

THE CONSTITUTION AND RULES OF PROCEDURE OF INTERNATIONAL UNION OF NUTRITIONAL SCIENCES

Updated

Dated 20 January 2025



IUNS

INTERNATIONAL
UNION OF
NUTRITIONAL
SCIENCES

THE CONSTITUTION OF INTERNATIONAL UNION OF NUTRITIONAL SCIENCES

Name

The name of the Charitable Incorporated Organisation (“the CIO”) is The International Union of Nutritional Sciences

Interpretation

In this constitution, the following words shall have the following meanings, unless the context otherwise requires:

Address	a postal address and/or, for the purpose of communication in electronic form a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the Union;	In writing or written	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether produced or supplied in electronic form or otherwise;
Adhering Body	a Country membership through a principal nutrition or other appropriate Scientific Organisation;	IUNS-ICN	The International Union of Nutrition Sciences – International Congress of Nutrition;
Affiliated Body	a Scientific Organisation covering more than one country or region or sub-speciality institutions;	Meeting	electronic or in person;
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Council Member, any firm or body corporate (including limited liability partnership) of which a Council Member is a partner, member or employee and any company of which a Council Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;	Member	Adhering and Affiliated Body that make up the Membership;
Council Member	Includes all Officers and other Council Members duly elected by the General Assembly;	Month	calendar month;
Country	A nutrition Scientific Organisation representing a defined geographical area (or areas) which has an independent budget for scientific purposes;	Objects	the objects of the Union as defined in Statute 3;
Document	includes, unless otherwise specified, any document physically produced or sent or supplied in electronic form;	Officers	the President, the President Elect, Vice President, Secretary General, Treasurer and such others as shall be determined by General Assembly;
Election Regulations	regulations made by the Council from time to time to govern the election of the Officers and Council Members;	Other Council Member	a Council Member who is not an Officer;
Electronic Form	Any electronic form of communication;	Rules	Made in accordance to Statute 89 laid down in the Statutes
Financial Expert	An individual, company or firm who is authorised to give investment advice by the laws of the Country in which they operate;	Scientist	An individual deemed by the Council to have sufficient scientific training and expertise in an area of work;
Financial Year	The Union’s financial year;	President	the Chairperson of the Council and the General Assembly appointed in accordance with these Statutes;
General Assembly	a general meeting of the Union;	Secretariat	the administrative support of the Union, whether voluntary or otherwise. The Secretary General will assume the duties of the Secretariat if none is in place;
Host	The Adhering Body which hosts the IUNS-ICN;	The Statutes	the Statutes of the Union, as amended from time to time;
In good standing	The status of an Adhering or Affiliated body with fully paid subscription fees, as agreed by the Council.	The Union	the International Union of Nutritional Sciences and may be referred to as IUNS;
		Year	calendar year
		General Regulations	the Charitable Incorporated Organisations (General) Regulations 2012.
		Dissolution Regulations	the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.
		Communications Provisions	the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.
		IUNS trustee	a IUNS trustee of the IUNS.
		Poll	a counted vote or ballot, usually (but not necessarily) in writing.

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Words meaning

Unless specifically stated otherwise:

“connected person” means:

- 1.1. a child, parent, grandchild, grandparent, brother or sister of the trustee or member;
- 1.2. the spouse or civil partner of the IUNS trustee, member or of any person falling within sub-clause 1.1 above;
- 1.3. a person carrying on business in partnership with the trustee, member or with any person falling within sub-clause 1.1 or 1.2 above;
- 1.4. an institution which is controlled –
 - 1.4.1 by the trustee, member or any connected person falling within sub-clause 1.1, 1.2, or 1.3 above; or
 - 1.4.2 by two or more persons falling within sub-clause 1.4.1 when taken together
- 1.5. a body corporate in which the trustee, member or any connected person falling within sub-clauses 1.1 to 1.3 has a substantial interest; or
 - 1.5.1 two or more persons falling within sub-clause 1.5 who, when taken together, have a substantial interest.
- 1.6. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.
- 2.1. Words denoting the singular include the plural and vice versa;
- 2.2. Words denoting one gender include both genders;
- 2.3. Each reference to a “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees

Date of constitution (last amended):

20 January 2025

Name

The name of the Charitable Incorporated Organisation ("the CIO") is The International Union of Nutritional Sciences (IUNS)

National location of principal office

The principal office of the IUNS is in England, Boyd Orr House, 10 Cambridge Court, 210 Shepherds Bush Road, London W6 7NJ.

Objects

- 3.1 The objects are specifically restricted to:
- 3.2 To promote and preserve the good health and wellbeing of individuals and communities worldwide through the promotion and mobilisation of nutritional sciences, in particular, by the following means:
 - 3.2.1 To promote and advance high-quality research in the multiple fields relevant for nutritional sciences through fostering global collaboration amongst researchers, institutions, and countries.
 - 3.2.2 To enhance knowledge sharing and capacity development among nutrition scientists and practitioners from a variety of disciplines through creating and fostering global conferences, forums, networks, and other opportunities for engagement, knowledge exchange, and capacity development.
 - 3.2.3 To advance the understanding of nutrition and health among non-experts by promoting the dissemination and translation of credible, evidence-based nutritional science information.
- 3.3 Nothing in this constitution shall authorise an application of the property of the IUNS for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

Powers

The IUNS has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the IUNS has power to:

- 4.1 To use any form of media and communication including but not limited to printing and publishing of newspaper, periodicals, books, articles, leaflets or using film, television and the internet;
- 4.2 To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;

- 4.3 To raise funds provided that, in doing so, the IUNS does not undertake any trading activity in respect of which some or all of the profits are liable to tax;
- 4.4 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.5 To sell, lease or otherwise dispose of all or any part of the property belonging to the IUNS;
- 4.6 To borrow money and to charge the whole or part of the property belonging to the IUNS as security for a grant or the discharge of an obligation;
- 4.7 To cooperate with other bodies and to exchange information and advice with them;
- 4.8 To establish or support any body formed for any of the charitable purposes included in the Objects;
- 4.9 To acquire or merge with any other charity in line with the Objects of the IUNS;
- 4.10 To enter into any partnership or joint venture arrangement with any body in line with the Objects of the IUNS;
- 4.11 To set aside income as reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.12 To employ and remunerate such staff or to engage unpaid agents as are necessary for carrying out the work of the IUNS. The IUNS may employ or remunerate a Trustee only to the extent it is permitted to do so by Statutes 5 and 6 and provided it complies with the conditions of those Statutes to:
 - 4.12.1 deposit or invest funds;
 - 4.12.2 engage a Financial Expert as a professional fund manager and to delegate the management of investments to such a manager; and
 - 4.12.3 arrange for the investments or other property of the IUNS to be held in the name of a nominee; and
- 4.13 To enter into contracts to provide services.

Application of income and property

- 5.1 The income and property of the IUNS must be applied solely towards the promotion of the objects.
- 5.2 An IUNS trustee is entitled to be reimbursed from the property of the IUNS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the IUNS.
- 5.3 An IUNS trustee may benefit from trustee indemnity insurance cover purchased at the IUNS's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 5.4 None of the income or property of the IUNS may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the IUNS or connected person. This does not prevent a member or connected person who is not also an IUNS trustee receiving:
 - 5.4.1 a benefit from the IUNS as a beneficiary of the IUNS;

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5.4.2 reasonable and proper remuneration for any goods or services supplied to the IUNS;

5.4.3 Nothing in this clause shall prevent an IUNS trustee or connected person receiving any benefit or payment which is authorised by clause 6.

withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

6.2.5 An IUNS trustee or connected person may take part in the normal trading and fundraising activities of the IUNS on the same terms as members of the public.

