

Notes: *This is a translation from the legal German "Statuten". In case of conflicts in interpretation, the German version prevails.*

Amended by the General Assembly during the Extraordinary General Assembly Meeting in Foz Do Iguaçu, Brazil, on 8 August 2012.

GHI - CONSTITUTION

1 Name, Location and Scope of Activity of the Association

- 1.1 The Association shall bear the name "GHI-Association - Global Harmonization Initiative for food regulations and legislation".
- 1.2 The Association shall be located in Vienna, Austria and its activities shall be targeted to all nations in the world.
- 1.3 The Association is allowed to create sub-associations in Austria and elsewhere.

2 Purpose of the Association

- 2.1 The Association will be a non-political, non-religious and non-profit-making organisation.
- 2.2 The purpose of the Association is to achieve consensus on the science underpinning food regulations and legislation to ensure the availability of safe and wholesome food products for all consumers globally.

3 Means for the Achievement of the Purposes of the Association

- 3.1 The purposes of the Association shall be achieved by the following non-material and material means.
- 3.2 As non-material means serve
 - 3.2.1 Identification and contacting of relevant scientific organisations,
 - 3.2.2 Invitation of these organisations and their members of staff to contribute with their expertise to the Association's endeavours of Global Harmonisation Initiative (GHI),
 - 3.2.3 Identification and contacting of relevant non-scientific stakeholders,
 - 3.2.4 Creation and enhancement of effective communication and information exchange between scientific and non-scientific organisations,
 - 3.2.5 Invitation of stakeholders (organisations and individuals), to identify issues regarding to the purpose of the Association,
 - 3.2.6 Treatment of important issues by implementation of working groups, who shall write "white books" or statements which serve the purpose of the Association,
 - 3.2.7 Implementation of working groups, who evaluate the best available evidence and discuss the results in order to achieve a consensus with the scientific community,
 - 3.2.8 Publication of results which have been achieved by the activities of the Association and/or by consensus in journals, magazines and news papers,
 - 3.2.9 Publication of results in books,
 - 3.2.10 Presentation of results at conferences and events,
 - 3.2.11 Making results available for all who are involved in the creation of relevant regulations and legislation, especially for legislators, reviewers, stakeholders and managers,
 - 3.2.12 Lectures, conventions and informative events,
 - 3.2.13 Creation and maintenance of a web platform,
 - 3.2.14 All other measures, which serve the purposes of the Association.
- 3.3 The necessary **material means** shall be provided by

- 3.3.1 Donations from scientific organisations,
- 3.3.2 Proceeds from events or from the edition of books and brochures, journals, teaching materials etc,
- 3.3.3 Proceeds from expertises and other ordered services,
- 3.3.4 Donations, subsidies, collections, legacies, allowances, grants and other donations, provided they are not coming from persons or organisations, which are excluded from membership for reasons mentioned in 5.2. Permitted are donations from scientific and professional societies, their organisations, independent research organisations, institutes, universities and publishing houses.

4 Types of memberships

- 4.1 Members of the Association are categorized in regular and scientific members.
- 4.2 **Regular members** (administrative) decide upon legal, administrative and scientific issues of the Association in the General Assembly. **Scientific members** are those who contribute with scientific expertise but do not deal with administrative or financial issues.

5 Acquisition of membership

- 5.1 Regular members can be either individuals or legal entities. They must be interested in the activities of the Association. Scientific members must have an expertise according to the purpose of the Association.
- 5.2 Individuals or organisations, whose interests are in conflict with the purpose of the Association because of political, economic or other reasons, are excluded from membership. Regular or scientific members could be scientists or organisations, that are scientifically independent e.g. universities, independent research institutions or associations etc.
- 5.3 The Board decides upon the acceptance of regular and scientific members under consideration, ensuring that the prerequisites given at (5.2) are maintained. The acceptance can be denied without notification of reasons. In case of a denial a complaint can be made in writing to the Board within 14 days after receipt of the written decision. This complaint has to be handled in the next ordinary General Assembly. The decision of the General Assembly is final.
- 5.4 Until the official establishment of the Association the preliminary acceptance of members is done by the founders, or in case of an already established Board by this Board. These memberships will become effective at the official establishment of the Association. If the Board is elected after the official establishment of the Association, the final acceptance of members is done by the founders until this time.

