BY-LAW NO. 1-2018

A By-law relating generally to the conduct of the affairs of

THE INTERNATIONAL UNION OF FOOD SCIENCE AND TECHNOLOGY
INCORPORATED (IUFoST)

("IUFoST")

A corporation subject to the Canada Not-for-profit Corporations Act.

BE IT ENACTED as a By-law of IUFoST as follows:

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SECTION 1 – GENERAL

1.1 Definitions

In this By-law and all other By-laws of IUFoST, unless the context otherwise requires:

a. "Adhering Body" shall have the meaning ascribed thereto in section 2.1 of this By-law;
b. "appointee" means a person appointed by the General Assembly, Board or Executive Committee to undertake a role in IUFoST;

c. "Articles" means the original or restated Articles of Incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of IUFoST;

d. "attend" means takes part in a meeting/conference/conference call either physically or by telephone or any other suited communication facility, subject to the requirements of the Canada Not-for-profit Corporations Act;

e. "Board" means the Board of Directors of IUFoST and "Director" means a member of the Board;

f. "By-law" means this By-law and any other By-laws of IUFoST as amended and which are, from time to time, in force and effect;

h. “Committee” means -with the exception of the Executive Committee- a group appointed by the Board for the purpose of undertaking such functions as the Board shall see fit;

i. "delegate" means a person appointed by an Adhering Body to represent the Adhering Body to the General Assembly;

j. "electoral region" means a geographic region defined by the General Assembly for the purpose of ensuring sufficient geographic distribution amongst the nominations of candidates for election;

k. “Executive Committee” means a sub-committee of the Board comprising the Officers of IUFoST, with delegated authority for operational decision making;

l. “General Assembly” means the biennial meeting of Members held at the time of the World Congress of Food Science and Technology;

m. “IAFoST” means the International Academy of Food Science and Technology;

n. "jurisdiction" normally means a country but can mean a territory or a region as may be defined from time to time by the General Assembly;

o. "meeting of Members" includes a biennial General Assembly of Members and, in the year between biennial General Assemblies, an annual meeting of Members, and any special meeting of Members from time to time;

p. "Member" means an Adhering Body who meets the conditions for Membership as set out in section 2.1 of this By-law and has been admitted into Membership as provided in
section 2.2 of this By-law;

q. "Officers" means the members of the Executive Committee who comprise the President, President-Elect, Immediate Past-President and Treasurer;

r. "resolution" means a resolution (that is not a special resolution) passed by a simple majority of the votes cast on that resolution, noting that in the event of a tie there is no casting vote and the resolution is lost;

s. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

t. "secretariat services" means financial or administrative services procured by the Executive Committee for the purpose of assisting the Board, Executive Committee, Scientific Council, Academy Council and Committees to undertake their activities;

u. "task force" means a group of people established, on a temporary basis, by the Executive Committee or Academy Council to provide advice or make recommendations on a specific issue;

v. "working group" means a group of people appointed by the Board or Executive Committee to undertake a particular task or role, and which shall automatically dissolve at the completion of the task or role;

w. "World Congress" means a World Congress of Food Science and Technology organized by a host country based on contractual agreements between IUFoST and the host country; and

x. "written notice" means a notice given in accordance with this By-law.

1.2 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Canada Not-for-profit Corporations Act have the same meanings when used in this By-law.

1.3 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by IUFoST must be signed by any two (2) of its Officers or Directors, subject to the following: The Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer or Director may certify a copy of any instrument, resolution, By-law or other document of IUFoST to be a true copy thereof.
1.4 Financial Year End

The financial year end of IUFoST shall be determined by the Board, in accordance with the Canada Not-for-profit Corporations Act.

1.5 Banking Arrangements

The banking business of IUFoST shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of IUFoST and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.6 Borrowing Powers

The Directors of IUFoST may, without authorization of the Members, up to a maximum limit equivalent to the annual Membership dues received by IUFoST in the immediately preceding calendar year, do the following:

   a. borrow money on the credit of IUFoST;

   b. issue, reissue, sell, pledge or hypothecate debt obligations of IUFoST;

   c. give a guarantee on behalf of IUFoST to secure performance of an obligation of any person; and

   d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of IUFoST, owned or subsequently acquired, to secure any debt obligation of IUFoST.

1.7 Annual Financial Statements

Each year, the Board shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Canada Not-for-profit Corporations Act or a copy of a publication of IUFoST reproducing the information contained in the documents. Instead of sending the full documents, the Board may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a full copy of the documents free of charge. The Board is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

1.8 Duties to IUFoST

All Officers, Directors and appointees shall act in accordance with the Articles and By-laws of the IUFoST, the decisions of the Members made at a meeting of Members (including the General Assembly) and the decisions of the Board. Officers, Directors and members of the Academy Council, Scientific Council, Committees, working groups and task forces must act in the best interests of IUFoST, and not as representatives of their Adhering Bodies, and as such are accountable to IUFoST.
1.9 Rules of Policies and Procedures

The Board may develop and approve Rules of Policies and Procedures that are not inconsistent with the By-law, as the Board may deem appropriate from time to time. Changes to such Rules of Policies and Procedures may be implemented upon approval of the Board. All Rules of Policies and Procedures must be made available to all Members.