Benefits and payments to IUNS Trustees and connected persons

6.1 General provisions

No IUNS trustee or connected person may:

- 6.1.1 buy or receive any goods or services from the IUNS on terms preferential to those applicable to members of the public;
- 6.1.2 sell goods, services, or any interest in land to the IUNS;
- 6.1.3 be employed by, or receive any remuneration from, the IUNS;
- 6.1.4 receive any other financial benefit from the IUNS;
- 6.1.4.1 unless the payment or benefit is permitted by sub-clause (2) of this clause or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

- 6.2.1 An IUNS trustee or connected person may receive a benefit from the IUNS as a beneficiary of the IUNS provided that a majority of the trustees do not benefit in this way.
- 6.2.2 An IUNS trustee or connected person may enter into a contract for the supply of services and/or goods to the IUNS where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011.
- 6.2.3 An IUNS trustee or connected person may receive interest on money lent to the IUNS at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.4 An IUNS trustee or connected person may receive rent for premises let by the trustee or connected person to the IUNS. The amount of the rent and the other terms of the lease must be reasonable and proper. The IUNS trustee concerned must

6.3 Payment for supply of goods only – controls

6.3.1 The IUNS and its Trustees may only rely on the authority provided by Article 6.2 if each of the following conditions is satisfied:

- 6.3.1.1 The amount or maximum amount of the payment of the goods is set out in an agreement in writing between:
- 6.3.1.2 The IUNS and IUNS Trustee or Connected Person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the IUNS;
- 6.3.1.3 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- 6.3.1.4 The other Trustees are satisfied that it is in the best interests of the IUNS to contract with the supplier rather than with someone who is not a Trustee or a Connected Person. In reaching that decision, the Trustees must balance the advantage of contracting with the Trustee or Connected Person against the disadvantages of not doing so;
- 6.3.1.5 The supplier is absent from the part of any meeting at which there is a discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the IUNS;
- 6.3.1.6 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Trustees is present at the meeting;
- 6.3.1.7 The reason for their decision is recorded by the Trustees in the minutes;
- 6.3.1.8 A majority of the Trustees then in office are not in receipt of remuneration or payment authorised by Article 6.

6.4

In clauses 5 and 6:

- 6.4.1 "the IUNS" includes any company in which the IUNS:
- 6.4.2 holds more than 50% of the shares; or

- 6.4.3 controls more than 50% of the voting rights attached to the shares; or has the right to appoint one or more directors to the board of the company;
- 6.4.4 “connected person” includes any person within the definition set out in Interpretation clause 1.

Conflicts of interest and conflicts of loyalty

An IUNS trustee must:

- 7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the IUNS or in any transaction or arrangement entered into by the IUNS which has not previously been declared; and
- 7.2 absent himself or herself from any discussions of the IUNS trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the IUNS and any personal interest (including but not limited to any financial interest).
- 7.3 Any IUNS trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

Liability of members to contribute to the assets of the IUNS if it is wound up

- 8.1 If the IUNS is wound up, the members of the IUNS have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

Membership of IUNS

9.1 Admission of new members.

- 9.1.1 Voting Members of the IUNS shall be known as an Adhering Body. A Country's nutrition science sector may become an Adhering Body through a principal nutrition or other appropriate scientific organisation (known as a corporate body)
- 9.1.2 A Country is duly recognised as an Adhering Body by the General Assembly.
- 9.1.3 There will be only one Adhering Body representing each Country.
- 9.1.4 Adherence of a Country will be established when the Adhering Body has formally accepted the Statutes of the International Union of Nutritional Sciences and has paid its initial annual dues.
- 9.1.5 A Member shall only be a corporate body.

9.2 Transfer of Membership

- 9.2.1 Membership of the IUNS cannot be transferred to anyone else.

9.3 Duty of members

- 9.3.1 It is the duty of each member of the IUNS to exercise his or her powers as a member of the IUNS in the way he or she decides in good faith would be most likely to further the purposes of the IUNS.

9.4 Termination of Membership

- 9.4.1 The Trustees may agree byelaws to provide detail on the procedure for terminating membership, including the ability to delegate decisions on the termination of membership (with the requirement of an opportunity to appeal the decision to the Trustees);
- 9.4.2 Membership of the IUNS comes to an end if:
 - 9.4.2.1 the member organisation ceases to exist; or
 - 9.4.2.2 the member organisation sends a notice of resignation to the IUNS trustees; or
 - 9.4.2.3 any sum of money owed by the member to the IUNS is not paid in full within twelve months of its falling due; or
 - 9.4.2.4 the IUNS trustees decide that it is in the best interests of the IUNS that the member organisation in question should be removed from membership, and pass a resolution to that effect.
- 9.4.3 Before the IUNS trustees take any decision to remove an organisation from membership of the IUNS they must:
 - 9.4.3.1 inform the member organisation of the reasons why it is proposed to remove it from membership;
 - 9.4.3.2 give the member organisation at least 21 calendar days notice in which to make representations to the IUNS trustees as to why it should not be removed from membership;
 - 9.4.3.3 at a duly constituted meeting of the IUNS trustees, consider whether or not the member organisation should be removed from membership;
 - 9.4.3.4 consider at that meeting any representations which the member organisation makes as to why the member organisation should not be removed; and
 - 9.4.3.5 allow the member organisation, or the member's representative, to make those representations in person at that meeting, if the member organisation so chooses.

9.5 Membership fees

- 9.5.1 Each Adhering Body shall be required to pay an annual subscription to the IUNS on a basis proposed by the Trustees and ratified by the members.
- 9.5.2 Non-payment of membership fees:
 - 9.5.2.1 If an Adhering Body is declared in arrears for (2) two of the past (3) three years the Adhering Body:

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- 9.5.2.2 will have no voting rights at the General Assembly;
- 9.5.2.3 will have no nomination rights;
- 9.5.2.4 will not be eligible for awards;
- 9.5.3 Scientists from Adhering Bodies declared in arrears for (2) two of the past (3) three years will have the following sanctions:
 - 9.5.3.1 cannot act as Chairpersons of Committees or Task Forces; and
 - 9.5.3.2 cannot act as Trustees; until full voting rights of the Adhering Body have been restored.
- 9.5.4 In order to regain its voting rights the Adhering Body declared in arrears for (2) two of the past (3) three years must:
- 9.5.5 make a written application to the Secretary General on behalf of the Trustees who will decide upon the unpaid dues to be paid in order to regain their voting rights.

9.6 Affiliated Body (non-voting) membership

- 9.6.1 The IUNS may accept appropriate Affiliated Bodies upon the recommendation of the Trustees.
 - 9.6.1.1 Affiliated Bodies include the following:
 - 9.6.1.2 International and/or regional scientific nutrition organisations covering more than one country;
 - 9.6.1.3 appropriate international scientific nutrition sub-speciality associations;
 - 9.6.1.4 other international scientific institutions; and
 - 9.6.1.5 any other international organisation recommended by Trustees.
- 9.6.2 The IUNS will decide, upon the recommendation of the Trustees, the fees to be paid by the Affiliated Body.

The General Assembly

- 10.1 The work of the IUNS shall be directed by the General Assembly of delegates appointed by Adhering Bodies in good standing.
- 10.2 The Meeting of the General Assembly shall be held:
 - 10.2.1. every four (4) years in connection with the International Congress of Nutrition; and
 - 10.2.2. Annually, known as the Annual General Meeting (AGM);
 - 10.2.3. at any time as set out in Clause 11.3
- 10.3 An electronic General Assembly can be requested by a majority vote of the Trustees, or if more than one-half of the Adhering Bodies in good standing request it.

Voting Rights at the General Assembly held at the International Congress of Nutrition

- 10.4 Each Adhering Body in good standing is entitled to one (1) voting delegate and no more than five (5) non-voting delegates to act as observers.

