

ISEKI STATUTES
ENGLISH VERSION of June 9, 2010

Art. 1: Name, Location and Scope of Activity of the Association

- (1) The Association shall bear the name "ISEKI-FOOD" - European Association for Integrating Food Science and Engineering Knowledge into the Food Chain.
German name: "ISEKI-FOOD" - Europäische Gesellschaft für die Integration der Lebensmittelwissenschaft und –technologie in die Lebensmittelversorgungskette.
- (2) The Association shall be located in Vienna, Austria, at the University of Natural Resources and Applied Life Sciences (BOKU), Department of Food Science and Technology.
It shall be a non-political, non-religious and non-profit-making organisation.
The activities of the Association shall be targeted to European and non-European countries.
- (3) The establishment of sub-associations shall be possible.

Art. 2: Purposes of the Association

The Association shall have the following purposes:

- (1) Establishment and maintenance of a network between universities, research institutions and companies in the food chain.
- (2) Development and carrying out of all activities connected with the sphere of interest of ISEKI, such as:
 - (a) working towards the quality assurance of European Food Studies
 - (b) tuning curricula in food studies
 - (c) developing teaching materials and methods in the field of food studies
 - (d) promoting synergies between research in food science and engineering with education/teaching and industry
 - (e) development of a virtual community of experts in the field of food, with communication with the general public
 - (f) establishment of a framework of agreements among partners, fostering the mobility of students and staff in the field of food science
 - (g) stimulating the development of further related projects
 - (h) cooperation in the implementation of quality criteria in the food chain
- (3) Creation of internal bodies for promoting the integration of science and engineering knowledge in the food chain and for the recognition of outstanding achievements (e.g. through an ISEKI Academy) of scientific and technical expertise.

Art. 3: Means for the Achievement of the Purposes of the Association

The Association shall seek to achieve its purposes by:

- (1) Material means:
 - (a) membership and subscription fees, the amount of which shall be determined upon application by the General Assembly
 - (b) proceeds from events organised by the association
 - (c) donations, subsidies, collections, legacies, allowances and grants
 - (d) publication of technical books, brochures, journals, teaching materials etc.
 - (e) preparation of expert advice and carrying out of technical assignments
- (2) Ideal means:
 - (a) lectures and meetings
 - (b) publication of a newsletter
 - (c) design and maintenance of a website (internet platform)

Art. 4: Membership

- (1) The association shall be composed of
 - (a) regular (ordinary) members
 - (b) associated members
 - (c) honorary members
- (2) Regular (ordinary) members shall be members who participate actively in the activities of the Association. They can be either natural persons or legal entities; members shall be accepted by the Board of the Association.
- (3) Associated members may be either natural persons or legal entities, such as individual persons, institutions, research institutes, universities, associations and companies interested in the activities of the Association and promoting its activities especially by payment of an increased fee or by donations. They shall be accepted by the Board.
- (4) Persons who have given outstanding service to the aims of the Association or the Association itself may be appointed honorary members by the General Assembly upon the recommendation of the Board.
- (5) Against a refusal of the Board to accept ordinary or extraordinary members a complaint to the next ordinary General Assembly may be filed with the Board within 14 days after receipt of the written refusal. The decision made by the General Assembly on this complaint shall be final.

Art. 5: Rights of Members

All members shall have the right to participate in the public meetings and events of the Association, to use the services of the Association and to make motions. Only the ordinary and associated members shall be entitled to vote in the General Assembly.

Art. 6: Duties of members

- (1) All members shall have the duty to promote the interests of the Association to the best of their ability. They shall observe the statutes and decisions made by the bodies of the Association. Regular and associated members shall have the duty to pay their membership fees on time.
- (2) Honorary members shall not be obliged to pay fees.

Art. 7: Termination of membership

Membership shall be terminated:

- (a) in case of natural persons with their death
- (b) in case of legal persons with the termination of the status as legal entity
- (c) in case of natural and legal persons by way of written notice of termination of membership not later than three months before the end of a calendar year
- (d) by way of exclusion by the Board in case of damage caused to the interests of the Association. In case a complaint is made against the exclusion within one month (by registered letter, date of postmark) after notification by the board (by registered letter) to the General Assembly, the membership shall be terminated only by the affirmative decision of the General Assembly.

