

Company No 930776



THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE
SPECIAL RESOLUTIONS

of

THE INSTITUTE OF FOOD SCIENCE & TECHNOLOGY
OF THE UNITED KINGDOM

Passed the 5th day of September 2006

At the Extraordinary General Meeting of the above-named Company duly convened and held on the above date the following Resolutions were duly passed as SPECIAL RESOLUTIONS of the Company

SPECIAL RESOLUTIONS TO AMEND THE MEMORANDUM OF ASSOCIATION
OF THE COMPANY

1. THAT:

clause 1 of the Memorandum be and is hereby amended to read as follows:

"1 The name of the Company (hereinafter called the 'Institute') is the 'INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY'."

2. THAT:

the second paragraph of clause 4 of the Memorandum be and is hereby amended to read as follows:

"Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any member or employee of the Institute in return for any services actually rendered to the Institute, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Institute; but so that no member of the Council, or Office-holder of any committee or group (by whatever name) of the Institute shall be appointed to any salaried office of the Institute or to any office of the Institute or provide any service to the Institute paid by fees, or have a direct material interest in any of the Institute's activities and that no remuneration or other benefit in money or money's worth shall be given by the Institute to such a person, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises

demised or let to the Institute, provided that the provision last aforesaid shall not apply to any payment to any company of which such a person may be a member, and in which such a person shall not hold more than one hundredth part of the capital, and such a person shall not be bound to account for any share of profits they may receive in respect of any such payment."

3. THAT:

clause 7 of the Memorandum be and is hereby amended as follows:

"The words 'while he is a member' be and are hereby amended to read 'whilst they are a member' and that the words 'he ceases' in Clause 7 of the Memorandum of Association, wherever they appear, be and are hereby amended to read 'they cease'."

SPECIAL RESOLUTIONS TO AMEND THE ARTICLES OF ASSOCIATION
OF THE COMPANY

4. THAT:

in Article 1 the following definitions be and are hereby amended to read as follows:

"Institute: 'Institute of Food Science and Technology'.

In writing: Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including electronic transmission."

AND THAT:

in Article 1 the following definitions be and are hereby adopted:

"Address: A postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Institute.

AGM Annual General Meeting.

Clear days In relation to a period of notice means a period excluding the day when the notice is given, or deemed to be given, and the day for which it is given or on which it is to take effect.

Committee Any committee, group, task force or member appointed by the Council to undertake a specific task or tasks.

EGM Extraordinary General Meeting.

Non-professional Members Members other than those registered in the category of Fellow or in the category of Member.

Officers	The Officers elected by the members.
Professional Members	Those registered in the categories of Fellow and Member.
The Memorandum	The Memorandum of Association of the Institute.
The Secretary	The Secretary of the Institute or any other person appointed to perform the duties of the Secretary of the Institute, including any joint, assistant or deputy secretary."

5. THAT:

Article 3 be and is hereby amended to read as follows:

"The provisions of sections 191 (7), 352 and 353 of the Act shall be observed by the Institute and every member of the Institute shall indicate in writing in a form agreed by Council their consent to become a member."

6. THAT:

"Article 5 be renumbered Article 5(a):"

AND THAT:

"the word 'persons', wherever it occurs, be and is hereby amended to read 'individuals' "

AND THAT:

"the word 'non-corporate', be and is hereby amended to read 'non-professional' "

AND THAT

Article 5b be adopted to read as follows:

"5(b) As long as they remain fully paid up in the relevant category of membership Fellows are entitled to the exclusive use of the designatory letters 'FIFST' and Members are entitled to the exclusive use of the designatory letters 'MIFST'.

A person who, as at 5th September 2006, was a Licentiate of the Institute who was entitled to use the designatory letters 'GradIFST', may continue to use these for a maximum of four years, unless in the meantime elected to either of the categories of Member or Fellow. Subject to the foregoing no person shall adopt or describe themselves by any other abbreviation to indicate the category to which they belong other than is provided in these presents."

7. THAT:

Article 6 be and is hereby amended to read as follows:

"Every application for election shall be in accordance with a form which shall from time to time be prescribed by the Council."

8. THAT:

Article 7 be and is hereby amended to read as follows:

"The conditions for admission to any category and the consideration and processing of applications shall be in accordance with the Bylaws and procedures as shall from time to time be prescribed by the Council."

9. THAT:

"Article 8(a) be deleted."

AND THAT:

Article 8(b) be and is hereby amended to read as follows:

"8 Any member may withdraw from the Institute by giving notice in writing to the Office and such a member shall be deemed to have ceased to be a member upon receipt of such notice by the Institute."