- 10.5 Affiliated Bodies have no voting rights but are entitled to send no more than three (3) non-voting delegates to act as observers.
- 10.6 The Trustees may extend invitations to any such organisation it deems appropriate to attend the General Assembly in an observer capacity only.
- 10.7 All Trustees shall attend the General Assembly, but have no voting rights unless serving as an official delegate of an Adhering Body.
- 10.8 The President or Chairperson of the General Assembly, in the event of a tie, shall have the deciding vote.
- 10.9 A preliminary agenda for the General Assembly shall be prepared by the Trustees and will be sent to the Adhering Bodies no later than four (4) months in advance of the General Assembly.
- 10.10 Each Adhering Body will provide the name and address of its voting delegate to the Secretary General no later than two (2) months in advance of the General Assembly.
- 10.11 Adhering Bodies, Committees and Task Forces of the IUNS may propose items for the Agenda of the General Assembly. Such proposals must reach the Secretary General no later than two (2) months in advance of the General Assembly.
- 10.12 The finalised agenda of the General Assembly shall be distributed to the Adhering Bodies and their nominated delegates no later than one (1) month in advance of the General Assembly.
- 10.13 An Adhering Body cannot nominate any other Adhering or Affiliated Body to represent it and vote on its behalf at the General Assembly.
- 10.14 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or Adhering Body entitled to receive notice shall not invalidate the proceedings at the General Assembly.

Proceedings of the General Assembly

- 10.15. No business shall be transacted at any General Assembly unless a quorum of delegates is present. Unless the Rules otherwise provide, 50% of Adhering Bodies in good standing present and entitled to vote on the business to be transacted shall be quorum.
- 10.16 If, within thirty (30) minutes from the time appointed for the holding of a General Assembly, a quorum is not present or if during the meeting a quorum ceases to be present, the meeting shall be dissolved and adjourned to another date, time and place as shall be notified by the President and the Council.
- 10.17 The President shall preside as Chair at every General Assembly or if he or she is not present or is unwilling or unable to preside; the President Elect or Vice President shall act as Chair of that General Assembly.
- 10.18 Items not on the agenda may be discussed and voted on, only on the receipt of two-thirds majority vote at that meeting.

Errors and disputes

- 10.19 Objections may be raised regarding the qualification of any Adhering Body to be able to vote at a General Assembly, only at the meeting or adjourned meeting where the vote is to take place. Every vote not disallowed at the meeting is valid.
- 10.20 Any such objections must be referred to the Chair of the meeting, whose decision is final.

Annual General Meeting

- 11.1 There must be an annual general meeting (AGM) of the members of the IUNS. AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.
- 11.2 Other general meetings of the members of the IUNS may be held at any time.
- 11.3 All general meetings must be held in accordance with the following provisions: The IUNS trustees:

- 11.3.1 must call the annual general meeting of the members of the IUNS in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- 11.3.2 may call any other general meeting of the members at any time.

The IUNS trustees must within 21 days, call a general meeting of the members of the IUNS if:

- 11.3.3. they receive a request to do so from at least 10% of the members of the IUNS; and
- 11.3.4 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- 11.3.5 If, at the time of any such request, there has not been any general meeting of the members of the IUNS for more than 12 months, then sub-clause 11.3.3 of this clause shall have effect as if 5% were substituted for 10%.
- 11.3.6 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.3.7 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.4 Any general meeting called by the trustees at the request of the members of the IUNS must be held within 28 days from the date on which it is called.
- 11.5 If the trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- 11.6 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

- 11.7 The IUNS must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the IUNS shall be entitled to be indemnified by the trustees who were responsible for such failure.

Notice of general meetings

- 11.8 The trustees, or, as the case may be, the relevant members of the IUNS, must give at least 14 clear days notice of any general meeting to all of the members, and to any trustee of the IUNS who is not a member.
- 11.9 If it is agreed by not less than 90% of all members of the IUNS, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause 11.3.3 of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- 11.10 The notice of any general meeting must:
- 11.10.1 state the time and date of the meeting;
- 11.10.2 give the address at which the meeting is to take place;
- 11.10.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- 11.10.4 if a proposal to alter the constitution of the IUNS is to be considered at the meeting, include the text of the proposed alteration;
- 11.10.5 include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on the IUNS's website.
- 11.10.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.10.7 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the IUNS.

Chairing of general meetings

- 11.11 The person nominated as President by the trustees under clause 16 shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the IUNS who are present at a general meeting shall elect a chair to preside at the meeting.

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Quorum at general meetings

- 11.12 No business may be transacted at any general meeting of the members of the IUNS unless a quorum is present when the meeting starts.
- 11.13 Subject to the following provisions, the quorum for general meetings shall be the greater of 10% of the members. An organisation represented by a person present at the meeting in accordance with sub-clause 10.4 of this clause, is counted as being present in person.
- 11.14 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 11.15 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must [either be announced by the chair or] be notified to the IUNS's members at least seven clear days before the date on which it will resume.
- 11.16 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.17 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

Voting at general meetings

- 11.18 Any decision other than one falling within clause 13 (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting [(including proxy and postal votes)]. Every member has one vote .
- 11.19 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- 11.20 A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- 11.21 A poll may be taken:
 - 11.21.1 at the meeting at which it was demanded; or
 - 11.21.2 at some other time and place specified by the chair; or
 - 11.21.3 through the use of postal or electronic communications.

- 11.22 In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- 11.23 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

12 IUNS Trustees

Functions and duties of IUNS trustees

- 12.1 The business of the IUNS shall be managed by the Council of Trustees, who may exercise all the powers of the IUNS. No alteration of the Statutes shall invalidate any prior act of the General Assembly or Council which would have been valid under the Statutes that existed at that time. The powers given by this Statute shall not be limited by any special power given to the Council. A meeting of the Council at which a quorum is present may exercise all the powers of the Council.
- 12.2 The IUNS trustees shall manage the affairs of the IUNS and may for that purpose exercise all the powers of the IUNS. It is the duty of each charity trustee:
 - 12.2.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the IUNS in the way he or she decides in good faith would be most likely to further the purposes of the IUNS; and
 - 12.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - 12.2.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and,
 - 12.2.2.2 if he or she acts as a trustee of the IUNS in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

Eligibility for trusteeship

- 12.3 Every IUNS trustee must be a natural person.
- 12.4 No individual may be appointed as a trustee of the IUNS:
 - 12.4.1 if he or she is under the age of 16 years; or
 - 12.4.2 if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].
- 12.5 No one is entitled to act as a IUNS trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the IUNS trustees decide, his or her acceptance of the office of IUNS trustee.
- 12.6 At least one of the trustees of the IUNS must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the IUNS trustees, or appoint a new IUNS trustee.

- 12.7 The maximum number of IUNS trustees is 11. The IUNS trustees may not appoint any IUNS trustee if as a result the number of IUNS trustees would exceed the maximum.

Election of Trustees

Terms of Office

- 12.8 A Trustee must be a natural person aged eighteen (18) years or older.
- 12.9 A Trustee may not be appointed to the office if he or she is disqualified from acting under the provisions of Statute 12.19.
- 12.10 The terms of office of the incoming Trustees shall begin at the close of the current IUNS-ICN.
- 12.11 No person shall remain on the Council for more than a total of three (3) terms, and no more than two (2) terms in the same position.
- 12.12 The President shall serve no more than one (1) term.
- 12.13 The immediate Past President and the immediate Past Secretary General may be invited to attend the meeting of the Council during the first year after leaving office but will have no voting rights.
- 12.14 An individual may not hold more than one (1) office simultaneously within the Council.
- 12.15 The Council may at any time appoint a person to be a Trustee to fill a vacancy in the Council. Any Trustee who is appointed shall hold office only until the next General Assembly, when he or she shall then be eligible for election. Such a period of office shall not be taken into account in determining whether such a person is eligible for election.
- 12.16 A person shall not be entitled to act as a Trustee, whether on a first or any subsequent entry into office until he/she has signed a declaration of acceptance and willingness to act in accordance with the Constitution and Conflict of Interest Statement.
- 12.17 Excluding the President, a Trustee shall hold office for four (4) years from the date of his/her election, at the end of which he or she shall be eligible for re-election for one further term of four (4) years in the same position.

Information for new IUNS trustees

- 12.18 The IUNS trustees will make available to each new IUNS trustee, on or before his or her first appointment:
- 12.18.1 a copy of this constitution and any amendments made to it; and
- 12.18.2 a copy of the IUNS's latest Trustees' Annual Report and statement of accounts.