SECTION 2 – MEMBERSHIP

2.1 Membership Conditions

1) There shall be only one (1) class of Members in IUFoST, known as Adhering Bodies and only one (1) Adhering Body from any given jurisdiction recognized by the General Assembly may be admitted as a Member of IUFoST.

2) Within the jurisdiction, an Adhering Body shall be an entity that adheres to the principles of scientific independence, is able to demonstrate that it is mandated to represent food scientists, food engineers and food technologists in the jurisdiction, and shall be one (1) of the following:

   a. a food science and/or food engineering and/or food technology society, institute, professional body or similar group composed of food scientists and/or food engineers and/or food technologists;

   b. an academy of sciences, a broad-based scientific society, a research council, or a similar organization of scientists which includes a section for food scientists, and/or food engineers and/or food technologists;

   c. an inter-society committee or other collective entity representing two (2) or more societies composed of food scientists and/or food engineers and/or food technologists; or

   d. in the absence of any of the above, a committee able to demonstrate that it represents food scientists and/or food engineers and/or food technologists across the jurisdiction, or a governmental organization mandated to work in the field of food science and/or food engineering and/or food technology across the jurisdiction.

3) Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members, including the General Assemblies. Each Member shall have one (1) vote.

2.2 Admission to Membership

1) Application for Membership shall be assessed by the Membership Committee. On the recommendation of that Committee, applicants may be granted interim approval by the Board. The proposed decision of the Board shall be notified to all Adhering Bodies, who shall be given sixty (60) days to lodge any objection. The Board will then issue the final decision to all Adhering Bodies, taking into account any further commentary from the Membership
Committee.

2) After approval, applicants shall become Members immediately upon receipt of dues for the current year and any entry fee that may be prescribed by the Board.

2.3 Notice of Meeting of Members (including General Assembly) to Members

1) Notice of the time, place and meeting mode of a meeting of Members (including the General Assembly) shall be given to each Member entitled to vote by the following means:

   a. by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

   b. by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

2.4 Absentee Voting at Members’ Meetings

1) Pursuant to section 171(1) (Absentee Voting) of the Canada Not-for-profit Corporations Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if IUFeST has a system that:

   a. enables the votes to be gathered in a manner that permits their subsequent verification, and

   b. permits the tallied votes to be presented without it being possible to identify how each Member voted.

2.5 Membership Dues

1) Members shall be notified in writing of the Membership dues at any time payable by them and are liable to pay them both within the year to which they apply, and within six (6) months of the sending of the written notice.

2) Members are not obligated to provide additional funding for activities not able to be funded from their Membership dues.

2.6 Suspension of Membership Rights and Reinstatement

1) The Board shall have authority to suspend a Member’s Rights for any one or more of the following grounds:

   a. violating any provision of the Articles, By-law or written policies of IUFeST;

   b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable having regard to the purpose of the Corporation (including failure by the Member to ensure that its views are submitted to IUFoST in an orderly and timely manner and that IUFoST's reasonable requests for information and assistance are met fully and promptly).

2) If the Board determines that a Member's rights should be suspended, the President (chair of the Board), or such other Officer as may be designated by the Board, shall provide thirty (30) days written notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make a written submission to the President (chair of the Board), or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. If no written submission is received by the President, the President (chair of the Board), or such other Officer as may be designated by the Board, may proceed to notify the Member of the suspension of the Member's Rights. If a written submission is received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further thirty (30) days from the date of receipt of the submission. The Board shall also inform the suspended Member of the requirements to be satisfied (the "Conditions for Reinstatement") before the suspended Member would be eligible for reinstatement of its Membership rights. The Board's decision of suspension of a Member's rights shall be final and binding on the Member, without any further right of appeal.

3) Any Member which is in arrears with its dues contribution for more than one (1) year shall not have the right to vote.

4) The Board shall have authority to reinstate any suspended Member that was suspended for non-payment of dues if either:

   a. the overdue amount is received in full; or

   b. a partial payment or an annual dues amount is received that the Board considers to be sufficient and reasonable in the circumstances.

5) The Board shall have authority to reinstate a suspended Member if the Board is satisfied that the suspended Member has met the Conditions for Reinstatement.

2.7 Termination of Membership

1) A Membership in IUFoST is terminated when:

   a. the Member is dissolved or otherwise ceases to exist;

   b. the Member resigns;

   c. the Member is removed from Membership in accordance with section 2.8 below;

   d. the Member's term of Membership, if any, expires;
e. IUFoST is liquidated and dissolved under the Canada Not-for-profit Corporations Act; or

f. the Member's Membership is otherwise terminated in accordance with the Articles or By-laws.

2) Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

2.8 Removal from Membership

1) Subject to approval by the Members, the Board may remove any Member from IUFoST for any one or more of the following grounds:

a. being no longer able to meet the definition of an Adhering Body set out in section 2.1;

b. violating any provision of the Articles, By-laws, or written policies of IUFoST;

c. carrying out any conduct which may be detrimental to IUFoST as determined by the Board in its sole discretion;

d. being in arrears for more than two (2) years in payment of its Membership dues; or

e. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of IUFoST.

