

## The Statutes of International Union of Nutritional Sciences

### Name

1. The name of the organisation is the International Union of Nutritional Sciences.

### Interpretation

2. In these Statutes, 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;
Adhering Body	a Country membership through a principal nutrition or other appropriate Scientific Organisation;
Affiliated Body	a Scientific Organisation covering more than one country or region or sub-speciality institutions;
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;
Council Member	Includes all Officers and other Council Members duly elected by the General Assembly;
Country	A nutrition Science Organisation representing a defined geographical area (or areas) which has an independent budget for scientific purposes;
document	includes, unless otherwise specified, any document physically produced or sent or supplied in electronic form;
Election Regulations	regulations made by the Council from time to time to govern the election of the Officers and Council Members;
electronic form	Any electronic form of communication;
Financial Expert	An individual, company or firm who is authorised to give investment advice by the laws of the Country in which they operate;
Financial Year	The Union's financial year;
General Assembly	a general meeting of the Union;
Host	The Adhering Body which hosts the IUNS-ICN;
in good standing	The status of an Adhering or Affiliated body with fully paid subscription fees, as agreed by the Council.
in person	shall mean a meeting that takes place in one location with all participants physically present;
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;
IUNS-ICN	The International Union of Nutrition Sciences – International Congress of Nutrition;
Meeting	electronic or in person;
Member	Adhering and Affiliated Body that make up the Membership;
Month	calendar month;
Objects	the objects of the Union as defined in Statute 3;

Officers	the President, the President Elect, Vice President, Secretary General, Treasurer and such others as shall be determined by General Assembly;
other Council Member	a Council Member who is not an Officer;
Rules	Made in accordance to Statute 89 laid down in the Statutes
Scientist	An individual deemed by the Council to have sufficient scientific training and expertise in an area of work;
President	the Chairperson of the Council and the General Assembly appointed in accordance with these Statutes;
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;
the Statutes	the Statutes of the Union, as amended from time to time;
the Union	the International Union of Nutritional Sciences and may be referred to as IUNS;
Year	calendar year

Words meaning;

Unless specifically stated otherwise:

- 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).

### **Objects**

3. The Union's objects are specifically restricted to:
  - 3.1. Promote the advancement in nutrition science, research and development through international cooperation at the global level; and
  - 3.2. Encourage communication and collaboration among nutrition scientists as well as to disseminate information in nutritional sciences.

### **Power**

4. The Union has power to do anything that is calculated to further its Objects or is conducive or incidental to doing so and, without prejudice to the foregoing:
  - 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 Union 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 Union;
  - 4.6. To borrow money and to charge the whole or part of the property belonging to the Union 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 Union;
  - 4.10. To enter into any partnership or joint venture arrangement with any body in line with the Objects of the Union;
  - 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 Union. The Union may employ or remunerate a Council Member only to the extent it is permitted to do so by Statutes 5 to 14 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 Union 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. The income and property of the Union shall be applied solely towards the promotion of the Objects.
6. A Council Member is entitled to be reimbursed from the property of the Union or may pay out of such property reasonable expenses properly incurred by him when acting on behalf of the Union.
7. None of the income or property of the Union may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Council Member, Adhering Body or Affiliated Body.

#### **Council Member Benefits**

8. No Council Member or Connected Person may:
  - 8.1. buy any goods or services from the Union on terms preferential to those applicable to members of the public;
  - 8.2. may receive interest on money lent to the Union;
  - 8.3. sell goods, services or any interest in land to the Union; and
  - 8.4. receive any other financial benefit from the Union, unless:
    - 8.4.1. the payment is permitted by Statute 9 to 13.
9. A Council Member or Connected Person may receive a benefit from the Union in the capacity of a beneficiary of the Union;
10. A Council Member or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Union where that is explicitly permitted.
11. Subject to Statute 14, a Council Member or Connected Person may provide the Union with goods that are not related to any other contracted services they provide to the Union.
12. A Council Member or Connected Person may receive rent for premises let by the Council Member or Connected Person to the Union if the amount of the rent and the other terms of the lease are reasonable and provided that the Council Member concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
13. A Council Member or Connected Person may take part in the normal trading and fundraising activities of the Union on the same terms as members of the public.
14. The Union and its Council Members may only rely on the authority provided by Statute 11 if each of the following conditions is satisfied:
  - 14.1. The amount or maximum amount of the payment of the goods is set out in an agreement in writing between:
    - 14.1.1. The Union; and
    - 14.1.2. The Council Member 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 Union.
  - 14.2. 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;
  - 14.3. The other members of Council are satisfied that it is in the best interests of the Union to contract with the supplier rather than with someone who is not a Council Member or a Connected Person. In reaching that decision, the Council must balance the advantage of contracting with the Council Member or Connected Person against the disadvantages of not doing so;

- 14.4. 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 Union;
- 14.5. The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of the Council Members is present at the meeting;
- 14.6. The reason for their decision is recorded by the Council in the minutes;
- 14.7. A majority of the Council then in office are not in receipt of remuneration or payment authorised by Statute 8.