6 Termination of membership

- 6.1 Membership shall be terminated in the case of an individual with their death and in case of legal entities with the termination of the status as legal entity, and by voluntary mutually agreed withdrawal or by exclusion.
- 6.2 Exclusion can only take place at the end of each year. Written notice of the termination of membership must be done to the Board 3 months in advance (date of arrival). In case of late notification the exclusion is effective at the next opportunity.
- 6.3 The Board can exclude a member, if she/he violates important regulations of the constitution.
- 6.4 If the Board agrees, a member can also terminate the membership immediately without any time limit.
- 6.5 The exclusion of a member by the Board can also take place because of serious violations of other terms of memberships, e.g. because of damage to the interests of the Association and because of dishonourable behaviour. A complaint against the exclusion can be made to the General Assembly within 2 weeks after receipt of the notification by the Board. Until the decision of the General Assembly the rights and duties as members are suspended.

7 Rights and duties of members

- 7.1 All members shall have the right to participate in the public meetings and events of the Association and to use the services of the Association.

- 7.2 Each member shall have the right to ask the Board for a copy of the constitution.
- 7.3 All members shall have the duty to promote the interests of the Association to the best of their ability and to refrain from everything, which could harm the prestige and purpose of the Association. All members shall have to follow the regulations of the constitution and decisions of the bodies of the Association.
- 7.4 Only regular members are entitled to attend the General Assembly for the active and passive voting right.
- 7.5 A minimum of 1/10 of the regular members is necessary to request the invitation of a General Assembly by the Board.
- 7.6 In each General Assembly the regular members must be informed by the Board about the financial activities of the Association. If a minimum of 1/10 of the regular members asks for this information with notification of the motivation at any time, the Board must give this information within 4 weeks.
- 7.7 The members must be informed by the Board about the account balance. In case this happens in the General Assembly, Auditors are required to be involved.

8 Bodies of the Association

- 8.1 The Association shall have the following bodies:
 - 8.1.1 The General Assembly (points 9 and 10),
 - 8.1.2 The Board (points 11 to 13),
 - 8.1.3 The Auditors (point 14) and
 - 8.1.4 The Arbitration Committee (point 15).

9 The General Assembly

- 9.1 The General Assembly is the body for (regular) members to identify and build joint endeavours and intentions in accordance to the association-law 2002. The ordinary General Assembly is held each third calendar year.
- 9.2 An extraordinary general assembly has to be convened
 - 9.2.1 upon a decision of the Board or the ordinary General Assembly,
 - 9.2.2 upon a written motion from at least a 1/10 of the regular members,
 - 9.2.3 upon a decision of the Auditors or
 - 9.2.4 upon a demand from an Auditor,
 - 9.2.5 upon a decision from a judicial ordered curator (paragraph 11.2).

An extraordinary General Assembly has to take place within 8 weeks after decision-making or rather the arrival of the motion upon a convocation.
- 9.3 The regular members have to be invited at least 3 months before the meeting in writing (date of postmark), by fax or by e-mail (to the fax number or e-mail address provided to the members). The invitation of the General Assembly has to include the agenda. The convening of the General Assembly is carried out through the Board (paragraph 9.2.1 – 9.2.3), one or several Auditor(s) (paragraph 9.2.4) or by a legally appointed curator (9.2.5).
- 9.4 Motions for the General Assembly or its agenda have to be sent via email, by fax, or in writing to the Board at least 3 months before the General Assembly.
- 9.5 Valid resolutions can only be made to paragraphs on the Agenda, except those for the convening of an extraordinary General Assembly.
- 9.6 Only regular members have the right to participate in the General Assembly. They alone have the right to vote. Every member has one vote. Corporations and legal societies will be represented by delegates. It is allowed to transfer voting rights by a written mandate to another regular member.
- 9.7 The General Assembly has the quorum if it was convened pursuant to the constitution and at least half of the regular members are attending. If fewer members are attending the General Assembly and if the invitation explicitly states a second date for an extraordinary General Assembly it will take place within 3 months at the latest. No separate invitation has to go out for this. This extraordinary General Assembly has the quorum, independent of the number of attending regular members.

