

PROPOSAL TO REVISE THE
CONSTITUTION OF THE
INTERNATIONAL WORKING
GROUP ON TAXONOMIC
DATABASES (TDWG)

August 2016

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Standards
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Introduction and Background

Declaration

The Changes to TDWG Constitution, described hereinafter, have been unanimously approved by the TDWG Executive Committee. This document is to be circulated to all TDWG members according to Article 8 of TDWG Constitution at least ninety (90) days prior to the close of voting for the ratification of the proposed changes. The day of publication of this document to the TDWG website (<http://tdwg.org/>), 6 Sep. 2016, shall be considered as day one (1) of the 90-day period.

Rationale of the proposed changes

The original TDWG Constitution was written in 1985. In the late 90's, minor changes in wording expanded TDWG's scope from plants to all organisms. In 2006, another small set of changes enabled TDWG to vote and make decisions independently of the annual meeting, and to establish the process for adopting standards independently of the Constitution. With only these minor changes in TDWG's founding document, the basic structure of the organization has remained the same since 1985. The environment that TDWG operates in, however, has changed significantly. Computing technologies have seen transformative revolutions in hardware platforms, networking, and software development methods. Biodiversity science has evolved tremendously with the emergence of vast quantities of genetic and spatial information, and as well as the digitization of so much primary biodiversity data and literature. While TDWG's core business remains the development of standards and guidelines, and the convening of an annual meeting, the biodiversity informatics domain itself has also changed. Our community of practice has more than doubled in size, become more mature, and a complex ecosystem of research and infrastructure funding, with a variety of strong national and international stakeholders, has made the wider landscape much more complex. In this landscape, TDWG's critical role not only needs to be maintained, but further strengthened.

The TDWG Constitution creates the structure and operational norms of the organisation. As such it is imperative that TDWG members regularly review the fitness for purpose of this fundamental document and make the required adjustments.

For this reason, the TDWG Executive Committee commissioned a team (Authoring Team) of TDWG members to propose a set of key changes in the Constitution that would help TDWG continue playing its instrumental role within the biodiversity informatics community and better position the organisation in the wider international landscape.

The changes in the Constitution aim at meeting the following objectives:

- (a) Improve operational effectiveness of the Executive Committee
- (b) Improve the level of engagement of TDWG membership in driving key parts of the organisation
- (c) Improve the capacity of the Executive Committee to address complex and diverse issues.

To address the objectives above the Authoring Team produced a series of changes that can be summarised as follows:

(a) Introduction of Functional Subcommittees (FS)

FSs are introduced to address ongoing and standing operational needs of the wider organisation, for example its web infrastructure, outreach activities, and managing annual conference hosting bids. The FSs will attract TDWG members with the expertise and

experience required to lead these efforts. As the requirements change over time, the scope and duration of these FSs will be reviewed by the Executive Committee on a regular basis. The Chairs of the FSs are *ex officio* members of the Executive Committee. This model will bring expert members onto the Executive Committee and improve the allocation of responsibilities across the Executive Committee. It will also provide formal opportunities for other members to serve the organization as committee members and enter a pathway to leadership.

(b) Changes in the term duration of the Executive Committee members

The current governance model is based on yearly terms of office for all Executive Committee members. Many issues handled by the TDWG Executive Committee span more than one year. For example, setting and implementing TDWG strategic priorities requires long-term investment by the Executive Committee. To maintain continuity in the Executive Committee membership a new election model is herein proposed. This model extends the term of service for Executive Committee members from one to two years, and staggers terms and elections, whereby at most half of the Committee could turnover between years.

(c) Introduction of the role of deputy chair

To further promote continuity in governance, we introduce the role of deputy chair. A person elected to become Chair of the Executive Committee will first serve a two-year term as Deputy Chair before serving the succeeding term as Chair. This succession will give an incoming chair the opportunity to become familiar with Executive Committee responsibilities and procedures.

Public consultation and voting procedures

The TDWG membership consultation process will open on the day this document is published to the TDWG website (<http://tdwg.org>). Each member is encouraged to read the proposed revision to the Constitution in the context of the rationale presented here.