2) In the event that the Board determines that a Member should be removed from Membership in IUFoST, the President (chair of the Board), or such other Officer as may be designated by the Board, shall provide thirty (30) days written notice to the Member of the proposed removal of the Member from Membership and shall provide written reasons for the proposed removal. The Member may make written submissions to the chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such thirty (30) day period.

3) If no written submission is received by the President, the Board shall call a special meeting of Members as further described below. If a written submission is received in accordance with this section, the Board shall consider such submissions in arriving at a decision and shall notify the Member concerning such decision within a further twenty (20) days from the date of receipt of the submission.

4) If, following receipt of a written submission referred to above, it is decided by the Board that the Member should be removed from Membership in the Corporation, or if no written submission is received by the President (chair of the Board), or such other Officer as may be designated by the Board, the Board shall call a special meeting of Members for the purpose of considering and confirming the Board's resolution to remove the Member from Membership in IUFoST. The Member who is the subject of the proposed removal shall have the right to receive notice of and attend the meeting of Members and shall be given the
opportunity to make an oral statement at the meeting but shall not have the right to vote on
the resolution to remove the Member from Membership in IUFOST.

5) Within seven (7) days from the date of the decision by the Members at a meeting of
Members, the President (chair of the Board), or such other Officer as may be designated by
the Board, shall notify the Member in writing concerning the decision made at the meeting
of Members. The decision of the Members at the meeting of Members shall be final and
binding on the Member, without any further right of appeal.

2.9 Reinstatement of Membership

1) The Board shall have authority to reinstate any former Member that was removed for non-
payment of dues if either (i) the overdue amount is received in full; or (ii) a partial payment
or an annual dues amount is received that the Board considers to be sufficient and
reasonable in the circumstances.

2) Any former Member removed for any other reason must make a new application for
Membership.

SECTION 3—MEETING OF MEMBERS (INCLUDING GENERAL ASSEMBLY)

3.1 The General Assembly shall meet biennially at the time of the World Congress of Food Science
and Technology. By approving the host of upcoming World Congresses in advance, should that
host not be Canada, it is deemed that the General Assembly has agreed that the General
Assembly be held outside Canada. In the years between biennial General Assemblies, IUFOST
shall have an annual meeting of Members.

3.2 The President is the chair of all meetings of Members (including the General Assembly); but in
his or her absence the President-Elect shall preside, and in the absence of both another Officer
shall preside.

3.3 Each Member is entitled to be represented in the General Assembly by a delegation of its own
selection, the composition of which shall be communicated to the President at least one (1)
month prior to the General Assembly. Each delegate shall have speaking rights.

3.4 Each Member shall have one (1) vote. Directors shall not have the right to vote at any meeting
of Members.

3.5 The only persons entitled to be present at a meeting of Members (including the General
Assembly) shall be those Members entitled to vote at the meeting, the Directors and the public
accountant of the Corporation. The Chair of the meeting of Members (including a General
Assembly) may allow other persons to attend and address the meeting.

3.6 A quorum at any meeting of the Members (including a General Assembly) shall be twenty
(20%) percent of the Members entitled to vote at the Meeting. If a quorum is present at the
opening of a meeting of Members, the Members present may proceed with the business of the
meeting even if a quorum is not present throughout the meeting.
3.7 At any meeting of Members (including a General Assembly) every question shall, unless otherwise provided by the Articles or By-laws or by the Canada Not-for-profit Corporations Act, be determined by a majority of the votes cast on the question.

3.8 The Members shall have final authority with respect to all matters for, and action by IUFoST. The powers of the Members at a General Assembly shall include but not be limited to:

a. approving changes in the Articles or By-laws;

b. approving of the method by which Membership dues shall be decided;

c. defining six (6) electoral regions to ensure geographical distribution of nominations for the election of Board members;

d. electing the Board;

e. electing the Scientific Council;

f. setting the general scope of activities IUFoST may undertake in order to fulfil its purposes;

g. approving the strategy of IUFoST;

h. approving any code for ethical conduct or scientific practice to be issued by IUFoST;

i. selecting the host Adhering Body for upcoming General Assemblies;

j. determining the scope of audit for IUFoST financial accounts;

k. accepting the annual accounts on recommendation of the Audit and Risk Committee; and

l. reviewing and approving biennial reports from the Board and Committees.

3.9 In years between biennial General Assemblies, the Members at an annual meeting of Members or a special meeting of Members, as the case may be, shall also have the powers described in section 3.8 above, save and except for the biennial election of Directors.

SECTION 4 – BOARD OF DIRECTORS

4.1 The Board shall consist of eleven (11) Directors, unless changed by resolution of the Members at a General Assembly:

a. the four (4) Officers of IUFoST, elected by the General Assembly;

b. the Scientific Council Chair elected by the General Assembly; and
c. six (6) regular Directors elected by the General Assembly.

