Housekeeping Rules of The International Society for Industrial Ecology

These general Housekeeping Rules regulate the practical operations of The International Society for Industrial Ecology in the Netherlands (the Society) at a level of detail going beyond that provided in the Bylaws with the purpose of setting the internal rules, expectations of conduct, and constitution of the Society. It includes the operations of committees and sections, and the organization of elections.

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**Legend:**

Green = recent additional/edited text of note in this version of these Housekeeping Rules

**Document History**

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| **Version 1**: Initially the Society used the original Bylaws of the International Society for Industrial Ecology as registered at Yale, (superseded 9th July 2019) |
| **Version 2**: prepared ahead of the 1st AGM on 9th July 2019, included references to the original Yale Bylaws, consistent and inclusive of the Bylaws of the Society as registered in the Netherlands. |
| **Version 3**: prepared after the 2nd AGM on 14th July 2020 following responses from Members since the 1st AGM through a forum hosted on the ISIE website <https://is4ie.org/forum/general/27>  |
| **Version 4**: prepared after the 3nd AGM on 20th May 2021 following responses from Members to a survey vote hosted on the ISIE website <https://is4ie.org/survey/60>. |
| **Version** **5**: An additional Article was added on 22/9/2021 on Conflict of Interest. This is based on the template of the Australian Charities and Not-for-Profits Commission <https://www.acnc.gov.au>  |

**Other references**:

The Bylaws of the International Society for Industrial Ecology in the Netherlands (last amended 22nd March 2019) <https://is4ie.org/resources/documents/31>

The Dutch Corporate Governance Code (2016) is available here: <https://www.mccg.nl/?page=4738>

# Article I. Name

The Society shall be called “The International Society for Industrial Ecology” (abbreviated as “The ISIE”) as registered in the Kamer van Koophandel of the Netherlands.

# Article II. Purpose

The purpose of this Society is to promote and develop the field of industrial ecology and its applications.

The society aims to achieve its purpose, in part, by:

* To foster the development and application of industrial ecology approaches, tools, metrics, and strategies for practical and widespread use in the public and private sectors
* To achieve better recognition of industrial ecology as an area of research and practice with value to industry and government, in addition to its status as an area of academic study.
* To support young professionals in academia and industry to overcome challenges (e.g., gaining tenure or promotion in interdisciplinary departments or positions with responsibility for multiple areas of sustainability).
* To provide valuable services to members by enhancing networks, resources, and services that support industrial ecology research, practice and practitioners.

# Article III. Membership

Regular membership in the Society shall be open to all individuals whose work may be associated with any aspect of industrial ecology and to individuals who are interested in the sustainable development of society, in particular related to the use of natural resources.

Student membership in the Society shall be open to any student who is interested in gaining knowledge about industrial ecology.

The Board may establish other classes of membership.

The Board decides on the admission of members.

The Board keeps a register with the names and addresses of all members.

Termination of membership with the Society is according to the procedures and requirements for membership as defined in the Bylaws (Article 7), or if the member cannot be reasonably expected to continue their membership.

# Article IV. Governance

The Society’s Board is the primary governing body. The Board establishes the policies and procedures for the Society. The President, President-elect, Immediate Past President, Secretary, Treasurer, and up to eight (8) additional Board members elected by the membership shall constitute the Board and shall have all the duties and powers of a Board of Directors.

The Board shall propose Housekeeping Rules which regulate the practical operations of the Society at a level of detail going beyond that provided in the Bylaws, including the operations of committees and sections, and the organization of elections. The Editor-in-Chief of the Journal of Industrial Ecology and Executive Director of ISIE may join Board meetings in an ex-officio capacity but do not have voting rights. The Board may choose to invite other people to board meetings, as it sees fit, including representatives of sections

An Annual General Meeting (AGM) of the membership is to be held in conjunction with a scientific meeting organized by the society, virtually as an online forum, or a combination thereof. The AGM approves the Annual Report prepared by the Board, the statement of accounts for the past year, a financial statement for the current year, and a budget for the subsequent year prepared by the treasurer, any amendments to Bylaws or Housekeeping rules, and a report on the election, prepared by the election monitors. The AGM votes on proposals put forward by members of the Society.

The Governance of the Society may be expected to conform to the Dutch Corporate Governance Code (December 2016 version).

# Article V. The Board

Subject to the restrictions in accordance with the Bylaws, the Board is charged with the

management of the Society.

The elected officers of the Society shall be a President, a President-elect, a Secretary, and a Treasurer, all of whom shall be elected by the membership. The President-elect shall serve for a term of two (2) years as such followed by two (2) years as President and two (2) additional years by the Immediate Past President. The Secretary and Treasurer shall serve for terms of three (3) years and may be re-elected for no more than one (1) successive additional terms. Ordinary Board members shall serve staggered terms of three (3) years and may be re-elected for no more than one (1) successive additional terms. The board may appoint a member to assist the treasurer in her/his duties. All Board members shall serve for the duration of their office or until a successor is elected.