Comments on the Constitution can be sent to the TDWG secretary (secretary@tdwg.org) up until 30 days prior to the close of vote.

The voting procedure will be electronic, with all members in good standing receiving an electronic ballot. Dates will be announced shortly, but the closing date will not be earlier than 90 days from the publication of this document to the TDWG website.

Each member will be entitled to one vote (approve/disapprove), and a majority of votes cast from both individual and institutional members will be required to approve the proposal.

Proposed New Constitution

CONSTITUTION OF THE INTERNATIONAL WORKING GROUP ON TAXONOMIC DATABASES

(Taxonomic Databases Working Group)

Article 1. Name and Purpose

The International Working Group on Taxonomic Databases (herein called "TDWG") is a not-for-profit, scientific and educational association formed to establish international collaboration among the creators, managers and users of biodiversity information so as to promote the wider and more effective dissemination of information about the world's heritage of biological organisms for the benefit of the world at large.

To achieve its goals, TDWG

1. develops, adopts and promotes standards and guidelines for the recording and exchange of data about organisms;
2. promotes their use through the most appropriate and effective means;
3. acts as a forum for discussion through holding meetings and through publication and
4. undertakes any other activities that are judged useful to the organisation.

Article 2. Affiliation and Incorporation

TDWG may affiliate to or cooperate with other associations or organisations with similar or complementary aims.

TDWG may obtain legal status under the laws of the countries in which it decides to operate.

Article 3. Membership

Membership is open to individuals and other legal entities, including institutions, organisations, companies, and government agencies.

Membership consists of two classes:

1. individual members and
2. institutional members (other legal entities).

Membership is acquired by payment of the current year's membership fee. The Executive Committee may waive the membership fee of a member.

Members are entitled to vote, hold office, and receive TDWG publications.

Membership ends upon written resignation addressed to the Chair, Secretary, or Treasurer, or by failure to pay membership dues, or in cases of professional misconduct.

Article 4. Meetings

TDWG shall meet each calendar year to discuss standards; advance and promote biodiversity informatics; receive reports on TDWG activities, including a financial report; discuss governance and operation; and conduct other relevant business.

Article 5. Executive Committee

TDWG is governed by an Executive Committee consisting of ten officers elected from and by the membership (the Chair, Deputy Chair, Secretary, Treasurer, and six Representatives), and the chairs of the TDWG Functional Subcommittees, who serve *ex officio*, as defined in Articles 6 and 7.

The Executive Committee:

1. provides leadership to TDWG;
2. promotes TDWG to the broader community;
3. organizes the day to day affairs of TDWG;
4. may appoint an individual or group of individuals to perform specific work or an ongoing function for TDWG;
5. defines the number, scope and role of Functional Subcommittees;
6. proposes the amount of dues and a multiplier for votes cast by institutional members on election of officers (subject to ratification by the membership);
7. administers and retains fiduciary responsibility for the assets, and arranges audits;
8. prepares and presents the annual budget to the membership;
9. has power to apply for legal status for TDWG;
10. has other powers as stated elsewhere in this Constitution and any by-laws;
11. provides timely notification of progress towards goals; and
12. otherwise acts to fulfil the goals of TDWG.

The Executive Committee shall meet and report to the membership at least once each calendar year.

Article 6. Executive Committee Members

6.1 Elections and terms

General elections shall be organised every year under the responsibility of the Executive Committee. Election results become effective from the start of the calendar year following the elections. Officers (Secretary, Treasurer and Representatives) shall be elected directly from the membership for terms of two years. The Executive Committee Chair is elected directly from the membership, serves as Deputy Chair for two years, and then serves as Chair in the following two years, as described in Article 6.2. Terms in the Executive Committee shall be staggered, such that approximately half of the positions are elected each year.

6.2 Executive Committee Chair and Deputy Chair

The Executive Committee Chair is elected directly from the membership and commits to a total of four years of service. A newly elected Chair serves first as Deputy Chair for two years, and then succeeds to become Chair for the following two years. Upon completion of both terms, the Chair can opt to remain as a member of the Executive Committee for an additional two years as a TDWG representative.

