

## **The Statutes of the Federation of European Nutrition Societies**

### **Name**

1. The name of the non-profit organisation is the Federation of European Nutrition Societies (FENS).

### **Objectives**

2. The Federation's objectives are specifically directed to:
  - 2.1. Promote the advancement in nutrition science, research and development through international cooperation;
  - 2.2. Encourage communication and collaboration among nutrition scientists as well as to disseminate information in nutritional sciences;
  - 2.3. Coordinate the European Nutrition Societies at European level in respect to European Institutions and other Societies;
  - 2.4. Organise a European Nutrition Conference (FENS Conference) every four (4) years.

### **Power**

3. The Federation has the power to do anything that is calculated to further its objectives or is conducive or incidental to doing so and, without prejudice to the foregoing:
  - 3.1. To use any form of media and communication including but not limited to printing and publishing of journal, periodicals, books, articles, leaflets or using film, television and internet;
  - 3.2. To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
  - 3.3. To raise funds according to its sponsoring rules provided that, in doing so, the Federation does not undertake any trading activity in respect of which some or all of the profits are liable to tax;
  - 3.4. To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
  - 3.5. To see, lease or otherwise dispose of all or any part of the property belonging to the Federation;
  - 3.6. To borrow money and to charge the whole or part of the property belonging to the Federation as security for a grant or the discharge of an obligation;
  - 3.7. To cooperate with other bodies and to exchange information and advice with them;
  - 3.8. To establish or support any body formed for any of the charitable purposes included in the objectives;
  - 3.9. To acquire or merge with any other charity in line with the objectives of the Federation;

- 3.10. To enter into any partnership or joint venture arrangement with anybody in line with the objectives of the Federation;
- 3.11. To set aside income as reserves against future expenditure but only in accordance with a written policy about reserves; and
- 3.12. To employ and remunerate such staff or to engage unpaid agents as are necessary for carrying out the work of the Federation. The Federation may employ or remunerate a Board Member only to the extent it is permitted to do so by Statutes 70 to 77 and to provided it complies with the conditions of those Statutes to:
  - 3.12.1. deposit or invest funds;
  - 3.12.2. engage a Financial Expert as a professional fund manager and to delegate the management of investments to such manager;
  - 3.12.3. arrange for the investments or other property of the Federation to be held in the name of a nominee; and
  - 3.12.4. to enter into contracts to provide services.

#### **Application of Income and Property**

- 4. The income and property of the Federation shall be applied solely towards the promotion of the objectives.

#### **Membership – Member Country**

A Country may become a Member of FENS through a principal Nutrition Scientific Organisation.

- 5. A country is duly recognised as a Member by the General Assembly.
- 6. There will be only one Member representing each country.
- 7. A Member Country shall support FENS in its objectives and the FENS Board in its activities.
- 8. Each Member Country shall be required to pay an annual subscription to the Federation on a basis proposed by the Secretary and ratified by the General Assembly.
- 9. Adherence of a country to FENS will be established when the member has formally accepted the Statutes of the Federation of European Nutrition Societies and has paid its initial annual dues.
- 10. A Member Country desirous of resigning from the Federation must give three (3) months' notice of resignation in writing, addressed to the Secretary.
- 11. If a Member Country is declared in arrears for two (2) of the past three (3) years the Member Country:
  - 11.1. will have no voting rights at the General Assembly;
  - 11.2. will have no nomination rights, and
  - 11.3. will not be eligible for Awards.
- 12. Scientists from a Member Country declared in arrears for two (2) of the past three (3) years will have the following sanctions:
  - 12.1. cannot act as FENS Board Member; until full voting rights of the Member Country have been restored.
- 13. In order to regain its voting rights, the Member Country declared in arrears for the past two (2) of the past three (3) years must:

- 13.1. make a written application to the Secretary, who will decide upon the unpaid dues to be paid in order to regain their voting rights.

