

“Achieving consensus on the science of food regulations and legislation to ensure the global availability of safe and wholesome food products for all consumers”

GHI – CONSTITUTION

Approved by the General Assembly during the meeting in Singapore, 2 November 2022

- 1 Name, Location and Scope of Activity of the Association**
 - 1.1 The Association shall have the official name of “The Global Harmonization Initiative for Food Regulations and Legislation” abbreviated as the "Global Harmonization Initiative" or GHI.
 - 1.2 The Association shall be located in Vienna, Austria and its activities shall include all nations.
 - 1.3 The Association is allowed to create sub-associations in Austria and elsewhere.
 - 1.4 The Association shall maintain an up-to-date copy of the Constitution on its web site.

- 2 Purpose of the Association**
 - 2.1 The Association will be an impartial, non-governmental, non-political, non-religious and non-profit-making organisation based on science.
 - 2.2 The purpose of the Association is to contribute to global food security in terms of availability of sufficient safe and wholesome food for all. To this end the Association advocates consensus on the science underpinning food regulations and legislation.

- 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-financial and financial means.
 - 3.2 The non-financial means include:
 - 3.2.1 Identification and contacting of relevant scientific organisations,
 - 3.2.2 Invitations to these organisations and their members or staff to contribute their expertise to the endeavours of the Global Harmonisation Initiative,
 - 3.2.3 Identification and contacting of relevant non-scientific stakeholders,
 - 3.2.4 Creation and enhancement of effective communications and information exchange between scientific and non-scientific organisations,
 - 3.2.5 Invitation of stakeholders (organisations and individuals), to identify issues consistent with the purpose of the Association,
 - 3.2.6 Treatment of important issues by implementation of working groups, which shall write scientific or practical documents or statements that serve the purpose of the Association,
 - 3.2.7 Implementation of working groups, which evaluate the best available evidence and discuss the results to achieve a consensus within the GHI scientific community and subsequently the larger scientific community,
 - 3.2.8 Publication of results of the consensus activities of the Association in journals, magazines and newspapers,
 - 3.2.9 Publication of results in books,
 - 3.2.10 Presentation of results at lectures, conferences, conventions and other relevant events,
 - 3.2.11 Making results available to all who are involved in the creation of relevant regulations and legislation, especially for legislators, policy-makers, stakeholders, managers and others who need such information,
 - 3.2.12 Creation and maintenance of a web platform and other social media presence, and a regular newsletter made available to both members and non-members,
 - 3.2.13 All other activities that serve the purposes of the Association.
 - 3.3 The necessary financial means shall be provided by
 - 3.3.1 Donations from scientific organisations,
 - 3.3.2 Proceeds from events or from the editing of books and brochures, journals, teaching materials, etc,

- 3.3.3 Proceeds from acceptable requests for GHI services,
- 3.3.4 Donations, subsidies, collections, legacies, allowances, grants and other donations, provided they are not coming from persons or organisations that are excluded from membership for reasons mentioned in 4.5. Donations from scientific and professional societies, their organisations, independent research organisations, scientific institutes, universities and publishing houses, and GHI members are permitted.
- 3.3.5 The Association cannot accept any donations, subsidies, collections, legacies, allowances, grants and other donations that would negatively affect or cast doubt on the Associations' impartiality.

4 Memberships

- 4.1 Members of the Association are categorized as regular, scientific and honorary members (Ehrenmitglieder).
- 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. Regular and scientific membership are not mutually exclusive.
- 4.3 The Board can award the title of honorary member (Ehrenmitglied) to persons who have distinguished themselves in ways that contribute to the attainment of the Association's objectives.
- 4.4 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 consistent with the purpose of the Association.
- 4.5 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.
- 4.6 The Board, a delegated board member or an appointed member decides upon the acceptance of regular and scientific members under consideration, ensuring that the prerequisites indicated in section 4.5 are maintained. The acceptance can be denied without notification of reasons. In case of a denial a request for reconsideration can be made in writing to the Board within 14 days after receipt of the written decision.
- 4.7 No membership fee shall be imposed upon individuals. Any contribution to the association is voluntary in nature.

