

## **IUFoST By-Law 2021**

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

### **INTERNATIONAL UNION OF FOOD SCIENCE & TECHNOLOGY Inc. (IUFoST)**

*(The “Corporation”) – subject to the Canada Not-for-profit Corporations Act*

The International Union of Food Science and Technology Inc. (IUFoST) is an international, non-governmental and non-profit scientific association of national organisations (termed Adhering Bodies), one from each member country, each one representative of food scientists, engineers, and food technologists in that country.

#### **1. PRINCIPLES**

##### **Vision**

To be recognised as the international organisation that most effectively supports and represents food professionals and other food sector constituencies; meeting their needs and aspirations by continuous refinement and improvement of a range of services, delivered according to the specific needs of regions, countries and of those we serve.

##### **Mission**

To promote international co-operation and information exchange, to provide education and training to food scientists, food technologists and food engineers around the world and to promote professionalism and professional organisation among food scientists, food technologists and food engineers.

To strengthen global food science and technology for humanity.

##### **Objectives**

The objectives of the organisation (IUFoST) are the encouragement and fostering of:

- (a) international co-operation and exchange of scientific and technological knowledge and ideas among food scientists and technologists, to advise and consult with international organisations such as The International Science Council (ISC) of which IUFoST is a member Union, United Nations Educational, Scientific and Cultural Organisation (UNESCO), The Food and Agriculture Organisation of the United Nations (FAO), the World Health Organisation (WHO), the United Nations International Development Organisation (UNIDO) and other organisations of similar nature in the area of food science and technology.
- (b) further development of and support for food science and technology research.
- (c) progress in the fields of theoretical and applied food science for improvements in the processing, manufacturing, preservation, and distribution of food.
- (d) education and training of food scientists and technologists.

- (e) development of both individual professionalism and professional organisation among food scientists and technologists; and
- (f) co-operation with other international organisations whose discipline could have an influence on food science and food technology, e.g., water, soil, nutrition, and chemistry.

## 2. ACTIVITIES

- a) IUFoST pursues its Mission, Vision, and Objectives by means of, including but not limited to, international congresses, regional or world-wide conferences and symposia, co-operation with other international, governmental, and non-governmental scientific organisations, sponsorship of continuing professional education, technical assistance programs, publication and dissemination of scientific and technical information by means appropriate to the need, and provision of other services desired by those with whom IUFoST interacts.
- b) IUFoST has founded an Academy called The International Academy of Food Science and Technology (IAFoST) to support and to accomplish its mission.
- c) The College of Early Career Scientists is founded and maintained within IAFoST and IUFoST representing excellence among global young scientists. It operates under its own Statutes as accepted by the Academy Executive Council, IUFoST Board and the General Assembly.
- d) IUFoST encourages productive bilateral arrangements between Adhering Bodies, and the formation of effective regional groups, the latter with approval by the Board and ratification by the General Assembly.
- e) IUFoST and its Adhering Bodies agree that IUFoST and its regional groups are the instrument of choice for activities beyond their own borders, other than bilateral arrangements with another Adhering Body or where other bilateral arrangements or regional groupings already exist.
- f) IUFoST publishes scientific journals, newsletters, Information Bulletins and/or proceedings of congresses, symposia, or other types of meetings sponsored by it. IUFoST uses all means at its disposal, including electronic and print media, to promote scientific excellence.
- g) IUFoST is a member of the International Science Council (ISC). It promotes and supports the objectives of ISC in Food Science and Technology. Relations and cooperation with other ISC Unions and international bodies are encouraged.

Further activities are

1. encouraging and foster international co-operation and exchange of scientific and technological knowledge and ideas among food scientists, engineers, and technologists;
2. providing expert scientific advice on important public issues related to food science and technology, including to international organizations such as the International Science Council (ISC), the United Nations Educational, Scientific and Cultural Organization (UNESCO), the Food and Agriculture Organization of the United Nations (FAO), the World Health Organization (WHO), the United Nations Industrial Development Organization

(UNIDO) and other organizations of similar nature in the area of food science and technology;

3. further developing and supporting food science and technology research;
4. promoting progress in food processing, manufacturing, preservation, and distribution to increase the availability of safe and nutritious food to humanity;
5. advancing education, training and professional development of food scientists and technologists;
6. being a global point of reference for ethical and competent practice in food science and technology;
7. sharing good practice to support the development of competent national organisations for food scientists, engineers, and technologists; and
8. co-operating with other international organizations whose discipline could have an influence on food science and food technology, including but not limited to water, soil, nutrition and chemistry;

### **3. IUFOST MEMBERS and Other IUFOST ASSOCIATES (voting and nonvoting)**

IUFOST as an international, non-governmental and non-profit scientific Union is open to all national scientific organizations in food science and food technology and engineering from academia/government/industry and affiliates, subject to the Articles of IUFOST.

