

08.09.2017

International Panel of Experts on Sustainable Food Systems (IPES-Food)

IPES-Food AISBL Governance Principles & Statutes

1. Legal name, head office and duration

1.1 Legal name

1.1.1 The association is registered under the name "International Panel of Experts on Sustainable Food Systems", abbreviated to "IPES-Food" (hereafter 'the Association'). The Association is constituted as an international non-profit organization under Belgian law, according to Title III of the law of 27 June 1921 on non-profit associations and foundations (hereafter 'the Law').

1.1.2 All external documents, invoices, communications, publications and other documents published by the international non-profit association must mention its legal name, immediately preceded or followed by the words "international non-profit association" or the acronym "AISBL".

1.2 Head office

1.2.1 The registered office of the association is established at 1000 Brussels, Avenue Charles Martel 8, Belgium. The registered office may be transferred to any other place in Belgium following a decision by the Board of Directors (as defined below).

1.3 Duration

1.3.1 The association's duration is unlimited from 1 January 2018, without prejudice. However, each member has the right to withdraw from the association in accordance with Article 3.3.5 of these statutes. The fiscal year runs from January 1st to December 31st.

1.4 Official language

1.4.1 The official language of the Association is French for all documents drafted for purposes relating to Belgian law and accountability. The official working language of the Association is English. English will be used for the majority of the Association's internal and external communications, with the exception of documents to be written in French relating to Belgian law.

2. Purpose, goals and activities

2.1 Purpose

2.1.1 As an international non-profit association with an international purpose, the Association is non-commercial, politically independent and non-denominational. It brings together individuals from the academic and scientific community, as well as civil society organizations or international institutions, working on any aspect related to food systems policies and issues.

2.1.2 The activities of the Association are exclusively and directly limited to non-profit activities within the meaning of the Law and as stipulated in these statutes. The activities of the Association are carried out to conduct research and support policy processes related to food systems at the international level and at the regional level (e.g. Europe, West Africa). These activities are not pursued in order to make a profit. The financial means of the Association may only be used in the context of the purpose, activities and mission as stipulated in these statutes.

2.2. Goals

2.2.1 The purpose of the association is to inform policy debates on food systems reform through empirical research and direct engagement in policy processes around the world. The research projects conducted by the Association aim to advocate for more just and sustainable food systems. The Association also aims to forge links between different food system actors and groups, by encouraging, promoting and supporting other organizations and processes to accelerate the transition to sustainable systems and diets.

2.3 Activities

2.3.1 The pursuit of these goals will be realized by engaging in the following activities:

- Empirical research
- Action Research Programs, Participatory and Collaborative Research
- Information, communication and awareness-raising, including through conferences, seminars, publications, articles and press releases, website and other on- and offline media channels.

The activities listed above are indicative, and not restrictive. The Association may also bring support to any activity similar to its own purpose.

3. Members

3.1 The General Assembly

3.1.1 The Association consists of a maximum of 15 to 25 members, sitting in their individual capacities. These members compose the "General Assembly" (GA). For all internal and external communication, the GA will be called "Panel members". Members are experts

appointed for a three-year term. At the end of the first three-year cycle, members may be extended for 18 months or 3 years to ensure continuity.

3.1.2 The GA will have two co-chairs, including two founding members for the initial period. After the initial three years, the co-chairs will be elected by the GA.

3.2 Admission

3.2.1 The founding members of the Association must automatically be admitted as members of the Association.

3.2.2 All other nominations for the GA must be addressed to the Secretariat (as defined below). All applications are welcome, including self-nominations, according to the eligibility criteria described in section 3.2.2.

3.2.3 Appointments are based on the individual qualities of the experts involved, including their understanding of food systems and their contributions to sustainable food systems transitions. The principles of geographic and gender balance, as well as the diverse representation of scientific disciplines and all relevant forms of knowledge, will be respected in the selection process. The group's composition should reflect diverse sources of knowledge, different regional sensitivities and the plurality of perspectives and disciplinary contexts needed to holistically address food systems reform. Although the initiative is primarily aimed at providing scientific evidence, there will need to be significant representation of different forms of knowledge within the GA, including experience in intergovernmental negotiations, participation in social movements as well as local and indigenous knowledge.

3.3. Right and obligation of members

3.3.1 All members are entitled to take part in the activities organized by the Association and to take advantage of the services provided by the Association.