4.2 The role of the Board is:

a. ensuring sound governance and financial security of IUFoST;

b. setting and overseeing policies and procedures for the implementation of the operations, business activities, policies and strategies of IUFoST, including scientific, educational and consultative activities;

c. identifying risks and establishing and implementing mitigation strategies against those risks;

d. approving or rejecting applications for Membership;

e. organising the biennial General Assembly;

f. approving the budget of IUFoST;

h. selecting the time and place of the biennial IUFoST World Congress and General Assembly, provided that the place where a General Assembly is to be held must be approved by a Special Resolution of the Members at a prior meeting of Members or General Assembly or special meeting of the Members, and if the place where the General Assembly is approved to be held is outside of Canada then the Special Resolution shall authorize the amendment of the Articles of IUFoST to specify the place of the General Assembly;

i. facilitating international congresses and meetings sponsored/licensed by IUFoST;

j. determining the role, terms of reference, composition and powers of Committees, working groups, or task forces of IUFoST and appointing their members or removing any member of a Committee, working group, or task force of IUFoST by resolution of the board;

k. filling by either appointment or election, any vacancy that may arise on the Board, Scientific Council, Academy Council or a Committee;

l. oversight of procurement of resources to undertake activities and projects of IUFoST that would not otherwise be possible, provided always that such activities are undertaken in a manner transparent to the Membership;

m. oversight and approval of the accounts of transactions and statement of the financial position of IUFoST submitted on a regular basis by the Treasurer; and
n. assigning to Committees, task forces or working groups of IUFoST such tasks, duties or functions as the Board deems necessary or appropriate.

4.3 The Board may exercise all such powers and do all such acts or things as may be exercised or done by IUFoST that are not by the Canada Not-for Profit Corporations Act, Articles or By-laws expressly directed or required to be done in some other manner. Subject to the Canada Not-for-profit Corporations Act, Articles and By-laws, the Board shall manage or supervise the management of the activities and affairs of IUFoST. Subject to section 4.4 below, the Board may delegate to the Executive Committee any of the powers of the Directors.

4.4 In accordance with the Canada Not-for-profit Corporations Act, the Board may NOT delegate the following power of the Directors:

a. the power to submit to the Members any question or matter requiring the approval of Members;

b. the power to fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;

c. the power to issue debt obligations except as authorized by the Directors;

d. the power to approve the annual financial statements of IUFoST; or

e. the power to establish contributions to be made, or dues to be paid, by Members.

4.5 Subject to the Canada Not-for-profit Corporations Act, the Members may by ordinary resolution passed at a meeting of Members or special meeting of Members remove any Director from office, and the vacancy created by such removal may be filled at the same meeting by the Members of IUFoST, failing which it may be filled by the Board.

4.6 Unless removed by the Members in accordance with section 4.5, a Director shall hold office until the earlier of:

a. the Director's successor being appointed;

b. the Director's resignation; or

c. such Director's death.

If the office of any Director of IUFoST shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy unless such vacancy was created by the removal of the Director by the Members and the vacancy was filled by the Members in accordance with section 4.5.

4.7 The President or any two (2) Directors of IUFoST may, on notice of at least seven (7) days, call meetings of the Board at any reasonable time. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such
meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Canada Not-for-profit Corporations Act that is to be dealt with at the meeting.

4.8 The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Canada Not-for-profit Corporations Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.9 The President (Chair of the Board) of IUFoST may invite other persons, including the Presiding Officer of the Academy Council, as guests to any meeting of the board.

4.10 A majority of Directors in office, from time to time, shall constitute a quorum for meetings of the board, provided that the quorum may not be less than two (2) Directors.

4.11 At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

SECTION 5—OFFICERS

5.1 The Officers of IUFoST comprise the President, the President-Elect, the Immediate Past-President, and the Treasurer.

5.2 The President is the principal representative of IUFoST, chair of the General Assembly, Board and Executive Committee, and an ex-officio member (without vote) of all Councils, Committees, task forces or working groups that may be formed.

5.3 The President-Elect shall perform the duties of the President in the latter’s absence, shall lead major activities of IUFoST as designated by the Board, and shall represent IUFoST as determined by the President.

5.4 The Treasurer is responsible for the overseeing the financial affairs of the IUFoST, including preparing budgets, forecasting income requirements from Membership dues, monitoring expenditure and ensuring procedural compliance.

5.5 The board may from time to time and subject to the Canada Not-for-profit Corporations Act, vary, add to or limit the powers and duties of any officer. In the event that any of the Officers above are not elected or appointed, to the extent that such Officers have any responsibilities pursuant to any other provisions of this By-law, the Board may assign those responsibilities to another officer or employee of IUFoST.
5.6 The Members may by ordinary resolution passed at a meeting of Members or special meeting of Members remove any officer from office, and the vacancy created by such removal may be filled at the same meeting by the Members of IUFoST, failing which it may be filled by the Board.

5.7 Unless removed by the Members in accordance with section 5.6, an officer shall hold office until the earlier of:

   a. the officer’s successor being appointed;

   b. the officer’s resignation;

   c. such officer ceasing to be a Director (if a necessary qualification of appointment); or

   d. such officer’s death.