Art. 8: Structure of the Association

The Association shall have the following organs:

- (a) the General Assembly
- (b) the Board
- (c) the Auditors
- (d) the Arbitration Committee

Art. 9: The General Assembly

- (1) An ordinary General Assembly shall be held at least every three years and shall be chaired by the President, or in his absence by the Vice President. The General Assembly shall be convened by the Board.
- (2) An extraordinary General Assembly shall be convened by decision of the Board or the ordinary General Assembly, furthermore upon a written request stating appropriate reasons by at least one tenth of the regular members or by demand of the auditors and must be held on a date within a maximum of eight weeks after the decision or receipt of the request.
- (3) All members shall be invited in writing to ordinary and extraordinary General Assemblies at least six weeks (date of postmark) before the date appointed for the meeting with indication of the agenda.
- (4) Additional motions (items on the agenda) for the General Assembly shall be made in writing to the Board at least three weeks (date of receipt) before the date of the assembly; afterwards the members shall be notified accordingly.
- (5) With the exception of decisions on a motion to convene an extraordinary General Assembly valid decisions shall be made pertaining to the items on the agenda only.
- (6) All members shall be entitled to participate in the General Assembly. Only the regular and associated members shall have the right to vote. Each member shall have one vote. A member unable to attend a meeting shall be entitled to nominate another member as deputy by a written power of attorney who shall exercise the right to vote on behalf of that member. Such representation shall not be permitted in the case of decisions pertaining to an amendment of the statutes or the winding-up of the Association. Legal entities shall notify the Board in writing of the names of their representatives.
- (7) The General Assembly shall have a quorum if at least one third of all members entitled to vote are present or represented by deputies. If the General Assembly does not have a quorum at the appointed time, the General Assembly shall meet 15 minutes later with the same agenda and shall be deemed to have a quorum irrespective of the number of members present.
- (8) As a rule votes and decisions of the General Assembly shall require a simple majority of all valid votes cast, unless otherwise stipulated in these Statutes. In case of a tie the chairman shall have the casting vote. Decisions to amend the statutes or to terminate the Association shall be made by a two-thirds majority of all valid votes cast.
- (9) Virtual general assemblies shall also be possible according to the technical possibilities available.

Art. 10: Tasks of the General Assembly

The following tasks shall be reserved to the General Assembly:

- (a) receive and approve the report and statement of account
- (b) formal approval of the actions of the Board
- (c) approve the budget
- (d) elect, appoint and dismiss the members of the Board, advisory committee(s) and the auditors
- (e) determination of the membership fees and subscription fees for regular and associated members
- (f) determination of allowances for members of the Board and the auditors
- (g) award and deprivation of honorary membership
- (h) decide upon complaints against the refusal of acceptance as member of the Association or against an exclusion from the association by the Board
- (i) decide upon amendments to the statutes
- (j) decide upon the voluntary winding-up of the Association and the disposal of the assets of the association in case of a voluntary winding-up
- (k) deliberate and decide upon any other items on the agenda
- (l) nomination of ISEKI Academy members and bestowal of awards
- (m) approval of the by-laws for the Association

Art. 11: The Board

- (1) The Board of the Association shall be composed in total of nine members (the President, the Vice President and up to seven additional members). It shall also be possible for the Board to co-opt additional members in an advisory function in order to ensure the representation of important areas. The co-opted members shall participate in the meetings and have an advisory vote. The Board shall be the executive organ in accordance with the Associations Act 2002.

The Board shall be elected for a three-year-term with the possibility of re-election. The term of office shall last in any case until the election of a new Board. Candidates for election shall be proposed in writing to the Board not later than three weeks before the date fixed for the General Assembly. Members appearing in person may also be proposed for election into the Board during the General Assembly.

In case of the premature retirement of a member of the Board by way of death, resignation, exclusion or removal from office, the Board may co-opt a member of the Board as substitute until the end of the term of office. The resignation shall be made in writing to the Board and shall become effective only with the nomination of co-opting of a successor.