#### **Membership – Adhering Body**

- 15. A Country may become a Member Adhering Body through a principal nutrition or other appropriate scientific organisation.
- 16. A Country is duly recognised as an Adhering Body by the General Assembly.
- 17. There will be only one Adhering Body representing each Country.
- 18. Each Adhering Body shall be required to pay an annual subscription to the Union on a basis proposed by the Council and ratified by the General Assembly.
- 19. 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.
- 20. An Adhering Body desirous of resigning from the Union must give three (3) months' notice of resignation in writing, addressed to the General Secretary.
- 21. If an Adhering Body is declared in arrears for (2) two of the past (3) three years the Adhering Body:
  - 21.1. will have no voting rights at the General Assembly;
  - 21.2. will have no nomination rights;
  - 21.3. will not be eligible for awards;
- 22. Scientists from Adhering Bodies declared in arrears for (2) two of the past (3) three years will have the following sanctions:
  - 22.1. cannot act as Chairpersons of Committees or Task Force(s); and
  - 22.2. cannot act as Members of Council; until full voting rights of the Adhering Body have been restored.
- 23. In order to regain its voting rights the Adhering Body declared in arrears for (2) two of the past (3) three years must:
  - 23.1. make a written application to the Secretary General on behalf of the Council, who will decide upon the unpaid dues to be paid in order to regain their voting rights.

#### **Membership – Affiliated Body**

- 24. The General Assembly may accept appropriate Affiliated Bodies upon the recommendation of the Council.
  - 24.1. Affiliated Bodies include the following:
    - 24.1.1. International and/or regional scientific nutrition organisations covering more than one country;
    - 24.1.2. appropriate international scientific nutrition sub-speciality associations;
    - 24.1.3. other international scientific institutions; and
    - 24.1.4. any other international organisation recommended by Council.
- 25. The General Assembly will decide, upon the recommendation of the Council, the fees to be paid by the Affiliated Body.

#### **The General Assembly**

- 26. The work of the Union shall be directed by the General Assembly of delegates appointed by Adhering Bodies in good standing.
- 27. The Meeting of the General Assembly shall be held:
  - 27.1. every four (4) years in connection with the International Congress of Nutrition; or
  - 27.2. at any time through electronic means.
- 28. An electronic General Assembly can be requested by a majority vote of Council, or if more than one-half of the Adhering Bodies in good standing request it.

#### **Voting Rights at the General Assembly**

29. 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.
30. Affiliated Bodies have no voting rights but are entitled to send no more than three (3) non-voting delegates to act as observers.
31. The Council may extend invitations to any such organisation it deems appropriate to attend the General Assembly in an observer capacity only.
32. All Officers and other Council Members shall attend the General Assembly, but have no voting rights unless serving as an official delegate of an Adhering Body.
33. The President or Chairperson of the General Assembly, in the event of a tie shall have the deciding vote.
34. A preliminary agenda for the General Assembly shall be prepared by the Council and will be sent to the Adhering Bodies no later than four (4) months in advance of the General Assembly.
35. 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.
36. Adhering Bodies, Committees and Task Forces of the Union 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.
37. 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.
38. An Adhering Body cannot nominate any other Adhering or Affiliated Body to represent it and vote on its behalf at the General Assembly.
39. 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**

40. 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.
41. 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.
42. 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.
43. 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**

44. 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.
45. Any such objections must be referred to the Chair of the meeting, whose decision is final.

#### **Terms of Office**

46. A Council Member and Officer must be a natural person aged eighteen (18) years or older.
47. A Council Member may not be appointed to the office if he or she is disqualified from acting under the provisions of Statute 58.
48. The terms of office of the incoming Officers and Council Members shall begin at the close of the current IUNS-ICN.
49. 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.
50. The President shall serve no more than one (1) term.
51. 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.

52. An individual may not hold more than one (1) office simultaneously within the Council.
53. The Council may at any time appoint a person to be a Council Member or Officer to fill a vacancy in the Council. Any Council Member or Officer 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.
54. A person shall not be entitled to act as a Council Member or Officer, 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 Statutes and Conflict of Interest Statement.
55. Excluding the President, a Council Member and Officer 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.

#### **Powers and Duties**

56. The business of the Union shall be managed by the Council, who may exercise all the powers of the Union. 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.
57. The Statutes of the Union may only be amended by Special Resolution, approved by a two-third majority of a face to face meeting of the General Assembly. All approved Special Resolutions must be maintained as a true and accurate record and submitted to the appropriate governmental agency that may require it.

#### **Disqualification, Removal and Resignation of Council Members**

58. The Office of an Officer or a Council Member shall be vacated if:
  - 58.1. His/her Adhering Body ceases to be a Member;
  - 58.2. He/she dies or becomes subject to a bankruptcy order or interim order;
  - 58.3. 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;
  - 58.4. By notice in writing to the President he/she 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);
  - 58.5. He/she is prohibited by law in any country from holding office;
  - 58.6. He/she is convicted of any criminal offence, except where the maximum sentence for that offence is a fine;
  - 58.7. 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/she has by reason by such absence vacated office;
  - 58.8. He/she is removed from office by a resolution of the Members at the General Assembly;
  - 58.9. He/she is directly or indirectly interested in any proposed or actual transactions or arrangement with the Union and fails to declare the nature and extent of his/her interest.