Disqualification, Removal and Resignation of Council Members

- 12.19 The Office of a Trustee shall be vacated if:
- 12.19.1 His/her Adhering Body ceases to be a Member;
- 12.19.2 He/she dies or becomes subject to a bankruptcy order or interim order;
- 12.19.3 He/she is suffering from a mental disorder (as certified by a local medical council) and either is

admitted to hospital for long term care or lasting power of attorney is granted to another to manage his/her affairs;

- 12.19.4 By notice in writing to the President he resigns his/her office (but only if the number of Council Members necessary for a quorum at a Council Meeting will remain in office when the notice of resignation takes effect);
- 12.19.5 He/she is prohibited by law in any country from holding office;
- 12.19.6 He/she is convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
- 12.19.7 He/she absents him or herself from three (3) meetings of the Council during a continuous period without special leave of absence from the Council and they pass a resolution that he has by reason by such absence vacated office;
- 12.19.8 He/she is removed from office by a resolution of the Members at the General Assembly;
- 12.19.9 He/she is directly or indirectly interested in any proposed or actual transactions or arrangement with the IUNS and fails to declare the nature and extent of his/her interest.

Taking of decisions by IUNS trustees

- 13.1 Any decision may be taken either:
- 13.1.1 at a meeting of the IUNS trustees; or
- 13.1.2 by resolution in writing [or electronic form] agreed by a majority of all of the IUNS trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the IUNS trustees has signified their agreement. Such a resolution shall be effective provided that a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the IUNS trustees; and
- 13.1.3 the majority of all of the IUNS trustees has signified agreement
- 13.2 A copy of any resolution altering the constitution, together with a copy of the IUNS's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed.

Delegation by IUNS trustees

- 13.3 The IUNS trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The IUNS trustees may at any time alter those terms and conditions, or revoke the delegation.
- 13.4 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the IUNS trustees, but is subject to the following requirements:

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- 13.4.1 a committee may consist of two or more persons, but at least one member of each committee must be a IUNS trustee;
- 13.4.2 the acts and proceedings of any committee must be brought to the attention of the IUNS trustees as a whole as soon as is reasonably practicable; and
- 13.4.3 the IUNS trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

Meetings and proceedings of IUNS trustees

Calling meetings

- 13.5 Any IUNS trustee may call a meeting of the IUNS trustees.
- 13.6 Subject to that, the IUNS trustees shall decide how their meetings are to be called, and what notice is required.

Chairing of meetings

- 13.7 The IUNS trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the IUNS trustees present may appoint one of their number to chair that meeting.

Procedure at meetings

- 13.8 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is two IUNS trustees, or the number nearest to one third of the total number of IUNS trustees, whichever is greater, or such larger number as the IUNS trustees may decide from time to time. A IUNS trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 13.9 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 13.9.1 (In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.)

Participation in meetings by electronic means

- 13.10 A meeting may be held by suitable electronic means agreed by the IUNS trustees in which each participant may communicate with all the other participants. Any IUNS trustee participating at a meeting by suitable electronic means agreed by the IUNS trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 13.11 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

Saving provisions

- 13.12 Subject to sub clause 13.13 of this clause, all decisions of the IUNS trustees, or of a committee of IUNS trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:
 - 13.12.1 who was disqualified from holding office;
 - 13.12.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 13.12.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - 13.12.4 for whom there is a technical defect in their appointment as a trustee of which the trustees were unaware at the time;
 - 13.12.5 if, without the vote of that IUNS trustee and that IUNS trustee being counted in the quorum, the decision has been made by a majority of the IUNS trustees at a quorate meeting.
- 13.13 Sub-clause 13.12 of this clause does not permit a IUNS trustee to keep any benefit that may be conferred upon him or her by a resolution of the IUNS trustees or of a committee of IUNS trustees if, but for sub-clause 13.12, the resolution would have been void, or if the IUNS trustee has not complied with clause 7 (Conflicts of interest).

The Officers

- 14.1 The Officers of the IUNS shall be the President, the President-Elect, the Vice-President, the Secretary General, the Treasurer and such others as shall be determined by the General Assembly in accordance with the election regulations.
- 14.2 The Officers shall meet regularly in person and/or electronically as required.
- 14.3 All minutes of the Officers' meetings shall be sent to Council in a timely manner.
- 14.4 The President, the President-Elect and the Vice-President shall decide, with the concurrence of the Council, how they share their duties.

The Council

- 15.1 There shall be a body of persons known as the Council whose composition; rules and regulations shall be prescribed by the Rules.
- 15.2 The Council shall consist of all the Officers and six (6) other Council Members.
- 15.3 The Council shall serve to:
 - 15.3.1 execute such actions and policies approved by the General Assembly; and
 - 15.3.2 act as an advisory and planning body for the IUNS that shall consult with, and make recommendations to the General Assembly which they may or may not choose to implement.

15.4 No business shall be transacted at any meeting of the Council unless a quorum of Council members is present. Unless the Statutes otherwise provide, three (3) Officers and three (3) Council Members present and entitled to vote on the business to be transacted shall be a quorum.

15.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or Council Member entitled to receive notice shall not invalidate the proceedings of that Council Meeting.

The President

16.1 The duties of the President shall be as follows:

- 16.1.1 to serve as Chair of the General Assembly and of the Council in accordance to Statute 42 and the Rules;
- 16.1.2 to act as the representative of the IUNS in dealing with other bodies, and as a member of all committees and Task Forces of the IUNS;
- 16.1.3 has the power to appoint committees, to assign representatives of the IUNS to joint committees, and any other external special or standing committee;
- 16.1.4 may delegate specific powers and duties to other members of the Council;
- 16.1.5 will convene the Council to a meeting at least twice (2) a year during the tenure of his/her office; and
- 16.1.6 will convene the Officers to a meeting no less than twice (2) a year.

The President-Elect

- 17.1 The President-Elect shall be appointed by the General Assembly in accordance to the Rules.
- 17.2 Shall support the President in his/her duties and will represent the President and IUNS as required.
- 17.3 Shall shadow the current President during his/her four (4) year term, after which he/she becomes President on the close of the IUNS-ICN, where the immediate Past President steps down.
- 17.4 In the event the President is unable to serve, the President-Elect shall serve as President for the relevant period or if necessary, the balance of the President's term.
- 17.5 Such an event shall not affect the term of his/her office as President for which he/she has been elected.

The Vice-President

- 18.1 If the President or the President-Elect is unavailable the Vice-President shall serve as Acting President temporarily until either the President or the President-Elect can assume the duties.

18.2 Shall support the President in their duties and will represent the President and IUNS as required.

The Secretary General

- 19.1 Shall oversee correspondence of the IUNS with the Adhering and Affiliated Bodies and other external bodies.
- 19.2 Shall liaise with the President to create and finalise the agendas for Officers, Council and General Assembly meeting.
- 19.3 Shall oversee the work of the Secretariat and shall assume the duties of the Secretariat if none is in place.

The Treasurer

- 20.1 The Treasurer is responsible for the detailed financial records of the IUNS and shall submit such records for inspection and approval by the Council.

Execution of documents

- 21.1 The IUNS shall execute documents either by signature.
- 21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.

Use of electronic communications

- 22.1 The IUNS will comply with the requirements of the Communications Provisions in the General Regulations and in particular:
 - 22.1.1 the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
 - 22.1.2 any requirements to provide information to the Commission in a particular form or manner.

Keeping of registers

- 23.1 The IUNS must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and IUNS trustees.

Minutes

- 24.1 The IUNS trustees must keep minutes of all:
 - 24.1.1 appointments of officers made by the IUNS trustees;
 - 24.1.2 proceedings at general meetings of the IUNS;
 - 24.1.3 meetings of the IUNS trustees and committees of IUNS trustees including:
 - 24.1.3.1 the names of the trustees present at the meeting;

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- 24.1.3.2 the decisions made at the meetings; and
- 24.1.3.3 where appropriate the reasons for the decisions;
- 24.1.3.4 decisions made by the IUNS trustees otherwise than in meetings.

Accounting records, accounts, annual reports and returns, register maintenance

- 25.1 The IUNS trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the IUNS, within 10 months of the financial year end.
- 25.2 The IUNS trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the IUNS entered on the Central Register of Charities.