If an Executive Committee Chair resigns or otherwise becomes unable to fulfil the role, the Deputy Chair shall become Chair, and a new Deputy Chair shall be elected in the next general election. In the event that both a Chair and Deputy Chair become unable to serve, the Executive Committee shall appoint one of the current TDWG officers to serve as Acting Chair, and both Chair and Deputy Chair shall be elected the next general election.

6.2.1 Executive Committee Chair responsibilities

Presides at meetings of TDWG and at meetings of the Executive Committee; convenes Executive Committee meetings; is entitled to sign jointly with one other officer on behalf of TDWG; enacts such functions as are assigned by the Executive Committee; represents TDWG at external meetings; delegates on an ad-hoc basis the above responsibilities to other Executive Committee members.

6.2.2 Executive Committee Deputy Chair responsibilities

The Deputy Chair enjoys full voting rights in the Executive Committee, stands in for the Chair as necessary, and assists with tasks of the Secretary and Treasurer.

6.3 Secretary

The Secretary operates the secretariat; keeps, distributes, and publishes minutes of meetings; sends notices of the annual meeting to the membership and notices of meetings of the Executive Committee to its members; distributes proposals and organizes votes; conducts the general elections; authenticates, tallies, and publishes voting results.

Communications to and from the Executive Committee involving formal TDWG business should be via the Secretary who must arrange a proxy from among Executive Committee members for any significant period of unavailability.

6.4 Treasurer

The Treasurer is entitled to sign jointly with one other officer on behalf of TDWG; maintains the membership list; reports finances annually to the membership; collects membership dues and other TDWG income; maintains the financial documents and accounts of TDWG; administers the assets of TDWG in conformance with instructions from the Executive Committee.

6.5 Chairs of functional subcommittees

Chairs of Functional Subcommittees (see Article 7) participate, *ex officio*, as full members of the Executive Committee. They liaise between their subcommittees and the TDWG Executive Committee, summarise activities, and discuss strategic priorities and future plans in regards to subcommittee responsibilities.

6.6 Elected Representatives

Have the responsibility to represent the interests of TDWG members on the Executive Committee; and to represent TDWG in appropriate meetings and other activities. The number of available seats for Representatives in the Executive Committee is six (as per Article 6.7).

6.7 Geographical distribution of Representatives

The Executive Committee shall encourage participation from the membership across geographical boundaries, gender, age, ethnicity, and professional expertise. To encourage balanced

representation one representative will be elected from each of the following regions: Africa, Asia, Europe, Latin America, North America, and Oceania.

Article 7. Functional Subcommittees

7.1 Definition, role and scope

Functional Subcommittees (FS) are committees operating under specific mandates, set by the Executive Committee in response to identified needs of TDWG. The overarching role of a FS is to assist the Executive Committee in its standing tasks. FS operate under charters prepared and approved by the Executive Committee, following consultation with the membership.

7.2. Establishment, duration and dissolution

The scope and mode of operations for each Functional Subcommittee are defined by their published charters. Following approval by the Executive as in Paragraph 7.1, a FS is established and fully effective at the moment of election of its chairperson. FS charters shall be presented to the membership for open consultation for at least 21 days prior to approval by the Executive. Following the Executive Committee's decision to dissolve a FS, it remains effective until the end of the FS chairperson's term of duty, as defined in Paragraph 7.3.

7.3 Functional subcommittee membership and leadership

The chair of each FS is elected during the TDWG general elections. FS chairs are elected for two full calendar years. FS chairs are responsible for appointing a deputy-chair with attending and no voting rights at Executive Committee meetings. FS chairs invite members and manage membership in their respective committees. Each committee shall operate with more than three and fewer than 15 members. In case of resignation of a FS chair, the deputy chair will be invited to take the place of the chair until the next general elections and a new deputy is appointed.

Article 8. Assets

The revenue of TDWG shall consist of membership dues, sales of publications, lease of rights, grants, gifts and bequests, income from investments, and any other kinds of income compatible with the aims of TDWG.

The assets of TDWG shall be used exclusively for the statutory aims and purposes, and in no case to the immediate profit of its members.

The financial year shall be the calendar year.