#### **The Officers**

59. The Officers of the Union 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.
60. The Officers shall meet regularly in person and/or electronically as required.
61. All minutes of the Officers' meetings shall be sent to Council in a timely manner.
62. The President, the President-Elect and the Vice-President shall decide, with the concurrence of the Council, how they share their duties.

#### **The President**

63. The duties of the President shall be as follows:
  - 63.1. to serve as Chair of the General Assembly and of the Council in accordance to Statute 42 and the Rules;

- 63.2. to act as the representative of the Union in dealing with other bodies, and as a member of all committees and Task Forces of the Union;
- 63.3. has the power to appoint committees, to assign representatives of the Union to joint committees, and any other external special or standing committee;
- 63.4. may delegate specific powers and duties to other members of the Council;
- 63.5. will convene the Council to a meeting at least twice (2) a year during the tenure of his/her office; and
- 63.6. will convene the Officers to a meeting no less than twice (2) a year.

#### **The President-Elect**

- 64. The President-Elect shall be appointed by the General Assembly in accordance to the Rules.
- 65. Shall support the President in his/her duties and will represent the President and IUNS as required.
- 66. 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.
- 67. 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. Such an event shall not affect the term of his/her office as President for which he/she has been elected.

#### **The Vice-President**

- 68. 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.
- 69. Shall support the President in their duties and will represent the President and IUNS as required.

#### **The Secretary General**

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

#### **The Treasurer**

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

#### **The Council**

- 74. There shall be a body of persons known as the Council whose composition; rules and regulations shall be prescribed by the Rules.
- 75. The Council shall consist of all the Officers and six (6) other Council Members.
- 76. The Council shall serve to:
  - 76.1. execute such actions and policies approved by the General Assembly; and
  - 76.2. act as an advisory and planning body for the Union that shall consult with, and make recommendations to the General Assembly which they may or may not choose to implement.
- 77. 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.
- 78. 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 Nominating Committee**

79. The Nominating Committee derived from Adhering Bodies will generate a slate of possible candidates for Officer and Council Member positions. The list of candidates will be put forward for election at the General Assembly in accordance with the Rules.

#### **International Congress of Nutrition**

80. An International Congress of Nutrition (IUNS-ICN) will be organised every four (4) years in accordance with the Rules.
81. The Host Adhering Body for IUNS-ICN will be selected and confirmed by the General Assembly four (4) years in advance.
82. Potential hosts of the IUNS-ICN will be Adhering Bodies in good standing of the Union.

#### **Task Forces**

83. Shall work for the term of Council on specific topics of interest as decided by the Council.
84. The Chair of each Task Force shall be appointed by Council and will have relevant expertise in the specific topic of interest.
85. The Chair of the Task Force will co-opt others to the Task Force, one or more of which will be early career scientists.
86. The Task Force shall produce reports on behalf of IUNS in accordance with the Rules.

#### **Minutes**

87. The Union must keep minutes of all:
- 87.1. Appointments of Council Members and Officers made by the Council;
  - 87.2. Proceedings at General Assembly;
  - 87.3. Meetings of the Council, Officers and committees including;
    - 87.3.1. the names of the persons present at the meeting;
    - 87.3.2. the date and decisions made at the meetings; and
    - 87.3.3. where appropriate the reason for the decisions.
88. Any minutes of any meetings, if signed by the Chairperson of that meeting, or by the Chairperson of the next meeting, shall be sufficient evidence without further proof, of the facts stated in such minutes.

#### **Rules of Procedure**

89. The Council may from time to time make Rules as they may think fit and add to, repeal or vary any Rules. All Rules made and for the time being in force, shall be binding on all Members and the Council shall adopt such means as they think fit to bring the Rules to the notice of Members. The Rules may concern the following subjects:
- 89.1. 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 Statutes;
  - 89.2. Any other subjects in the Statutes may be included in the Rules; and
  - 89.3. 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 Statutes.

#### **Accounts**

90. The Council shall be required to keep accounting records, including the audit or examination of annual accounts.

#### **Dissolution**

91. The Members may at any time before, and in the expectation of the dissolution of the Union, resolve that any of its net assets, after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Union be applied or transferred in any of the following ways:
- 91.1. Directly for the Objects;
  - 91.2. To any charity or charities with purpose similar to the Objects; or
  - 91.3. To any charity or charities for use for particular purposes that fall within the Objects.
92. In no circumstances shall the net assets of the Union be paid to or distributed among the Members. If no resolution is passed in accordance to Statute 91, the net assets of the Union shall



be applied for charitable purposes as directed by the Courts or other regulating body in its country of registration.