

**CONSTITUTION OF THE CANADIAN SOCIETY OF IRANIAN FOOD AND
NUTRITIONAL SCIENTISTS**

Table of Contents

Society's Articles	Page
Definitions	2
Article I. Name	3
Article II. Type of Society	3
Article III. Objectives	3
Article IV. Board of Directors	3
Article V. Officers	4
Article VI. Membership	4
Article VII. Non-discrimination	4
Bylaws	4
Article I. Official Languages	4
Article II: Membership	4
Dues	4
Nomination	5
Application	5
Article III. Officers	5
Composition	5
Appointment of Officers	5
President	5
Vice-President	6
Secretary	6
Treasurer	7
Other Officers Duties	8
Article IV. Committees	8
Executive Committee	8
Responsibilities	8
Terms	8
Technical Committee(s)	8
Responsibilities	8
Article V. Board of Directors	9
Article VI: Quorum and Meetings, Board of Directors	9
Article VII. Amendments	10
Article VIII. Bylaws	10
Article IX. Prohibitions	11
Article X. Disciplinary Procedures	11

Definitions:

1. Board of Directors: The governing body of a Society, who is elected by members to represent them, establishes Society's management policies, supervises and maintains general control of the Society according to the Society's established articles and bylaws.

2. Executive Committee: The Executive Committee is Society's rapid access to decision making, financial control body and chief working committee, which takes action on policies and legislative positions and elected by members to be responsible for Society's affairs.

3. Technical Committee Chairpersons: The administrative head of a technical committee, appointed by technical committee members and elected by members to perform the role of sole judge of all matters arising in the committee. Technical committee chairperson may reflect the ideas and issues to Board of Directors.

4. Members: The term members refer to structural part of the Society or eligible individuals, who have joined and participate in Society's activity and enjoy rights pursuant to the articles of Society and bylaws. These rights may include election of the Board of Directors of the Society.

5. Active member: A person who has a positive contribution to Society and whose membership has not been terminated.

6. Student Member: Students applying for student membership must be enrolled in a food or nutrition science programs and or related fields approved by an appropriate Canadian accrediting institution as defined by the Academy's Commission on Education. Students are encouraged to take an active role in Society's activities and receive access to benefits at greatly reduced fees as compared to full members and nonmembers.

7. Associate members: A person, company or corporation who is required to be registered as an associated person with the Society within the meaning of the term "associated member" and pays nominal dues to the Society in support of the Society and enjoy the benefit of their participation under the Society's Articles and Bylaws.

8. Honorary Members: An honorary member is a person having distinctive accomplishments in food and nutrition science, industry, research or public service of national or international reputation and highly respected personalities who are not members of the Society. A candidate for honorary membership may be conferred on a living citizen of any country, must be proposed by at least three members. Honorary member receive complimentary lifetime membership to the Society.

Article 1. Name

The organization bears the name of: **Canadian Society of Iranian Food and Nutritional Scientists** hereinafter referred to as “Society”.

Article II – Type of Society

The Society is a scientific organization, not organized for pecuniary profit or financial gain. The income, assets, or profit shall not be distributable to, or to the benefit of, its members in form of profit or dividends. Officers and or directors, of the Society may be remunerated based on services rendered as employees to the extent permitted under Canadian law. The Society is a not-for-profit, non-political and non-religious organization.

Article III. Objectives

The objectives of the Society are:

1. To advance the disciplines of food science and nutrition and their related fields in Canada.
2. To establish and promote scientific cooperation and provide opportunities to exchange scientific information among its members and with other similar organizations.
3. To promote scientific and professional contribution, networking and enhancing the social relationships of the members.
4. To provide assistance to Iranian community in general and Iranian students in specific in order to attend food and nutritional sciences programs in Canadian universities.
5. To organize seminars, lectures and discussions in food science, nutrition and related areas.
6. To assist individual members in improving their skills and techniques to obtain licensing through education, carrying out special studies and research.
7. To sponsor educational meetings, publishing articles, statistics and other materials.
8. To exchange ideas related to transferring technology and intellectual property rights.
9. To inform Iranian community, business community and governmental organizations with respect to significance and importance of nutrition, food safety, food guidelines and health related issues in order to improve public health.

Article IV. Board of Directors

There shall be a Board of Directors of Society consisting of elected Directors as provided in the Bylaw of the Society.

Article V. Officers

The Officers of the Society shall be a President, Vice-President, Secretary and Treasurer, the said Officers shall be elected for a term of two years as provided in the Bylaws.

Article VI. Membership

The membership of Society shall consist of active members, associate members, student, honorary members and such other categories as may be established in the Bylaws.

Article VII. Non-discrimination

The Society does not discriminate on the basis of race, color, religion sex, age, national and ethnic origin.

Bylaws

Article I. Official Languages

- 1.1 The official language of the Society shall be Farsi and or official languages of Canada. Iranian members who have diverse culture and languages are free to communicate in their own ethnic languages or dialect in any un-official Society meetings.