Article 9. Amendments

Alterations to the Constitution may be proposed by the Executive Committee, or may be submitted in writing to the Executive Committee by either at least five individual members from at least two countries, or at least three institutional members from at least two countries. The proposed alteration must be published and the membership notified at least ninety days before close of voting. To be accepted, the proposed alteration must receive simple majorities of affirmative votes from both individual members and institutional members.

The Executive Committee may propose that by-laws be established, altered, or repealed. The by-laws proposal must be published and the membership notified at least thirty days before the close of voting. To be adopted, the proposal must receive simple majorities of affirmative votes from both individual and institutional members.

Article 10. Dissolution

Dissolution of TDWG can only be enacted by a two-thirds majority of both individual and institutional members by vote. A proposal of dissolution must be dispatched by the Executive Committee to the membership at least ninety days before close of voting.

Upon the dissolution of TDWG, any net remaining assets shall be transferred to the International Association for Plant Taxonomy or its successor.

Article 11. Voting

TDWG shall strive to make decisions based on broad consensus rather than simple majority. The Executive Committee may assess consensus through mechanisms other than voting, such as solicited reviews and public requests for comment, except where voting is mandated elsewhere in this Constitution. If a broad consensus cannot be reached, the Executive Committee may arrange for an issue to be decided by a vote of the membership.

In general elections of officers, each current member will be entitled to one vote, but may abstain. On counting, each institutional vote will be weighted using the current fees-based multiplier and the candidate receiving a plurality of the totalled votes shall be appointed to the office (see Article 5, item 6).

In questions of governance and other issues requiring a simple decision to accept or reject a proposal, the votes of Individual and Institutional members will be tallied separately, without weighting, and a proposal will pass if it receives a simple majority of the votes cast in each membership category.

The Executive Committee shall specify the schedule and mechanism(s) for making nominations for elected positions and casting votes. Any voting procedure should afford each member an opportunity to vote in an expedient manner and should not unduly delay decision making. The Secretary shall authenticate, tally, and publish voting results within a reasonable timeframe.

Per Article Summary of Changes

The following list briefly summarises the proposed changes to the TDWG Constitution, by Article. Detailed changes can be found in the section 'All Changes Shown in Mark-Up'.

ARTICLE 1. Name and Purpose

No changes.

ARTICLE 2. Affiliation and incorporation

No changes.

ARTICLE 3. Membership

Minor changes to simplify the process of membership acquisition, clarify rights and responsibilities of members.

ARTICLE 4. Meetings

Voting of new officers and arrangement of next meeting could now be performed outside the timeframe of the annual meeting. This facilitates larger participation of the membership to the election of officers to the Executive Committee (e.g. through electronic voting).

ARTICLE 5. Executive Committee

Major changes to the composition of the Executive Committee to support the new structure rationale. Introduction of the Functional Subcommittees. Changes to the Executive Committee responsibilities and powers, including to set the weighting factor applied to the votes of institutional members, subject to the approval of the membership.

ARTICLE 6. Executive Committee members

Changes in the general elections to support the new Executive Committee structure, including the Deputy Chair (new officer) and Chairs of Functional Subcommittees (new officers), extending terms to two years, and staggering the terms for officers. Regional Representatives have been preserved, but are now restricted to a single Representative per region.

ARTICLE 7. Functional Subcommittees [New Article]

Definition, role and scope of the Functional Subcommittees. The Functional Subcommittees become an integral part of the operation of the Executive Committee with clear focused roles. The Functional Subcommittees chairs are directly elected and participate ex-officio to the Executive Committee.

ARTICLE 8. Assets

No changes

ARTICLE 9. Amendments

Minor language changes

ARTICLE 10. Dissolution

No changes

ARTICLE 11. Voting

Institutional member votes to be weighted in general elections for officers. This has been done in practice for the last 9 years, but now will be codified.

All Changes Shown in Mark-Up

CONSTITUTION OF THE INTERNATIONAL WORKING GROUP ON TAXONOMIC DATABASES (Taxonomic Databases Working Group)

~~Last amended October 2006~~

Article 1. Name and Purpose

The International Working Group on Taxonomic Databases (herein called "TDWG") is a not-for-profit, scientific and educational association formed to establish international collaboration among the creators, managers and users of biodiversity information so as to promote the wider and more effective dissemination of information about the world's heritage of biological organisms for the benefit of the world at large.

