

Special Business: TIES - an Association of the International Statistical Institute (ISI) *Jointly authored by the TIES Board of Directors (December 2014)*

TIES Mission: The International Environmetrics Society (TIES) is a non-profit organization aimed to foster the development and use of statistical and other quantitative methods in the environmental sciences, environmental engineering and environmental monitoring and protection.

TIES Objectives:

- promotes the participation of statisticians, mathematicians, scientists and engineers **in the solution of environmental problems** and emphasizes the **need for collaboration and for clear communication** between individuals from different disciplines and between researchers and practitioners
- conducting meetings and producing publications, and **by encouraging a broad membership** of statisticians, mathematicians, engineers, scientists and others interested in furthering the role of statistical and mathematical techniques in service to the environment

General Update

TIES has approx. 280 members, of which 65 are students and 41 are Associate (conference) members. 'Paying' regular members are approximately 76% of membership; with 38% of paying regular members being ISI members.

Summary of Business for TIES2014 Assembly

No.	Description
Motion 1	That Members, acknowledge through a vote of thanks the effort of the TIES-ISI Taskforce.
Motion 2	That Members, acknowledge the effort undertaken by the TIES Board to reimagine and revitalize activities of TIES for growth in membership and impact.
Vote 3	Shall TIES be a Full Association of ISI? And, as a consequence, dissolve Incorporation in Canada and move to incorporation in The Netherlands under the ISI?
Motion 4	For an amendment of the By-Laws to enable electronic voting. New article 47. Each Regular member has one (1) vote on any matter to be voted on by the members, unless otherwise required by law. Voting can be undertaken electronically.

Special Business: TIES – remaining as an Association of the International Statistical Institute (ISI)

TIES-ISI Taskforce Deliberations

In January 2014, the ISI Executive Council and the TIES Board of Directors formed a joint Taskforce to consider the ongoing nature of the ISI-TIES partnership.

Mutual Benefits: The first output from the Taskforce was a consideration of the “mutual benefits” of the TIES-ISI Partnership. Appendix 1 lists the benefits which were developed using the TIES Strategy Pillars as a framework for considering the benefits. **These benefits have been considered and subsequently endorsed by the TIES Board as key principles for the ongoing TIES-ISI relationship.** The TIES Board did not commit to outlining a list of “risks” associated with the partnership as part of this process. This was to send a strong signal to ISI that the new Board was committed to working in good faith with ISI to maintain Full Association status.

The Taskforce did not feel that any of these risks were insurmountable. Consequently, subgroups of the Taskforce have met to consider the risks outlined above.

- **Financial Sustainability:** Bronwyn Harch, Helen MacGillivray, Sylvia Esterby, Alex Schmidt
- **Membership, revenue generating logistics:** Bronwyn Harch, Helen MacGillivray
- **Canadian Incorporation of TIES:** Yuli Gel, Sylvia Esterby
- **Dutch Incorporation under ISI:** Bronwyn Harch, Helen MacGillivray, Ada van Krimpen

Related to Motion [1] – TIES-ISI Taskforce activity and recommendations

In conclusion: The ISI Executive Council have written to TIES in response to the TIES-ISI Taskforce summary report encompassing activity through to Nov 2014:

The EC was extremely pleased with the nature of the discussions and progress being made by the task force and the TIES Board. I want to congratulate you and your colleagues for the innovative leadership. We hope that these discussions will lead to a positive decision at the TIES AGM so that TIES can be relocated to the Netherlands and be on an equal footing with the other ISI Associations.

Motion 1: That Members, acknowledge through a vote of thanks the effort of the TIES-ISI Taskforce.

TIES Board recommendations and motions for resolving issues and addressing risks related to TIES future as a Professional Society

The TIES Board has been progressing issues in good faith towards consolidating TIES as a Full Association in ISI.

The next section outlines progress towards resolving the abovementioned challenges by the TIES Board in conjunction with the ISI Executive Council – with a set of explicit motions for the TIES Assembly to vote on at the 2014 AGM.

Background for Motion [2]: Board membership in major transition

TIES became a Full Association of ISI in 2008. Four separate Board terms have presided over TIES since this time (Cocchi, Esterby, Stevens, Harch). Critical issues remain for resolution to enable TIES to operate effectively as an ISI Association. With the most recent changes in Board membership (September 2013), and the time elapsed since 2008, there is an imperative to ensure the current Board term sees resolution for the Society. Noting that Board members (past and present) and members have expressed concern about the lack of resolution.