It shall be the duty of the President to prepare and preside over all meetings of the Board. The President shall appoint and charge, with the approval of the Board, the chairperson and all members of all Committees of the Board, except the Nominating Committee, and shall carry out other activities usually pertaining to the office. When authorized by a majority vote of the Board and approved by the Treasurer, the President may enter into and execute contracts and other agreements on behalf of the Society. The President-elect shall serve in the place of the President in his or her absence. The President shall automatically become the Immediate Past President at the beginning of the new President’s term of office.

The Secretary shall be responsible for keeping the minutes of the Society and the Board and perform such other duties as may be prescribed by the Board. One Board Member may act as Vice-Secretary and serve in the place of the Secretary in his or her absence.

The Secretary is responsible for many of the communications from the Board to members, keeping track of the legal documents/requirements for the Society, ensuring proper process is followed in decision making, taking the minutes of the Board meetings, organizing the AGM, and some operational duties as may be prescribed by the Board.

The Treasurer shall be responsible for the custody of all funds and securities of the Society, shall develop an annual budget and shall provide a statement of accounts, after the close of the fiscal year. One Board Member may act as Vice-Treasurer and serve in the place of the Treasurer in his or her absence.

Otherwise, the liabilities and duties of Board members may be expected to conform to the Dutch Corporate Governance Code (December 2016 version).

Any officer of the Society may resign at any time by giving written notice to the Board. The Board may fill the office temporarily until the next election is held; except that the President-elect shall automatically succeed to the Presidency should that office become vacant.

If the number of Board members has dropped below three, the Board will remain authorized to fulfill its duties. However, the Board is obliged to convene a General Meeting as soon as possible in which the provision in the vacancy/vacancies arises.

The Board is authorized under its responsibility to have certain parts of its duties carried out

by committees appointed by the Board.

The Board is authorized, subject to the approval of the General Meeting, to enter into

agreements for the acquisition, sale and borrowing of registered property, and to enter into

agreements in which the Society undertakes to be a (joint-)guarantor, as well as to be a

guarantor to third parties and to represent the Society in respect to these acts.

The absence of the aforementioned approval of the General Meeting can be appealed to by

third parties. The General Meeting is authorized to subject decisions of the Board to its approval. These decisions must be clearly described and communicated to the Board in Writing.

The elected members of the Board shall be broadly representative of the gender and geographic distribution of the membership. For this purpose, regions shall be North America; Europe; Asia and the Pacific; Latin America and the Caribbean; Africa; and Eastern Europe, Caucasus and Central Asia - refer to Diversity and Inclusion Policy (TBA).

# Article VI. Policy on Conflict of Interest

The purpose of this policy is to help Board members of ISIE to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of ISIE and manage risk. Conflict of interest are common, and they do not need to present a problem to the ISIE as long as they are openly and effectively managed.

1. Objective and Scope of this policy

The ISIE Board aims to ensure that Board members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of ISIE. This policy applies to all Board members, elected and *ex-officio*.

1. Definition of conflicts of interests

A conflict of interest occurs when a person’s personal interests conflict with their responsibility to act in the best interests of the ISIE. Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as an employee or shareholder).

It also includes a conflict between a Board member’s duty to ISIE and another duty that the board member has (for example, to another scientific society). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of ISIE. Therefore, these situations must be managed accordingly.

1. Policy

It is the policy of ISIE, as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the ISIE.

ISIE will manage conflicts of interest by requiring Board members to:

* avoid conflicts of interest where possible
* identify and disclose any conflicts of interest
* carefully manage any conflicts of interest, and
* follow this policy and respond to any breaches.
1. Responsibility of the Board

The Board is responsible for:

* establishing a system for identifying, disclosing and managing conflicts of interest across the ISIE
* monitoring compliance with this policy, and
* reviewing this policy on an annual basis to ensure that the policy is operating effectively.

To assist in this, there will be a Conflict of Interest Declaration form with questions concerning conflict of interest. This is received by the President and the Secretary only and is primarily to obtain transparency on potential conflicts and, in some cases, it may also help to decide if a recusal from a specific discussion or decision is warranted.

1. Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into a register of interests, as well as being raised with the Board. A Conflict of Interest Register will be maintained recording the information from the aforementioned form and any other declarations of conflict made by members of the Board.

The register of interests must be maintained by the President and the Secretary. The register must record information related to a conflict of interest (including any steps taken to address it). The Register and the Conflict of Interest Declaration form will be reviewed at least annually.