To achieve its goals, TDWG

- ~~a.~~1. develops, adopts and promotes standards and guidelines for the recording and exchange of data about organisms;
- ~~b.~~2. promotes their use through the most appropriate and effective means;
- ~~c.~~3. acts as a forum for discussion through holding meetings and through publication and
- ~~d.~~4. undertakes any other activities that are judged useful to the organisation.

Article 2. Affiliation and ~~incorporation~~Incorporation

TDWG may affiliate to or cooperate with other associations or organisations with similar or complementary aims.

TDWG may obtain legal status under the laws of the countries in which it decides to operate.

Article 3. Membership

Membership is open to individuals and other legal entities, including institutions, organisations, companies, and government agencies.

Membership consists of two classes:

- ~~a.~~1. individual members and
- ~~b.~~1. institutional members (other legal entities).

Membership is acquired by ~~written notification to the Chair, Secretary, or Treasurer and~~ payment of the current year's membership fee. The Executive Committee may waive the membership fee of a member.

Members are entitled to vote, hold office, and ~~to~~ receive TDWG publications.

Membership ends upon written resignation addressed to the Chair, Secretary, or Treasurer, or by failure to ~~renew membership by the end of the calendar year following the year of last payment of pay~~ membership dues, or in cases of professional misconduct.

Article 4. Meetings

TDWG shall meet each calendar year to discuss standards; ~~elect officers~~ advance and promote biodiversity informatics; receive reports on TDWG activities, including a financial report; discuss governance and operation; ~~fix the date and place of the next annual meeting;~~ and conduct other relevant business.

Article 5. Executive Committee

TDWG is governed by an Executive Committee consisting of ~~the ten~~ officers elected from and by the membership (the Chair, Deputy Chair, Secretary, Treasurer, and six Representatives), and the chairs of the TDWG Functional Subcommittees, who serve ex officio, as defined by Article in Articles 6–Up to two additional individuals can be appointed to the Executive Committee by the officers and 7.

The Executive Committee:

- ~~a.~~ 1. provides leadership to TDWG;
- ~~b.~~ 2. promotes TDWG to the broader community;
- ~~c.~~ 3. organizes the day to day affairs of TDWG;
- ~~d.~~ 4. may appoint an individual or group of individuals to perform specific work or an ongoing function for TDWG;
5. defines the number, scope and role of Functional Subcommittees;
- ~~e.~~ 6. proposes the amount of dues and a multiplier for votes cast by institutional members on election of officers (subject to ratification at by the annual meeting membership);
7. administers and retains fiduciary responsibility for the assets, and arranges audits;
- ~~f.~~ 8. prepares and presents the annual budget to the membership;
- ~~g.~~ 9. has power to apply for legal status for TDWG;
- ~~h.~~ 10. _____ has other powers as stated elsewhere in this Constitution and any by-laws;
- ~~i.~~ 11. _____ provides timely notification of progress towards goals; and
- ~~j.~~ 12. _____ otherwise acts to ~~fulfill~~ fulfil the goals of TDWG.

The Executive Committee shall meet and report to the membership at least once each calendar year.

Article 6. ~~Officers~~ Executive Committee Members

6.1 ~~Election~~ Elections and terms

~~At each annual meeting the officers shall be elected from the membership. The Chair will normally hold office for a period not exceeding three years. All other officers will normally hold post for a period not exceeding six years.~~

~~Should a vacancy occur during the term of office, the Executive Committee is empowered to fill it from the membership until the next annual meeting, at which time the position will be filled by general election.~~

6.2 ~~Chair~~

General elections shall be organised every year under the responsibility of the Executive Committee. Election results become effective from the start of the calendar year following the elections. Officers (Secretary, Treasurer and Representatives) shall be elected directly from the membership for terms of two years. The Executive Committee Chair is elected directly from the membership, serves as Deputy Chair for two years, and then serves as Chair in the following two years, as described in Article 6.2. Terms in the Executive Committee shall be staggered, such that approximately half of the positions are elected each year.