#### **Membership – Affiliated Individuals**

14. The President, after consultation with the FENS Board Members can nominate individuals (Affiliated Individual) from countries which are not a Member Country to represent the country during the President's term in activities related to the objectives.
15. The role of an Affiliated Individual is intended to support FENS in the objectives and can be specified in the following:
  - 15.1. To represent the country in activities of the Federation; and
  - 15.2. To aid the establishment of a Society that can qualify as a Member Country.
16. The nomination as Affiliated Individual ends with the term of the Presidency.

#### **The General Assembly**

17. The work of the Federation shall be directed by the General Assembly of delegates appointed by the Member Countries in good standing.
18. The meeting of the General Assembly shall be held:
  - 18.1. every four (4) years in connection with the FENS Conference; and
  - 18.2. at any time through personal meetings or by electronic means.
19. An electronic General Assembly can be requested by a majority vote of the FENS Board Members, or if more than one-half of the Member Countries in good standing request it.

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

20. Each Member Country in good standing is entitled to one (1) voting delegates and no more than two (2) non-voting delegates may act as observers.
21. Affiliated Individuals have no voting rights but are entitled to attend the General Assembly.
22. The FENS Board may extend invitations to any such organisation it deems appropriate to attend the General Assembly in an observer capacity only.
23. All FENS Board Members shall attend the General Assembly but have no voting rights unless serving as an official delegate of a Member Country.
24. The President or Chair of the General Assembly, in the event of a tie shall have the deciding vote.
25. A preliminary agenda for the General Assembly shall be prepared by the President and will be sent to the Member Countries no later than four (4) months in advance of the General Assembly.
26. Each Member Country will provide the name and address of its voting delegate to the Secretary no later than two (2) months in advance of the General Assembly.
27. The voting delegate must be a member of the Member Country organisation he or she is representing. The responsibility of assuring the membership is with the Member Country. The President and/or Secretary can ask a Member Country to provide evidence.
28. Member Countries, FENS Board Members, and working group(s) of the Federation may propose items for the agenda for the General Assembly. Such proposals must reach the President no later than two (2) months in advance of the General Assembly.

29. The finalised agenda of the General Assembly shall be distributed to the Member Countries and their nominated delegate(s) no later than one month in advance of the General Assembly.
30. A Member Country cannot nominate any other Member Country to represent it and vote on its behalf at the General Assembly.
31. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person or Member Country entitled to receive notice shall not invalidate the proceedings at the General Assembly.

#### **Proceedings of the General Assembly**

32. No business shall be transacted at any General Assembly unless a quorum of delegates is present. Unless the Rules otherwise provide, 25% of member countries in good standing present and entitled to vote on the business to be transacted shall be quorum.
33. If, within thirty (30) minutes from the time appointed for the holding of a General Assembly, a quorum is not present or if during the meeting a quorum ceases to be present, the meeting shall be dissolved and adjourned to another date, time and place as shall be notified by the President.
34. The President shall preside as Chair at every General Assembly or if he or she is not present or is unwilling or unable to preside the Secretary shall act as Chair of that General Assembly.
35. Items not on the agenda may be discussed and voted on, only on the receipt of two-thirds majority vote at that meeting.

#### **Errors and disputes**

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

#### **Terms of the FENS Board Membership**

38. A FENS Board Member must be a natural person aged eighteen (18) years or older.
39. A FENS Board Member may not be appointed to the office if he or she is disqualified from acting under the provisions of Statute 47.
40. The terms of office of the incoming FENS Board Members shall begin at the close of the current FENS Conference.
41. No person shall remain on the FENS Board for more than a total of three (3) terms, and no more than two (2) terms in the same position.
42. The President shall serve no more than one (1) term.
43. The FENS Board may at any time appoint a person to be a Board Member to fill a vacancy. Any Board Member who is appointed shall hold office only until the next General Assembly, when he or she shall then be eligible for election. Such a period of office shall not be taken into account in determining whether such a person is eligible for election.
44. A person shall not be entitled to act as a Board Member, whether on a first or any subsequent entry into office until he or she has signed a declaration of acceptance and willingness to act in accordance with the Statutes and Conflict of Interest Statement.