- 9.8 Elections and resolutions of the General Assembly are resolved by a single majority of all valid votes cast. Decisions that change the constitution or dissolve the Association, require a majority of 2/3 of all valid votes cast. It is not allowed to change the purpose of the Association.
- 9.9 The President chairs the General Assembly, if unable to do so, the Vice-President. In case the Vice-President is also unable to chair, the ranking member present will chair the General Assembly.
- 9.10 The decisions reserved for the General Assembly can also be made in writing or by electronic means. In these cases, the required majority is not calculated according to the number of valid votes cast, but to the total number of possible votes. Decisions taken in writing or by electronic means need confirmation in the next general assembly.

10 Tasks of the General Assembly

- 10.1 The General Assembly is responsible for the following tasks:
- 10.1.1 resolution about the budget estimation,
 - 10.1.2 acceptance and approval of the statement of accounts by the Auditors,
 - 10.1.3 election and dismissal of members of the Board and of the Auditors,
 - 10.1.4 permission of legal matters between Auditors and the Association,
 - 10.1.5 exoneration of the Board,
 - 10.1.6 determination of allowances for members of the Board and for the Auditors,
 - 10.1.7 decision on complaints due to rejecting admittance to the Association and on recourse on dismissal of members,
 - 10.1.8 resolutions concerning the change of constitution and by-laws,
 - 10.1.9 resolutions concerning the voluntary dissolving of the Association and the handling thereof (association's assets),
 - 10.1.10 discussion and resolution on further items of the agenda.

11 The Board

- 11.1 The Board consists of at least 6 members: The President, the Secretary General, the Treasurer and their deputies. The deputy of the President is called Vice-President. The Board may co-opt additional Board Members, who have no voting rights until elected by the General Assembly.
- 11.2 The Board is elected by the General Assembly. The Board has the right in case of stepping down of an elected member, to co-opt another eligible member, but this has to be confirmed at the next General Assembly. In case that the whole Board steps down, every Auditor is obliged to convene immediately an extraordinary General Assembly to elect a new Board. In case the Auditors are incapable of action, every member, recognising the emergency, has to apply immediately at the relevant court for a curator, who has then to convene immediately an extraordinary General Assembly.
- 11.3 The working period of the Board is 3 years, until the election of the new Board. Re-election is possible. Members of the Board can only be individuals. Each function of the Board must be carried out by a Board member in good standing.
- 11.4 The Board is convened orally or in writing by the President, if unable, by the Vice-President. If the Vice-President is also unable to do so for an unforeseeable period, each member of the Board can convene the Board.
- 11.5 The Board has a quorum if all members have been invited and more than the half are present. Resolutions of the Board can also be made in writing or electronically.
- 11.6 Resolutions of the Board are resolved by a single majority. In addition, the decisions can be made in a written or electronic form. In these cases, the required majority is not calculated according to the number of valid votes cast, but to the total number of possible votes. In case of equality of votes the vote of the President decides.
- 11.7 The President chairs the Board, when unable, the Vice-President. In case the Vice-President is also unable to do so, the ranking member present will chair, or that member who is nominated by the majority of the present members.

- 11.8 Beside death and at the end of the working period (paragraph 11.3) the function of a Board member ends by divestiture (paragraph 11.9) and resignation (paragraph 11.10).
- 11.9 The General Assembly is entitled anytime to divest one or all Board members. The General Assembly can decide that the divestiture can become effective immediately or with the election of a new Board respectively of a new Board member.
- 11.10 Board members can declare their resignation anytime in writing. The declaration of resignation of a single Board member has to be addressed to the Board, the declaration of resignation of the whole Board has to be addressed to the General Assembly. The resignation becomes effective with the election or cooption (paragraph 11.2) of a successor.