This risk has been managed by mobilizing the new Board around the new TIES Strategy that is working towards **reimagining** and **revitalizing** the activities of TIES – and making **adaptations** to ensure it is able to form a suitable Association for ISI.

The Executive Board and Board of Directors, as well as the Standing and Other Committees have been very active. Explicit engagement with WSC invited sessions – with TIES leadership to effect organisation – was an explicit strategy to show goodwill to ISI from TIES Board of Directors. A very pleasing sign for the future of TIES and its collaboration with ISI. Strong leadership has been needed to progress the various dimensions needed. A strong and positive relationship with ISI VP – Helen MacGillivray has been critical to the progress of the Taskforce subgroups.

Motion 2: That Members, acknowledge the effort undertaken by the TIES Board to reimagine and revitalize activities of TIES for growth in membership and impact.

Background for Financial sustainability of TIES

To achieve the objectives of the Society and continue on a path of growth in membership and impact, the Board recommends the proactive pursuit of additional revenue raising opportunities. The Board emphasizes that revenue raising is a means of providing benefits to members and positively influencing those involved in environmental issues – as outlined in the revamped TIES Strategy.

Background for Vote 3: TIES being an Association of ISI

Recognizing the three pillars strategy of TIES:

1. **Creating and maintaining connections** – connections amongst environmetricians; connections to stakeholders of environmetrics capability (collaborators in environmental endeavours).
2. **Developing capability** – capability for environmetricians (quantitative skill development relevant to environmental endeavours, progressing careers in environmetrics along the spectrum of application - method development).

3. **Being a trusted advisor** – catalysing and engaging in critical dialogues globally – providing trusted advice to environmental scientists, government and industry on critical and emerging issues that need critical environmetrics insight. Influencing key decision makers.

Background for Incorporation of TIES

Another issue to be resolved is the Society's incorporation in Canada and the requirement as a full ISI Association to be incorporated in The Netherlands under the ISI banner. Refer to By-Laws at <http://environmetrics.org/>

There are a number of dimensions to consider:

a. Recent Changes to Canadian Non-for-Profit Corporations Act

[Treasurer – Yulia Gel in conjunction with Sylvia Esterby – noting a professional lawyer has not been consulted in outlining the information provided below]

Canadian corporation law changed in the last year and TIES is required to respond to these changes (e.g. change By-Laws to a more simplified form and transfer some items to the TIES Handbook for notification and execution).

According to *Ibid.*, s. 189 and Not-for-profit Corporations Regulations [CNCR], *supra* note 15, s. 84, TIES is considered a **non-soliciting not-for-profit organization** (<\$10,000 per year in revenue from public funds) and hence *“It is possible for the members to waive the appointment of a public accountant annually by a unanimous resolution. In that case, a compilation of the financial statements would be sufficient.”*

An initial response by TIES to the Not-for-profit Corporations Regulator by the required date of October 17th 2014 was not achieved. The Statistical Society of Canada has responded to regulation changes and have expressed an ability to assist TIES with the paperwork, via the use of templates based on their successful transition and related activities.

In summary:

- If TIES remains incorporated in Canada, the Society **may** choose to not engage an auditing firm to undertake and audit and account of TIES financial position. This has the potential to remove a major expense (between USD\$2,000 to \$3,000 annually).
- TIES has the ability to leverage and learn from the previous efforts of the Statistical Society of Canada to respond appropriately to the regulation changes.

b. Issues Related to Dissolution of Incorporation in Canada

[Treasurer – Yulia Gel in conjunction with Sylvia Esterby – noting a professional lawyer has not been consulted in outlining the information provided below]

Under the [Canadian NFP Act](#), a corporation can apply to dissolve when it has no property or liabilities. The exception is a bankrupt corporation. If the corporation owns property or has liabilities, then there are two ways, each of which is outlined below.

1. Liquidation before starting the dissolution process. Applicable to TIES.

The members can pass a special resolution authorizing the directors to distribute any property and discharge any liabilities in accordance with the articles of the corporation and the requirements under the NFP Act. If there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote. The directors must then dispose of any property and liabilities before applying for a Certificate of Dissolution.