Rules

- 26.1 The IUNS trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the IUNS, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the IUNS on request. The Rules may concern the following subjects:
 - 26.1.1 The procedures at General Assemblies and meetings of Officers and Council and its committees and Task Forces insofar as such procedures are not regulated under the constitution;
 - 26.1.2 Any other subjects in the constitution may be included in the Rules; and
 - 26.1.3 Generally all such matters that are commonly the subject of company rules and bye-laws provided that no Rule of Procedure shall contravene any of the provisions of the constitution.

Disputes

- 27.1 If a dispute arises between members of the IUNS about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Amendment of constitution

- 28.1 As provided by sections 224-227 of the Charities Act 2011 this constitution can only be amended:
 - 28.1.1 by resolution agreed in writing by all members of the IUNS; or
 - 28.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the IUNS.
- 28.2 Any alteration of the IUNS's objects, of any provision of the IUNS's constitution directing the application of property on its dissolution or any provision of the IUNS's constitution where the alteration would provide authorisation for any benefit to be obtained by IUNS trustees or members of the IUNS or persons connected with them, requires the prior written consent of the Charity Commission.
- 28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

28 Voluntary winding up or dissolution

- 28.1 As provided by the Dissolution Regulations, the IUNS may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the IUNS can only be made:
 - 28.1.1 at a general meeting of the members of the IUNS called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote;
 - 28.1.2 by a resolution passed by a 75% majority of those voting, or
 - 28.1.3 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 28.1.4 by a resolution agreed in writing by all members of the IUNS.
- 28.2 Subject to the payment of all the IUNS's debts:
 - 28.2.1 Any resolution for the winding up of the IUNS, or for the dissolution of the IUNS without winding up, may contain a provision directing how any remaining assets of the IUNS shall be applied.
 - 28.2.2 If the resolution does not contain such a provision, the IUNS trustees must decide how any remaining assets of the IUNS shall be applied.
 - 28.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the IUNS.
- 28.3 The IUNS must observe the requirements of the Dissolution Regulations in applying to the Commission for the IUNS to be removed from the Register of Charities, and in particular:
 - 28.3.1 the IUNS trustees must send with their application to the Commission:

- 28.3.1.1 a copy of the resolution passed by the members of the IUNS;
 - 28.3.1.2 a declaration by the trustees that any debts and other liabilities of the IUNS have been settled or otherwise provided for in full; and
 - 28.3.1.3 a statement by the IUNS trustees setting out the way in which any property of the IUNS has been or is to be applied prior to its dissolution in accordance with this constitution;
- 28.4 The IUNS trustees must ensure that a copy of the application is sent within seven days to every member and employee of the IUNS, and to any trustee of the IUNS who was not privy to the application.
- 28.5 If the IUNS is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

RULES OF PROCEDURE OF INTERNATIONAL UNION OF NUTRITIONAL SCIENCES

Interpretation

- 1.1. “the Constitution” shall mean the Constitution of the International Union of Nutritional Sciences in force from time to time;
- 1.2. “the Rules” shall mean the regulations made in accordance with Statute 89 laid down in the Statutes;
- 1.3. “the Union” shall mean the International Union of Nutritional Sciences and may be referred to as IUNS.
- 1.4. “the Council” shall mean the governing body of the Union comprising the Officers and other Council members duly elected in a General Assembly. For the purposes of UK regulatory compliance, these individuals are recognised as the Union’s Trustees. However, within the Union’s internal governance and communications, the term “Council” shall continue to be used to reflect the Union’s traditions and identity.
- 1.5. “the Officers” shall mean the President, President-Elect, Vice-President, Secretary General, Treasurer and such others as shall be determined by General Assembly
- 1.6. “other Council Members” shall mean Council Members who are not Officers.
- 1.7. “IUNS-ICN” shall mean the International Congress of Nutrition.
- 1.8. “In good standing” shall mean an Adhering or Affiliated Body with fully paid up subscription fees, as agreed by Council.
- 1.9. “In Person” shall mean a meeting that takes place in one location with all participants physically present.
- 1.10. “the Secretariat” shall mean the administrative support of the Union, whether voluntary or otherwise. The Secretary General will assume the duties of the Secretariat if none is in place.
- 1.11. “Meeting” shall mean either electronically or in person.
- 1.12. “Member” shall mean the Adhering and Affiliated Body, that make up the membership.
- 1.14. “Adhering Body” shall mean a Country membership through a principal nutrition or other appropriate scientific organisation.
- 1.14. “Affiliated Body” shall mean a scientific organisation covering more than one country or region or sub-speciality institutions.
- 1.15. Unless specifically stated otherwise:
 - 1.15.1. Words denoting the singular include the plural and vice versa;
 - 1.15.2. Words denoting any one gender include both genders;
 - 1.15.3. Each reference to “person” includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).

Membership

2. In accordance to Clause 9 the Union will have two types of Members, Adhering Bodies and Affiliated Bodies.

Benefits of Membership include:

- 3.1. Voting rights for Adhering Bodies;
- 3.2. Attendance at IUNS-ICN General Assembly;
- 3.3. Newsletters;
- 3.4. IUNS Travel Awards for early career scientists;
- 3.5. IUNS Fellows; and
- 3.6. Participation in Task Forces and Committees
4. The Secretary General shall notify each Adhering Body and Affiliated Body of the payment dues for the subsequent year no later than December of each year.
5. Dues must be paid by 1 June or the Member is declared in arrears. Any Adhering Body in arrears shall be subject to clause 9.5.2 and clause 9.5.3.

Elections

6. In accordance with the election regulations approved by the Council from time to time all Adhering Bodies in good standing shall be eligible to vote for the following positions on Council at the General Assembly:
 - 6.1 The Officers of the Union; and
 - 6.2 The Council Members of the Union.
7. No less than seven (7) clear days prior to the date of the IUNS-ICN, the Secretary General shall notify the Adhering Bodies of:
 - 7.1 the names of the candidates nominated by the Nominating Committee to fill the positions.
8. The ballot papers may be delivered to the Adhering Body delegates in a format deemed expedient by the Council to the voting process.
9. For voting to be valid, all voting shall take place at the General Assembly in accordance with clause 10.
10. In the event of a ballot any (2) two Adhering Body delegates, who are not members of the same Adhering Body representing a candidate, or candidates for any position under ballot, will be appointed by the Chair of the General Assembly to act as scrutineers on behalf of the Union.
11. The Chair of the General Assembly shall announce the names of the newly elected members, whether returned unopposed or elected by ballot according to the highest number of votes received.

The General Assembly

12. The General Assembly via any form of communication may decide on the following matters, to:
 - 12.1. Review and approve any Special Resolution; in particular, those pertaining to amending the Statutes of the Union.
 - 12.2. Ratify the eight (8) Adhering Bodies, submitted by Council, to make up the Nominating Committee for the subsequent IUNS Council nominations;
 - 12.3. Ratify the Officers and other Council Members according to the Rules;
 - 12.4. Give recognition to each qualified Adhering Body and to accept its membership category;
 - 12.5. Decide on the annual dues to be paid by the Adhering Bodies according to the membership categories proposed by Council;
 - 12.6. Determine the general policy, location and timetable in preparation for the next General Assembly and International Congress;
 - 12.7. Receive reports on the activities of the Union, its committees and Task Forces, as prepared by the Council.
 - 12.8. Review and approve the financial reports, including but not limited to, the annual accounts and audit reports;
 - 12.9. Determine the host of the IUNS-ICN in accordance to the Rules 77 to 89;
 - 12.10. Determine special projects to be financed;
 - 12.11. On the proposal of the Council appoint an auditor to the Union; and
 - 12.12. Any other item on the finalised agenda.