#### **3A. Adhering Bodies (voting)**

IUFOST, which is an international, scientific, non-profit, and non-governmental body, is open to all countries. Membership shall consist of one representative body, termed an "Adhering Body," from each country. The term 'country' shall be understood to include food scientists, engineers, and technologists representing a defined geographical area (or areas) which has an independent budget for scientific purposes; there shall be only one Adhering Body representing each such area or scientific community. In such cases the Adhering Body will be listed under a name that will avoid any misunderstanding about the territory represented. An Adhering Body shall be one of the following:

1. a national food science and/or food technology society, institute, or similar group composed of food scientists and/or food engineers, and/or food technologists,
2. an academy of sciences, a national research council, or a similar organisation of scientists,
3. an inter-society committee, or similar group, representing two or more societies composed of food scientists, and/or food engineers, and/or food technologists,
4. a national committee representing food scientists and/or food engineers, and/or food technologists of that country or a government named group working in the field of food science and food technology.

Each Adhering Body exercises one vote for of its national membership.

#### **3B. Board of Directors (voting)**

The elected members of the Board of Directors act and vote in the best interest of IUFoST and not on behalf of their Adhering or National Body.

3C. **Secretary-General (nonvoting)**

At the discretion of the IUFoST Board at the beginning of a new term of office, the Secretary-General may be designated a non-voting officer in order to carry out operational responsibilities as deemed appropriate.

3D. **Affiliates (nonvoting)**

Upon decision by the Board and ratified by the General Assembly, IUFoST may admit as affiliates, organizations of the following types:

- Non-profit scientific institutions as Institutional Affiliates.
- Commodity Associations and Commercial enterprises as Corporate Affiliates.

In deciding whether to admit an affiliate, the Board must consider the demonstrated level of commitment of the applicant to the purposes of IUFoST and to high ethical and scientific standards related to food science and technology.

Affiliates shall pay annually a fee and 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.

3E. **Regional and other Groupings (non-voting)**

On decision of the General Assembly, IUFoST may, by special resolution, recognize

- a regional grouping which includes a number of adhering bodies within a defined geographic region, and grant that grouping recognition within IUFoST.
- a food science and technology student grouping.
- a grouping formed for the purpose of advancing and sharing new knowledge in a scientific field or discipline.

In deciding whether to recognise a grouping the Board must consider the demonstrated level of commitment and compliance of the applicant to the purposes of IUFoST and subsequently the decisions must be ratified by the General Assembly.

4. **APPLICATIONS FOR AND REVIEW OF MEMBERSHIP**

- a) Application from a representative body for membership shall be made to the Secretary-General or designate and shall be assessed by the Board according to the criteria as appropriate. Applications may be approved by vote at a meeting of the Board, or by electronic ballot.
- b) Applicants shall agree to pay annual contributions (fees) as set by the General Assembly. After approval, applicants shall become members immediately upon receipt of the entrance fee and first year's assessment.

- c) The Board shall have power to admit an Adhering Body to membership in IUFOST without fee. Its delegate may participate in IUFOST activities but shall not be entitled to hold office or to vote in the General Assembly. The Board shall reconsider such membership status at the time of each General Assembly.
- d) The Board may deny a membership application, or suspend membership pending cancellation by the General Assembly, if it finds that an Adhering Body is clearly unrepresentative of food scientists and technologists in its country, or should an Adhering Body fail to fulfill its obligations under this Constitution. Each Adhering Body shall ensure that its delegation brings its views and submissions to IUFOST in an orderly and timely manner, and that IUFOST's reasonable requests for information and assistance are met fully and promptly.
- e) Each Adhering Body in arrears with its contribution for two years shall be warned and can be deprived of its voting rights. Any Adhering Body that is in arrears for four years shall automatically cease to be a member of IUFOST. Such an Adhering Body may be re-admitted by the Board if it fulfils its previous financial obligation.
- f) Institutional Affiliates, and commodity associations and commercial enterprises as Corporate Affiliates may be admitted by the Board, each with privileges and fees subject to decision of the Board. Such members shall not use their membership for purposes other than those stated in the Objectives of IUFOST. Corporate and Institutional Affiliates explicitly carries no impact on the direction of IUFOST's objectives, or on the content of its programmes, which remain entirely the responsibility of IUFOST. The Board shall have the power to terminate an affiliate relationship with IUFOST on due cause.
- g) IUFOST regional groups (EFFoST, ALACCTA, WAAFoST and FIFSTA and others to be formed) are an integral part of IUFOST, formed on a voluntary basis by Adhering Bodies of a specific region. Their organisational structure must be in full compliance with the Bylaws of IUFOST. Standing Committees, Special Interest and Disciplinary Groups are guided and governed by the Board and ratified by the General Assembly.