10. THAT:

Article 9 be and is hereby amended to read as follows:

"The rights of any member shall be personal and shall not be transferable and membership shall cease upon the death of the member or of the member failing to pay the annual subscription within twelve months of its becoming due, or in the event of the member becoming of unsound mind. Nothing herein contained shall prejudice the rights of the Institute to claim payment of the full amount of the subscription which the member shall have undertaken to pay or prevent the member from again becoming eligible for membership."

11. THAT:

Article 10 (a) be and is hereby amended to read as follows:

"Every member of the Institute shall be bound:

(a) To pay such fees as may be prescribed by the Institute in accordance with the Bye-Laws relating to subscriptions."

12. THAT:

Article 11 be and is hereby amended to read as follows:

"The Council may agree to readmit to any category of membership a person who has resigned or has allowed their membership to lapse provided that the former member complies with the conditions and the qualifications for the category of membership currently in force at the time of application for readmission and that they pay such amounts in respect of arrears of fees and subscriptions as the Council may determine."

13. THAT:

Article 12 be and is hereby amended to read as follows:

"DISCIPLINE

- 12 (a) The conduct of each and every member of the Institute shall uphold the dignity and reputation of the profession of food science and technology. Professional skill and judgment shall be exercised to the best of the member's ability in discharging professional responsibilities with integrity and commitment. Every person on application, or reapplication, for membership of the Institute shall indicate in writing an undertaking to be bound by the Institute's Code of Professional Conduct.
- (b) The Council shall make regulations for the investigation of any complaint against a member concerning unprofessional conduct, the hearing by an independent Panel of at least three members, the majority of whom shall not be Council members, and if proven the determination by Council of sanctions to be applied based on the recommendation of the independent Panel and confirmed by a majority of at least three-fourths of the Council members present and voting at a Council meeting. Such regulations and the right to appeal shall have regard where appropriate to principles of human rights and natural justice.
- (c) Under the provision of Article 12(b) the Council shall have power, if it so decides:
- (i) to reprimand or seriously reprimand a member, or
 - (ii) to require that a member give an undertaking to refrain from continuing or repeating conduct which is found to constitute a contravention of these Articles, the Bye-laws or any rules or regulations of the Institute or of the Council, or
 - (iii) to suspend a member from membership of the Institute for such period as may be determined, or
 - (iv) to expel a member from the Institute."

14. THAT:

a new Article 13 be and is hereby adopted to read as follows:

"AWARDS

13(a) Honorary Fellowship

The Council shall have power to confer the award of Honorary Fellowship of the Institute with the right to use the designatory letters 'HonFIFST' to such persons as it thinks fit and under such conditions and with such privileges as may from time to time be determined by the Council in recognition of outstanding contributions and distinguished service to food science and technology.

As from 6th September 2006 there will no longer be admissions to the membership category of Honorary Fellow but those in the category of Honorary Fellow on 5th September 2006 unless in another category of membership shall be entitled to remain in the membership category of Honorary Fellow.

(b) Honorary Vice-President

The Council shall have power to confer the award of Honorary Vice-President of the Institute for such period as the Council shall determine to such persons as it thinks fit and under such conditions and with such privileges as may from time to time be determined by the Council in recognition of outstanding contributions and distinguished service in a relevant sphere.

Honorary Vice-Presidents shall be entitled to use the title of their award for the duration of a specified period.

As from 6th September 2006 there will no longer be admissions to the membership category of Honorary Vice-President but those in the category of Honorary Vice-President on 5th September 2006 unless in another category of membership shall be entitled to remain in the membership category of Honorary Vice-President for such period as the Council may determine."

15. THAT:

"the word 'his' in Article 30 be and is hereby amended to read 'their'."

16. THAT:

Article 32 be and hereby is amended to read as follows:

"A member appointing a proxy to vote on their behalf shall do so in writing over their personal signature."

17. THAT:

"in the first paragraph of Article 36 the word 'his' be and is hereby amended to read 'their' "

AND THAT:

"the word 'he' be and is hereby amended to read 'they' "

AND THAT:

"the second paragraphs of Article 35 and Article 36 be and are hereby deleted."

18. THAT:

Article 43 be and is hereby amended to read:

"The office of a member of the Council shall be vacated:-

- (a) if a receiving order is made against the member or if the member makes any arrangements or composition with creditors *or*
- (b) if the member becomes of unsound mind *or*
- (c) if the member ceases to be a member of the Institute *or*
- (d) if by notice in writing to the Institute the member resigns their office *or*
- (e) if the member ceases to hold office by reason of any Court order made under the Companies Acts 1948-85 *or*
- (f) if the member is removed from office by a resolution duly passed pursuant to Section 303 of the Act or if that member becomes prohibited by law from being a director of a company."