The Officers (President, Vice-President, President-Elect, Treasurer, Secretary General)

13. The responsibilities of the Officers shall be as follows, to:
 - 13.1. Support the President in the discharge of his/her duties;
 - 13.2. Act as an advisory body to the President, Council and General Assembly in matters referred to it for advice;
 - 13.3. Act as monitoring, evaluating and executive body on all activities of the Union and report their findings to the Council;
 - 13.4. Assist the Treasurer in preparing all budgets, financial statements and annual reports to be reviewed and adopted by the Council;
 - 13.5. Propose to the Council the names of the Adhering Bodies to be on the Nominating Committee;
 - 13.6. Support the Secretary General in the discharge of his/her duties, including notifying the Adhering Bodies of the payment dues for the subsequent year; and
 - 13.7. Decide on urgent matters between Council Meetings.

RULES OF PROCEDURE OF INTERNATIONAL UNION OF NUTRITIONAL SCIENCES

The Council

14. The Council will comprise the Officers and six (6) other Council Members.
15. The Council will meet at least once (1) a year throughout in their four (4) year term of office and will be sent a copy of the Minutes of the Officers' Meetings held between each Council Meeting.
16. The duties of the Council, within the following categories, are as follows:
 - 16.1. Council's Duties regarding the General Assembly
 - 16.1.1. Prepare the preliminary agenda for the General Assembly to be sent to Adhering Bodies;
 - 16.1.2. Prepare and present a written report of actions taken and recommendations for further activities to the General Assembly;
 - 16.1.3. Propose the appointment of an auditor by the General Assembly;
 - 16.1.4. Propose membership categories and dues to the General Assembly for adoption;
 - 16.1.5. Propose to the General Assembly the names of the eight (8) Adhering Bodies to be members of the Nominating Committee for the subsequent Council, taking into consideration the category of membership, the payment of dues, the geographical distribution and rotation;
 - 16.2. Council's Duty Regarding Nominating Committee
 - 16.2.1. Appoint the Chair of the Nominating Committee.
 - 16.2.2. Ensure that the Chair shall have at least four (4) years' experience as a member of Council;
 - 16.2.3. Review, amend and approve the list of potential Adhering Bodies proposed by the Officers.
 - 16.2.4. Take into consideration geographic region and whether the Adhering Body is in good standing when making its recommendation.
 - 16.2.5. Make a proposal for the final list of potential Committee Members to the General Assembly for ratification.
 - 16.2.6. Invite, via the Secretary General on behalf of the Council, the approved Adhering Bodies to join the Nominating Committee, once ratified by the General Assembly;
 - 16.2.7. Review the slate of nominees and send feedback to the Nominating Committee no later than one (1) month prior to the IUNS-ICN;
 - 16.2.8. Reject any nomination made by the Nominating Committee it deems unsuitable. The Council must provide valid reasons for such rejection;
 - 16.3. Council's Duty Regarding IUNS-ICN
 - 16.3.1. Review documentation of the applications for the next IUNS-ICN and identify any comments to be presented to the General Assembly;
 - 16.3.2. Decide through simple majority, a shortlist of potential hosts;
 - 16.3.3. Make recommendations, via the Secretary General, to the potential Host Adhering Body on any issues relating to the bid that has caused it concern in order for it to be remedied in time for the General Assembly;
 - 16.3.4. Contact the runner up in the election, via the Secretary General, to determine their willingness to host the IUNS-ICN, if it is agreed by Council and approved by the General Assembly that the elected Adhering Body is unable to host;
 - 16.3.5. Agree on the scientific programme and selection of speakers in conjunction with the IUNS-ICN Programme Committee of the Adhering Body; and
 - 16.3.6. Decide on the pricing for registrants and trade exhibits in conjunction with the IUNS-ICN Host.
 - 16.4. Council's Duty Regarding IUNS Awards
 - 16.4.1. Establish and terminate IUNS Awards as they see fit;
 - 16.4.2. Review the recommendations of the IUNS Award Committee and reject any recommendation they deem unsuitable. The Council must provide valid reasons for the rejection;
 - 16.4.3. May nominate individuals they deem fit for any IUNS Award.
 - 16.4.4. Direct the IUNS Awards Committee to determine the awardee of the IUNS Lifetime Award; decide the IUNS Living Legend Award; the title Fellow of the International Union of Nutritional Sciences (FIUNS); and The Nevin S. Scrimshaw Prize following the criteria in Rules 41, 45, 55, 63 respectively
 - 16.5. Council's Duty Regarding Task Forces and Committees
 - 16.5.1. Establish, set objectives, time frames, review outcomes and, to terminate Committees and Task Forces;
 - 16.6. Council's Duty Regarding Officers
 - 16.6.1. Review all of the work of the Officers and authorise their actions;
 - 16.6.2. Review, amend and approve the list of potential Adhering Bodies proposed by the Officers;
17. Invitations issued by the Secretary General to Council Meetings shall reach the Officers and Council Members no later than one (1) month in advance of the Council Meeting.

Nominating Committee

18. The Nominating Committee shall comprise nine (9) members, one of which shall be the Chair.
 - 18.1 The Chair of the Nominating Committee shall be appointed by the Council who will ensure that the Chair shall have at least four (4) years' experience as a member of Council
 - 18.2 No decision shall be reached at any meeting of the Committee unless a quorum of five (5) members is present.
 - 18.3 The eight (8) members of the Committee (other than the Chair) shall comprise at least one (1) Adhering Body from each dues category.
 - 18.4 The Officers shall propose to the Council the names of the Adhering Bodies to be on the Nominating Committee.
 - 18.5 The list of potential Adhering Bodies proposed by the Officers shall be reviewed, amended and approved by the Council, taking into consideration geographic region and whether the Adhering Body is in good standing when making its recommendation.
 - 18.6 The final list of potential Nominating Committee Members will be proposed by the Council to the General Assembly for ratification.
 - 18.7 The approved Adhering Bodies will be invited by the Secretary General on behalf of the Council to join the Nominating Committee once ratified by the General Assembly.
 - 18.8 The Adhering Body agrees to sit on the Nominating Committee by providing the full name, contact details and signed agreements by their representative.
19. The process for nominations for the positions of Officers and Council Members will be as follows:
 - 19.1. No less than one (1) year before the IUNS-ICN, the Chair of the Nominating Committee (with the support of the Secretariat) will send invitations to all Adhering Bodies in good standing to submit no more than six (6) names for Council Members and no more than one (1) name for each eligible Officer position from any Adhering Body in good standing (including their own);
 - 19.2. Adhering Bodies shall nominate candidates for President-Elect from among members of the current Council;
 - 19.3. Nominees for the position of President-Elect must have served no more than one (1) term on Council in any position.
 - 19.4. Nominations will be required for the following further Officers positions:
 - 19.4.1. Vice-President;
 - 19.4.2. Secretary General;
 - 19.4.3. Treasurer.
 - 19.5. The invitation will make clear whether the current Secretary General and/or Treasurer is eligible and willing to stand for re-election;
 - 19.6. Each current Council Member (except the President and the President-Elect) is eligible for election for any other vacant position on Council;
 - 19.7. The Adhering Body may propose the same person for a Council and an Officer position;
 - 19.8. If the Adhering Body does not comply with the terms of the invitation within four (4) months of that invitation being sent, it will be assumed by the Nominating Committee that it does not wish to submit any nominations;
 - 19.9. The accidental omission of an invitation for nomination to, or the non-receipt of an invitation by, any Adhering Body entitled to receive notice shall not invalidate the nomination process;
 - 19.10. Nominations are submitted to the Chair of the Nominating Committee and the Secretariat by returning a signed declaration, approved by the national Adhering Body.
 - 19.11. Candidates will remain confidential to the Nominating Committee. The Secretariat will not divulge the nominations to Council until the slate has been finalised.
 - 19.12. The Committee should ensure that the President-Elect and Vice-President are from different regions and membership category.
 - 19.13. Four (4) months prior to the next IUNS-ICN, the Committee shall meet to consider all names submitted for consideration.
 - 19.14. The Committee will prepare a list which will include at least one (1) name for each Officer position and at least six (6) names for members of Council, taking into consideration the balance of geographical region, gender and scientific expertise.
 - 19.15. The Committee may propose additional names for consideration if gaps are identified. In such situations, the Chair will obtain the agreement from the potential candidate and inform the respective Adhering Body accordingly.
 - 19.16. The Chair will invite by email the candidates for President-Elect and Vice-President to provide a one (1) page Biography/Curriculum Vitae and a one (1) page statement of their vision and proposed contribution to the work of the Union, if elected.
 - 19.17. The Chair will invite by email the candidates of the remaining Officer and Council positions to provide a one (1) page Biography/Curriculum Vitae
 - 19.18. All candidates must respond with the requested information within one (1) month of the date of the email.
 - 19.19. No less than two (2) months prior to the IUNS-

