

CONSTITUTION

As amended at the Annual General Meeting on
Wednesday 28th November 2007

Tropical Agriculture Association

SECTION 1: The Association, its purposes and status

1.1 There shall be an association established in the United Kingdom by the name of the Tropical Agriculture Association (hereinafter referred to as the Association). As a registered Charity in England and Wales (No. 800663), the Association will comply with all requirements laid down by the Charity Commissioners. This Constitution defines the purposes and status, membership and governance of the Association.

1.2 The purposes of the Association are to advance education, research and practice in agriculture and to be an association of practitioners (including research workers, teachers and advisers, development specialists, students and commercial interests or businesses), and of others concerned with the science and practice of agriculture and its impact on sustainable development and the alleviation of poverty. In this respect, the term 'agriculture' is deemed to embrace farming (crops and livestock), forestry, agro-forestry, fisheries and wider rural development issues. It includes the disciplines of agriculture, agronomy, biology, soil science, crop protection, agricultural engineering, agricultural economics, rural sociology, geography, environmental science, ecology, animal health and production, fisheries, water resources and related spheres of activity. Emphasis is given to those regions of the earth that have tropical, sub-tropical and winter rainfall climates, particularly to developing countries as defined by the International Bank for Reconstruction and Development, and to emerging economies in other parts of the world. However, the Executive Committee of the Association shall determine at its discretion, the limits of such regions.

1.3 In furtherance of the said objectives and public promotion of its activities but not otherwise the Association may:

- i) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals, to address memoranda and the like to national or international public and private agencies and to present evidence to commissions of inquiry and the like;

- ii) Promote and carry out or assist in promoting and carrying out research and investigations, surveys, development projects and the like, and to publish the useful results thereof;
- iii) Arrange and provide for or join in arranging and providing for the holding of conferences, seminars, meetings, workshops and the like;
- iv) Collect and disseminate information on all matters affecting the said objectives and exchange such information with other bodies having similar objectives wherever they might be located;
- v) Encourage and in appropriate cases promote the training of workers for service in support of agricultural and rural development in the regions defined in Clause 1.2 above, including the provision of opportunities to obtain overseas experience;
- vi) Undertake, execute, manage or assist any charitable trusts or award funds which may lawfully be undertaken, executed, managed or assisted by the Association;
- vii) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether in electronic, audio or visual format) as shall further the said objects;
- viii) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights or privileges necessary for the promotion of the said objectives and construct, maintain and alter any buildings or erections necessary for the work of the Association;
- ix) Make regulations for any property which may be so acquired;
- x) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association;
- xi) Subject to such consents as may be required by law, borrow or raise money for the said objectives and accept gifts on such terms and on such security as shall be deemed to be necessary;
- xii) Establish branches in any country, or region, the purposes of which will conform with those of the parent

association, and enable greater participation by members of those regions;

- xiii) Welcome and encourage active contributions from within the specialist skillsbase and experience of its members, through the formation of special interest groups, provided that no member or body of members shall derive competitive advantage over other members in the furtherance of the said objectives;
- xiv) Employ staff to work for the Association, and establish their terms of reference; and
- xv) Act in such other ways as may support the objectives set out in Clause 1.2 of this Section.

1.4 The Association shall:

- i) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the Association shall not undertake permanent trading activities in raising funds for the said objects;
- ii) Invest the moneys of the Association not immediately required for the said objectives in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- iii) Do all such other lawful things as are necessary for the attainment of the said objectives.
- iv) Operate at all times in an open and transparent manner for the best interests of its members and beneficiaries.

SECTION II: Membership of the Association

2.1 Categories of Membership

Membership is open to all qualified members of the public. There shall be five principal categories of membership of the Association, namely: Corporate Members, Ordinary Members, Honorary Members, Student Members and Reciprocal Members. Members shall receive all relevant papers, notices and reports issued by the Association. Only relevant members may vote at Annual and Extraordinary General Meetings. The categories may be divided into sub-categories, reflecting developments that the Association may from time to time introduce.

2.2 Ordinary Members

TAA Constitution (2007 ver)

Full membership of the Association shall be open to:

Persons 18 years old or over wherever they may reside. The Association will not discriminate on the grounds of age, sex, nationality or religion. However, members should:

- (i) Hold appropriate degrees or higher national diplomas or other qualifications of British or other institutions acceptable to the Executive Committee of the Association, and have been engaged professionally in service related to agricultural and rural development in countries in the regions of the earth specified in Clause 1.2 above for a significant period of time (normally exceeding one calendar year) or;
- (ii) Have been professionally engaged in work which is or has been directed to agricultural and rural development in the regions of the earth specified in Clause 1.2 or;
- (iii) Are regarded by the Executive Committee of the Association as having professional experience relevant to that specified in (i) or (ii) above or;
- (iv) Have been members of the former Imperial College of Tropical Agriculture Association (ICTA).

2.3 Corporate Membership to be open to National, International and Local Companies and Organisations, National, International and local voluntary organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription. Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be a representative thereof. Each member organisation may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association.

2.4 Honorary Members

Persons who are judged by the Executive Committee of the Association to be rendering or to have rendered distinguished service to agricultural and rural development in the regions of the earth specified in Clause 1.2 may be invited by the Executive Committee to become Honorary Members of the Association.

2.5 Student Members

Persons who are registered students in a University or other teaching institution in the United Kingdom approved by the Executive Committee and who are following a full-time course intended to prepare them for professional service in agricultural or rural development in regions specified in Clause 1.2 are eligible to apply for student membership, irrespective of their nationality or normal place of residence.