1. Confidentiality of disclosures

It is most important that the facts of *what* conflict of interest disclosed and registered are secondary to the details of *why* there is a conflict of interest. This allows the discloser protection from revealing confidential information they might want to keep private. For example, a Board member might have a large research contract working for a corporation. Although they would recuse themselves from e.g. a decision on getting that same corporation to sponsor an ISIE conference, they may not want to disclose the details of that conflict of interest because it could compromise confidentiality in another way. It is enough that the existence of the conflict of interest is recorded in the Conflict of Interest Register.

The President and the Secretary will have access to the Conflict of Interest Register and manage issues of confidentiality. They should provide for an alternative way to make the disclosure if additional restrictions on disclosure are required, for example if commercial-in-confidence information is involved.

6. Action required for management of conflicts of interest

6.1. Conflicts of interest of Board members

Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member who has made the disclosure, as well as any other conflicted Board members) must decide whether or not those conflicted Board members should:

* vote on the matter (this is a minimum),
* participate in any debate, or
* be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering if it is appropriate for the person conflicted to resign from the Board.

 In deciding what action to take, the Board will consider

* whether the conflict needs to be avoided or simply documented
* whether the conflict will realistically impair the disclosing person’s capacity to impartially participate in decision-making
* alternative options to avoid the conflict
* the ISIE’s objects and resources, and
* the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the ISIE.

The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

1. Compliance with this policy

If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has knowingly failed to disclose a conflict of interest, the Board may take action against them. This may include seeking to terminate their membership of the Board or ISIE.

In terms of the formal commercial legal requirements, a Board Member may:

1. hold any office or place of profit or employment other than that of the Society's auditor or any director or employee of the auditor;
2. be a member of any corporation or partnership other than the Society's auditor; or
3. be a creditor of any corporation (including the Society) or partnership; or
4. enter into any agreement with the Society.

A Board Member who has a material personal interest in a matter that relates to the affairs of the Society must give the other Board Members notice of the interest.

A Board Member who has a material personal interest in a matter that is being considered at a Board meeting must not be present while the matter is being considered at the meeting; or vote on the matter, unless permitted by the Board, in which case the Board Member may:

1. be counted in determining whether or not a quorum is present at any meeting of the Board considering that contract or arrangement or proposed contract or arrangement;
2. sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
3. vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.

The Society cannot avoid an agreement with a third party merely because a Board Member:

1. fails to make a disclosure of an interest; or
2. is present at, or counted in the quorum for, a Board meeting that considers or votes on that agreement.

See footnote for explanation of Sections H and I[[1]](#footnote-1)

# Article VII. Nominations & Elections

Nominees for elected offices of the Society shall be named by the Nominating Committee. The Nominating Committee shall consist of six (6) members who shall be elected by the membership, and who shall serve no other elected office at the same time. In addition, the Immediate Past President shall be a seventh member of the Committee. The elected members of the Committee shall be broadly representative of the geographic and gender distribution of the membership. Each elected member will serve staggered terms of three (3) years.

The Nominating Committee will oversee the nomination and election processes. All candidates for election and those serving in elected positions must be members of the Society according to the Bylaws of the Society.

Candidates for election must be proposed by one member and seconded by at least one other member, both “in good standing” and it is expected that the list of nominees reflect the distribution of the membership by geographical location, age and interest, and aiming for gender balance. The Nominating Committee may nominate and second candidates themselves. The Nominating Committee may, with the candidate’s agreement, move an individual member to be a candidate for a position other than that for which they were nominated, at any time up to announcement to the membership of the list of candidates.

Elections shall be held annually by electronic ballot at least 30 days prior to the AGM. Elections shall be overseen by two election observers chosen among the members of or appointed by the Nominating Committee. The Society office shall prepare and transmit to every member, 20 days prior to the Election, a ballot listing of candidates. All ballots must be received no later than two (2) weeks after being circulated. The observers shall ensure that the process for counting the ballots is sound and anonymous. A plurality of the votes cast shall be necessary to elect and in case of a tie vote, the decision shall be made by lot under direction of the Chair of the Nominating committee.

Elected officers shall formally assume their responsibilities at the Annual General Meeting – See also Article XV.

# Article VIII. Contracted services

When approved by the Board and the treasurer in accordance with the approved budget, the president may contract specific duties to individuals or companies who will be reimbursed. This may include administrative and/or executive assistance to the President and Board in managing the functions of the Society.

# Article IX. Committees

Committees shall be constituted by the Board with such membership, duration, functions and authority as may be delegated to it or prescribed to it. The appointment of individuals to the committees shall be delegated to the president. The board shall have an advisory role for such appointments. All committee appointments shall be unsalaried appointments.

