



Institute of  
Food Science & Technology

**THE COMPANIES ACTS 1948 TO 1985**

**COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

**THE INSTITUTE OF FOOD SCIENCE AND  
TECHNOLOGY  
OF THE UNITED KINGDOM**

**MEMORANDUM**

**and**

**ARTICLES OF ASSOCIATION**

**(as amended by an EGM of the Institute of Food Science and  
Technology of the United Kingdom on 5.9.06)**

**Incorporated on the 19<sup>th</sup> day of April 1968**



THE COMPANIES ACTS 1948 to 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**Memorandum of Association**

- of -

**THE INSTITUTE OF FOOD SCIENCE  
AND TECHNOLOGY OF THE UNITED  
KINGDOM**

1. The name of the Company (hereinafter called the 'Institute') is the 'INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY'
2. The registered office of the Institute will be situated in England.
3. The objects for which the Institute is established are to promote the development, application and communication of knowledge of food science and technology for the benefit of the public by
  - 3.1 *furthering development of the knowledge underlying food science and technology and promoting its application to every aspect of food by all appropriate means;*
  - 3.2 *furthering the education and training of food scientists and technologists and promoting and communicating knowledge of food science and technology within and outside the profession;*
  - 3.3 *upholding standards of competence and integrity and acting as the professional body of food scientists and technologists; and*
  - 3.4 *promoting the usefulness, efficiency and professional standing of food scientists and technologists,*

and for all these purposes:-

- (A) To conduct examinations and grant certificates and diplomas (but so that no such certificate or diploma shall contain any statement expressing or implying that it is granted by or under the authority of the Department of Trade and Industry or any government department or authority).  
To form a library of books works manuscripts and films. To arrange lectures and discussions, to exhibit apparatus and demonstrate experiments.  
To print, publish, illustrate, translate, sell, lend, or distribute any information relating to the objects or proceedings of the Institute.  
To collaborate with other bodies concerned in the various disciplines represented in food science and with other organisations concerned with or interested in the various aspects of food technology. To keep an appointments register.
- (B) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Institute may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Institute.
- (C) To sell, let, mortgage, dispose of or turn to account all or any of the property or

assets of the Institute as may be thought expedient with a view to the promotion of its objects.

- (D) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute and may be conducive to its objects.
- (E) To borrow or raise money for the purposes of the Institute on such terms and on such security as may be thought fit.
- (F) To invest the moneys of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (G) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Institute or calculated to further its objects.
- (H) To promote, subscribe for, purchase or otherwise acquire any company, society or other institution in order to effect and carry out any of the aforementioned objects.
- (I) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- i) In case the Institute shall take or hold any property which may be subject to any trusts, the Institute shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- ii) The Institute's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- iii) In case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Institute shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Institute shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Institute shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Institute were not incorporated.

4. The income and property of the Institute, whencesoever derived, shall be applied solely towards the promotion of the objects of the Institute as set forth in this *Memorandum of Association*, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Institute.

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.

5. No addition, alteration, or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force, which would have the effect that the Institute shall cease to be a company to which Section 30 of the Companies Act 1985 applies.
6. The liability of the members is limited.
7. Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up whilst they are a member, or within one year after they cease to be a member, for payment of the debts and liabilities of the Institute contracted before they cease to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
8. If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Institute, but shall be given or transferred either to some other institution (whether or not a member of the Institute) having objects similar to the objects of the Institute or to some institution (whether or not a member of the Institute) the objects of which are the promotion of charity and anything incidental or conducive thereto, such institution or institutions to be determined by the members of the Institute at or before the time of dissolution.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
EDGAR CHARLES BATE-SMITH	39 Grange Road Cambridge	Retired Research Director
JACK RALPH BLANCHFIELD	44 Manor Road Alkington Middleton Nr Manchester	Production Manager
ERIC LOMAX CROSSLEY	Cliffdene Shooters Hill Pangbourne Berks	University Professor
JOHN GILBERT DAVIS	9 Gerrard Street London W.1	Consultant Bacteriologist and Chemist
JOHN HAWTHORN	3 Greenwood Drive Bearsden Glasgow	University Professor
THOMAS McLACHLAN	4 Hanway Place London W.1	Public Analyst
JAMES DENIS MOUNFIELD	Redgarth Seven Hill Close Walton-on-Thames Surrey	Retired University Professor
ANTHONY HENRY WOOLLEN	66 Buckingham Ave Whetstone London N.20	Editor

DATED this first day of February 1968.

WITNESS to the above signatures:-

R.M. JOHNSON

(RONALD MARK JOHNSON),  
of 2 East Meads, Onslow Village, Guildford, Surrey.  
Head of Department of Food Science & Technology, Borough Polytechnic.