2.6 Reciprocal Membership

This is open to organisations in the Natural Resources Sector and will permit the Association to have contact with other relevant organisations whose objectives are pertinent to those of the Association. Action involves an exchange of information and publications and welcome attendance at each other's meetings. No subscription rate or voting rights are involved.

2.7 Admission to membership

Applications or proposals for membership shall be made to the Membership Secretary in such manner as may be prescribed by the Executive Committee. The names of persons accepted into membership shall be notified to the members of the Association.

2.8 Termination of membership

The Executive Committee may at its sole discretion remove from membership any member of organisation whose activities are deemed to be contrary to the objectives of the Association provided that the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Executive Committee before a final decision is made.

SECTION III: Governance of the Association

3.1 Government of the Association

- i) The Association shall be governed by an Annual General Meeting for which a month's notice has to be given and at which all members are entitled to be present and to speak. All members may vote in person, by correspondence or by proxy. The representative of a Corporate Member has a single vote.
- ii) The Annual General Meeting, chaired by the President or in his absence the Chairman, shall elect the Officers of the Association and the elected members of the Executive Committee and shall

appoint **competent persons/accountants to examine the accounts**. It shall receive and discuss the reports of the Executive Committee and the Officers, and may approve, amend, refer back or reject any of these reports. It shall consider and determine proposed changes in the Constitution and it shall determine the policies and programmes of the Association.

- iii) If fewer than 20 Ordinary and Honorary Members are present, the Annual General Meeting shall be postponed to a later occasion at which the quorum shall similarly be 20 ordinary and honorary members.
- iv) An Extraordinary General Meeting may be called by the Executive Committee or at the request of not fewer than 50 ordinary and honorary members of the Association, made in writing to the General Secretary. An Extraordinary General Meeting shall have all the powers of an Annual General Meeting.

3.2 The Executive Committee

3.2.1 The affairs of the Association shall be conducted between Annual or Extraordinary General Meetings, in accordance with the objectives set out in Clause 1.2, by an Executive Committee. The Executive Committee shall consist of the Officers (see Clause 3.3) and six members, nominated and seconded from the ordinary and honorary members, and elected by those members voting in person, by correspondence or by proxy at an Annual or Extraordinary General Meeting of the Association, together with co-opted members as specified below. Notice of the vacancies, for which nominations are required, should be given not less than two months in advance of the meeting.

3.2.2 The President shall have the power to nominate up to four Ordinary or Honorary Members of the Association to be co-opted to the Executive Committee, and selected so as to ensure that the Executive Committee includes members from a wide range of disciplines and experience namely, in teaching institutions, employed by Government agencies and employed by Non-Government organisations and private companies. Such co-opted members shall have the right to vote at meetings of the Executive Committee.

3.2.3 The Officers and elected and co-opted members of the Executive Committee shall serve for up to three years. They shall be eligible for re-election or co-option for further periods.

3.2.4 In the event of any post in the Executive Committee falling vacant for any reason during the year, the Executive Committee may fill the vacancy by nomination which will be effective until the following Annual General Meeting when election will be held in the normal manner.

3.3 The Officers of the Association shall comprise:

The President
The Chairman
The General Secretary
The Treasurer
The Membership Secretary
The Editor of the Newsletter

SECTION IV: Finance

4.1 All moneys raised by or on behalf of the Association and all its funds shall be applied to further the objectives of the Association and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment to members of the Committee or of any committee appointed under Clause 3.2.1 hereof of reasonable out-of-pocket expenses.

4.2 The Honorary Treasurer shall keep proper accounts of the finances of the Association.

4.3 The accounts shall be examined at least once a year by competent persons/accountants appointed by the Annual General Meeting.

4.4 A duly examined and signed off set of accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting.

4.5 A bank account shall be opened in the name of the Association with such bank as the Committee shall from time to time decide. The Chairman, Treasurer, Membership Secretary and the General Secretary of the Association are authorised to sign cheques on behalf of the Association.

4.6 Subscriptions

4.6.1 With the exception of Honorary and Reciprocal Members, subscriptions for all classes will be an amount determined at an Annual General Meeting. Honorary and Reciprocal Members will be excluded from such payment.

4.6.2 Subscriptions shall be paid to the Treasurer in such manner as may be determined from time to time by the Annual General Meeting. A member who fails to pay his subscription by the due date shall be deemed, after due warning, to have terminated his/her membership though this shall not remove his/her obligation to pay his/her

subscription for the period during which he/she was deemed to be a member.

SECTION V: Dissolution

5.1 If the Committee by a simple majority decide at any time for any reason that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than one month's notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting, the Committee shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine. No profit or surplus will be distributed other than to a similar charity registered institution on winding up or dissolution of the Association.

SECTION VI: Notices

6.1 Any notice may be served by the General Secretary on any member either personally or on his/her appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his/her last known address.

SECTION VII: Interpretation

7.1 For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.

SECTION VIII: Alteration of this Constitution

8.1 Any alteration of this Constitution shall receive the assent of a simple majority of the Ordinary and Honorary Members of the Association present and voting at an Annual General Meeting or a meeting specially called for the purpose, provided that notice of any such alteration shall have been received by the General Secretary in writing not less than two months before the meeting at which the alteration is to be proposed. At least one month's notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the General Secretary to each member of the Association provided that no alteration shall be made which would have the effect of causing the Association to cease to be a Charity at law.