# Article X. Financial Operations

Beyond the expenditures required by the ordinary activities of the Society, no money from the general Society accounts shall be disbursed except by the express authority of the Board.

All fiscal affairs of the Society shall be conducted on a calendar year basis.

# Article XI. Membership Fees

The annual dues for regular members and any other class of membership shall be determined annually by a vote by Members at the AGM, on the recommendation of the Board, and shall be paid as determined by the Bylaws of the Society (Article 8).

# Article XII. Scientific Meetings

The Society is authorized to hold scientific meetings, internationally, nationally, and regionally. The Society’s research conference is held annually or biennially. As part of the meeting, the President shall give a brief review of developments in the Society since the previous conference and open the floor to questions or comments from Society members. If necessary, an ad hoc meeting may be arranged during the conference for further discussion of matters raised.

# Article XIII. Sections

The Society shall establish sections serving the particular interests of members upon petition by 10 members of the Society and with the approval of the Board. Each section shall appoint a liaison (non- voting) representative to the Board and deliver an annual report to the Board which will be summarized in the Annual Report of the Society. Each member of any section shall also be a member of the Society in good standing. The sections may engage in any activities as long as they are consistent with the policies and mission of the Society. Sections are expected to develop general rules of procedure which are approved by the Board. The Society will, if requested, collect section dues. Sections must maintain a minimum of 25 members. The Board may vote to close any section after a 90-day notice period. Seven votes will be required to take such action.

# Article XIV. Procedure of Board and Committee Business

## Board meetings

A Board Member may at any time, and the Secretary must on the request of a Board Member, call a Board meeting. The convenor of each Board meeting must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to each Board Member.

Subject to the Bylaws of the Society, a Board meeting may be held by the Board Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion. The Board Members need not all be physically present in the same place for a Board meeting to be held and a Board Member who participates in a meeting held in accordance with the Housekeeping Rules is taken to be present and entitled to vote at the meeting.

Unless the Board decides otherwise, the quorum for a Board meeting is the lesser of 5 or half the current number of Board members plus one. A quorum must be present for the whole meeting.

## Decision on questions

Subject to Articles in these Housekeeping Rules, questions arising at a Board meeting are to be decided by a majority of votes of the Board Members present and voting, and each Board Member has one vote. The chairperson of a meeting does **not** have a casting vote in addition to his or her deliberative vote.

## Minutes

Board actions determined in the course of such meetings shall be considered as official proceedings of the Society and shall be entered into the minutes. The Board Members must cause minutes to be made of:

1. the names of the Board Members present at all Board meetings and meetings of Board Members' committees;
2. all proceedings and resolutions of general meetings, Board meetings and meetings of Board Members' committees;
3. all resolutions passed by Board Members;
4. all appointments of Office Bearers;
5. all orders made by the Board and Board Members' committees; and
6. all disclosures of interests.

Minutes must be confirmed by the chairperson of the meeting or by the chairperson of the next meeting of the relevant body.

## Written resolutions

The Board Members may pass a resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a written document or other authorized electronic document, containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Board Member signs.

For this purpose, separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy. This clause applies to meetings of Board Members' committees as if all members of the committee were Board Members.

Otherwise the business of the Board and all committees shall be conducted in accordance with the principles and procedures of the current edition of Robert’s Rules of Order Newly Revised (<http://www.rulesonline.com/>), unless the Board at any time has adopted special rules of order.

# Article XV. General Meetings

The announcement, conduct and decision making in General Meetings shall be in accordance with the Society’s Bylaws. Within those Bylaws there is a stipulation that the notice period for convening a General Meeting is at least thirty days. There is the expectation that the Annual General Meeting occurs on or before 30th April, preceded by the draft Annual Report available on or before 31st March, preceded by the results of elections before the last week of February.

It is customary to allow for Proposals from Members to be solicited and voted upon by Society Members at the Annual General Meeting. A vote for a Proposal from Members carries if the net vote (for minus against) in favour is at least a tenth of the total membership. In the event that insufficient proposals are received or insufficient votes are cast, the Board may seek approval from the Membership to solicit and support other projects at its own discretion.

# Article XVI. Amendments

Subject to the conditions of the Bylaws, the Board may propose changes to these Housekeeping Rules, to be submitted to the AGM upon a majority vote of Society members in favor of such changes. The proposed changes shall be notified to the membership and put up for voting in the AGM.

1. If the Society has an agreement or a transaction with a third party (not the conflicted Board member), it should honour that agreement even if it transpires that there was a failure to disclose or remove a conflict of interest. This is based on section 194 of the Australian Corporations Act 2001 <http://www5.austlii.edu.au/au/legis/cth/num_act/ca2001172/s194.html> [↑](#footnote-ref-1)