## **5. IUFOST ORGANISATION AND MEETINGS**

IUFOST consists of the:

- General Assembly, which represents country members and Board of Directors
- Officers (all members of the Board: President, President-elect, Immediate Past President, Scientific Council Chair, Treasurer, Secretary General, and regular members of the Board)
- Scientific Council
- The International Academy of Food Science and Technology (IAFoST)
- College of Early Career Scientists (CECS)
- Working Groups, commissions and/or other functioning bodies to carry out the programmes of IUFOST
- General Secretariat

## 5A General Assembly (GA)

1. The General Assembly is the meeting of members of IUFoST. Each Adhering Body (one for each country, as defined under 3A) shall be allocated delegates and has voting rights to the General Assembly. Delegates are members of the General Assembly. Each delegate has one vote in all matters. Each Adhering Body shall notify the Secretary-General in writing of any change in its delegate prior to the new delegate being granted voting rights, according to established written policies and procedures approved by the General Assembly. Where any delegate is unable to participate in a General Assembly activity, the Adhering Body they represent may appoint an alternative based on accepted guidelines, and such alternative delegate shall be granted voting rights upon receipt of written notice by the Secretary-General according to the procedures designated by the Board and accepted by the Nominations and Elections Advisory Committee. Election of a delegate as an Officer of the Board requires that the delegate acts for IUFoST rather than for their Adhering Body and they may not remain as Adhering Body delegates to the General Assembly for the duration of their term of office. Each voting member of the Board shall have a single vote at the General Assembly, to be cast in the best interest of the Union, and not on behalf of their Adhering Body.
2. The General Assembly approves and/or ratifies official policy for, and action by IUFoST. The Board is elected by the General Assembly to represent it and therefore in special circumstances in matters of urgency to IUFoST, the General Assembly entrusts the Board to carry out an action without General Assembly vote that receives two-thirds Board approval and that action with full explanation will be presented to the General Assembly for ratification at the earliest General Assembly meeting.
3. Actions of the General Assembly taken either directly or by ratification of the decisions of the Board, are carried out in accordance with laws of the countries involved and under conditions and opportunities available there.
4. Candidates for election or appointment to any office or position in IUFoST, where such election or appointment is by the General Assembly shall be members of the General Assembly or as outlined in 6 (a), except for the positions of Chair, Chair-elect, Past Chair and Councillors of the Scientific Council.

### **General Assembly Meetings**

5. The General Assembly shall hold its regular meetings biennially, with an annual business Meeting of Members held in interim years. A quorum shall consist of at least one-third of the total number of those eligible to vote.
6. The General Assembly shall hold its regular meetings at the time of the IUFoST international congresses of food science and technology. Notices of the exact time and place of these meetings, as well as the agenda, shall be issued by the Secretary-General at least ninety (90) days in advance of the meeting. If, for any reason, congresses are not held at two-year intervals, the President, with concurrence of the Board, may convene extraordinary meetings of the General Assembly. Notice of each meeting of members must remind the member that if he or she cannot take part, the Adhering Body should be informed so that an alternative delegate may be

appointed and notified in writing to the Secretary-General according to agreed practices.

7. The President normally shall preside at meetings of the General Assembly; or in the unavoidable absence or incapacity of the President, the Immediate Past President or the President-elect, i.e., the incoming President, shall preside.
8. The Treasurer is appointed from within the elected Board of Directors for each term of office.
9. Action may be taken by the General Assembly by a majority vote of those votes cast except that for Constitutional changes, a two-thirds majority of the votes cast by the delegates voting or present is required according to agreed procedures.
10. Where the Board deems that a matter requiring a General Assembly decision cannot wait until the next General Assembly meeting, it may put the matter, with full explanation of the issue and the reason for urgency, to a postal or electronic vote to the General Assembly delegates, with a period of at least five weeks for votes to be received. To carry, such a vote will require a two-thirds majority of at least half of the eligible delegates voting. The Board may treat the outcome as a decision of the General Assembly and act upon it, but it will require ratification at the next formal General Assembly. In extenuating circumstances where the matter does not allow adequate time for a postal or electronic vote but cannot wait until the next General Assembly, The Board may act on behalf of the General Assembly, but the matter will require full explanation and ratification at the next General Assembly.
11. The Board may call a special general meeting of the General Assembly on written request of members of the Union carrying not less than twenty-five percent of the voting rights. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member of the General Assembly to form a reasoned judgment on the decision to be taken. Voting will be postal or electronic.
12. The General Assembly may invite representatives of IUFOST regional, disciplinary/institutional or student groupings and representatives of international organisations with which IUFOST has cooperation agreements to attend meetings of the General Assembly with the right to speak by invitation of the Chair, but without any voting rights.
13. "Two-year interval", "biennial": For the purpose of these By-Laws these terminologies refer to the time between General Assemblies held at the time of IUFOST World Congresses of Food Science and Technology, which time period shall normally be between eighteen months and two years. In the interim a Members Meeting is held annually.

## 5B. **Board of Directors**

### **Membership**

1. The Board of Directors shall be comprised of the President, the President-Elect, the Immediate Past President, the Scientific Council Chair, the Treasurer, the Secretary-

General (non-voting) and six (6) regular members elected from the General Assembly (from among which the Treasurer is appointed). The President of the International Academy is a voting member of the Board. The Presiding Officer of the College of Early Career Scientists is invited as an observer (participating but non-voting) to Board meetings. In the Board, all its voting members act and vote in the best interest of IUFOST (the Union), and not on behalf of their Adhering Body.