19. THAT:

in Article 46 the following words be and are hereby deleted:

"Notwithstanding that prior to the 2002 Annual General Meeting the ordinary members of the Council shall number at least twelve but not more than thirty four."

20. THAT:

Articles 48(a) and 48(b) be and are hereby amended to read as follows:

- "(a) At each Annual General Meeting the President shall retire and a successor shall be elected. A retiring President shall be eligible for re-election, except that after two periods of office they shall not be eligible for further re-election until at least one year after they cease to be the Immediate Past President.
- (b) The Immediate Past President, retiring from the Council, shall not be eligible for re-election as President, Vice-President, Honorary Treasurer, Honorary Secretary or Ordinary Member of the Council until the Annual General Meeting in the year following their retirement."

21. THAT:

Article 52 be and is hereby amended to read as follows:

"Each member desirous of voting shall record their vote by making a cross against the name of the candidate in favour of whom they wish to vote, provided that no member shall vote for more candidates than the respective number of vacancies within the categories in which they are entitled to vote."

22. THAT:

Articles 53(a) and 53(b) be and are hereby amended to read as follows:

"(a) The completed ballot paper shall be delivered or transmitted to the Secretary at the Office of the Institute in a sealed envelope inside a second envelope which shall also contain a form of verification of the member's name and signature. The ballot envelope shall be accepted unopened upon satisfactory verification of the member's eligibility to vote. Any ballot paper which is not so delivered or transmitted or which contains any other mark or writing shall be rejected.

(b) Notwithstanding Article 53(a) the completed ballot paper from a member outside the European Union may be transmitted by any printable form of information transfer, including electronic transmission, provided that the member signs and prints their name on the ballot form and that both are recognisable after transmission. Any member choosing this form of voting relinquishes their right to secrecy. The Secretary's decision as to the authenticity of a ballot paper received under this provision shall be final."

23. THAT:

in Article 56:

"the word 'his', wherever it occurs, be and is hereby amended to read 'their' and the words 'he is' be and are hereby amended to read 'they are' and the word 'he' is hereby amended to read 'they'."

24. THAT:

in Article 60 an additional paragraph be and is hereby inserted to read as follows:

"A meeting of the Council may consist of a conference between Council members, some or all of whom may be in different places provided that each member who participates is able to communicate with each of the other participants simultaneously, whether directly by conference telephone or by any other form of communication equipment or by a combination of such methods."

25. THAT:

in Article 61:

"the word 'Corporate' be and is hereby amended to read 'Professional'."

26. THAT:

in Article 63:

"the word 'Chairman' be and is hereby amended to read 'Chair'."

27. THAT:

Article 71 be and is hereby amended to read as follows:

"A notice may be served by the Institute upon any member either personally or by sending it through the post in a prepaid envelope or by electronic communication addressed to such member at their registered postal or electronic address appearing in the Register of Members."

28. THAT:

in Article 73 an additional paragraph be and is hereby inserted to read as follows:

"If any notice or communication is sent by electronic mail or facsimile transmission, it shall be deemed to have been served or delivered at the time confirmed by the sender's printed confirmatory record of successful transmission."

29. THAT:

in Article 76 (a):

"the word 'his' be and is hereby amended to read 'their'."

30. THAT:

a new Article 77 be and is hereby adopted to read as follows:

"77 A member of the Council or of any committee or group howsoever named and constituted by the Council shall declare any financial interest or other personal interest in any contract, dealing or arrangement to be considered at any meeting of such body. The notice convening any such meeting shall request the members of that body to declare in advance of the meeting any personal interest which may lead to conflict with respect to matters to be considered at the meeting and any such declaration, whether made at or before the meeting, shall be declared before proceeding with the business of that meeting. The Chair of the relevant meeting shall rule if the interest is material and, if so found, the items identified shall be declared as 'confidential reserved items' and where the Chair should decide that the member or members concerned should be excluded from the meeting when the item or items are considered an appropriate note shall be entered into the record of the meeting and the record of the matter or matters shall not be circulated to any member excluded from the meeting.

Any member of such body who has been excluded from a meeting may appeal to the Council. The Council upon having considered the appeal and

the record of the meeting may, if it so determines, modify the decision of the Chair of the said meeting."


.....
Chairman