3.3.2 The Association is independent. It should neither seek nor accept instructions from governments, private interests or intergovernmental and non-governmental organizations, including donors. Members commit themselves individually and do not undertake to seek or accept such instructions, even from organizations to which they belong or with which they have been affiliated in the past.

3.3.2 Each panel member will sign a form in which (s)he undertakes to disclose any interest that may conflict with her/his ability to function as a member of the Association. Potential conflicts of interest will be taken into account when tasks and roles are assigned, including the role of "rapporteur" of a given dossier or project. Where applicable, conflicts of interest will be brought to the Board of Directors for notice and arbitration.

3.3.3 Members of the Association receive honoraria for their contribution to the work of the group. Fees for the co-chairs and other members are set annually by the Board of Directors based on a proposal submitted by the Secretariat.

3.3.4 Failing to attend three meetings and otherwise contribute to the work of the Association, membership of a panelist may be terminated by the Board of Directors.

3.3.5 Any member may resign at any time by written notification to the Secretariat. The Secretariat must inform the Board of Directors.

4. Organizational Structure

4.1. The bodies of the Association are:

- The General Assembly ("Panel Members")
- The Board of directors
- The Secretariat

4.2. The General Assembly

4.2.1 The General Assembly meets at least twice a year in plenary at the place indicated in a convening notice. This notice is sent by the Secretariat. Working groups can meet more frequently between plenary sessions.

4.2.2 The General Assembly decides by consensus. Consensus is reached when no Panel member has a reasonable objection to the adoption of a particular proposal, statement or document issued by the Association. In the absence of consensus, decisions can be made by simple majority. Panel members who have voted against the adoption of a declaration or document are entitled to attach their individual point of view to the statement or document.

4.3 The Board of Directors

4.3.1 The Board of Directors is the executive body of the Association. It determines the general policy and approves the activities of the Association in accordance with its purpose, goals and activities as defined in this statute.

4.3.2 The Board is composed of the two Co-Presidents of the GA as well as one to three members of the GA, elected every 3 years by the GA. For a provisional period of 6 months, the first Board of Directors will include the three founding members and two other members of the GA, invited by the founding members. Board members will then be elected at the first GA meeting for the remainder of the first 3 years.

4.4 The Secretariat

4.4.1 IPES-Food is supported by a Secretariat, composed of employees of the Association, under the responsibility of the coordinators of IPES-Food. The Secretariat is accountable to the Co-Presidents of the General Assembly and the Board of Directors.

4.4.2 The Secretariat has the following functions:

- Convene and organize the logistics of the plenary meetings of the Association;
- Ensure that the various projects and work of the Association progress according to the schedule set by the GA;
- Ensure that the Board performs its functions in favour of the Association's governance principles;
- Ensure an adequate flow of information between GA members and Co-Chairs ;
- Develop a network of organizations and individuals that support the work of IPES-Food;
- Recruit staff;
- Provide support for the work of the Association, including research;
- Ensure communication with potential donor organizations;
- Manage the budget of the IPES-Food;
- Design and implement a communication and dissemination strategy for the results of the Association.

5. Financing

5.1 The Association's may include grants from foundations and other private organizations; public funds, donations and legacies; exceptional resources related to the organization of events and conferences; and any other resources authorized by the Deed of Incorporation.

5.2 The Secretariat will prepare a budget report twice a year.

6. Statute modification

6.1 Without prejudice to the law of June 27th, 1921, any proposal having for object to amend the statutes or dissolve the association must come from the Board of Directors.

The Board must inform the members of the association at least three months in advance of the date of the general meeting that will decide on the said proposal.

The GA can validly deliberate only if it gathers two thirds of its members, either present or represented by proxy. No decision will be taken unless it is voted by a two-thirds majority.

The modifications made to the purpose of the association will have effect only after approval by royal decree and published in accordance with article 50 of the law of June 27, 1921.

The Board of Directors will determine the method of dissolution and liquidation of the association. The patrimony resulting from the liquidation of the association will be assigned, as a default, to a disinterested third-party.

FINAL PROVISIONS

Any question not addressed in these statutes, as well as the publication of the Statutes to the 'Moniteur belge', are governed by Title III of the Belgian law of 27 June 1921 on non-profit international associations and foundations.

For all that is omitted in the provisions of the statutes or regulations, the Board of Directors will decide in accordance with the Belgian national legislation.