### **Activities**

The Board has powers as delegated to it by the General Assembly to ensure fulfillment of the decisions of that group. Its responsibilities include

- a) setting specific objectives and operational strategies for IUFOST,
- b) establishing working groups, commissions, Task Forces, and advisory committees to carry out specific approved tasks.
- c) general oversight of the actions of the Officers. The Board has both the power and the obligation to remove and replace any Officer who has been, for a period of six months or more, consistently unable to discharge the responsibilities assigned them, or acted unconstitutionally, or against the interest of IUFOST as determined by two-thirds vote of the other members of the Board.
- d) adoption of budgets
- e) setting the fees for Adhering Bodies to be approved by the General Assembly,
- f) acting upon, and when appropriate, forwarding to the General Assembly recommendations for cancelling the membership of a clearly non-representative Adhering Body,
- g) appointing the external auditors and level of Audit upon the recommendation of the Finance Advisory Committee and with approval of the General Assembly,
- h) selecting the time and place of IUFOST international congresses and such other meetings as are sponsored by the Union, and assisting host countries with plans and preparation for these meetings,
- i) appointing any advisory committee and recommending to the General Assembly the members of the Committee(s).
- j) contracting for the services of the General Secretariat, and providing general direction
- k) monitoring and exercising general supervision over the activities of the Secretariat to assure that progress in programmes and Working Group and Commission activities is reasonable.
- l) preparing for approval and release the annual reports of the activities and output of the Working Groups, Scientific Commissions, and other IUFOST bodies, and of the funds expended in support of each.
- m) overseeing expenditure.
- n) overseeing IUFOST operations and management
- o) co-opting members or electing officers to replace those who have resigned or otherwise withdrawn

### **Meetings**

The President may call meetings of the Board at any reasonable time, but at a minimum of six times per annum. Times and places for such meetings (or mode if such meetings are not face to face) shall be set if five, or more members agree. The exact time for any such meetings shall be fixed according to accepted procedures. Board meetings are

considered to have been officially held if five (5) or more voting members participated. A majority of the Directors in office constitute a quorum for meetings of the Board.

The President normally presides at meetings of the Board. Action may be taken by the Board by a majority of the members participating. Each voting board member is authorised to exercise one (1) vote.

The Board may invite occasional attendance from others involved in IUFOST activities, particularly for reporting of progress in areas of activity, but such attendees may not participate in any vote or decision taken.

### **Removal of Directors**

The office of director shall be automatically vacated:

- a) if at a special General Assembly as per guidelines, a resolution is passed by a majority of the members present at the meeting that he or she be removed from office.
- b) if a director has resigned his or her office by delivering a written resignation to the President/Secretary-General of IUFOST.
- c) if he or she is declared incapable by a court in Canada or in another country.
- d) if he or she becomes bankrupt or suspends payment with his or her creditors; or
- e) on death.

### **Liability**

Each officer in IUFOST in exercising their powers and duties shall:

- a) Act honestly and in good faith with a view to the best interests of IUFOST
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances

The Board of Directors IUFOST shall be discharged from all liabilities in the performance of their IUFOST duties by ratification of the General Assembly.

### **5C Officers/Directors**

- a) The officers of IUFOST are the President, President-elect, Immediate Past President Scientific Council Chair, Treasurer, and other Board members who are elected by the General Assembly for terms corresponding to IUFOST Congresses and the Secretary-General, as an appointed officer. The holders of the elect position normally shall proceed to a subsequent term as President or Chair. The duties of the President and President-elect shall be such as usually pertain to the office they hold, the responsibilities assigned under the Bylaws and such other duties as may be designated by the General Assembly or Board. The duties of the Secretary-General are those assigned by the Board and ratified by the General Assembly.
- b) All officers act in accordance with the Bylaws and the decisions of the General Assembly and Board. Officers act in their individual capacities, and not as representatives of their Adhering Bodies. Officers are obligated to resign when circumstances prevent them from meeting their commitments for an extended period of time.
- c) If an Officer is unable to complete his/her term, the Board may co-opt members or elect officers to replace those who have resigned or otherwise withdrawn.

d) The Secretary-General has custody of the corporate seal.

5D **International Academy of Food Science and Technology (IAFoST)**

The International Academy of Food Science and Technology (IAFoST) is an elected group of distinguished food scientists and technologists founded as a Statutory Component of IUFoST by the IUFoST General Assembly in 1997.

**The purposes of the Academy:**

1. to identify and recognize individuals distinguished by their scientific and professional contribution to food science and technology as elected Fellows,
2. through the Fellowship, create a pool of expertise willing and able to assist IUFoST achieve its purposes.
3. to develop overall and long-term Global Visions and Strategies for the role of Food Science and Technology in order allow IUFoST accomplish its mission for the benefit of humanity.
4. to improve international co-operation and exchange of information,
5. to promote food science and technology and other sciences of importance to IUFoST's discipline
6. to foster amongst Food Scientists a culture of voluntary service to IUFoST.
7. to stimulate international education and training in food science
8. to propose to the General Assembly the Chair and the Councilors of the Scientific Council

**Objectives of the Academy**

The Academy is a learned society composed of elected members (Fellows) from all parts of the world, who will usually, but not necessarily, be affiliated with Adhering Bodies of the Union.