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy unless such vacancy was created by the removal of the officer by the Members and the vacancy was filled by the Members in accordance with section 5.6.

SECTION 6 – EXECUTIVE COMMITTEE

6.1 The Executive Committee is the operational organ of IUFoST and executes the decisions of the Board. The Officers of IUFoST constitute the members of the Executive Committee.

6.2 The role of the Executive Committee is:

   a. managing the ongoing operational calendar of activities of IUFoST;

   b. allocating resources to allow the proper functioning of the Board, Scientific Council, IAFoST, the Academy Council, Committees, task forces, and working groups;

   c. managing revenues, receipt of payments and authorizing expenditure of funds;

   d. maintaining proper records on the activities of IUFoST, including both financial and non-financial matters;

   e. procuring and managing the supply of secretariat services and overseeing such services;

   f. maintaining relevant records and archives of IUFoST;

   g. determining and approving the role, terms of reference, composition, procedures and powers of working groups or task forces of IUFoST and appointing their members;

   h. preparing reports to inform Members of IUFoST of current and upcoming activities;
i. filling any vacancy in a working group or task force;

j. authorizing the issue of any output of IUFoST; and

k. subject to section 4.4, making any decisions required to be undertaken under urgency but seeking ratification by the Board or by the Members at a meeting of Members (including a General Assembly), as is appropriate, as soon as reasonably possible.

6.3 The President may, on notice of at least seven (7) days, call meetings of the Executive Committee at any reasonable time and by any suitable meeting mode permissible under the Canada Not-for-profit Corporations Act.

6.4 The quorum for the Executive Committee is three (3).

SECTION 7 - SCIENTIFIC COUNCIL

7.1 The Scientific Council is composed of five (5) Councillors, each elected/approved by the General Assembly to one of the following roles:

   a. Chair,

   b. Chair-Elect,

   c. Immediate Past Chair, and

   d. Two (2) Scientific Councillors.

7.2 The role of the Scientific Council is to be IUFoST’s foremost organ with respect to scientific matters. It defines and represents IUFoST’s scientific viewpoints and positions to the global scientific community. It oversees all actual scientific activities, programs and outputs related to IUFoST, with an emphasis on assuring quality, through:

   a. oversight of the processes to develop, review and ensure the quality of expert scientific advice to be issued or published by IUFoST;

   b. oversight of the quality of IUFoST’s educational activities;

   c. deciding when to endorse, recommend, or support scientific conferences, programs or activities being undertaken by others outside IUFoST;

   d. assisting local hosts of IUFoST World Congresses in program development;

   e. undertaking horizon scanning on changing knowledge and informing the Board and General Assembly of the potential impacts for food science, engineering and technology and IUFoST itself; and

   f. identifying opportunities for international collaboration to improve food science,
engineering and technology across the world.

7.3 The Chair of the Scientific Council shall prepare an annual report of the activities to be presented to the Board and General Assembly.

7.4 The Scientific Council Chair may, on notice of at least thirty (30) days, call meetings of the Scientific Council at any reasonable time and a minimum of three (3) times per year.

7.5 The chair of the Scientific Council may authorize the attendance and speaking rights of other persons at Council meetings, if in his/her opinion those other persons bring expertise that is necessary for the exercise of the Council’s role on a particular matter.

7.6 The quorum for the Scientific Council is three (3).

7.7 The Members of IUfoST may by ordinary resolution passed at a meeting of Members or special meeting of Members of IUfoST remove any Councillor from the Scientific Council, and the vacancy created by such removal may be filled at the same meeting by the Members of IUfoST, failing which it may be filled by the Board.

SECTION 8 – INTERNATIONAL ACADEMY OF FOOD SCIENCE AND TECHNOLOGY (IAFoST) AND ACADEMY COUNCIL

8.1 The International Academy of Food Science and Technology (IAFoST) is recognized by the General Assembly as an elected group of distinguished food scientists, engineers and technologists.

8.2 The purposes of the Academy are to:

   a. identify and recognize individuals distinguished by their scientific and professional contribution to food science, engineering or technology as elected Fellows;

   b. through the Fellowship, create a pool of expertise willing and able to assist IUfoST achieve its purposes;

   c. foster amongst leading food scientists, engineers and technologists a culture of voluntary service to IUfoST;

   d. foster development of early to mid-career food scientists, engineers and technologists; and

   e. elect the Academy Council.

8.3 Election of Fellows. The election of Fellows is carried out according to criteria established by the Academy Council, based on excellence in food science, engineering or technology research, the advancement of food science, engineering or technology, or leadership in the advancement of the food science, engineering or technology.
8.4 Fellows of the Academy are entitled to use the letters FIAFoST in their professional activities.

8.5 In their role as members of the Academy the Fellows must act in the best interests of the Academy and must act consistently with the purposes of IUFoST.

8.6 The Academy shall meet biennially at the time of the World Congress; such meeting is chaired by the Presiding Officer of the Academy.

