article 12. BYLAWS

The Organisation shall establish Bylaws concerning the conduct and procedures to be followed within the Organisation.

BYLAWS

A. MEMBERS

1. A candidate for election as individual member or corporate member of ISTRO shall send a completed membership application form to the Secretary-General.
2. The Secretary-General shall be empowered to decide whether an application for membership is eligible under Article 4 of the Constitution and shall admit to membership any applicant who is in the Secretary-General's opinion is eligible. Should there be any doubt the Board shall be notified and the Officers shall decide.
3. Membership will be terminated by death or by resignation. Furthermore, any member whose annual fees are more than three years in arrears shall be deemed to have resigned unless otherwise decided by the Board.
4. Until amended by the General Assembly, the Regular Membership Fee shall be \$21.00 US per year for members from developed countries. For (a) students, (b) retired ISTRO members, and (c) members from Low-Income, Lower-Middle Income, and Upper-Middle Income Economies as specified by the World Bank Classification of Economies, the Regular Membership Fee shall be \$7.00 US per year. For those persons wishing to affiliate with a National/Regional ISTRO Branch as an Associate Member, there is no charge, but said members are NOT eligible (1) to vote in any International or Branch election, (2) for member discounts at the Triennial or other ISTRO sponsored conferences, (3) to apply for scholarships or other ISTRO assistance, (4) to nominate their Ph.D. students for free ISTRO membership, or (5) for any other rights and benefits conferred upon ISTRO members in good standing.
5. New post-doctoral Graduate Student members can be nominated by any ISTRO member in good standing who is knowledgeable regarding the nominee and can verify that the nominee had completed a Doctor of Philosophy (PhD) in a field related to soil and tillage, and would thereby have excellent potential for becoming an active ISTRO member. New PhD members shall have their dues waived for a period of three years in recognition of their achievements.
6. Honorary memberships may be bestowed upon an individual member for a lifetime, dues free, as stipulated in Article 4, 1c of the Constitution.

B. OFFICERS AND BOARD

1. The President shall preside at meetings of the Organisation and its Board and shall rule on questions of procedure that may arise; ad-hoc committees may be appointed at the President's discretion.
2. The President Elect shall fulfill the duties of the President at any meeting from which the latter is absent and the President Elect shall succeed the President if that office becomes vacant between two meetings of the General Assembly.
3. In the event of a vacancy occurring through the death or resignation of a Board member, or elevation to the post of President between two successive General Assemblies, the President, acting on the advice of the Board, shall have power to fill such a vacancy for the unexpired part of the term of office.
4. The Secretary-General shall maintain the records of the Organisation and its Board, call meetings of the Organisation and Board as provided for in the Bylaws, and be responsible for all secretarial duties required by the activities of the Organisation. The Secretary-General Elect shall assume the duties of the Secretary-General if that person cannot perform the duties of the office during an unfilled term.

5. The Treasurer shall collect and disburse the assets of the Organisation and shall be responsible for the Organisation's accounts.
6. Besides Officers, additional members may be appointed to fill vacancies to the Board as designated Ordinary Members.
7. The total number of members of the Board shall not exceed twelve.

C. TERMS OF OFFICE

1. The President Elect of the Organisation shall automatically become President of the newly elected Board after the expiration of one term as President Elect.
2. After completing one term the President shall automatically serve on a newly elected Board as Past President for one term after which they will retire and not be eligible for election to any position on the Board until one term has elapsed from the date of their retirement from the Board.
3. The Assistant Secretary-General shall be elected for a period of six years and automatically become the Secretary General for a six-year period, subject to approval through acclamation by a majority of members casting ballots in the pre-conference election.
4. The Secretary General shall serve for a period of six years after which the Secretary General will retire and not be eligible for election to any position on the Board until one term has elapsed from the date of their retirement from the Board.
5. A Treasurer-elect shall be elected to assist the Treasurer for a period of three years between Triennial meetings and then assume the role of Treasurer for a period not to exceed three consecutive terms of office (nine years) provided the Treasurer is approved for the 2nd and 3rd term through acclamation by a majority of members casting ballots in the pre-conference election.
6. Ordinary Members of the Board shall be elected by a majority of members casting ballots in the pre-conference election and serve two consecutive terms without re-election. Following two consecutive terms of office they shall not be eligible for immediate re-election as Ordinary Members, but can be elected as one of the Officers (i.e. President-elect, Secretary General elect, or Treasurer elect).
7. Each term of office for newly elected members of the Board shall commence following the close of the session of the General Assembly immediately following their election to one of the Offices. Newly elected Board members will be expected to participate in all Board meetings until their term of office expires.
8. Should any of the above elected representatives die or resign membership before completing their term, the Secretary-General, with approval of the remaining Board members, shall appoint a member in good standing to fill the position until such time as the next scheduled election shall occur. At that time the appointee shall be eligible for election to complete the remainder of the term unless prohibited by any of the above Section C rules.