The Academy collectively forms a pool of scientific expertise in food science and technology from which IUFoST may draw expert advice on scientific matters.

The Academy promotes, for the benefit of the international community, through IUFoST, food science and technology and related sciences.

The Academy promotes high standards of ethics and scientific endeavours among food scientists and technologists. In seeking to promote scientific endeavour, the Academy actively encourages communication, discussion, and interaction with similar International scientific groups.

The Academy serves as a source of scientific personnel and information to support international activities through IUFoST related to food science and technology.

The Academy Acts in an advisory capacity to IUFoST and to the Adhering Bodies of IUFoST.

**Membership**

The Academy is an elected group of distinguished food scientists and technologists who serve as Fellows of the Academy.

Election of Fellows. The election of Fellows is carried out according to established criteria based on either excellence in food science and technology research or the advancement of the food science and technology within a jurisdiction or region. To be eligible for election as a Fellow, a person must be generally recognised as having established an outstanding reputation for scientific accomplishments and/or leadership in food science and technology.

Fellows of the Academy are entitled to use the letters FIAFoST in their professional activities. In their role as members of the Academy the Fellows represent no organization, and shall serve as independent persons

The Academy (IAFoST) is governed by its Statutes as approved by the IUFoST General Assembly and follows procedures and policies therein.

The Fellows of the Academy elect an Academy Executive Council.

#### **The Academy Executive Council (AEC)**

Members of the Academy Executive Council are elected by Fellows of IAFoST for the period between one World Congress and the next (1½ -3 years) between World Congresses. The President and President Elect serve in those capacities for a single term. The two Executive Councillors can be reelected once consecutively.

The Academy Executive Council directs the work of the Academy. The AEC shall consist of a Past President, President, President Elect, and two further Fellows as Executive Councillors. The Secretary General or administration designate of IUFoST shall attend its meetings in a non-voting capacity. Others may be invited by the AEC to participate on a regular or occasional basis including from among the IUFoST Board, College of Early Career Scientists, and Scientific Council.

#### **Role of the Academy Executive Council**

The AEC establish criteria for election as Fellows based on either excellence in food science and technology research or the advancement of the food science and technology within a jurisdiction or region. They may select winners of awards, oversee competitions, and identify distinguished speakers, participate in, and lead scientific activity and foresight planning for the Union and the future of the discipline of food science and technology in conjunction with the IUFoST Board and General Assembly. The AEC fosters a culture of voluntary service to IUFoST amongst IAFoST Fellows.

The Academy Council shall prepare and implement procedures for the biennial election of Fellows, in conjunction with the Nominations Advisory Committee.-The number of Fellows who may be elected in any biennial period may be limited by the Academy Executive Council.

The Academy maintains a section of Early Career Scientists (ECS) now called the College of Early Career Scientists that works actively within IAFoST and IUFoST, representing excellence in young scientists.

#### **Meetings and Procedures**

The Academy operates in accord to its IAFoST Statutes approved by the General Assembly of IUFoST. Amendments to the Statutes may be proposed by the Board on the advice of the Constitution Advisory Committee, or by the Executive Council of the Academy, or by members of the Academy, or General Assembly as per procedures set and shall take effect immediately on approval by the General Assembly by a two-thirds majority.

**5E. College of Early Career Scientists (CECS)**

As part of the International Academy of Food Science and Technology, a section for Early Career Scientists was established. This Section shall be called a College (CECS) and works within IAFoST and IUFoST. The purpose of the College of IAFoST/IUFoST is to recognize distinguished food scientists, engineers and technologists who are at an early stage in their career in food science and technology at a university, industry, or governmental organization. An Early Career Scientist is one who is under the age of 38 years and within ten years of receiving the PhD degree. An Early Career Scientist so selected can remain in the section for eight years. Such individuals may refer to this honour as “a member of the College of Early Career Scientists of IUFoST”.

The initial cohort of members of the ECSS Class consisted of the Young Scientists chosen to represent young science at the IUFoST World Food Congress since 2008, (maximum 32 early career scientists). Future inductees have consisted of and shall consist of the class of Early Career Scientists who are nominated and selected for participation in IUFoST Congresses of IUFoST as Young Scientist Awardees, and as IUFoST Young Researcher Award Winners as well as nominations put forward by IUFoST Adhering Bodies and Fellows for consideration. Early Career Scientists may be nominated for induction into the Academy of Food Science and Technology whenever nominations are invited and go through the normal election process. There is no assurance that a member of the College will become a Fellow of IAFoST. The College may adopt activity and operating procedures that do not conflict with those activities and procedures currently adopted for IAFoST or IUFoST. The College of Early Career Scientists (ECS) has an Executive Committee, and its Statutes are approved by the General Assembly.