8.7 The Academy Council is composed of five (5) Councillors, each a Fellow, and elected by the Academy to one (1) of the following roles:
   a. Presiding Officer of the Academy;
   b. Presiding Officer-Elect;
   c. Past-Presiding Officer; and
   d. Two (2) Councillors.

8.8 The roles of the Academy Council are to:
   a. establish criteria for election as Fellows based on either excellence in food science, engineering or technology research or the advancement of the food science, engineering or technology within a jurisdiction or region;
   b. adjudicate awards and competitions, and identify distinguished speakers;
   c. foster amongst the Fellows a culture of voluntary service to IUFoST;
   d. foster development of early to mid-career food scientists, engineers and technologists;
   e. work collaboratively with the Nominations and Elections Committee, propose to the General Assembly, suitable candidates for election to the Scientific Council; and
   f. establish task forces to address matters within the domain of activity of the Academy.

8.9 The Presiding Officer of the Academy may, on notice of at least thirty (30) days, call meetings of the Academy Council at any reasonable time, and a minimum of two (2) times per year.

8.10 The Academy Council shall prepare and implement operational procedures for the biennial election of Fellows, including limiting the number of Fellows, but approval of such procedures shall require a special resolution of the Academy.

8.11 The Presiding Officer of the Academy shall prepare an annual report of the Academy and Academy Council activities to be presented to the Board and General Assembly.

8.12 The quorum for the Academy Council is three (3).
8.13 At all meetings of the Academy Council, each member of the Academy shall have one (1) vote and every question shall be decided by a majority of the votes cast on the question.

8.14 The President and Chair of the Scientific Council of IUFOST are entitled to attend meetings of the Academy Council and may speak but have no vote.

SECTION 9 – COMMITTEES OTHER THAN THE EXECUTIVE COMMITTEE

9.1 The following general provisions shall apply to all Committees other than the Executive Committee:

1) The Board shall appoint up to six (6) persons but not less than three (3), to be members of each Committee, including a chair.

2) Appointments to Committees shall be for a defined term, normally two (2) years. Terms will normally finish on the date of a future General Assembly. Appointees shall normally be eligible to serve for up to six (6) consecutive years, but, if the Board decides there are sufficiently exceptional circumstances, a person who has served on a Committee and is now the chair is not excluded from serving eight consecutive years on that Committee.

3) Vacancies can arise if the person dies, delivers a written notice of resignation to IUFOST, ceases to be qualified for the role or is removed from office by the Board. In such cases the Board may either choose to leave the role vacant or make an appointment to complete the term.

4) The Committee Chair may, on notice of at least fourteen (14) days, call meetings of Committee at any reasonable time and by any suitable meeting mode.

5) The quorum for Committee meetings shall be two-thirds (2/3) of those eligible to attend and vote.

6) The Officers of IUFOST are entitled to attend Committee meetings and may speak but have no voting right.

7) At all Committee meetings, every question shall be decided by a majority of the votes cast on the question.

8) Each Committee shall report biennially to the General Assembly, and in the intervening year to the Board.

9) Each Committee shall prepare its own policies and procedures for approval by the Board prior to their implementation.

9.2 Audit and Risk Committee

1) The Audit and Risk Committee shall be responsible for:
a. ensuring that there are appropriate accounting control procedures which recognize as closely as practicable, the true cost of each major activity, and provide proper accounting for the receipt and distribution of restricted income;

b. recommending to the General Assembly the appropriate level of audit for the IUFoST accounts;

c. recommending the external auditors to the General Assembly and ensuring their independence;

d. managing the annual audit, and recommending to the General Assembly the approval of audited accounts;

e. regularly reviewing the adherence of IUFoST to these By-laws and the Articles;

f. auditing decision making processes to ensure all decisions made by the Board, Councils and Committee are properly recorded and acted upon;

g. regularly undertaking a review to ensure that the Board and Executive Committee have identified major risks and have in place strategies to mitigate or manage those risks; and

h. requiring the Board and Executive Committee to provide any information needed to fulfil its functions.

2) The Treasurer and President of IUFoST shall be in attendance, but non-voting at meetings of the Committee.

9.3 Membership Committee

The Membership Committee shall be responsible for:

a. receiving and evaluating applications for Membership;

b. recommending to the Board and General Assembly suitable methods for establishing the Membership dues;

c. recommending to the General Assembly the definition of the six (6) electoral regions, taking into account existing regional groupings and natural regional boundaries; and

d. advising the Board on means to strengthen the relationships between the Adhering Bodies and the Board.

9.4 Articles and By-laws Committee

The Articles and By-laws Committee shall be responsible for:

a. on request of the General Assembly or the Board, formulating such changes to the
Articles or By-laws as may be appropriate for the more effective fulfilment of IUFOST's policies and conduct of its business;

b. reviewing for the General Assembly and the Board any changes to the articles or By-laws as may be proposed from any other source; and

c. reviewing any policies and procedures developed by any other Committee or by any task force or working group of IUFOST to ensure compliance of those policies and procedures with the Articles and By-laws.