- (2) The President, or in case of his absence the Vice-President or the Secretary General, shall represent the Association in relation to third parties and official bodies. They shall have the status of a statutory agent.
- (3) The Board shall handle all matters of the Association not expressly assigned to another body of the Association. In particular it shall have the following tasks:
 - (a) to manage the current activities and transactions of the Association and to manage the Association's assets
 - (b) to prepare the annual report (statement of account)
 - (c) to prepare the budget
 - (d) to convene the General Assembly
 - (e) to propose the nomination of members of the ISEKI Academy and to make proposals for awards
 - (f) to make proposals for the nomination of honorary members
 - (g) acceptance of members and exclusion of members
 - (h) to implement special events and tasks of the Association, e.g. symposia, exhibitions, publications etc.
 - (i) proposal for the appointment of one or more advisory committees
- (4) The Board shall have a quorum only after due invitation of all members. Members shall be notified not later than four weeks before a meeting, unless all members waive the observance of this minimum period of notice. The Board shall have a quorum if five members are present. Decisions shall be made by simple majority, in case of a tie the President, or in his absence the Vice President, shall have the casting vote. Abstention from voting in the Board meeting shall not be allowed. Meetings of the Board may also be held virtually (telephone conferences, web meetings or as video conferences). The board shall be chaired by President or Vice President.
- (5) The Board members execute their function on an honorary basis. Representation allowances or reimbursements of costs incurred shall be permitted.
- (6) For the handling of technical matters of all kinds, in particular for the preparation of meetings, the Board may include the chairman of the Advisory Committee or other members of the Association into extended meetings of the Board in an advisory capacity.
- (7) The Board shall issue by-laws for its activities to be approved by the General Assembly.

Art. 12: Advisory Committee(s)

- (1) The General Assembly shall appoint one or more Advisory Committee(s) following a recommendation of the Board (scientific and/or industrial advisory committee(s)). The composition of the Advisory Committee(s) and in particular the number of members will be decided by the General Assembly.
- (2) Only persons who have promoted the activities of ISEKI-FOOD in a special way or are willing to promote it and who have excelled in the field of food science and technology can be proposed and appointed as members of the Advisory Committee(s).
- (3) The appointment of the members of the Advisory Committee(s) shall be made for a three-year term. Re-election shall be possible for an unlimited number of terms.
- (4) The members of the Advisory Committee(s) shall elect a chairman from their midst.
- (5) The Advisory Committee(s) may be consulted by and on behalf of the Board regarding any scientific issues or any other matters, in particular the preparation or examination of statements and

recommendations published by the Association. The Board shall be responsible for assigning tasks to the Advisory Committee(s).

- (6) Decisions by the Advisory Committee(s) shall be made by a simple majority. In case of a tie the chairman shall have the casting vote.
- (7) The Advisory Committee(s) shall have the right to issue rules of procedure (by-laws) for their activity.

Art. 13: Auditors

- (1) The General Assembly shall elect two auditors for a three-year-term with the possibility of re-election.
- (2) The auditors shall be responsible for the supervision of the ongoing (business) activities and the examination of the statement of account. The auditors shall ensure that financial issues are according the statutes of the association. They shall report to the General Assembly on the result of their examination.
- (3) The auditors must not be members of a body (with the exception of the General Assembly), the activities of which are subject to examination by the auditors.
- (4) The fiscal year is equal to the calendar year.

Art. 14: Arbitration Committee

- (1) Decisions in all disputes arising within the Association shall rest with the Arbitration Committee. It is not a court of arbitration but a mediation institution.
- (2) The Arbitration Committee shall be composed of five regular members of the Association. It shall be formed by each party to a dispute notifying the Board within a period of two weeks of the names of two members appointed as arbitrators, who in turn shall elect a chairman of the Arbitration Committee by a majority of votes. If the parties fail to nominate arbitrators in due time they will be appointed by the President, In case of a tie the decision shall be made by drawing lots among the persons proposed. Meetings of the Arbitration Committee may also be held virtually or as video conference.
- (3) The Arbitration Committee shall make its decisions in the presence of all its members by simple majority. They shall make their decisions to the best of their knowledge and ability. Their decisions shall be final within the Association. Abstention from voting shall not be possible.

Art. 15: Termination of the Association

- (1) The voluntary termination of the Association shall be decided upon by an extraordinary General Assembly specifically convened for this purpose. The decision shall be made by a two-thirds majority of all valid votes cast.
- (2) The General Assembly shall decide upon the disposal of the remaining assets of the Association after voluntary termination or after omission of the hitherto existing purposes. If possible and permitted, they shall be given to an organisation pursuing the same or similar aims as the Association.
- (3) The last President of the Association shall notify the responsible authorities in writing of the voluntary termination of the Association within four weeks after the decision has been made and publish this information in an official Austrian gazette.