5 Termination of Membership

- 5.1 Membership shall be terminated in the case of an individual with their death and in case of legal entities with the termination of their status as a legal entity, or by voluntary mutually agreed withdrawal or by exclusion.
- 5.2 Termination of membership can take place at any time. Written notice of the termination of membership must be provided to the Board.
- 5.3 The Board can exclude a member, if the member violates important regulations of the Constitution or because of serious violations that are damaging to the interests or the image/reputation of the Association.

6 Rights and Duties of Members

- 6.1 All members shall have the right to contribute their opinions within the Association and to participate in the public meetings and events of the Association. Registration for participation and/or payment of a reasonable fee may be required. Attendance may be limited based on space limitations and/or to allow for an interactive program.
- 6.2 All members shall have the duty to promote the interests of the Association to the best of their ability and to refrain from anything that could harm the reputation and purpose of the Association. All members shall follow the Constitution, the by-laws and decisions of the

bodies of the Association. Members retain the right to disagree with substantive (scientific) documents of GHI as long as they do so respectfully.

- 6.3 All members are entitled to attend the General Assembly. Only regular members are entitled to speak and vote.
- 6.4 A minimum of 25 or 1/3rd (whichever is lower) of the regular members is necessary to request the initiation of a General Assembly by the Board.
- 6.5 Regular members must be informed tri-annually by the Board about the financial activities of the Association, preferably at a General Assembly meeting. In case the Board fails to provide this information in time, and a minimum of 1/3rd of the regular members asks for this information with notification, the Board must provide this information within 4 weeks.
- 6.6 The financial statement shall be audited by an audit committee prior to each General Assembly.

7 **Bodies of the Association**

- 7.1 The Association shall have the following bodies:
 - 7.1.1 The General Assembly,
 - 7.1.2 The Board,
 - 7.1.3 The Auditors,
 - 7.1.4 The Supervisory Council, and
 - 7.1.5 The Arbitration Committee.
- 7.2 The by-laws can institute further bodies including but not limited to working groups.
- 7.3 Members of bodies may meet in person, through means of distance communication or a combination of these.

8 **The General Assembly**

- 8.1 The General Assembly is the body for regular members to identify and build joint endeavours and intentions in accordance with the association-law in force in Austria at that time. The ordinary General Assembly is held at least each third calendar year.
- 8.2 Regular members should always be given the opportunity to attend the General Assembly and vote, if needed using appropriate distance communication technology.
- 8.3 An extraordinary General Assembly has to be convened
 - 8.3.1 Upon a decision of the Board or the ordinary General Assembly,
 - 8.3.2 Upon a written motion from at least 1/3rd of the regular members,
 - 8.3.3 Upon a decision of the Auditors or
 - 8.3.4 Upon a demand from an Auditor, or
 - 8.3.5 Upon a decision from a judicial ordered curator.

An extraordinary General Assembly has to take place within 6 months after the Board receives a proper request. The request shall go by email to the regular members immediately after the Board approves a special General Assembly.
- 8.4 The regular members have to be invited at least 3 months before the meeting in writing (date of postmark), by e-mail (to the e-mail addresses provided by the members). The invitation to the General Assembly has to include the tentative agenda. The convening of the General Assembly is carried out by the Board, one or several Auditor(s) or by a legally appointed curator.
- 8.5 Motions for any General Assembly or items for the agenda have to be sent via email or in writing to the Board at least 1 months before the General Assembly.
- 8.6 Valid resolutions can only address items on the agenda, except the resolution for convening of an extraordinary General Assembly.
- 8.7 Only regular members have the right to vote in the General Assembly. Every member has one vote. Any member attending may have a proxy permitting them to vote for one member not in attendance. The proxy request shall be submitted to the Board at least 3 days prior to the meeting by the member not attending assigning this proxy right to a member attending.
- 8.8 The General Assembly has achieved a quorum if it was convened pursuant to the

- Constitution and at least 50% of 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 the second meeting. An extraordinary General Assembly is not required if to complete the agenda proposed for the General Assembly.
- 8.9 Elections and resolutions of the General Assembly are approved by a simple majority of all valid "yes and no"s votes cast. Decisions that change the Constitution or dissolve the Association, require greater than a 2/3 majority of all valid yea and nay votes cast. Electronic voting by members attending remotely shall be valid. Decisions that change the Constitution or dissolve the Association only take effect when they have been implemented through a change of the Constitution in accordance with Austrian law.
- 8.10 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 Board member present with the greatest seniority will chair the General Assembly.
- 8.11 The decisions reserved for the General Assembly can also be made in writing or by electronic means with a quorum participating in the voting. Decisions taken in writing or by electronic means need confirmation at the next General Assembly.