D. NOMINATIONS AND ELECTION

1. The Board shall solicit proposals from members who would like to serve as President Elect and host a future International Conference in their home country. The Board will consider potential candidates at its mid-term meeting and, if needed will hold interviews.

2. For positions other than the President Elect, the Assistant Secretary General is to place a Call for Nominations announcement in ISTRO-INFO seeking candidates interested in serving the Organisation. Any member of the Organisation may, not less than nine months before a General Assembly nominate in writing to the Secretary-General, with proof of acceptance, any eligible member of the Organisation for each office or position to be filled on the Board. These nominees must provide a brief statement of expertise which shall be included with the ballot.
3. The ballot list containing the names and particulars of nominees for the offices of President Elect, Assistant Secretary-General Elect, Treasurer Elect and two Ordinary Board Members shall be presented electronically to all members in good standing of ISTRO at least five months before the General Assembly. The duly completed ballots shall be returned to the Secretary General so as to reach the Secretary General not later than two months (60 days) prior to the General Assembly after which the elected shall commence their duties. Election shall be by simple majority of the votes cast. In the event of a tie the election shall be decided by drawing of lots by the President at the General Assembly.

E. MEETINGS

1. The Organisation shall normally hold an International Conference every three years. The Conference shall be organized by the President in their own country. The President shall appoint an Organising Committee to be responsible for all arrangements in connection with the Conference, inclusive of the editing and publishing of the Proceedings. The other Officers of the Organisation shall be advisory members of the Organising Committee but may not hold office in this committee.
2. Unless an individual is invited by the Organizing Committee presentation of papers at any International ISTRO Conference, is reserved for members only or in the case of joint authorship, at least one author must be a member in good standing.
3. The International Conference shall have an account separate from that of ISTRO. The Organizing Committee shall present to the Board the accounts of the International Conference, which must be audited by the Treasurer. The accounts must be presented not later than one year after the meeting. If the Organizing Committee has any surplus funds after all expenses concerned with the International Committee have been paid, such surplus shall be transferred to the general accounts of ISTRO. The responsibility for any deficits and their settlement lies with the Organizing Committee.
4. During each three-yearly Conference of the Organisation a General Assembly shall be held at which the business affairs of the Organisation shall be transacted. If a General Assembly cannot be held within the normal period, the matter should be put to the membership through an electronic ballot. A two-thirds majority is required for a decision.
5. An Extraordinary General Assembly to transact business of the Organisation may be called at any time by the Board, and one shall be called if the President receives a requisition for such an assembly from a total of at least fifty members residing in at least seven different countries.
6. At a General Assembly or an Extraordinary General Assembly, no matter can be decided upon that has not been specifically mentioned in the agenda of the meeting.
7. The members shall be informed of the time and the place of a General Assembly or an Extraordinary General Assembly not less than two months before it is to be held.
8. At all meetings of the Organisation each member shall have one vote, and the President shall have a casting vote. Except for decisions described in Articles 8 and 9 of the Constitution, all decisions are made by simple majority of the votes cast.

9. Forty members in good standing with the Organisation shall constitute a quorum for the transaction of business.

F. FINANCE

1. The expenses that can be charged by the Treasurer include office expenses, publishing expenses and, with the approval of the Board, special expenses relating to the operations and activities of ISTRO.
2. Annual financial balance sheets for ISTRO shall be prepared by the Treasurer by 31 May each year, and the sheets plus an audited accounting of them shall be forwarded to the Board by 1 September of that year.
3. The membership fees for individual and corporate members shall be recommended by the Board and determined by the General Assembly. The membership fees shall be due on 1 January.
4. To reduce the costs of international money transfers, ISTRO Branches are authorized to establish national or regional bank accounts where appropriate. These accounts will be held by Branch Treasurers elected by their respective members. Fund transfers to the main ISTRO bank account shall be made in agreement with the ISTRO Treasurer.

G. MANAGEMENT BETWEEN GENERAL ASSEMBLIES

1. The Board shall hold a meeting immediately before each General Assembly. Additional meetings may be called by the Secretary General, President or by a majority of the Board. Should a meeting be required, but personal attendance of a majority of the Board not be practical, then the Board may conduct a meeting by correspondence or other communication means, providing that a quorum be established by acknowledgement of all items of correspondence by a majority of the Board. The full business of the meeting should be completed within 30 days.
2. A majority of the Board shall constitute a quorum.
3. The Board may at any time call technical meetings in addition to the General Assemblies.
4. The business at each Board meeting shall include:
 - a. reports and proposals by the President, Secretary-General and Treasurer
 - b. reports and proposals by the Chairpersons of Committees and Working Groups;
 - c. examination of applications for membership;
 - d. examination of proposals for Honorary Memberships.