6.2 Executive Committee Chair and Deputy Chair

The Executive Committee Chair is elected directly from the membership and commits to a total of four years of service. A newly elected Chair serves first as Deputy Chair for two years, and then succeeds to become Chair for the following two years. Upon completion of both terms, the Chair can opt to remain as a member of the Executive Committee for an additional two years as a TDWG representative.

If an Executive Committee Chair resigns or otherwise becomes unable to fulfil the role, the Deputy Chair shall become Chair, and a new Deputy Chair shall be elected in the next general election. In the event that both a Chair and Deputy Chair become unable to serve, the Executive Committee shall appoint one of the current TDWG officers to serve as Acting Chair, and both Chair and Deputy Chair shall be elected the next general election.

6.2.1 Executive Committee Chair responsibilities

Presides at meetings of TDWG and at meetings of the Executive Committee; convenes Executive Committee meetings; is entitled to sign jointly with one other officer on behalf of TDWG; enacts such functions as are assigned by the Executive Committee; represents TDWG at external meetings; delegates on an ad-hoc basis the above responsibilities to other Executive Committee members.

6.2.2 Executive Committee Deputy Chair responsibilities

The Deputy Chair enjoys full voting rights in the Executive Committee, stands in for the Chair as necessary, and assists with tasks of the Secretary and Treasurer.

6.3 Secretary

~~Operates~~The Secretary operates the secretariat; keeps, distributes, and publishes minutes of meetings; sends notices of the annual meeting to the membership and notices of meetings of the Executive Committee to its members; distributes proposals and organizes votes; conducts the general elections; authenticates, tallies, and publishes voting results.

~~Communication with~~Communications to and from the Executive Committee involving formal TDWG business should be via the Secretary who must arrange a proxy from among Executive Committee members for any significant period of unavailability.

6.4 Treasurer

~~is~~The Treasurer is entitled to sign jointly with one other officer on behalf of TDWG; maintains the membership list; ~~;~~ reports finances annually to the membership; collects membership dues; ~~arranges audits~~ and other TDWG income; maintains the financial documents and accounts of TDWG; administers the assets of TDWG in conformance with instructions from the Executive Committee.

6.5 Regional Secretaries

6.5 Chairs of functional subcommittees

Chairs of Functional Subcommittees (see Article 7) participate, *ex officio*, as full members of the Executive Committee. They liaise between their subcommittees and the TDWG Executive Committee, summarise activities, and discuss strategic priorities and future plans in regards to subcommittee responsibilities.

6.6 Elected Representatives

Have the responsibility to represent the interests of TDWG members on the Executive Committee; and to represent TDWG in appropriate meetings and other activities. The number of available seats for Representatives in the Executive Committee is six (as per Article 6.7).

6.7 Geographical distribution of Representatives

The Executive Committee shall encourage participation from the membership across geographical boundaries, gender, age, ethnicity, and professional expertise. To encourage balanced representation one representative will be elected from each of the following regions: Africa, Asia, Europe, Latin America, North America, and Oceania.

Article 7. Functional Subcommittees

7.1 Definition, role and scope

Functional Subcommittees (FS) are committees operating under specific mandates, set by the Executive Committee in response to identified needs of TDWG. The overarching role of a FS is to assist the Executive Committee in its standing tasks. FS operate under charters prepared and approved by the Executive Committee, following consultation with the membership.

7.2. Establishment, duration and dissolution

The scope and mode of operations for each Functional Subcommittee are defined by their published charters. Following approval by the Executive as in Paragraph 7.1, a FS is established and fully effective at the moment of election of its chairperson. FS charters shall be presented to the membership for open consultation for at least 21 days prior to approval by the Executive. Following the Executive Committee's decision to dissolve a FS, it remains effective until the end of the FS chairperson's term of duty, as defined in Paragraph 7.3.

7.3 Functional subcommittee membership and leadership

The chair of each FS is elected during the TDWG general elections. FS chairs are elected for two full calendar years. FS chairs are responsible for appointing a deputy-chair with attending and no voting rights at Executive Committee meetings. FS chairs invite members and manage membership in their respective committees. Each committee shall operate with more than three and fewer than 15 members. In case of resignation of a FS chair, the deputy chair will be invited to take the place of the chair until the next general elections and a new deputy is appointed.