9 **Tasks of the General Assembly**

- 9.1 The General Assembly is responsible for the following tasks:
- 9.1.1 Resolutions about the proposed budget,
- 9.1.2 Acceptance and approval of the statement of accounts by the Auditors,
- 9.1.3 Election and dismissal of members of the Board and of the Auditors,
- 9.1.4 Resolution of legal matters between Auditors and the Association,
- 9.1.5 Exoneratation of the Board,
- 9.1.6 Determination of compensation of expenses for members of the Board and for the Auditors,
- 9.1.7 Decisions on complaints due to rejecting admittance to the Association and on recourse for the dismissal of members,
- 9.1.8 Resolutions concerning the change of the Constitution and by-laws,
- 9.1.9 Resolutions concerning the voluntary dissolving of the Association and the handling thereof of the Association's assets, and
- 9.1.10 Discussion and resolution of other items on the agenda.

10 **The Board**

- 10.1 The Board consists of at least 6 members and no more than 12 members: The President, the Secretary General, the Treasurer and their deputies and members at large. The deputy of the President is called the Vice-President. The Board may co-opt additional Board Members, who have no voting rights until elected by the General Assembly. The names of all of these persons shall be listed on the Association's web site.
- 10.2 The Board is elected by the General Assembly. The Board has the right in case of the resignation of an elected member, to co-opt another eligible member, but this has to be confirmed at the next General Assembly. In case the whole Board steps down, each Auditor is obliged to immediately convene an extraordinary General Assembly to elect a new Board. In case the Auditors are incapable of action, any regular member, recognising the emergency, can convene an extraordinary General Assembly.
- 10.3 The term of a Board member is 3 years. 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.
- 10.4 The Board is convened electronically by the Secretary-General at the request of the President. The deputy Secretary-General and Vice-President may do so if the Secretary-General or the President are unavailable. If the President and the Vice-President are unable to do so for an unforeseeable period, any member of the Board can convene the Board.

- 10.5 The Board has a quorum if all members have been invited and more than half are present. Resolutions of the Board can also be made and voted on in writing or electronically with a quorum participating in the voting.
- 10.6 Resolutions of the Board require greater than a simple majority of the "yes and no"s. In addition, the decisions can be made using a written or electronic form with a quorum participating in the voting.
- 10.7 The President chairs the Board, when unable, the Vice-President. In case the Vice-President is also unable to do so, the member who is nominated by the majority of the members present shall chair.
- 10.8 Beside death and at the end of the term of a Board member, it may also end by resignation.
- 10.9 The Board and the General Assembly are entitled at anytime to remove Board members, for reasons explained under 5.3. The Board or General Assembly can decide that the removal can become effective immediately or with the election of a new Board member.
- 10.10 Board members can resign anytime in writing or electronically. The resignation of a Board member has to be addressed to the Board. The resignation of the whole Board has to be addressed to the General Assembly. The resignation becomes effective with the election or appointment of a successor.