### **Powers and Duties**

45. The business of the Federation shall be managed by the FENS Board, who may exercise all the powers of the Federation. No alteration of the Statutes shall invalidate any prior act of the General Assembly or FENS Board which would have been valid under the Statutes that existed at that time. The powers given by this Statute shall not be limited by any special power given to the FENS Board.
46. The Statutes of the Federation may only be amended by special resolution, approved by a two-third majority of a face to face meeting of the General Assembly. All approved special resolutions must be maintained as a true and accurate record and submitted to the appropriate governmental agency that may require it.

### **Disqualification, Removal and Resignation of FENS Board Members**

47. The office of a FENS Board Member shall be vacated if:
  - 47.1. His or her Member Country ceases to be a FENS member;
  - 47.2. He or she dies or becomes subject to a bankruptcy order or interim order;
  - 47.3. He or she is suffering from a mental disorder (as certified by a local medical council) and either is admitted to hospital for long term care or lasting power of attorney is granted to another to manage his or her affairs;
  - 47.4. He or she is prohibited by law in any country from holding office;
  - 47.5. He or she is convicted of any criminal offence except where the maximum sentence for that offence is a fine;
  - 47.6. He or she absents him or herself from three (3) meetings of the FENS Board during a continuous period without special leave of absence and they pass a resolution that he or she has by reason by such absence vacated office;
  - 47.7. He or she is directly or indirectly interested in any proposed or actual transactions or arrangement with the Federation and fails to declare the nature and extent of his or her interest.

### **FENS Board Members**

48. The Board Members of the Federation shall be the President, the President-Elect (President of the FENS Conference), the Past-President, the Secretary and the deputies to the Secretary, the Treasurer and any additional positions as required and agreed by the Board.
49. All positions, with the exception of the Past-President, need approval by the General Assembly by a simple majority vote.
50. FENS Board Membership requires the nomination by a Member Country a minimum of two (2) months ahead of the voting General Assembly. A Member Country can nominate separate names for up to two (2) different positions. It is expected that a nominated FENS Board Member will have support from the proposing Member Country organisation in conducting his or her tasks.
51. The FENS Board Members shall meet regularly in person and/or electronically as required.
52. All minutes of the FENS Board meetings shall be made available to the Board Members in a timely manner via electronic means.

### **The President**

53. The President usually acted as President-Elect in the previous term and is the candidate from President of the FENS Board.
54. A Member Country may nominate an alternative candidate for this position in accordance with the Rules of Nomination.
55. The General Assembly will elect the successful candidate by simple majority.
56. The duties of the President shall be as follows:
  - 56.1. to serve as Chair of the General Assembly and the FENS Board;
  - 56.2. to act as the representative of the Federation in dealing with other bodies and all working groups of the Federation;
  - 56.3. has the power to appoint working groups, to assign representatives of the Federation to joint committees, and any other external special or standing committee;
  - 56.4. may delegate specific powers and duties to other members of the FENS Board;
  - 56.5. will convene the FENS Board to a meeting at least twice (2) a year during his or her tenure of office.

### **The President Elect**

57. The President Elect is the President of the upcoming FENS Conference.
58. The name of the potential President of the FENS Conference shall form part of the bid material presented as part of the bid process.
59. The President Elect oversees the progress in preparing the next FENS Conference.
60. The President Elect shadows the current President during his or her four (4) year term, after which, if elected, he or she becomes President on the close of the FENS Conference.
61. In the event the President is unable or unwilling to serve, the President Elect shall serve as President for the relevant period or if necessary, the balance of the President's term. Such an event shall not affect the term of his or her office as President for which he or she has been elected.