**5F. Scientific Council**

**Membership**

The Scientific Council is composed of the Chair, Chair-Elect, Past Chair, and two Scientific Councillors and the President of the International Academy. The President of IUFoST and the Secretary-General or designates are non-voting members. The Presiding Officer of the College of Early Career Scientists is an invited, non-voting guest. Others may be invited with the agreement of the Scientific Council.

**Activities**

The Scientific Council operates in conjunction with the Board but has no role in the Union’s financial affairs. Its responsibilities include:

- a) maintenance of the scientific standard and integrity of all IUFoST activities,
- b) oversight of all publicly released scientific materials, including the award of prizes, and the content of learned statements on scientific matters,

- c) recommendations to the Secretary-General, with advice from appropriate members of the Academy, for chairs and members of Working Groups, scientific commissions, and Task Forces, no larger than is essential, to carry out specific tasks such as preparation of position papers and offering of expert advice.
- d) oversight of the scientific outputs from Working Groups for both quality and timeliness, and recommendation to the Board for dissolution of such Working Groups
- e) oversight of the processes to develop, review and ensure the quality of expert scientific advice to be issued by IUFOST.
- f) oversight of IUFOST's educational activities.
- g) deciding when endorse, recommend, or support scientific conferences, programs or activities being undertaken by others.
- h) assisting local hosts of IUFOST World Congresses in programme development.
- i) undertaking horizon scanning together with the Academy and IUFOST Board on changing knowledge and inform IUFOST of the potential impacts for food science and technology and IUFOST itself; and
- j) identifying opportunities together with the Academy and IUFOST Board for international collaboration to improve food science and technology across the world.

### **Scientific Council Meetings**

The Scientific Council Chair may call meetings of the Scientific Council at any reasonable time, but at a minimum of six times per annum. Times and places for such meetings (or modes if such meetings are not face to face) shall be set if many members are available. The Scientific Council Chair normally shall preside at meetings of the Scientific Council.

Action may be taken by the Scientific Council by a majority of members participating.

Further details of Scientific Council activities and methods of operation are available current Policy and Procedures, updated biennially.

### 5G. **Committees, Working Groups, Commissions, Activities**

#### **Committees: Standing Committees of IUFOST:**

- Finance Advisory Committee
- Nominations and Elections Advisory Committee
- Constitution and By-Laws Advisory Committee
  - Ethics Advisory Committee

These committees are charged with the responsibilities as agreed by the Board and ratified by General Assembly and re-affirmed at each General Assembly in Policies and Procedures.

#### **Task Forces and Working Groups**

The Board may establish committees, working groups, and task forces, each defined by a statement of tangible and measurable objectives and accountabilities closely related to current high-priority objects of IUFOST. These committees, Working Groups and Task Forces will cease to exist when the primary purpose for which they were formed has been achieved and a report submitted.

### **Regional, Disciplinary and Student Groupings**

The formation of regional, disciplinary and student groupings within IUFOST shall be subject to ratification of their constitution by the General Assembly. Such ratification shall occur only if the proposed objectives are consistent with those of IUFOST. Disciplinary and student groupings may promulgate their own rules governing their membership, but their objectives must be consistent with those of IUFOST.

### **Commissions**

Specific problems related to the mission of the Union shall be studied by special commissions established for the purpose. Such scientific commissions may be created, with the advice of the Scientific Council, by the General Assembly, or the Board, which shall appoint the members of the commissions and/or modify and/or dissolve existing commissions. Each commission may create sub-commissions or other subdivisions to carry out special missions. Each sub-group shall be responsible to the parent commission for its activities.

### **Sponsorship, organisation, and staging of international congresses**

Adhering Bodies desiring to organise and stage an international congress of food science and technology shall issue formal written invitations to the Secretary-General according to procedure following the call for bids for that congress and shall commit in writing to adhere to the published Congress guidelines in effect at the time of the invitation. The Board is authorised to accept one of these invitations and to authorise the host country to proceed with plans and preparations for the next congress. The host country (Adhering Body) is responsible for planning and staging, within the then existing Congress Guidelines, an international congress, according to the established guidelines and procedures once its invitation has been accepted.

### **Publications**

IUFOST may publish scientific journals, newsletters, and/or proceedings of congresses, symposia, or other types of meetings sponsored by it. The IUFOST Board, in consultation with all parties within IUFOST/IAFoST enters into agreements regarding types of dissemination and publication of scientific outputs of the Union.

### **International Cooperation**

Establishment of relations and cooperation with other international bodies will be encouraged, subject to ultimate ratification by the General Assembly.