Article II: Membership

- 2.1 The Society shall be open to all interested persons, regardless of place of employment, residence, or affiliation in other recognized societies, so long as the individual's employment or affiliation is not in violation of Canadian laws.
 - 2.1.1 The membership of the Society shall consist of individuals interested in the objectives of the Society and comprise of active, honorary, associate, and student members.
 - 2.1.2 Only active members may vote and hold office.

2.2 Dues:

- 2.2.1 The annual membership dues shall be collected by Society and assessed annually. For full and student members amount of the membership fee will be recommended by the Board of Directors, at a duly convened meeting of such directors. Such recommendation must be approved by a majority of the members of the Society convened for such purpose. The presence of 50%+1 of directors shall make a meeting official. The membership shall coincide with Society's fiscal year. The payment of dues each year will be renewed automatically for active and associate members.

- 2.2.2 Members whose dues records are delinquent for two (2) consecutive years at the end of the annual meeting will be considered to have resigned from the Society and will be deleted from the mailing list of the Society. Reinstatement will require the payment of current dues and the delinquent dues of the previous years.
 - 2.2.3 Changes in dues shall be made by the Executive Committee, subject to approval of the Board of Directors.
 - 2.2.4 Honorary members shall be elected for life.
 - 2.2.5 Honorary members shall not pay dues but may retain active status if eligible.
- 2.3 **Nomination:**
- 2.3.1 Nomination of honorary membership must be submitted by at least three active members of Society and must be approved by unanimous vote of the Board of Directors.
- 2.4 **Application:**
- Every application for active and associate members shall be prepared on a standard form and give the full name and address of the applicant, his/her academic credentials, the field of work in which the applicant is or has been engaged and a list of his/her publications and forwarded to the Secretary and Treasure.

Article III. Officers

- 3.1 **Composition:** The Officers of Society shall be the President, Vice-President, Secretary, and Treasure.
- 3.1.1 **Appointment of Officers:** The President, the Vice-President, Secretary and the Treasure shall be elected at the annual meeting.
- 3.1.2 **President:** The President shall be the chief representative of the Society and has overall authority for promoting the Society within the Canadian-Iranian community, universities, similar local and international societies and for overseeing all Society events. The President, in collaboration with other members of the Board, carries prime responsibility for the conduct of the affairs of the Society. He/She shall chair all meetings of the committee and general assembly.

Duties:

- Coordinating or delegating for all official activities of the Society.
- Coordinating the executive committee members and technical committees
- Applying the Board of directors policy, immediate making decision for those issues that Board of directory is not present
- Fund raising
- Membership retention
- Public outreach
- Liaison with government and other organizations with goals that overlap those of the Society
- The Society's point person for the members and for the public.

- Conducting the meetings of the Board of Directors and the Executive Committee.
- Preparation of the monthly Executive Committee meeting agenda
- Approval of expenditure of Society funds
- Receipt of all committee reports
- Management of all Board meetings

The President shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Society. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all bylaws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

- 3.1.3 **Vice-President:** Assisting the President in any manner necessary by being prepared to take over any responsibilities that belong to President in the event of his/her absence due to illness, etc.

Duties

- The Vice-President shall support the work of the President in fostering the objects and purposes of the Society.
- Perform the duties of the President in case the President is absent or incapacitated and in case of a vacancy in the presidency shall assume that office and hold it for the remainder of the term.
- Acting as the President's representative and assisting in establishment for each meeting.
- Overall fund-raising chairman to oversee all fund-raising events and to ensure, insofar as possible, a regular flow of income.
- Sharing responsibility for the conduct of the affairs of the Society, and helping to draft Society's policy;
- Representing the interests of the Board and reporting to the President

- 3.1.4 **Secretary:** Responsible for maintaining accurate meeting minutes and keeping track of the correspondence of the Society.

Duties:

- Recording, typing, and distribution of the minutes of all meetings
- Accepting of nominations for Board membership and preparation of ballots for the annual meeting

- Notification of Board members and committees of any special meetings or meeting changes
- Keeping track of the membership, be in charge of recruitment of new members and oversee balloting for Officers.
- Reserving the meeting rooms,
- Submitting ads for the additional meetings section of the Society
- Coordinating payment for the rooms and ads
- Making audio-visual arrangements with the convention centers (library, community center, hotel) for the seminars, meetings, events, etc..and general follow-up to make sure all this happens.

The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Society and of all books, papers, records, correspondence, contracts and other documents belonging to the Society, which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the of directors.

- 3.1.5 **Treasurer:** Responsible for maintaining the bank accounts and co-signing any cheques. The Treasure will also be responsible for assisting in the development of a budget for events and will help prepare proposals for corporate or individual charitable assistance.

