

Constituency of the Iranian Nutrition Society

In the Name of God

The Articles of Association of the Iranian Nutrition Society

General Assembly

Chapter One- Generalities and Goals:

Article 1

The name of the non-governmental organization is the Iranian society of nutrition, which is referred to as “the society” in the articles of association.

Article 2

Type of activity: all the activities of the society are non-political, non-profit, and non-governmental. In addition, the society will be active in the area of health with full adherence to the laws of Iran and the articles of association.

Article 3

The society has ultra-provincial activities in the provinces of Tehran, Isfahan, Khorasan, Fars, and Lorestan.

Article 4

Location: the main center of the society is in Tehran with the address of “national institute of nutritional research and food industry, Shahid Hafezi St., Shahid Farahzadi Blvd., Qarb Town, Tehran, Iran”. the main center can establish branches inside or outside the country according to the regulations after obtaining permission from the licensing authority.

Article 5

Nationality

The society has Iranian nationality and all of its members are obligated to adhere to the Constitution of the Islamic Republic.

Article 6

The duration of the society’s activity is unlimited from the date of establishment.

Article 7

The initial asset of the society (whether movable and immovable) is 100,000,000 Rials, fully paid by the founding board.

Article 8

The founding board includes those who have risen to establish the center and have no responsibility after the opening of the center as its founders.

Article 9

The society's goals include:

A) Generalities

Expanding the culture of healthy eating in the community

- Implementation Method:
 1. Increasing nutritional awareness in order to promote community health, 2. Updating nutritionists' information through congresses, conferences, workshops, retraining classes, and nutrition programs in the mass media. The agreement of the licensing authority with the mentioned activities does not mean that the society is allowed to be active in these fields without a need for licenses from specific organizations. Evidently, any license required for the implementation of the mentioned goals and methods must be obtained from the specific organizations.

Article 10

Membership conditions: 1) adhering to the Constitution of the Islamic Republic of Iran, 2) having Iranian nationality, 3) not being abandoned or deprived of social rights, 4) accepting the articles of association, 5) paying the membership fee, 6) being approved by the board of directors

Types of membership: all eligible candidates have the right to vote and can become candidates.

1. The founding members of nutritionists and nutrition experts, who have been involved in drafting and approving the articles of association and establishing Iranian society of nutrition

2. continuous members are those who meet at least one of the following criteria:

A) Have a BSc in the field of nutrition and two years of work experience in the nutrition field

B) Have an MSc or higher in the field of nutrition

C) Have a BSc or higher in a nutrition-related field and a scientific degree in the nutrition field and at least two years of work experience in the nutrition area.

3) Dependent members are those with at least a high-school diploma, who are active in the nutrition field in some way and are interested in nutrition science.

Unofficial: those who are not among the official members of the society but can be effective in achieving the society's goals. These individuals do not have the right to vote or become candidates.

- Honorary members are Iranian or non-Iranian enthusiasts who have had valuable contributions to the progress of the society's goals or are among the national or international scientific and social figures.

- Iranians with valuable services in the field of nutrition or extraordinary scientific projects and activities in this area can be honorary members of the society.

Article 11

Association pillars include: 1) general assembly, 2) board of directors, 3) inspector.

Article 12

The founding general assembly is the board of founders and has the following responsibilities:

1. Taking initial steps to establish the center;
2. Preparing and approving the articles of association;
3. Selecting the first managers and inspectors of the society;

Note 1: the majority required to convene the founding general assembly shall be half of the members plus one member for the first time, and in the absence of the quorum, the second assembly shall be formalized in the presence of one-third of the members for the second time.

Note 2: the decisions of the founding general assembly are made with the votes of two-thirds of the present members with the approval of the silencing authority.

Article 13

Ordinary General Assembly:

The general assembly encompasses all members and is the most excellent source of reference held normally or extraordinarily.

Article 14

The ordinary general assembly will be held in October yearly. The meeting will be formalized with the presence of half of the members plus one member for the first time and will be officially held in the presence of any number of members for the second time.