11 Tasks of the Board

- 11.1 The Board is required to guide the Association. It is the governing body. The governing body is defined by the Association Law 2002 (Vereinsgesetzes 2002) or any legislation replacing this law. All duties not prescribed by the Constitution to be the responsibility of other offices of the Association are the responsibility of the Board. The Board is responsible for the following tasks:
 - 11.1.1 According to the requirements of the Association, the establishment of an account, including a running record of income and expenses as well as the recording of the assets is included as a minimum requirement.
 - 11.1.2 Establishment of an estimated yearly budget as well as a record of liabilities and a final account balance.
 - 11.1.3 Preparation and convocation of the General Assembly according to this Constitution.
 - 11.1.4 Coordination between regular and scientific members as well as the general coordination of the Association.
 - 11.1.5 Informing the members about the activities and the financial administration as well as the verified statement of accounts.
 - 11.1.6 The management of the Association's assets and the general administration of the Association.
 - 11.1.7 Membership admission and exclusion of regular and scientific members of the Association.
 - 11.1.8 The hiring and dismissal of any employees of the Association.
 - 11.1.9 All other measures that serve the objectives of the Association.
- 11.2 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 Association's work. Proposals to create or change the rules of procedure require greater than a 2/3 majority of the "yes and no"s votes cast. The rules of procedure are valid until changed; this rule applies even in the period exceeding the terms of office and re-election of the Board.
- 11.3 Within the limits set in this Constitution, the Board can set by-laws providing rules for activities of the Association including the establishment of bodies in addition to the bodies provided for in this Constitution. Proposals to create or change by-laws require greater than a 2/3 majority of the "yes and no"s votes cast. In addition, the decisions can be made using a written or electronic form with a quorum participating in the voting.

12 Special Tasks of Some Board members

- 12.1 The President, assisted by the Secretary General is responsible for the day-to-day

administration of the Association. To this end the President makes all decisions deemed to be in the interest of the Association if postponement of such decisions until the next Board meeting is not desirable. All such decisions require approval at the next meeting of the Board.

- 12.2 The President represents the Association externally. Written statements to be valid need the signatures of the President and the Secretary General, in monetary issues with a value above a limit set by the by-laws 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 in addition to the President (or two Board members in the case where the action involves the President).
- 12.3 Legal authorizations to other persons than the President to represent the Association in external matters or to sign on behalf of the Association can only be given by the Board.
- 12.4 In case of an emergency, the President is authorized to act on behalf of the General Assembly and/or of the Board; but these actions need to be confirmed at the next meeting of the responsible body.
- 12.5 The President chairs the General Assembly and the Board.
- 12.6 The Secretary General is responsible for the minutes of meetings of the General Assembly and of the Board.
- 12.7 The Treasurer is responsible for the adequate accounting of the financial matters of the Association and the payment of all bills.
- 12.8 In case of unavailability of the President, of the Secretary General or of the Treasurer they are replaced by their deputies.

13 **Supervisory Council**

- 13.1 The General Assembly shall elect the members of the Supervisory Council.
- 13.2 At the request of the Board or on its own initiative the Supervisory Council shall provide its opinions to the Board regarding the compliance with the Constitution and by-laws of the Association of activities conducted or envisaged by the Board, by one of the bodies or by members of the Association.
- 13.3 At the request of the Board or on its own initiative the Supervisory Council shall provide its opinions to the Board regarding possible threats to the integrity, impartiality, independence or reputation of the Association.
- 13.4 In case the Supervisory Council considers that urgency so requires, it can inform the General Assembly.
- 13.5 Further rules on the Supervisory Council are set in the by-laws.

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 or body of the Association (with the exception of the General Assembly) established by this Constitution, 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 good practices of accounting and with the Constitution of the Association. The Board has to provide the requested documents and information to the Auditors. The Auditors report the result of their examination to the General Assembly.
- 14.3 Transactions between Auditors and the Association need the approval of the General Assembly.
- 14.4 Further to regulations 10.8 (termination of working period), 10.9 (dismissal) and 10.10 (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 the Austrian Code of Civil Procedure (ZPO) §§ 577 ff 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 to be appointed as arbitrators. After such a request to the Board, it shall within 7 days invite the other party to also nominate 2 members to be appointed as arbitrators within 14 days. After notification of the arbitrators by the Board, the nominated arbitrators elect by a simple majority of votes a fifth arbitrator within an additional 14 days as chair of the Arbitration Committee. In case of equal votes for the fifth arbitrator, 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 or body (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 the concerns of both parties and make its decisions in the presence of all its members by a 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 greater than a 2/3 majority of all valid "yes and no"s votes cast.
- 16.2 In the event of dissolution of the Association or if the previous beneficiary of the Association has ceased to exist, the remaining assets of the Association shall be used for charitable or benevolent purposes within the meaning of "Bundesabgabenordnung" (Federal tax code) paragraphs 34 and further.