### **The Past President**

62. The Past President is a member of the FENS Board.
63. The Past President may represent the Federation on specific tasks or in specific organisations as agreed by the President. The appointments can be withdrawn by the President at any time without giving a reason.

### **The Secretary**

64. The Secretary initiates and oversees correspondence of the Federation with the Member Country and Affiliated Individuals and other external bodies.
65. The Secretary liaises with the President to create and finalise the agendas of the General Assemblies, the in-between meetings, working group meetings, and meeting of the FENS Board.
66. The Secretary shall oversee the work of the Secretariat and shall assume the duties of the Secretariat if none is in place.

### **The Treasurer**

67. The Treasurer is responsible for the detailed financial records of the Federation.
68. The Treasurer will keep the account books, indicating the details of all the receipts, payments, income and expenditure and shall prepare and distribute annual accounts within the three (3) months of each fiscal period to the FENS Board.
69. The Treasurer will present the accounts for inspection and approval by majority vote of the General Assembly.

### **Board Member Benefits**

70. No Board Member or a person/company connected to a Board Member (Connected Person) may:
  - 70.1. buy any goods or services from the Federation on terms preferential to those applicable to members of the public;
  - 70.2. may receive interest on money lent to the Federation;
  - 70.3. sell goods, services or any interest in land to the Federation; and
  - 70.4. receive any other financial benefit from the Federation, unless the payment is permitted by Statutes 71. to 77
71. A Board Member or connected person may receive a benefit from the Federation in the capacity of a beneficiary of the Federation.
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73. A Board Member or connected person may enter into a contract for the support of services, or of goods that are supplied in connection with the provision of services, to the Federation where that is explicitly permitted.
74. Subject to Statute 70, a Board Member or connected person may provide the Federation with goods that are not related to any other contracted services they provide to the Federation.
75. A Board Member or connected person may receive rent for premises let by the Board Member or connected person to the Federation if the amount of the rent and the other terms of the lease are reasonable and provided that the Board Member concerned shall withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
76. A Board Member or connected person may take part in the normal trading and fundraising activities of the Federation on the same terms as members of the public.
77. The Federation and its Board Members may only rely on the authority provided by Statute 66 if each of the following conditions is satisfied:
  - 77.1. The amount or maximum amount of the payment of the goods is set out in the agreement in writing between:
    - 77.1.1. The Federation; and
    - 77.1.2. The Board Member or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question or on behalf of the Federation.
  - 77.2. The amount or maximum amount of the payment

### **The Nominating Committee for the FENS Award**

78. The Nominating Committee, derived from Member Country members will generate a slate of possible candidates for FENS Awards.

79. The President will nominate the members of the Nominating Committee five (5) months before the FENS Conference.
80. The Nominating Committee shall have a minimum five (5) members to be quorate of which three (3) of whom shall be members of the FENS Board.
81. The Awardees shall be announced at the FENS Conference or at a time convenient for the FENS Board.
82. The members of the Nominating Committee will appoint a Chair.

### **FENS Conference**

83. The FENS Conference will be organised every four (4) years in accordance with the rules.
84. Member Countries in good standing will apply to host the following FENS Conference three (3) months before the next General Assembly on the occasion of the FENS Conference.
85. The Host Member Country for the FENS Conference will be selected by the General Assembly at the FENS Conference four (4) years in advance by simple majority of the votes of the delegates present at the General Assembly.
86. Within of the conclusion of the FENS Conference, 10% of the income from registrations (including waived registrations) will be transferred by the Host Society to account of FENS, to meet the expenses generated as a consequence of the running of the Federation.

### **Working Groups/Task Forces**

87. Task Forces are formed by the FENS Board, appointed by the General Assembly.
88. Working Groups address specific topics of interest and are appointed by the President in consultation with the FENS Board.
89. All Task Forces and Working Groups end on the installation of the new FENS Board.