Note 1- the majority required to make decisions in the ordinary general assembly shall be half of the members plus one member, except for selecting managers or inspectors, which is carried out by a relative majority vote. If a majority is not reached at the first

invitation, the second meeting will be held at least 10 days after the first meeting, and the meeting will be formalized with any number of members present.

Note 2- the ordinary general assembly may be convened at any time at the request of the board of directors or the inspector (s) or with the request of one-fifth of the members- if the board of directors or the inspector fails to comply with the members' request to convene the general assembly within 20 days.

Note 3- the members will be invited to attend the ordinary general assembly through written and telephone invitations at least 10 days and approximately 40 days before the meeting.

Note 4- the widely circulated newspaper for advertisements is Hamshahri newspaper.

Article 15

Responsibilities of the Ordinary General Assembly:

1. Selecting the members of the board of directors and inspectors (chief and substitute);
2. Hearing and reviewing the report of the board of directors and the inspector (s);
3. Determining the general policy of the society;
4. Reviewing and approving or rejecting the proposals of the board of directors;
5. Approving the balance sheet and budget of the society;
6. Determining the widely circulated newspaper to insert ads and invitations;
7. Dismissing the board members and inspectors;
8. Determining the membership fee;
9. Approving the publication of a journal.

Article 16

Extraordinary General Assembly

The extraordinary general assembly will be held based on the following conditions:

1. With the request of the majority of board members or inspectors;
2. With the request of the one-fifths of the members, if the board of directors or the inspector (s) does not comply with the members' request to convene a general assembly within 20 days.

Note 1- the majority required to hold in the extraordinary general assembly shall be half of the members plus one member for the first time, and the meeting will be held in the presence of more than one-third of the members, who have the right to vote, for the second time.

Note 2- the decisions of the extraordinary general assembly shall be valid by a two-thirds majority vote of the members present at the meeting.

Article 17

Responsibilities of the Extraordinary General Assembly:

1. Approving modifications in the articles of association;
2. Assessing and approving or rejecting dissolution;
3. Changing the amount of asset;
4. Dissolution ahead of time;
5. Any change in the nature of the society.

Article 18

The general assemblies will be directed by a board of directors encompassing a director, a receptionist, and two supervisors.

Note 1- the members of the board of directors shall not be among the candidates of the board of directors and inspectors and will be selected by announcing the approval of their candidanship in the general assembly.

Note 2- the chairman of the board of directors will be the chairman of the general assembly unless the topic of the meeting is dismissing or selecting the board of directors.

Note 3- the ordinary, ordinary-extraordinary, and extraordinary general assemblies will be held under the supervision of the ministry of the country.

Article 19

Board of Directors:

The society will have a board of directors encompassing seven chief members and two substitute members.

Note 1- the meetings of the board of directors will be recognized in the presence of more than half of the members and the decisions made by the majority of the present members will be valid.

Note 2- the participation of the board members in meetings is mandatory and the unjustified absence of each of the members without prior notice up to three consecutive meetings or five non-consecutive meetings in a year will be interpreted as the resignation of the absent member.

Note 3- the board members should be invited to the meeting legally at least seven days before the meeting.

Article 20

In case of resignation, decease, or deprivation of conditions for each board member or inspector, the substitute member will be responsible for the duties of the board of members or inspectors for the remaining time.

If the number of board members or inspectors is lower than the number of chief members for any reason and the entrance of substitute members cannot complete this number, the general assembly election will be held again ordinarily or extraordinarily within the legal deadline to complete the number of members.

Article 21

In addition to meetings held on a regular basis and at least once a month, the board of members will attend extraordinary meetings by written or telephone invitation of the chairman or vice-chairman of the board, if necessary.

Note- the procedure for convening an extraordinary meeting is in accordance with the internal regulations, which will be approved by the board of directors.

Article 22

In the first meeting held after being elected, the board members will select a chairman and a vice-chairman and a treasurer and will determine the limits of their authority based on the articles of association or regulation approved by the members of the general assembly.