## **6. ELECTIONS AND APPOINTMENTS**

- a) Candidates for election or appointment to any office or position in IUFOST where such election or appointment is by the General Assembly shall be members of the General Assembly, or have been a member at some time during the previous eight (8) years or have been actively involved in an IUFOST Advisory Committee or Working Group or Task Force within the past eight (8) years, except for the positions of Chair, Chair-elect and Councillors of the Scientific Council for which candidates shall be Fellows of the International Academy of Food Science and Technology. Candidates

for President Elect should normally have served on, or be closely acquainted with the work of, the Governing Council during the previous eight (8) years. Policies and procedures regarding the elections are reviewed and updated prior to each election through the Nominations and Elections Committee.

- b) The President-elect of IUFoST and the Chair-elect of the Scientific Council shall be elected by the General Assembly for terms corresponding to IUFoST Congresses and the holders of the elect positions shall normally proceed to a subsequent term as President or Chair.
- c) The regular members of the Board normally shall each be drawn from a different country, and shall be elected by the General Assembly, according to accepted practices with oversight by the Nominations and Elections Committee.
- d) The Chair-elect and Councillors of the Scientific Council shall be elected by the General Assembly from nominations made by the International Academy, with oversight from the Nominations and Elections Committee.
- e) The President, and President-Elect shall not be eligible for immediate re-election to the same office under normal circumstance and members of the Board may serve for a maximum of two terms (approximately 4 years) in that role. To maintain continuity on the Board a staggered system of service may be introduced under the advice of the Nominations and Elections Committee and the agreement of the General Assembly.
- f) The Chair and Chair-elect of the Scientific Council normally shall not be eligible for immediate re-election to the same positions, and the Councillors may serve for a maximum of two terms (approximately 4 years) in that role.
- g) Should the Scientific Council Chair-elect be unable to proceed to the subsequent term as Chair, the Secretary-General through the General Secretariat shall conduct a General Assembly postal/electronic election from those Academy Fellows who are willing and able to stand for the position of Scientific Council Chair
- h) If an Officer of the Board is unable to complete their term, the Board may co-opt or elect Officers to replace those who have resigned or otherwise withdrawn according to agreed practices.
- i) If a member of the Scientific Council is unable to complete their term, the Board, with the advice of the Academy Executive Council, may co-opt members from the Academy to replace those who have resigned or otherwise withdrawn, according to established procedures.
- j) The Call for Nominations for the Board of Directors shall be sent to all Adhering Bodies and for the Scientific Council to all members of the Academy according to appropriate practice with oversight from the Nominations and Elections Committee. For positions for which the number of candidates exceeds the number of positions, a ballot containing the full list of candidates and statements outlining their credentials shall be circulated to delegates of Adhering Bodies in due time before each General Assembly. The Secretary-General shall issue ballot papers for the election of President-elect if a two-stage election is considered necessary according to policies and procedures with oversight by the Nominations and Elections Advisory

Committee. If there is a two-stage election, a secret postal/electronic ballot of delegates shall ensue resulting in the declaration by the Secretary-General of the President Elect for the ensuing period. The Secretary-General shall issue ballot papers for the election of regular members of the Board of Directors. Any unsuccessful candidate for President Elect may be included on the ballot, if he or she is not at that time serving a second consecutive term as a regular member of the Governing Council. A secret postal/electronic ballot of delegates shall ensue resulting in the declaration by the Secretary-General of the six successful regular members for the ensuing period. Voting by secret ballot shall finish no later than two (2) months before the General Assembly. The results may be disclosed when available but, in any case, shall be announced at the General Assembly. The Nominations and Elections Committee oversee all elections matters.

- k) The Secretary-General shall designate the returning officer for all elections after confirmation by the Nominations and Elections Advisory Committee, unless specified otherwise by the Board. The Secretary-General may use a secure electronic voting system for elections and/or ask the IUFoST Auditors to be returning officers. Any tied vote shall be decided by an independent auditor in favour of the candidate whose election best meets the requirement for regional representation., and /or through other agreed procedure.

#### **Duties of Officers and Other Elected Appointments**

The duties of the President, President-Elect, Past President, Scientific Council Chair, Treasurer and Secretary-General shall be such as usually pertain to the office they hold, the responsibilities assigned under these Bylaws and associated Policies and Procedures, and such other duties as may be designated by the Board or the General Assembly.

### **7. EXECUTION OF DOCUMENTS**

Contracts, documents, or any instruments in writing requiring the signature of IUFoST shall normally be signed by any two of the President, President-elect, Immediate Past President, Treasurer or Secretary-General or official designates and all contracts, documents and instruments in writing so signed shall be binding upon the Union without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of IUFoST to sign specific contracts, documents and instruments in writing and may grant a power of attorney on behalf of IUFoST to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of IUFoST. The seal of IUFoST when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board/General Assembly.

### **8. MINUTES OF BOARD OF DIRECTORS AND GENERAL ASSEMBLY and POLICIES AND PROCEDURES**

The minutes of the Board meetings and General Assembly meetings shall be available to the general membership of IUFoST.

Policies and Procedures related to the operations of IUFoST are reviewed and updated by members of the Board or its designates on a biennial basis and available to the General Assembly.

