

ILSI EUROPE STANDING ORDERS

To be read in conjunction with the Charter of Incorporation

Fifteenth Revision (25 November 2016)

STANDING ORDERS:

- S01 Standing Orders are internal rules regarding operational and management structures in accordance with and in addition to the Charter of Incorporation.
- S02 Any amendment to Standing Orders shall be by a simple majority decision of the Board of Directors.

GENERAL ASSEMBLY:

- GA1 As a general rule, the Board of Directors shall make every effort to provide each member company at least 30 days' notice of an ordinary and extraordinary General Assembly. However, if required by circumstances, notice for an ordinary and extraordinary General Assembly may be reduced to 10 days, but not less, according to article 5.2 of the Charter of Incorporation.
- GA2 The Ordinary General Assembly shall be held once a year. An extraordinary General Assembly may be held whenever necessary as stated in the Charter of Incorporation.
- GA3 The Board is entitled to invite other distinguished industry and non-industry scientists to attend meetings of the General Assembly.

MEMBERSHIP:

- M1 Membership fees for a company are based on its product sales in Europe to the food industry, food retailers, and the final consumers. The membership fee is determined by the latest financial report of the company and is determined as follows:

| ANNUAL SALES (EUROS) | 2016 FEES (EUROS) |
|--|-------------------|
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- M2 Membership fees will increase every year by the published official inflation rate in Belgium. Any increase above the official rate of inflation shall be approved by the General Assembly following consultation with the Board of Directors.

BOARD OF DIRECTORS:

- BD1 The Board of Directors comprises a maximum of ten (10) elected Directors from the Members of the Institute and at least an equal or greater number of Directors from academic institutions, government agencies, and scientific foundations. Each Director will be elected for three years and will be eligible thereafter for re-election.
- BD2 On behalf of the Chairman, the Executive (and Scientific) Director shall give no less than thirty days' notice to all Member Companies and the Board of Directors inviting nominations for Director vacancies on the Board of Directors. Each nomination should include a curriculum-vitae. A Nomination Committee will recommend to the General Assembly candidates to fill the Director vacancies.
- BD3 The Nomination Committee will be composed of the President, the Chairman, the Past President, two non-director members, and two non-industry scientists of international renown nominated by the General Assembly and representing different geographical regions of Europe. The Committee will be chaired by the President. On behalf of the Chairman, the Executive (and Scientific) Director shall give no less than thirty days' notice to the Board of Directors members inviting nominations for vacancies on the Nomination Committee. The Board of Directors will recommend to the General Assembly candidates to fill the Nomination Committee vacancies.

If the representation in the Nomination Committee is no longer balanced, the President of the Institute or the Chairman of the BOD can convene the GA by electronic mail for a fast track written election of nominees recommended by the Board of Directors to fill the Nomination Committee vacancies. The members should return their completed ballot form within 21 days.

The election shall be by simple majority vote of the membership.

The decision taken shall be binding on all members including those who may not have voted or those dissenting.

- BD4 The Executive (and Scientific) Director should assist the Nomination Committee during its deliberations. This assistance may include preparing documents, contacting possible nominees and coordinating meetings. In developing its recommendations, the Nomination Committee shall take into account geographic and scientific discipline distribution in order to assure a balanced, representative Board of Directors. The President, having received the recommendations of the Nomination Committee, shall cause them to be voted on by the Ordinary General Assembly. Prior to any such vote, the President should also provide an opportunity to discuss the recommendations among the Ordinary General Assembly Members.

If the balance between industry and non-industry members in the Board of Directors is no longer ensured, the Chairman of the BOD or the President of the Institute can convene the GA by electronic mail for a fast track written election of nominees recommended by the Nomination Committee. The members should return their completed ballot form within 21 days.

The election shall be by simple majority vote of the membership.

The decision taken shall be binding on all members including those who may not have voted or those dissenting.

- BD5 Election of Officers. The Board Officers comprise the Chair, Vice-Chair, President, Vice-President, Past President and the Treasurer. The Chair, the Vice-Chair, the President, the Vice-President and Past President serve a term of two (2) years. The Treasurer serves a term of three (3) years and is eligible for re-election for an additional three-year term.

The Vice-Chair rotates by default to the position of Chair after he/she has served his/her two-year term. The Vice-President rotates by default to the position of President after he/she has served his/her two-year term. The President rotates by default to the position of Past President after he/she has served a term of two (2) years. The Past President position applies for maximum two years. Voting will be by show of hands during a Board meeting. All candidates will be asked to vacate the room during discussion and voting. The vote will be by simple majority.

Should no candidates come forward spontaneously, the Chair (or President), in consultation with the Officers, may approach individual Board Member(s) and suggest that they might like to put themselves forward.

In case no appropriate candidate can be identified in the Board, the search may be extended outside of the current Board members. However, in that case the Officer can only take position following election as Board member by the General Assembly.

BD6 The President shall chair the Scientific Advisory Committee.

SCIENTIFIC ADVISORY COMMITTEE:

SA1 The aims of the Scientific Advisory Committee are to:

1. Review and co-ordinate the overall scientific programme of ILSI Europe, including the new activities with respect to their scientific validity, coherence within ILSI Europe's programme, feasibility, urgency of the issues.
2. Monitor the composition of expert groups and scientific advisors to task forces to ensure scientific integrity.
3. Provide guidance to the task forces.
4. Identify emerging issues to be dealt with by ILSI Europe.
5. Advise the Board of Directors on scientific matters.

SA2 The Scientific Advisory Committee (SAC) is composed of a maximum of twenty experts with more than 50% coming from the non-industry sector. It is chaired by the President of ILSI Europe and co-chaired by the Vice-President. The Past President is eligible to serve as an ordinary member of the SAC. The Committee meets to discuss the overall scientific programme, its implications and effectiveness but ad hoc temporary working groups can be established if appropriate.

SA3 Appointment of SAC Members: Every year, in turn, one third of the members are up for election to create industry and academic vacancies allowing new Members to join in. The SAC Members serve in principle a maximum of 6 years (3-year term with one possible re-election).

Once a year, ILSI Europe sends a request for proposals of candidates, to the Board of Directors, SAC Members and Member Companies. The President, Vice-President, Past President and senior ILSI Europe staff review the names of potential candidates received and prepare a short list of candidates for the Officers. ILSI Europe (and/or Officers) approach the experts short-listed to ensure their willingness to be appointed to the SAC. The Board of Directors appoints the Members from the short list presented by the Officers. ILSI Europe informs the newly appointed or re-appointed Members and the Member Companies of the appointments.

SA4 As a general principle, Member companies should not have a seat in both the Board of Directors and the SAC.