2. Starting dissolution process before the liquidation process. Not applicable to TIES.

If the corporation will cease carrying on business while it is in the process of liquidation, it may wish to apply for a Certificate of Intent to Dissolve. Members must authorize the liquidation and dissolution of the corporation by special resolution. If there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote. The Certificate of Intent to Dissolve serves as public notice that the corporation is no longer carrying on its activities, except to the extent necessary for the liquidation.

When a Certificate of Intent to Dissolve is issued, the corporation must cease to carry on its activities except to the extent needed for the liquidation. It must also:

- a. notify creditors of its intent to dissolve;*
- b. give notice of the intent to dissolve in each province in Canada where the corporation was carrying on activities at the time it sent the Statement of Intent to Dissolve to Corporations Canada;*
- c. do all the acts required for the liquidation of property in accordance with the NFP Act and to discharge all the corporation's liabilities; and*
- d. distribute the corporation's remaining property among the members according to the articles or the provisions of the NFP Act.*

Once the liquidation process is completed, an application can be made for a Certificate of Dissolution. Note that in all cases, if there is more than one class or group of members, each class or group must pass a special resolution to authorize the dissolution even if these members are not otherwise entitled to vote.

In conclusion: Noting that TIES is not bankrupt but has liabilities, it falls into the category requiring the Society to “[...start the] dissolution process before the liquidation process. sTIES has three classes of membership [1. Regular, 2. Institutional, 3. Students]. Currently TIES does not have any institutional members. To dissolve, TIES will need to have a quorum of 10 votes [as stated in By-Laws] in BOTH a vote undertaken with Regular members and also with Student members. Student members as a class of membership must vote - despite the fact that students are not entitled to vote at TIES General Meetings or TIES AGMs.

It would be recommended that TIES engage a lawyer (through support that can be provided by the Director of the ISI Permanent Office or by a Canadian lawyer). Engaging a lawyer will incur costs. The Treasurer forecasts a cost of ~USD\$10k.

c. Issues Related to Instigating Incorporation in The Netherlands, under the ISI banner [Bronwyn Harch as part of negotiations and discussions with ISI President, Vice President and Director of ISI Permanent Office]

The ISI Executive Council have written to TIES (through its President – Vijay Nair) in response to the TIES-ISI Taskforce summary report encompassing activity through to November 2014. Issues in their response relevant to this point are highlighted in orange below:

<start snip - background information from Helen MacGillivray – VP of ISI>

Association and Incorporation Status within the ISI Family

The ISI is established under Dutch Law and is governed by its Statutes. The most recent update of the ISI Statutes were approved by the ISI General Assembly in 2011 and were passed by notarial deed on 29 of November 2011 in Dutch law.

ARTICLE 7 of the ISI Statutes states that

a) An ISI Association may be established by the General Assembly to promote the mission and objectives of the ISI in particular areas of specialization or in particular geographical regions.

An Association shall have:

- a) Its own members
- b) Its own organizational structure, Statutes and By-laws
- c) President of the Associations shall be ex-officio member of ISI Council (see Article 8).
- d) Director of ISI shall be an ex-officio member of Executive Committee of the Association.
- e) ISI Association shall not undertake any action that contravenes objectives and interests of the ISI.

Thus an ISI Association is legally established by the ISI General Assembly to be part of the ISI. This legality is completed by the Statutes of an ISI Association stating it is an ISI Association and by its Statutes complying with Dutch law.

Through the initiatives of ISI members who were also members of TIES, TIES applied to become an ISI Association and the ISI General Assembly approved TIES as a new Association of ISI in 2008. This legal situation will be consolidated / completed by TIES adapting its Statutes to be consistent with ISI Statutes and Dutch law. The PO will assist with this as they did for IASS when it moved its administration from France. Other Associations have recently, or are in the process of, updating their Statutes in accordance with the current ISI Statutes. This is also providing opportunity for some Associations to simplify their Statutes and move procedural matters to By-laws, which are easier to change as processes change over time (e.g. electronic voting, procedures for nominations, committee procedures etc).

Associations' memberships, dues and financials are handled by the ISI PO, including auditing, receipts, payments and reporting. When contracts are signed for conferences etc, the ISI Director should also sign as part of the financial protection.

ISI constantly monitors any potential risks and advises all ISI members and member groups on such for their activities.

Although TIES became an ISI Association in 2008, the membership dues were not collected by ISI, nor any administration or overhead dues calculated, until 2010 because of difficulties with the integration of TIES membership information into ISI membership systems.

<End snip>

<Start snip – email from Vijay Nair>

...