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- ICN the Chair of the Committee will send the slate of nominees, biographies/CVs and statements to the Council for review.
- 19.20. The Council will review the slate of nominees and send feedback to the Committee no later than one (1) month prior to IUNS-ICN.
- 19.21. The Council has the right to reject any nomination it deems unsuitable. The Council must provide valid reasons for the rejection.
- 19.22. In exceptional circumstances, the Committee may provide the slate of nominees to the Secretariat to distribute to the Council no less than seven (7) days clear of the General Assembly election.
- 19.23. The Chair of the Nominating Committee or a member duly appointed by the Committee, must inform the Council via email no later than three (3) weeks prior to the IUNS-ICN of the exceptional circumstances and give a clear reason for the delay. The Council has the right to reject the exceptional circumstances.
- 19.24. No nominations will be accepted from the floor of the General Assembly.

Committees and Task Forces

20. Committees and Task Forces will be established in accordance to Statute 83 to 86 and Rule 16.5.
21. When a committee or Task Force has produced a scientific report or output, the Chair of that Committee or Task Force shall send an electronic copy to the Secretary General.
22. The Task Force will send an annual progress report to the Secretary General. This report will include suggestions for publication, distribution and financing.
23. The Chair of the Committee or Task Force will send a one page summary of the final publication to the Secretary General. The publication will include the full title, the place of publication, and website address from which reprints may be obtained.
24. All publication must include the phrase "work of [Name] Task Force/Committee supported by the International Union of Nutritional Sciences".

IUNS Awards

25. The Union shall provide awards for outstanding contributions to nutrition of a regional or global significance by an individual working in a low or middle income country.
26. The current IUNS Awards are the IUNS Lifetime Award, the IUNS Living Legend Award and Fellow of the International Union of Nutritional Sciences (FIUNS).
- 26.1 The current IUNS Award dealt with by the IUNS Award Committee is the IUNS Lifetime Award.
- 26.2 IUNS Living Legend Award and FIUNS are dealt with by Council.
27. The Council may create a new award or terminate any award as it sees fit.

28. The recipient(s) of the awards will be announced at the General Assembly and will be promoted via any medium the Council deems appropriate.
29. At least twelve (12) months prior to the General Assembly the Secretary General shall circulate to all Adhering and Affiliated Bodies a description of the awards and the procedures for nomination.
30. All nominations must be submitted through Adhering Bodies and shall be received by the Secretary General at least six (6) months prior to the General Assembly. Any nominations made after this time will not be counted.
31. The Council may nominate individuals they deem fit for any IUNS Award.
32. The Council will review the recommendations and may reject any recommendation they deem unsuitable. The Council must provide valid reasons for the rejection.
33. Members of the current IUNS Council are not eligible for an IUNS Award.

IUNS Awards Committee

34. The President shall appoint no less than three (3) members to the IUNS Awards Committee, of which one shall be Chair.
35. The President shall take into consideration geographical region and dues category when making these appointments.
36. The origin of award nominations will not be revealed to the Award Committee.
37. Under the direction of the Chair, the committee will evaluate the nominees and make recommendations of awardees to the Secretary General.
38. No decision shall be made by the committee unless a quorum of three (3) members is present.

IUNS Lifetime Award

39. The Council shall present one (1) IUNS Lifetime Award to an individual for his/her contribution to nutrition in his/her country, region or globally.
40. The appointment of IUNS Lifetime Award winner will take place at the General Assembly, every four (4) years.
41. The IUNS Award Committee, directed by the Council shall determine the awardee on one of the following factors:
- 41.1. Significantly influenced national, regional or global policy;
- 41.2. Made a significant contribution that has influenced life and well-being; or
- 41.3. His/her work in the research field significantly impacted the work of nutrition science.

IUNS Living Legend

42. The Council shall present IUNS Living Legend awards to individual members of Adhering Bodies in good standing who are eighty (80) years old or above.

43. The IUNS Living Legend award(s) will be announced at the General Assembly, every four (4) years.
44. There will be no limitation in the number of IUNS Living Legend Awards presented at a General Assembly.
45. The Council shall determine the awardee on any of the following factors:
 - 45.1. Contributions to the work of the national nutrition society or regional organisation.
 - 45.2. Contributions to advancing nutrition at national, regional or global levels through professional activities such as research, teaching, services and advocacy.

Fellows of the International Union of Nutritional Sciences

46. The Council shall award the title of Fellow of the International Union of Nutritional Sciences (FIUNS) to individuals who have rendered outstanding service to the cause of nutrition.
47. Appointment of Fellows shall take place at the General Assembly every four (4) years.
48. The number of Fellows awarded during a four-year period shall not exceed one-third of Adhering Bodies.
49. Persons of all nationalities are eligible for Fellows.
50. Members of the current IUNS Council are not eligible to become Fellows.
51. At least twelve (12) months prior to the General Assembly the Secretary General shall circulate to all eligible organisations an invitation to nominate based on a description of the award and the procedures for nomination.
52. All nominations will be received by the Secretary General at least six (6) months prior to the General Assembly. Any nominations made after this time will not be counted.
53. The names of candidates for Fellows shall be proposed by:
 - 53.1. Adhering Bodies;
 - 53.2. Affiliated Bodies;
 - 53.3. National Science Academies;
 - 53.4. Nutrition Institutions; and
 - 53.5. IUNS Fellows.
 - 53.6. Immediate Past IUNS Council Members
 - 53.7. Current Council Members
54. Individuals cannot apply on their own behalf, on behalf of a family member, or a family member of a Council Member.
55. Those proposing candidates shall take into consideration the following:
 - 55.1. Outstanding nutrition research;
 - 55.1.1. Contributions to advancement of knowledge;
 - 55.1.2. Scientific publications in reputed international journals; and
 - 55.1.3. Academic achievements.

- 55.2. Development of nutritional science;
 - 55.2.1. Establishment of nutrition centres;
 - 55.2.2. Human resource development;
 - 55.2.3. National projects; and
 - 55.2.4. Formulation of national nutritional policies and programmes.
- 55.3. National recognition in terms of awards/prizes/honours.
- 55.4. Contribution to IUNS and other international organisations in the field of nutrition.
56. All applications should be submitted with a short curriculum vitae/biography, scientific achievements and list of publications.
57. The privileges of Fellows shall be as follows:
 - 57.1. A certificate of FIUNS;
 - 57.2. To propose candidates for Fellows;
 - 57.3. To represent IUNS at regional meetings;
 - 57.4. To receive gratis publications of IUNS
 - 57.5. To use the post-nominal FIUNS.
58. Every Fellow must subscribe to the obligation in the following words: As a Fellow of the International union of Nutritional Sciences, I shall follow the code of scientific ethics, maintain integrity in research, publications and public activities, uphold the cause of nutrition and the dignity of the Union, endeavour to be objective in judgement and strive for the enrichment of human values and thoughts.

The Nevin S. Scrimshaw Prize

59. The Council shall present one (1) Nevin S. Scrimshaw Prize to an individual who is 15 years or less past completing their highest degree for his/her exceptional contributions to the field of nutrition.
60. The Nevin S. Scrimshaw award will be announced at the General Assembly, every four (4) years.
61. Adhering Bodies in good standing shall nominate candidates
62. The prize recipient shall be from and shall have worked in at least one of the following regions: Asia, Africa, or Latin America and the Caribbean.
63. A letter of nomination clearly outlining why the candidate merits the award should be submitted to IUNS. The letter should include (but is not limited to):
 - 63.1. The career trajectory of the candidate.
 - 63.2. Major contributions to a relevant area of laboratory or clinical research, community nutrition or policy with the potential to address nutritional challenges in Asia, Africa, and/or Latin America and the Caribbean.