## 9. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of IUFoST shall be the calendar year.

## 10. FINANCE

- a) Each Adhering Body shall pay an annual assessment that will entitle that body to voting delegates in the General Assembly.
- b) There shall be an Entrance Fee for new member countries.
- c) The Board of Directors shall propose one (1) year in advance of each General Assembly any variation to the entrance fee or annual fees and shall submit the proposal to a vote of the Adhering Bodies by postal or electronic mail ballot.
- d) The financing of special projects of IUFoST shall be kept distinct from general expenditures and an Adhering Body shall be committed only for the general contribution as scheduled above.
- e) The annual assessments shall be paid during the calendar year to which they apply.
- f) The Board of Directors shall agree, with advice from the Finance Advisory Committee) on fee obligations of Affiliates and with regard to agreement on any IUFoST fees connected with Commissions, Committees, Working Groups, and other components of IUFoST.

## 11.. AMENDMENT OF BYLAWS

The Bylaws of IUFoST may be repealed or amended by Bylaw, or a new Bylaw relating to the requirements of the Act sanctioned by an affirmative vote of at least two-thirds (2/3) of the members of the General Assembly duly called for the purpose of considering Bylaw enactment, repeal, or amendment.

## 12. AUDITOR

The Board appoints an auditor on the advice of Finance Committee who is a licensed public accountant to audit the accounts and annual financial statements of the Union for report to the members. The Finance Advisory Committee suggests the level of audit to

the General Assembly for their agreement. The auditor holds office at the discretion of the General Assembly provided that the directors may fill any casual vacancy in the office of the auditor. The auditor may not be a director, officer, or employee of IUFoST

### 13. BOOKS AND RECORDS

The officers/directors shall see that all necessary books and records of IUFoST, by the Bylaws of IUFoST or by any applicable statute or law are regularly and properly kept.

### 14. INTERPRETATION

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

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Affiliates" means non-profit scientific institutions and commodity and Commercial Enterprises admitted into association (non-voting) with IUFoST.
- c) College of Early Career Scientists (CECS) means the group of young scientists established by the General Assembly in 2015 to advance the interests of Food Science and Technology. It is a section within IAFoST and works with both IAFoST and IUFoST. It has an Administrative Council Called the Executive Council of the CECS.
- d) "Directors" means Directors of the Corporation.
- e) 'Regional and Other Groupings' means groups recognized by special resolution of the General Assembly to associate with IUFoST, representing a defined region of Adhering Bodies and/or a disciplinary expertise
- f) "Officers" means office holders who are the elected members of the Board of Directors
- g) "IUFoST" means The International Union of Food Science and Technology Inc. also identified as the "Union, and the Corporation.
- h) "appointee" means a person appointed by the General Assembly, Board or Executive Committee to undertake a voluntary role in IUFoST.
- i) "Articles" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;
- j) "Adhering Body" shall have the meaning ascribed thereto in section 2.01 of this By-law;

- k) "attend" means takes part in a meeting/conference/conference call either physically or by telephone or any other suited communication.
- l) "Board" means the Board of directors of the Corporation and "director" means a member of the Board and officers are the members of the Board;
- m) "By-law" means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect;
- n) "Committee" means a group appointed by the Board for the purpose of undertaking a delegated function on an ongoing basis;
- o) "delegate" means the person appointed by an adhering body to be their lead representative of their delegation to the General Assembly.
- p) "IAFoST" means the International Academy of Food Science and Technology;
- q) "jurisdiction" means a country, territory or region as may be defined from time to time by the General Assembly;
- r) "Meeting of members" refers to an annual members' meeting
- s) General Assembly generally refers to the biannual meeting of Members, usually face-to-face at the IUFoST World congresses
- t) "member" means an Adhering Body who meets the conditions for membership as set out in section 2.01 of this By-law and has been admitted into membership as provided in section 2.01 of this By-law
- u) "resolution" means a resolution (that is not a special resolution) passed by a 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;
- v) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- w) " Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes eligible to be cast on that resolution
- x) "General secretariat" means the organization providing secretariat services to IUFoST.
- y) "working group means a group of people appointed by the Board to undertake a particular task or role, and which shall automatically dissolve at the completion of the task or role;
- z) "World Congress" means a World Congress of Food Science and Technology organized by a host country under the auspices of IUFoST; and

aa) "Written notice" means a notice sent by post or electronic means to the last known address of the intended recipient.

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 1.01 above, words and expressions defined in the Act have the same meanings when used in this By-law.

**15. CORPORATE (IUFOST) SEAL**

IUFoST shall have a corporate seal, in the care of the General Secretariat.

**16. HEADQUARTERS**

The headquarters (General Secretariat) for the Organisation (IUFOST) shall be in the province of Ontario in Canada unless changed in accordance with the wishes of the General Assembly.

**17. EFFECTIVE DATE**

This By-Law shall come into force when enacted by the Board on the wishes of the General Assembly in accordance with the Act.

Enacted this 31 day of January 2022 by



Name Vish Prakash  
President



Name Judith Meech  
Secretary-General