### **Rules and procedures**

90. The FENS Board can establish rules and procedures that they may think fit and add to the objectives. These rules address issues not being addressed in the Statutes and are in place until revised or abandoned. The rules should not contravene any of the provisions of the Statutes.

### **Dissolution**

91. The Members may at any time before, and in the expectation of the dissolution of the Federation, resolve that any of its net assets, after all its debt and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Federation be applied or transferred in any of the following ways:
  - 91.1. Directly for the Objectives;
  - 91.2. To any charity or charities with purpose similar to the Objectives; or
  - 91.3. To any charity or charities for use for particular purpose that fall within the Objectives.
92. In no circumstances shall the net assets of the Federation be paid to or distributed among the Members.
93. If no resolution is passed in accordance to Statute 85, the net assets of the Federation shall be applied for charitable purposes as directed by the Courts or other regulating body in its country of registration.

## Interpretation

94. In these Statutes, the following words shall have the following meanings, unless the context otherwise requires:

Address	a postal address and/or, for the purpose of communication in electronic form a fax number or an email (but excluding a telephone number for receiving text messages) in each case registered with the Federation;
Member Country	A Nutrition Science Organisation representing a defined geographical area (country) which has an independent budget for scientific purposes;
Affiliated Individual	An individual that had been appointed by the President to represent a country not having a Member Country society during the President's term;
Connected Person	any spouse, civil partner, partner, parent, child, brother, sister, grandparent or grandchild of a Board Member, any firm or body corporate (including limited liability partnership) of which a Board Member is a partner, member or employee and any company of which a Board Member is a director, employee or shareholder having a beneficial interest in more than 1 per cent of the share capital;
FENS-Board Member	Board Members duly elected by the General Assembly;
Country	A Member Country of FENS
Document	includes, unless otherwise specified, any document physically produced or sent or supplied in electronic form;
Election Regulations	regulations made by the FENS Board governing the election of the FENS Board Members;
electronic form	Any electronic form of communication;
Financial Expert	An individual, company or firm who is authorised to give investment advice by the laws of the Country in which they operate;
Financial Year	The Federation's financial year;
General Assembly	a meeting of the member countries according to the rules;
Host	The Member Country Society which hosts the next FENS Conference;
in good standing	The status of a Member Country with fully paid subscription fees;
in person	shall mean a meeting that takes place in one location with all participants physically present;
in writing or written	the representation or reproduction of words, symbols or other information in a visible form by any method or

	combination of methods, whether produced or supplied in electronic form or otherwise;
FENS Conference	The European Conference of Nutrition taking place every four (4) years organised by the Host on behalf of FENS;
Meeting	electronic or in person;
Member	Member countries and Affiliated Individuals that make up the Membership;
Month	calendar month;
Objectives	the objectives of the Federation as defined in Statute 1;
FENS Board Members	the President, the President-Elect, the Past-President, Secretary, Treasurer and other persons that had been appointed by the General Assembly; the latter form the task forces;
Rules	Regulations made by the FENS Board that are not part of the Statutes;
Scientist	An individual deemed by the FENS Board to have sufficient scientific training and expertise in an area of work;
President	the Chair of the FENS Board and the General Assembly appointed in accordance with the Statutes;
Secretariat	the administrative support of the Federation, whether voluntary or otherwise. The Secretary will assume the duties of the Secretariat if none is in place;
the Statutes	the Statutes of the Federation, as amended from time to time;
the Federation	The Federation of European Nutrition Societies may be referred to as FENS;
Year	calendar year.

Words meaning;

Unless specifically stated otherwise:

- 94.1. Words denoting the singular include the plural and vice versa;
- 94.2. Words denoting one gender include both genders;
- 94.3. Each reference to a "person" includes a reference to a body corporate, unincorporated association, government, local authority, state, partnership, scheme, fund or trust (in each case, whether or not having separate legal personality).