Note 1- after determining the positions, the board of directors shall select a CEO from its own members or from the outside up to a week and determine the limits of their authority, tenure and remuneration.

Note 2- the CEO shall not be the chairman of the board of directors at the same time unless approved by three-fourths of the members of the general assembly.

Note 3- The board of directors may remove the above-mentioned individuals from the said positions at any time.

Note 4- If necessary, the board of directors may define other positions for other members of the board of directors.

Article 23

The board will be elected for two years. The re-election of board members for subsequent terms is unimpeded.

Article 24

The board of directors is the legal representative of the society and its duties and powers are within the framework of the articles of association, as follows:

- Preserving and protecting movable and immovable property
- Handling accounts
- Repaying debts and collecting the receivables
- Implementing the resolutions of the general assemblies
- Opening accounts in banks over legal proceedings
- Pursuing judicial, administrative and registration proceedings in all legal authorities in the courts
- Determining the sentence and appointing and dismissing a lawyer
- Terminating litigation through compromise
- Assigning all or part of your powers to any other person, whether legal or real, with the right of attorney in case of delegation expiration

The board of directors also has other responsibilities allocated to its members based on the articles of association. Overall, the board of directors may take any action or transaction that is deemed necessary in the case of the transfer of movable property that requires the approval of the general assembly after approval in the name of the society.

In addition, the board of directors is obliged to convene an ordinary general meeting to elect a new board of directors and inspector (s) three months before the end of its term. However, before inserting ads in the widely circulated newspaper, the board of directors shall receive approval from the licensing authority for the agenda of the general assembly, time, and place of the meeting and list of names of members. In addition, the election results shall be announced to the licensing authority at least 40 days before the end of its term.

Note 1- the board of directors has all the necessary powers to administer the affairs subject to the observance of the limits of the objectives and articles of association except for matters which, in accordance with the provisions of this articles of association, are decided within the special competence of the general assembly of members.

Note 2- after approval, the board of directors can act on doing business or paying current expenses of the society up to the amount of 10,000,000 Rials without the approval of the general assembly.

Article 25

The society has one chief inspector and one substitute inspector selected in the ordinary general assembly with a written vote for one year. The re-election of inspectors is unimpeded.

Article 26

The following individuals shall not be selected as inspectors.

1. Those who have been deprived of “some” or “all” social rights due to the commission of a crime and by a final court order;
2. Directors and CEO of the society;
3. Affines and relatives of directors and the CEO up to third-degree from the first and second classes;
4. The spouse of the individuals mentioned in paragraph 2.

Article 27

The responsibilities of the inspector are as follows:

1. Assessing all financial documents and papers and preparing reports for the general assembly;
2. Reviewing the yearly report of the board of directors (both financial and non-financial) and preparing a performance report for the general assembly;
3. Reporting any violation of the provisions of the articles of association by the board of directors to the general assembly;
4. Commenting on the accuracy of financial statements and information provided to the general assembly by the board of directors in written form.
5. Other responsibilities allocated to the inspector by the articles of association and the subject rules and regulations.

Note- The inspector may attend board meetings without the right to vote.

Article 28

The inspector may, at any time, conduct investigation into the operation of the society, request and process the documents and relevant information, and request an extraordinary meeting of the general assembly, if necessary.

Article 29

The board of directors and the inspectors will remain in office until their successors are elected by the general assembly.

Article 30

The CEO is the highest executive of the society and shall be considered a representative and shall have the right to sign on behalf of the society within the limits of the powers delegated to them by the board of directors and the articles of association.

Note 1- dismissal of the CEO is in the power of the board of directors and must be documented and justified.

Note 2- the term of office of the CEO shall not exceed the term of office of the board of directors. However, re-election of the CEO based on the regulations of the articles of association is unimpeded. In case of the expiration of the term of office, the CEO is obliged to continue the responsibilities until assigning the successor.

Note 3- All documents and securities and pledges will be valid with the signature of the CEO and the treasurer and in the absence of the treasurer with the signature of the chairman of the board and with the seal of the society.