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- 63.3. Contribution to mentoring of early career professionals in an area relevant to nutrition in these contexts.
- 63.4. List of no more than 10 publications illustrative of these contributions.
- 63.5. The letter may be no longer than 5 pages (including references).
- 63.6. Name(s) and affiliation(s) of nominating individual(s).
- 64. An Award Committee appointed by the Council shall determine the awardee.
- 65. The prize recipient will receive financial support for IUNS Congress registration, travel, lodging, and meals related to attending the Congress, financial support for publication in the FNB, and a monetary award of \$5000.
- 66. The prize recipient will be expected to present a plenary lecture at the IUNS Congress and to subsequently submit a paper based on the lecture for publication in The Food and Nutrition Bulletin (FNB).
- 67. Individuals can be awarded only once. Unsuccessful nominations will not be carried forward but can be resubmitted through a new nomination process.
- 68. Late, incomplete, and self-nominations will not be accepted.

Support of External Meetings

- 69. IUNS shall be involved early in the planning of the programme of meetings through an appointed Council Member or Chair of an IUNS Committee.
- 70. Reputable scientists should be invited to participate in the scientific programme and the presentation of the nutrition science should be balanced.
- 71. In principle, the programme should appeal to scientists from throughout the region or from more than one region.
- 72. Speakers and participants should be drawn from a wide geographical area.
- 73. The level of IUNS cooperation may differ for different meetings (e.g. liaison status, sponsor or supporter).
- 74. Request for IUNS involvement should reach the Secretary General at least twelve (12) months before the meeting.
- 75. The conferring of IUNS support does not mean that IUNS will contribute financially to the meeting.
- 76. The name and brand of IUNS may be used on publications of a meeting only when the following conditions have been met:
 - 76.1. The representative appointed by IUNS has reviewed and agreed to the content of the publication.

Selection to Host the International Congress of Nutrition

- 77. The General Assembly shall select the host of the IUNS-ICN, in accordance to Statutes 80 to 82 and Rule of Procedure 12.6.
- 78. The Secretary General shall inform the membership on an annual basis, through any means deemed appropriate, the rules of the application process to bid to host IUNS-ICN and the timelines related to it.
- 79. No less than nine (9) months prior to the General Assembly, Adhering Bodies in good standing who wish to be considered as host shall send a letter of intent which shall include, but not be limited to, the following:
 - 79.1. Signed declaration from the President or Secretary General (or equivalent) of the Adhering Body agreeing to support the letter of intent;
 - 79.2. Assurance of adherence to the rules of ICS regarding free entry to all delegates irrespective of Country or origin;
 - 79.3. A brief description of the location and venue proposed to host IUNS-ICN;
 - 79.4. A brief description of the programme theme;
 - 79.5. Any additional supports of the bid (e.g. Conference Organisers, Affiliate Body, etc); and
- 79.6. A brief description of fundraising that will be carried out if the bid is successful.
- 80. No later than nine (9) months prior to General Assembly the application to bid will be closed, the Secretary General shall distribute all received letters of Intent to the Council.
- 81. The Council will hold a meeting to review all applications and will decide through a simple majority, a shortlist of potential hosts.
- 82. No later than seven (7) months prior to the General Assembly, the shortlisted potential hosts will be required to provide the following information for the consideration of Council:
 - 82.1. Evidence of adequate facilities to accommodate the housing, administrative and programme needs of the IUNS-ICN;
 - 82.2. Documentation of support by government and national scientific organisations of the country offering the invitation;
 - 82.3. Evidence of adequate financial guarantees to cover the pre-congress preparatory expenses and any subsequent shortfalls should they occur; and
 - 82.4. Confirmation that it will follow the Rules of Procedure for the General Assembly as laid down in this document.
- 83. In accordance with the decision of the Council, the Secretary General shall invite successful applicants to prepare a presentation to be held at the next General Assembly.
- 84. The Council, may at this time, instruct the Secretary

General to make recommendations to the potential host Adhering Body on any issues relating to the bid that has caused it concern in order for it to be remedied in time for the General Assembly.

85. No later than one (1) month prior to the General Assembly the potential host Adhering Body will submit all supporting documents to the Secretary General to distribute to Council.
86. No later than three (3) days prior to the General Assembly the potential host Adhering Body will submit the bid presentation to the Secretary General.
87. The procedure for IUNS-ICN site selection shall be as follows:
 - 87.1. Each potential host Adhering Body will appoint one representative to lead the presentation;
 - 87.2. Each potential host Adhering Body will make a presentation to the General Assembly in any format agreed by Council lasting no longer than ten (10) minutes in total;
 - 87.3. On completion of all presentations the Chair of the General Assembly will make known any outstanding issues identified by Council that could influence the decision;
 - 87.4. The Representative of the potential Host Adhering Body will be allowed to respond to the Council concerns;
 - 87.5. The discussion will be opened to the delegates for questions from the floor; and
 - 87.6. The question and answer session will last no longer than ten (10) minutes for each potential host Adhering Body.
88. On completion of the presentation and question and answer session the delegates present, representing Adhering Bodies in good standing, will be invited to vote by the Chair of the General Assembly.
89. The procedure for voting will be as follows:
 - 89.1. Any three (3) Adhering Body delegates, who are not members of the Adhering Body bidding to host the IUNS-ICN, will be appointed by the Chair to act as scrutineers on behalf of the Union;
 - 89.2. Only one (1) delegate appointed by his/her Adhering Body in accordance to clause 10.4 to 10.14 shall be allowed to vote;
 - 89.3. A written ballot shall be taken, and overseen by the scrutineers;
 - 89.4. The potential host Adhering Body that receives the most votes will be deemed the winner;
 - 89.5. If there is a tie in the number of votes cast for more than one potential host Adhering Body the delegates will be invited to cast a second vote between the Adhering Bodies which received the highest number of votes in the first round;
 - 89.6. In the event that a tie vote occurs, up to three re-votes may be taken;
 - 89.7. If unresolved the Chair of the General Assembly will decide the issue by a toss of a coin the selection of Host the IUNS-ICN under consideration.

International Congress of Nutrition

90. The Union, in conjunction with one Adhering Body in good standing shall host an International Congress of Nutrition (IUNS-ICN) every four (4) years.
91. Prior to the confirmation, the host Adhering Body will provide the Council with the theme of the IUNS-ICN, the bio-data of the IUNS-ICN Chair and Programme Chair and a list of Scientific Committee members and their affiliations for confirmation at the subsequent IUNS-ICN General Assembly.
92. If it is agreed by Council and approved by the General Assembly that the Adhering Body is unable to host the IUNS-ICN, the runner up in the election will be contacted to determine their willingness to host.
93. If the runner up declines to host the IUNS-ICN, the Council will determine the host by a majority vote from a list of Adhering Bodies in good standing.
94. The scientific programme and the selection of speakers for the IUNS-ICN is the responsibility of the IUNS-ICN Programme Committee of the Adhering Body in agreement with the Council.
95. Three (3) months after the closure of the IUNS-ICN an audited financial report will be prepared and submitted to the Treasurer and copied to the President and the Secretary General.
96. Distribution of profits will be in the following proportion:

86.1.	Host Adhering Body	40%
86.2.	The Union	40%
86.3.	Regional Affiliated Body	20%
97. The Regional Affiliated Body will use these funds for the exclusive use of capacity building activities within the region to which the host belongs.
98. All hosting Adhering Bodies will take out insurance against possible losses, and confirm to the Council it has done so with proof of purchase.

Expenses

99. All reasonable travel, accommodation and all other expenses properly incurred in carrying out the business of the Union shall be remunerated on the authorisation of the Treasurer.

Amendments

100. These Rules may be amended by the Council in accordance with clause 26 of the Statutes of the International Union of Nutritional Sciences.



IUNS

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International Union of Nutritional Sciences

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