9.5 Nominations and Elections Committee

1) The Nominations and Elections Committee shall be responsible for:

a. Prior to each election, ensuring that there are sufficient candidates of suitable merit for the role of Officer and Chair of the Scientific Council, and that there is a spread of representation amongst the candidates from across the electoral regions;

b. prior to each election; ensuring that for all other Board and Scientific Council positions there are sufficient nominated candidates of suitable merit who collectively meet the criteria of the Articles and By-laws, including at least one (1) from each electoral region;

c. prior to each election, ensuring that there is a spread of representation amongst the candidates for roles on the Academy Council from across the electoral regions;

d. establishing the content of information to be supplied to the voting delegates for each candidate on the ballot;

e. ensuring that the credentials of all candidates are presented on the ballot in a timely, fair and democratic manner; and

f. ensuring the proper conduct of all elections, including appointing independent tellers (scrutineers) to count the votes and determine the result.

2) The Immediate Past-President is the chair of the Nominations and Elections Committee.

9.6 Other Committees

The Board may from time to time establish any other committees, as it deems necessary or appropriate for such purposes and, subject to the Canada Not-for-profit Corporations Act, with such powers as the Board shall see fit, or terminate any such committee, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.
SECTION 10 – WORKING GROUPS/TASK FORCES

10.1 The Executive Committee may establish working groups/task forces, each defined by a statement of tangible and measurable objectives and accountabilities to advance the purposes of IUFOST.

10.2 These working groups/task forces shall cease to exist when the primary reason for which they were formed has been achieved and a report submitted.

10.3 Where the purpose includes addressing scientific matters in a particular field or discipline of food science, engineering or technology, the working group/task force must seek and take into account advice from the Scientific Council.

SECTION 11 – AFFILIATES

11.1 Upon decision by the Board, IUFOST may admit as affiliates, organizations of the following types:

a. Non-profit scientific institutions; or

b. Non-profit or benevolent trusts, foundations or other similar entities which wish to contribute to or support the activities of IUFOST.

11.2 In deciding whether to admit an affiliate the Board must take into account the demonstrated level of commitment of the applicant to the purposes of IUFOST and to high ethical and scientific standards in food science, engineering and technology.

11.3 Affiliates shall pay annually any fee set by the Board. Affiliates shall not be admitted as Members of IUFOST and shall not have the right to vote at any meeting of Members (including the General Assembly). Affiliates shall have privileges as defined by the Board, but those privileges may not include any representation of the affiliation with IUFOST being used to imply an endorsement by IUFOST of the activities of that affiliate, nor any right to influence the nature of IUFOST activities.

11.4 Affiliates may be removed by the Executive Committee for failure to pay the annual fee within three (3) months after the due date for payment of the annual fee, or may be removed by the Board for conduct deemed by the Board to be contrary to the best interests, or purposes of IUFOST.

11.5 These By-laws do not limit the authority of the Board or the Executive Committee to enter into corporate sponsorship arrangements with other types of organizations, including commercial companies for the support of particular programs or activities of IUFOST. Such sponsorship arrangements do not of themselves infer the status of being an Affiliate.
SECTION 12 – REGIONAL GROUPINGS AND DISCIPLINARY FEDERATIONS

12.1 On decision of the Members by special resolution at a meeting of Members (including a General Assembly), IUFoST may recognize:

a. regional groupings which include a number of Adhering Bodies within a defined geographic region and grant that grouping recognition within IUFoST;

b. a food science, engineering or technology student grouping; or

c. a federation or other similar grouping formed for the purpose of advancing and sharing new knowledge in a specific field or discipline within the broad domain of food science, engineering and technology.

12.2 In deciding whether to recognize a grouping or federation the General Assembly must take into account the demonstrated level of commitment and compliance of the applicant to the purposes of IUFoST.

12.3 Such groupings or federations may be required to pay annually a fee. Such groupings or federations shall not be admitted as Members of IUFoST (notwithstanding that the separate Adhering Bodies which make up the grouping or federation may be Members of IUFoST) and such groupings or federations shall not have the right to vote as a grouping or federation at any meeting of Members (including the General Assembly). Such groupings or federations shall have privileges as defined by the Board, which may include representation of the relationship with IUFoST, but may not include being used to imply an endorsement by IUFoST of the activities of that grouping.

12.4 Recognition of groupings or fédérations may be removed by the Executive Committee for failure to pay the annual fee (if any) within three (3) months after the due date for payment of the annual fee, or for conduct deemed by the Board to be contrary to the best interests, or purposes of IUFoST.

SECTION 13 – ELECTIONS

13.1 General Principles

IUFoST is operated on principles of a representative democracy i.e. equality, free elections, majority principles, transparency, and separation of duties.

13.2 Eligibility:

1) Progression from an 'Elect' role or to an 'Immediate Past' role is automatic.

2) For all other roles on the Board, Scientific Council or Academy Council no person is eligible to serve for more than two (2) consecutive terms of two (2) years in the same role.

3) Candidates for election to the Board or Scientific Council shall be affiliated, and in good
standing, with an Adhering Body, and have obtained in writing the support of that Adhering Body for their nomination to be valid.