Article 31

The CEO is the executor of the resolutions of the general assembly and the board of directors and has the following powers and responsibilities:

1. Legal representing in official authorities and institutions and against natural and legal persons;
2. Hiring, dismissing and electing employees within the limits of the rules and approvals and with the approval of the board of directors;
3. Maintaining the properties, accounts, documents, and records of the society;
4. Providing necessary suggestions for expansion, improvement, and coordination in the activities of the association to the board of directors to present to the general assembly.
5. Preparing drafts for the balance sheet, budget, policies and yearly reports for review by the board of directors and delivering them to the general assembly;
6. Preparing draft regulations required for planning and decision-making in the board of directors;
7. Supervising and coordinating the activities of branches, agencies, and offices after the legal process;
8. Suggesting the holding of extraordinary general assembly meetings with justified reasons;
9. Carrying out other responsibilities allocated to the CEO based on the articles of association and related laws and regulations.

Article 32

The salary and benefits of the CEO are determined by the board of directors.

The CEO can attend the meetings of the board of directors if they are not among the board members.

Chapter 3: Budget and Miscellaneous Items

Article 33

The society's budget is provided in the following ways:

- Gifts and donations from actual and legal individuals and entities, both domestic, foreign, governmental, and non-governmental.
- Waqf (mortmain property) and entail.
- Funds from activities carried out within the framework of the subject of activity, goals, and articles of association of the organization and this regulation.
- Membership fee in the society.

Article 34

The society is obliged to register the income and expenses in the legal offices and present its balance sheet along with the executive performance report up to two months after the end of each fiscal year to the licensing authority. If the company makes a financial or executive report during the year as requested, the society is required to present it.

Note 1- the board of directors is obliged to open a bank account in one of the official banks and to spend all the annual income according to the articles of association and to keep the surplus funds in the same account.

Note 2- the financial year of the society corresponds to the solar year and always ends at the end of March, except for the first financial year, which will be the beginning of March of the same year from the beginning of its establishment. All documents, files, and correspondence are kept in the central office of the society.

Note 3- The official correspondence of the society is signed by the CEO.

Note 4- The resolutions and minutes of the board of directors will be recorded and signed by the relevant members in specific offices in the order of date.

Article 35

The board of directors is obliged to announce any change or amendment to the articles of association to the licensing authority and receive approval from the general assembly after being approved by the licensing authority. In addition, the result shall be announced to the licensing authority to perform administrative formalities.

Article 36

The board of directors is obligated to announce any change in its address, phone numbers, electronic mails, and other issues to the licensing authority.

Article 37

The society will have special letterhead, stamp, or logo, the text of which is approved by the board of directors according to the regulations. Moreover, the board of directors is obligated to deliver a sample of the letterhead, stamp, and logo to the licensing authority.

Note- The board of directors has a legal responsibility to protect the stamp and logo.

Article 38

Dissolution: in case of dissolution of the society, the extraordinary general assembly shall elect at least three people as the liquidation board and this board shall be obliged to approve the assets of the society after reviewing the accounts and settling the debts and collecting the remaining receivables and determining the movable and immovable property of the society and receive approval from the extraordinarily general assembly. The mentioned board is obligated to announce the results to the licensing authority.

Note 1- the extraordinary general assembly is responsible for the allocation of the society's asset to a non-governmental organization that is active in the same area after dissolution and under the supervision of the licensing authority.

Note 2- the affairs of the society will be settled in accordance with the provisions of the articles of association and the relevant laws.

Note 3- one of the members of the dissolution board will be selected as director of settlement.

Note 4- The director of settlement is obligated to present a report to the licensing and corporate registration authorities.

Article 39

If the activities mentioned in the objectives of the articles of association require special permission from other government agencies, the society is obliged to obtain the desired license.

Article 40

The issues not covered in the articles of association will be acted on based on the regulations of establishment and activities of non-governmental organizations and public trading rules.

Article 41

The articles of association comprising three chapters, 41 articles, and 34 notes were approved by the extraordinary general assembly on June 6th, 2015.