Article 8. Assets

The revenue of TDWG shall consist of membership dues, sales of publications, lease of rights, grants, gifts and bequests, income from investments, and any other kinds of income compatible with the aims of TDWG.

The assets of TDWG shall be used exclusively for the statutory aims and purposes, and in no case to the immediate profit of its members.

The financial year shall be the calendar year.

Article 89. Amendments

Alterations to the Constitution may be proposed by the Executive Committee, or may be submitted in writing to the Executive Committee by either at least five individual members from at least two countries, or at least three institutional members from at least two countries. The proposed alteration must be published and the membership notified at least ninety days before close of voting. To be accepted, the proposed alteration must receive ~~a simple majority~~ majorities of affirmative votes from both individual members and institutional members.

The Executive Committee may propose that by-laws be established, altered, or repealed. The by-laws proposal must be published and the membership notified at least thirty days before the close of voting. To be adopted, the proposal must receive ~~a simple majority~~ majorities of affirmative votes from both individual and institutional members.

Article 910. Dissolution

Dissolution of TDWG can only be enacted by a two-thirds majority of both individual and institutional members by vote. A proposal of dissolution must be dispatched by the Executive Committee to the membership at least ninety days before close of voting.

Upon the dissolution of TDWG, any net remaining assets shall be transferred to the International Association for Plant Taxonomy or its successor.

Article 10:11. Voting

TDWG shall strive to make decisions based on broad consensus rather than simple majority. The Executive Committee may assess consensus through mechanisms other than voting, such as solicited reviews and public requests for comment, except where voting is mandated elsewhere in this Constitution. If a broad consensus cannot be reached, the Executive Committee may arrange for an issue to be decided by a vote of the membership.

~~Each~~ In general elections of officers, each current member is will be entitled to one vote. ~~To pass,~~ but may abstain. On counting, each institutional vote will be weighted using the current fees-based multiplier and the candidate receiving a plurality of the totalled votes shall be appointed to the office (see Article 5, item 6).

In questions of governance and other issues requiring a simple decision to accept or reject a proposal ~~must receive a~~ , the votes of Individual and Institutional members will be tallied separately, without weighting, and a proposal will pass if it receives a simple majority of ~~votes from both individual and institutional members~~ the votes cast in each membership category.

The Executive Committee shall specify the schedule and mechanism(s) for making nominations for elected positions and casting votes. Any voting procedure should afford each member an opportunity to vote in an expedient manner and should not unduly delay decision making. The Secretary shall authenticate, tally, and publish voting results within a reasonable timeframe.

Transitional Period and Election Model

The first three (3) years after the new Constitution becomes effective will be defined as transitional period. This is to facilitate the changes dictated by the Constitution regarding membership and staggered terms. During this period terms of certain Executive Committee members will be shorter (Fig. 1). The transitional period ensures a fully operational Executive Committee.

	Transitional period							Notes	
	2017	2018	2019	2020	2021	2022	2023		
Chair	1st			2nd				First term 3y, following terms 2y Chair elect first elected in 2018. Chairs elect serve as deputy chairs 2y First term transitional (1y)	
Chair elect (serving as deputy)		1st		2nd		3rd			
Secretary	1st	2nd		3rd		4th			
Treasurer	1st		2nd		3rd		4th		
Rep* EU	1st	2nd		3rd		4th		First term transitional (1y)	
Rep NA	1st		2nd		3rd		4th		
Rep SA	1st	2nd		3rd		4th			
Rep AS	1st		2nd		3rd		4th		
Rep OC	1st	2nd		3rd		4th			
Rep AF	1st		2nd		3rd		4th		
FS** 1 Chair	1st	2nd		3rd		4th			First term transitional (1y)
FS 2 Chair	1st		2nd		3rd		4th		
FS 3 Chair	1st		2nd		3rd		4th		
FS 4 Chair	1st		2nd		3rd		4th		
FS 5 Chair	1st		2nd		3rd		4th		

* Representative
 ** Functional Subcommittee

Figure 1. A transitional election and term model to accommodate the needs dictated by the changes in the TDWG Constitution.