12 Tasks of the Board

- 12.1 The Board is obliged to guide the Association. It is the governing body. The governing body is defined by the association law 2002 (Vereinsgesetzes 2002). All duties not prescribed by the constitution to be the responsibility of other offices of the Association are the responsibility of the Board. The following duties fall under its competence:
 - 12.1.1 According to the requirements of the Association, the establishment of an account, including a running record of income and expenses as well as administration of the recording of assets is included as a minimum requirement.
 - 12.1.2 Establishment of an estimated yearly budget as well as a record of liabilities and a final account balance.
 - 12.1.3 Preparation and convocation of the General Assembly concerning those cases mentioned in 9.2.1 to 9.2.3 of the constitution.
 - 12.1.4 Coordination between regular and scientific members as well as the general coordination of the Association.
 - 12.1.5 Informing the members about the activities and the financial administration as well as the verified statement of accounts.
 - 12.1.6 The management of the Associations assets and the general administration of the Association.
 - 12.1.7 Membership admission and exclusion of regular and scientific members of the Association.
 - 12.1.8 The hiring and dismissal of the employees of the Association.
 - 12.1.9 All other measurements that serve the aim of the Association.
- 12.2 The Board is required to decide on the rules of procedure that will govern its internal organisation, the duties of each member of the board and, in general, the method and accountability for the organisation as well as the implementation of the work. Adjudications to create or change the terms and conditions require a unanimous vote. The terms and conditions are valid until changed; this rule applies even in the period exceeding the terms of office and reelection of the Board.

13 Special tasks of some Board members

- 13.1 The President manages the daily business issues of the Association, assisted by the Secretary General.
- 13.2 The President represents the Association externally. Written statements need for their validity the signatures of the President and the Secretary General, in monetary issues the signatures of the President and the Treasurer. Legal matters between a Board member and the Association need the confirmation of a second member of the Board.
- 13.3 Legal authorizations to represent the Association in external matters or to sign, can only be given by members of the Board, mentioned in 13.2.
- 13.4 In case of emergency, the President is authorized, also in cases concerning the responsibilities of the General Assembly and of the Board, to make decisions under his responsibility; but these decisions need to be confirmed afterwards by the responsible body.
- 13.5 The President chairs the General Assembly and the Board.
- 13.6 The Secretary General is responsible for the minutes of meetings of the General Assembly and of the Board.

- 13.7 The Treasurer is responsible for the adequate accounting of the Association.
- 13.8 In case of a the unavailability of the President, of the Secretary General or of the Treasurer they are replaced by their deputies.

14 The Auditors

- 14.1 The General Assembly shall elect 2 Auditors for a 3-year-term with the possibility of re-election. The Auditors must not be members of an office of the Association (with the exception of the General Assembly), the activities of which are subject to examination.
- 14.2 The Auditors shall be responsible for the supervision of the ongoing (business) activities and the examination of the statement of account with respect to compliance with accounting and with the constitution of the Association. The Board has to provide the requested documents and information to the Auditors. The Auditors have to report the result of their examination to the Board.
- 14.3 Legal exchange between Auditors and the Association needs the approval of the General Assembly.
- 14.4 Further the regulations 11.8 (termination of working period), 11.9 (dismissal) and 11.10 (resignation) are valid analogously for the Auditors.

15 The Arbitration Committee

- 15.1 Decisions in all disputes arising within the Association shall rest with the Arbitration Committee. It is a mediation institution according to §§ 577 ff ZPO and not a court of arbitration according to §§ 577 ff ZPO.
- 15.2 The Arbitration Committee shall be composed of 5 regular members of the Association. It shall be formed in a way that one party notifies the Board in writing about the names of two members appointed as arbitrators. After request by the Board within 7 days, the other party nominates also 2 members appointed as arbitrators within 14 days. After notification of the arbitrators by the board, the nominated arbitrators elect by a majority of votes a fifth arbitrator within additional 14 days as chair of the Arbitration Committee. In case of equality of votes the election is made by drawing a lot between the nominated persons. The members of the Arbitration Committee must not be members of an office (with the exception of the General Assembly), the activities of which are subject to examination.
- 15.3 The Arbitration Committee must pay ample attention to both parties and make its decisions in the presence of all its members by simple majority. It shall make its decision to the best of its knowledge and ability. Its decision shall be final within the Association.

16 The voluntary Termination of the Association

- 16.1 The voluntary termination of the Association can only be decided by the General Assembly. The decision shall be made by a 2/3 majority of all valid votes cast.
- 16.2 This General Assembly has also to decide upon the destination of any remaining assets. Particularly, an executor has to be appointed and a decision has to be made to whom the remaining assets of the Association, after settling all business matters, have to be transferred.
- 16.3 If possible and allowed, the remaining assets shall be given to an organisation pursuing the same or similar aims as the Association, otherwise to social welfare. It should not benefit any individual member in any way.