The EC and I want to give the TIES Board and members every possible assurance that ISI will do all it can to ensure the scientific success and financial viability of TIES. It is obviously in ISI's best interests to make sure that the associations do well on all fronts and collaborate with each other to promote their missions as well as that of the ISI collectively.

...

Finally, we hope the TIES will make a positive decision to move forward with the plans as being discussed. *We should also emphasize that current situation where TIES is incorporated in Canada is not a sustainable option.*

<snip>

The Director of the ISI Permanent Office (Ada van Krimpen – with a law background) has indicated that through Incorporation in The Netherlands

- she does not envisage any impediment to keeping the TIES name/brand
- Associations are stated in the ISI Statutes as being part of ISI, with each Association's Statutes stating they are an ISI Association and includes Board of Directors legal cover for both ISI and Association Board member
- the ISI Permanent Office keeps an ongoing check on any updates in legal advice on such matters as case Dutch law is updated or there are any changes in interpretations
- annual financial audits are required and generally cost an ISI Association <\$500 per year.

<End snip – email from Vijay Nair>

In summary: The ISI has stated that TIES is a full ISI Association. Further, TIES is required to dissolve its Canadian incorporation and achieve Incorporation in The Netherlands.

Vote 3: Shall TIES be a Full Association of ISI? And, as a consequence, dissolve Incorporation in Canada and move to incorporation in The Netherlands under the ISI?

Background for Liabilities - overheads and membership administration

The Taskforce subgroup and the TIES Board have discussed specifics related to the history of dialogue on this, identifying the key issues related to the overheads and administration charges. This has been especially problematic without a hand over of issues being possible between outgoing and incoming TIES Presidents during late 2013.

Outstanding TIES liabilities to pay to ISI for “services rendered to date”

The Taskforce subgroup and TIES Executive Officers have been working through the membership revenues and expenses from 2010 through to 2013; confirmation of revenue/expenses for 2014 are forthcoming. The following “Revenue-Expenses = Result of the Year” has been established for 2010 to 2013:

Result of the Year	2013	2012	2011	2010	Total
	- US \$ 3,315	- US \$ 2,767	- US\$ 2,409	- US\$ 3,563	- US\$ 12,053

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The EC and I want to give the TIES Board and members every possible assurance that ISI

will do all it can to ensure the scientific success and financial viability of TIES. It is obviously in ISI's best interests to make sure that the associations do well on all fronts and collaborate with each other to promote their missions as well as that of the ISI collectively.

I will respond in my letter about the other points raised in your communication:

- Regarding the outstanding administrative costs, the EC agreed that we can be flexible and we can find a compromise that is reasonable. We don't view this as a serious roadblock. For your information, the ISI has helped out new associations in the past when they were in financial difficulties.*
- I will also respond to the point about "service contract". In this regard, it is better to think of the ISI and associations holistically rather than the Permanent Office as a service provider to the associations.*

...<End snip>

In summary: The ISI acknowledged TIES context as a small society - outlining its commitment for achieving the three strategic pillars of TIES (particularly its 3rd pillar as trusted advisor), as well as its financial viability as a Society.

Background for Aligning Conferences schedule as an ISI association

Post advice from the ISI-TIES Taskforce re ISI Association and TIES members expectations for running meetings and engaging in the WSC, a recommended **transition plan and forward planning calendar for conferences** was presented to the TIES Board. This plan was endorsed by TIES Board (Oct 23rd).

The practice for ISI Associations is to hold satellite meetings (close to the World Statistical Congress [WSC] location) in WSC (odd) years and to hold their regular meetings in non-WSC years (even). If TIES members vote to maintain their current full ISI Association, TIES is required to follow this model in the future. **Proposal:** That from 2016, TIES follows the ISI Full Association practice for meetings. The consequent TIES conference schedule would be as follows:

- 2015 WSC year (transition year):**
 - TIES2015 – Australia, Brisbane [Chair: Bronwyn Harch] [outside of ISI Full Association model as it was decided upon 2 years ago]. Southern Hemisphere
 - WSC2015 - Rio de Janeiro, Brazil – organize a number of TIES invited sessions
- 2016 non-WSC year:**
 - TIES2016 – Scotland, Glasgow [Chair: Marion Scott]. Regular meeting including a TIES AGM. Northern Hemisphere
- 2017 WSC year:**
 - TIES2017 – A satellite to WSC, which is organised by one of the TIES regions – which includes the TIES AGM (eg southern Europe [Spain]).
 - WSC2017 – Marrakech, Morocco – TIES organises a number of TIES Invited sessions
- 2018 non-WSC year:**
 - TIES2018 – awaiting nomination. Regular meeting including an AGM. Southern Hemisphere
- 2019 WSC year:**
 - TIES2019 – A satellite to WSC which is organised by one of the TIES regions – which includes the TIES AGM
 - WSC2019 – under consideration Kuala Lumpur – TIES to organise a number of TIES Invited sessions
- 2020 non-WSC year:**
 - TIES2020 – awaiting nomination. Regular meeting including an AGM. Northern Hemisphere

APPENDIX 1 BENEFITS OF THE ISI-TIES RELATIONSHIP

1. Creating and maintaining connections – connections amongst environmetricians; connections to stakeholders of environmetrics capability (collaborators in environmental endeavours).

Connections amongst quantitatively capable professionals

- Mutual: Members gain access to worldwide networks both in statistical science and broader networks of stakeholders interested in statistical and quantitative sciences.
 - For example, ISI members are able to attend conferences, regional meetings and short courses held by TIES – engaging with a broader range of quantitative professionals working on environmentally focused activities. TIES members are able to network across a broader range of statistically focused activities and use funded initiatives offered by ISI and its Associations (e.g. for developing countries and young members).
- To TIES: connecting environmetricians to the global statistical community and a broader range of statistical areas.
 - For example, TIES members have the option to be TIES-ISI members, which gives them access to the membership benefits of ISI. These include discounted rates to international conferences organized by ISI and discounts on select publications, with open access to others.
- To ISI: connecting a broad range of quantitative scientists to environmental issues (statisticians, mathematicians, engineers, computer science, geographers).
 - For example, broadens the reach for ISI and its Associations.
- To ISI: connecting ISI members to quantitative professionals engaged in environmental applications
 - For example, broadens the application scope of the statistical community engaged in ISI activities

Connections to stakeholders of Environmetrics

- To ISI: connecting ISI members to quantitative professionals engaged in environmental endeavours
 - For example, broadening the scope of ISI members to see opportunities for engaging their skills in environmentally focused endeavours
- To TIES: connecting TIES members to ISI contacts who are looking to engage more in environmental issues
 - For example, TIES conference/short courses/regional meetings

2. Developing capability – capability for environmetricians (quantitative skill development relevant to environmental endeavours, progressing careers in environmetrics along the spectrum of application - method development)

Capability for quantitatively capable professionals

- Mutual: Enrich the science being undertaken by members and that undertaken by stakeholders.
- To TIES: offering a broader range of short courses from the ISI community (as well as TIES)
- To ISI: offering a broader range of short courses from the TIES community to ISI members
- To TIES: Members participate in or contribute ISI's statistical capacity building initiative - including capacity building in developing countries.

Career development – context specific (early, mid, mature or academia, government, industry)

- To TIES: Engage with the broader ISI community and encourage them to consider careers within the environmental sector.

- To TIES: Participate and contribute to ISI mentoring schemes and special interest groups (e.g. Women in Statistics, Young Statisticians)
 - For example, provide input to career development activities undertaken within academia, government and industry.
- To ISI: An avenue for impact to critical components of the environmental sector
 - academia (teaching and learning/research)
 - government (research/policy making)
 - industry (research, investment, productivity)

3. **Being a trusted advisor** – catalysing and engaging in critical dialogues globally – providing trusted advice to environmental scientists, government and industry on critical and emerging issues that need critical environmental insight. Influencing key decision makers.

Trusted advice to broader scientific community

- To TIES: Offering discussion, evolving research, contributing to and solving environmental issues

Trusted advice to government

- To TIES: Offering a recognized global brand and gateway for discussion at international level. Leveraging the connections of the ISI. Opportunities to influence and to ensure quantitative considerations are included in decisions being made on environmental issues.
- To ISI: Ability to provide to their stakeholders a community of people of world standing – to provide advice on issues of the day

Trusted advice to industry

- TIES: Offering a recognized global brand and gateway for discussion at international level. Leveraging the connections of the ISI. Opportunities to influence and to ensure quantitative considerations are included in decisions being made on environmental issues.
- To ISI: Ability to provide to their stakeholders a community of people of world standing – to provide advice on issues of the day.