H. COMMITTEES, WORKING GROUPS AND RELATIONS WITH OTHER ORGANISATIONS

1. Members of standing Committees and Chairpersons and Secretaries of Working Groups shall be appointed by the Board. Members of ad-hoc committees and observers shall be appointed by the President.
2. The Organisation may cooperate with Organisations in other fields of science aimed at similar general purposes. Such cooperation may take the form of joint committees, invitations, delegation of observers, etc.
3. Persons with special talents, interests, or experience appropriate to the agenda may be invited by the President to attend meetings of the Organisation.
4. Membership composition of all Committees and the names of Chairpersons and Secretaries of Working Groups shall be announced to the members of the Organisation.
5. Each official ISTRO Working Group shall provide to the Board before each Triennial Conference a written report detailing activities since the last Conference. If a report is not

provided within 90 days after a Triennial Conference, the Working Group shall be deemed to have been terminated, and the Working Group Chair and Secretary shall be so informed by the Secretary General. At that time, the Working Group may appeal the decision by writing to the ISTRO Board (within 2 months of receiving the notification) stating a case why the Working Group should not be dissolved. The Board shall consider any appeal and make a decision that will be final. If dissolved the decision shall be documented in the next issue of ISTRO-INFO so that all ISTRO members (including those associated with the Working Group) are informed.

I. NATIONAL/REGIONAL BRANCHES OF ISTRO

1. If appropriate, National/Regional Branches of ISTRO may be founded. They shall be governed by a Board, which should consist of at least a Chairperson, a Secretary and a Treasurer. These Officers shall be nominated and elected by the national/regional membership of ISTRO.
 - a. To be recognized as an official National/Regional Branch, a minimum of three members (i.e. the Chair, Secretary, and Treasurer) must be members in good standing (i.e. current dues paid in full) with the fee per member based on Section A, No. 4 of the ISTRO By-Laws. The Chair and Secretary positions should be open to election at least every 3 years, although incumbents may serve multiple terms. All members of the National/Regional Branch who are in good standing with ISTRO (i.e. dues have been paid) are eligible to vote.
2. National/Regional Branches of ISTRO shall be registered at the Chamber of Commerce or similar official institution in the country where the National/Regional Branch was founded, according to the national law of that country. The Treasurer shall administer the membership fees and other assets of the National/Regional Branch, in agreement with the Treasurer of ISTRO.
3. National/Regional Branches of ISTRO shall conduct their business in accordance with the Constitution and Bylaws of ISTRO.
4. National/Regional Branches of ISTRO can only be effectuated if officially recognized by the Board of ISTRO.
5. Each official ISTRO Branch shall provide to the Board before each Triennial Conference a written report detailing activities since the last Conference. If a report is not provided within 90 days after a Triennial Conference, the Branch shall be deemed to have been terminated, and the Branch Chair and Secretary shall be so informed by the Secretary General. At that time, the Branch may appeal the decision by writing to the ISTRO Board (within 2 months of receiving the notification) stating a case why the Branch should not be dissolved. The Board shall consider any appeal and make a decision that will be final. If dissolved the decision shall be documented in the next issue of ISTRO-INFO so that all ISTRO members (including those associated with the Branch) are informed

J. 'SOIL & TILLAGE RESEARCH' JOURNAL

1. ISTRO shall scientifically support the International Journal, 'Soil & Tillage Research', and shall encourage its members to use this journal as the prime International medium of information in the domain of soil tillage research and related fields.
2. The Editor(s) and the members of the Editorial Advisory Board of 'Soil & Tillage Research' shall be appointed by the publishers after consultation with the Board of ISTRO. In this way ISTRO shall safeguard the required high scientific standard of the journal.
3. The Secretary-General, the Assistant Secretary-General, or another member of ISTRO appointed by the Board, shall be responsible for reviewing all contributions to the ISTRO news and announcements section within the Journal.

4. ISTRO is not financially responsible for any profits or losses which accrue from the Journal. For all matters to be decided by distance ballot, the Secretary-General shall send a ballot form to each member, and voting shall be closed not less than two calendar months from the date of dispatch of the ballot forms.

K. AMENDMENT TO THE BYLAWS

1. The Bylaws may be amended at a General Assembly or Extraordinary General Assembly of the Organisation by simple majority of the votes cast.
2. Amendments to the Bylaws may be proposed by the Board, or by petition to the President by ten or more members of the Organisation.