4) Candidates who have contributed to at least one (1) IUFOST Committee, task force or working group are exempted from the request to obtain the support of an Adhering Body for their nomination to be valid.

5) Candidates for President Elect should normally have served on, or be closely acquainted with the work of, the Board during the previous two (2) years.

6) Candidates for election to the Academy Council and Scientific Council must be Fellows of IAFOST.

13.2 Election Procedure

1) The Chair of the Nominations and Elections Committee shall manage the election process which must conform with the following:

   a. the call for nominations to Members seeking nominations for the Board and Scientific Council must allow a period of no less than thirty (30) days for nominations to be made;

   b. the call for nominations to Fellows of IAFOST seeking nominations for the Academy Council must allow a period of no less than thirty (30) days for nominations to be made;

   c. those eligible to vote shall be informed at least twenty (21) days in advance of the names and brief resumes of the candidates;

   d. no information may be included on or with voting papers that indicates a preference towards any particular candidate, letters of endorsement should only be used to demonstrate the qualification of a candidate for a particular position;

   e. voting must be carried out by confidential return of voting slips to be counted by tellers (scrutineers) appointed by the Chair of the Nominations and Elections Committee; and

   f. No proxy voting shall be allowed.

2) Otherwise, procedures regarding the elections are set by the Nomination and Elections Committee, subject to the Canada Not-for-profit Corporations Act.

SECTION 14 - NOTICES

14.1 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of
Members, to be given (which term includes sent, delivered or served) pursuant to the Canada Not-for-profit Corporations Act, the articles, the by-laws or otherwise to a Member, Director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of IUFoST or, in the case of notice to a Director, if delivered to the Director's latest address as shown in the records of IUFoST or in the last notice that was sent by IUFoST in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) of the Canada Not-for-profit Corporations Act and received by Corporations Canada;

b. if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a Director to the latest address as shown in the records of IUFoST or in the last notice that was sent by IUFoST in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors) and received by Corporations Canada;

c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

d. if provided in the form of an electronic document in accordance with Part 17 of the Canada Not-for-profit Corporations Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any Member, Director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of IUFoST to any notice or other document to be given by IUFoST may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

14.2 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where IUFoST has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
SECTION 15 – ELECTRONIC MEETINGS

15.1 Participation by Electronic Means.

If IUFOST makes available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Member or Director meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Canada Not-for-profit Corporations Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Canada Not-for-profit Corporations Act, by means of any telephonic, electronic or other communication facility that IUFOST has made available for that purpose.

15.2 Meeting Held Entirely by Electronic Means.

If the Directors or Members of IUFOST call a meeting pursuant to the Canada Not-for-profit Corporations Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Canada Not-for-profit Corporations Act and the Regulations thereeto, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 16 – REMUNERATION AND INDEMNITIES TO DIRECTORS, OFFICERS AND APPOINTEES

16.1 As reflected in the Articles, the Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may, on provision of receipts, be reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

16.2 Subject to the Canada Not-for-profit Corporations Act, IUFOST shall indemnify a Director, Officer, appointee, former Director, former Officer, former appointee, or a person who acts or acted at IUFOST’s request as a Director or an Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with IUFOST or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of IUFOST or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at IUFOST’s request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. IUFOST shall also indemnify such person in such other circumstances as the Canada Not-for-profit Corporations Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.
SECTION 17 - DISPUTE RESOLUTION

17.1 If a dispute or controversy among Members, Directors, Officers or Committee members of IUFoST arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of IUFoST is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

a. the dispute shall be settled by arbitration before a single arbitrator, in accordance with the Arbitration Act, 1991 (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 18 - BY-LAWS AND AMENDMENTS

18.1 By-laws and Amendments

The Board may not make, amend or repeal any By-law that regulate the activities or affairs of IUFoST without having the By-law, amendment or repeal confirmed by the Members by special resolution at a meeting of Members be it face to face or by means of a telephonic, electronic or other communication facility permissible under the Canada Not-for-profit Corporations Act. The By-law, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

18.2 Invalidity of any provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law

SECTION 19 - EFFECTIVE DATE

19.1 Effective Date

This By-law No. 1-2018 shall come into force on the effective date of the Restated Certificate of Incorporation (for which IUFoST will apply).

SECTION 20 - REPEAL

20.1 All previous By-laws of IUFoST are repealed as of the coming into force of this By-law No. 1-2017 (2018). The repeal shall not affect the previous operation of any By-laws so repealed
or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of IUFoST obtained pursuant to, any such By-laws before its repeal.

CERTIFIED to be By-law No. 1-2018 of IUFoST, as enacted by the Directors of IUFoST by resolution on the 19th day of September, 2018 and confirmed on the 23rd day of October, 2018 by separate special resolution of each class of Members of IUFoST in existence prior to the effective date of the Restated Articles of Incorporation.

DATED as of the 23rd day of October, 2018.

DIETRICH KNORR - President

MARY L. SCHMIDL - President-Elect

This By-law No. 1-2018 came into force on December 28, 2018, the effective date of the Restated Certificate of Incorporation issued by Corporations Canada under the Canada Not-for-profit Corporations Act.