Duties:

- Planning and formulating financial policy
- Recommending such policies to Board of Directors
- Balancing annual budget
- Reviewing the annual budget before its submission to Board of Directors
- Internal auditing of all Society financial operations; and investing special funds and endowments on the advice and consent of Board.
- Managing an adequate reserve fund
- In the absence of the President and Vice-President the Treasurer shall preside at meeting(s) of the Society and meetings of the Board.
- Preparing an annual Treasurer's report. Present the report at the annual meeting.
- Analyzing all Society's financial statements. Report financial status, trends and problems at each Board meeting. Make recommendations to the Executive Committee and Board.
- Consulting with the executive office to assure that an annual audit is performed. Analyze audit results and report findings to Board.
- Overseeing investment policy for special funds and endowments.

- Holding the Society's copy of the current employment contract with the Executive Committee.
- Ensuring the annual giving program is undertaken by the Executive Committee.
- Serving as a member of the Executive Committee.

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Society under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Society. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors.

3.1.6. **Other Officers Duties**

The duties of all other Officers of the Society (Technical Committee's Chairpersons) shall be as the terms of their engagement call for or the Board of Directors requires of them.

Article IV. Committees

- 4.1.1 There shall be an Executive Committee.
- 4.1.2 **Executive Committee:** The executive committee consists of the Society President, Vice-President, Secretary and Treasurer.
- 4.1.3 **Responsibilities:** The executive committee interprets and furthers the policies of the Society and Board of Directors when the Board of Directors is not in session.
- 4.1.4 **Terms:** The term of office of the Executive Committee shall be one (1) year, beginning at the close of the annual meeting, which elected by majority of members to serve the Society. The individual members may be reelected as many times as they are voted in.
- 4.1.5 There shall be **Technical Committees** of the Society composed of committee's chairperson and experts in food science, nutrition and food/nutrition different disciplines.
- 4.1.6 **Technical Committee(s):** Technical committee(s) consists of Food Science, Nutritional Science, Dietetics, Food Technology, Food Safety and Quality Assurance, Educational (meeting, seminars, web, publication, information) and Public and general Affairs.
- 4.1.7 **Responsibilities:** All committees will be the functional bodies of the Society and fulfill the requirements of objectives and goals of the Society. The committees will report directly to the Board during the Board of Directors meeting.

- 4.1.8 The Society's committee(s) and sub-committee(s) will be approved by members based on necessities and volunteer's nominations for the related committee.

Article V. Board of Directors

- 5.1 The affairs of the Society shall be managed by a Board of 10 directors, each of whom at the time of his/her election or within ten days thereafter and throughout his term of office shall be a member of the Society. Each director shall be elected to hold office until the first annual meeting after he/she shall have been elected or until his/her successor shall have been dully elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be a show of hands unless a ballot be demanded by any member. The members of the Society may, by resolution passed by at least 2/3 of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. .
- 5.2 The Board shall establish regulations for expenditure, funds and signing of cheques. They shall also control and manage the affairs and funds of Society, administration, fiscal and perform all acts and functions not inconsistent with the Bylaws.
- 5.3 Board of Directors shall meet three times a year. Two of which shall be prior to the meeting of Society. In addition, it shall meet at the call of the chairpersons and or any two members of the Board.
- 5.4 The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society, in its name any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Society is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Society for such considerable and upon such terms and conditions as they may deem advisable.
- 5.5 The directors shall receive no remuneration for acting as such.

Article VI: Quorum and Meetings, Board of Directors

- 6.1 An annual meeting shall be held May 1st of each year to provide for exchange of information pertinent to food science and nutrition research and advances. A majority of the directors shall form a Quorum for the transaction of business, except as otherwise required by law. The Board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.

- Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law (constitution) shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held without notice, immediately following the annual meeting of the Society. The directors may consider or transact any business either special or general at any meeting of the Board.
- 6.2 Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.
- 6.2.1 The place of the annual meeting shall be determined by the Chairperson of the Program Committee with the approval of the Executive Committee.
- 6.3 The Executive Committee meeting shall be held every month, the date and place of which is to be determined by the members of such committee.

Article VII. Amendments

- 7.1 These articles may be amended or repealed, in whole or in part. Any proposed amendment shall be sent to the membership at least sixty (60) days prior to the annual meeting. Proposed amendments shall be adopted if approved by two-thirds (2/3) of the members voting by mail ballot or by show of hands at the next annual meeting.

Article VIII. Bylaws

- 8.1 The bylaws, heretofore adopted by the Board of Directors and approved by the prospective membership, will remain in force. Such bylaws may be amended or repealed, in whole or in part, in the manner provided therein, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

Article IX. Prohibitions

- 9.1 None of the activities (substantial or otherwise) of the Society shall comprise of carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for public office. The Society is not organized or operated for the benefit of private interests.

Article X. Disciplinary Procedures

- 10.1 Board of Directors shall prescribe disciplinary procedures for members who are accused of having acted contrary to the Code of Professional Conduct, or of having acted otherwise in an unprofessional manner, or of having brought the Ergonomics Society into disrepute. The membership of such persons may be suspended or revoked by the Board of Director or any committee appointed by it in accordance with the rules of such disciplinary procedures.