**THE COMPANIES ACTS 1948 to 1985  
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**Articles of Association**

- of -

**THE INSTITUTE OF FOOD SCIENCE  
AND TECHNOLOGY OF THE UNITED  
KINGDOM**

**GENERAL**

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<b>WORDS</b>	<b>MEANINGS</b>
The Act	The Companies Act, 1985.
These presents	These Articles of Association, and the regulations of the Institute from time to time in force.
The Institute	'Institute of Food Science and Technology'
The Council	The Council of Management for the time being of the Institute.
The Office	The registered office of the Institute.
The Seal	The common seal of the Institute.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
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.
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.

And words importing the singular number only include the plural number and vice versa.

*Words importing the masculine gender only shall include the feminine gender.*

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Institute shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Institute proposes to be registered is one thousand, but the Council may from time to time register an increase of members.
3. 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.
4. The Institute is established for the purposes expressed in the Memorandum of Association.
5. (a) The subscribers to the Memorandum of Association and such other individuals as the Council shall admit to membership shall be the members of the Institute. Individuals admitted in accordance with the Institute's Bye-laws or otherwise as non-professional members shall not be members for the purposes of the Act or of these presents.  
  
(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 5<sup>th</sup> 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 himself by any other abbreviation to indicate the category to which they belong other than is provided in these presents.

#### MEMBERSHIP: GENERAL

6. Every application for election shall be in accordance with a form which shall from time to time be prescribed by the Council.
7. 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.
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.
9. 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.
10. 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.
  - (b) To observe the provisions of these presents.
  - (c) To pay and make good to the Institute any loss or damage which the Institute may sustain through any willful act or default of such member, but only if such act or default shall be a breach of these presents.
11. 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.

#### 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.*

## 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 6<sup>th</sup> September 2006 there will no longer be admissions to the membership category of Honorary Fellow but those in the category of Honorary Fellow on 5<sup>th</sup> 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 6<sup>th</sup> 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 5<sup>th</sup> 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.

## GENERAL MEETINGS

14. The Institute shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notice calling it, provided that every Annual

- General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Institute holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
15. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
  16. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.
  17. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Institute; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
  18. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of officers and members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
20. No business shall be transacted at any General Meeting unless the quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall constitute a quorum.
21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the Council may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
22. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all members of the Council present decline to take the chair, they shall choose some member of the Institute who shall be present to preside.

23. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
24. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before and upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Institute shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
25. Subject to the provisions of Article 26, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
28. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### VOTES OF MEMBERS

29. Subject as hereinafter provided, every member shall have one vote.
30. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Institute in respect of their membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
31. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote. A proxy must be a fully paid up member.
32. A member appointing a proxy to vote on their behalf shall do so in writing over their personal signature.
33. The instrument appointing a proxy shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting at which the

person named in the instrument is authorised to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll.

34. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

#### COUNCIL OF MANAGEMENT

35. *Until otherwise determined by a General Meeting the Council shall consist of not less than fifteen or more than twenty-four persons. In addition the Council shall have power to co-opt not more than six additional members of Council who shall hold office only until the next Annual General Meeting.*
36. *The Council may from time to time and at any time appoint any member of the Institute as an ordinary member (as defined in Article 46b) of the Council to fill a casual vacancy. Any member so appointed shall retain their office until the Annual General Meeting at which the vacancy so filled would have been due for re-election as though the casual vacancy had not arisen. The member who has filled the vacancy shall then be eligible for election or appointment to a casual vacancy provided that they would not exceed the maximum of three consecutive terms. The term served in a casual vacancy shall be regarded as nil in the case of less than one year and one term (as defined in Article 48e) in the case of one year or more.*
37. No person who is not a member of the Institute shall in any circumstances be eligible to hold office as a member of the Council.
38. The Council may from time to time and at any time invite any person or persons to attend a meeting or meetings of the Council. Any persons so invited shall have no voting rights at a Council meeting, irrespective of whether they are members or not.

#### POWERS OF THE COUNCIL

39. The business of the Institute shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Institute as they think fit, and may exercise all such powers of the Institute and do on behalf of the Institute all such acts as may be exercised and done by the Institute, and as are not by statute or by these presents required to be exercised or done by the Institute in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Institute and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Institute in General Meeting, but no regulation made by the Institute in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
40. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Institute, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### SECRETARY

41. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply

and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### THE SEAL

42. The seal of the Institute shall not be affixed to any instrument except by the authority of a resolution of the Council or by the resolution of a committee authorised by the Council, and in the presence of either at least two members of the Council or the Secretary and at least one member of the Council, and the said members shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person *bona fide* dealing with the Institute such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

43. 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.
44. Section 293 of the Act shall not apply.

#### OFFICERS

45. There shall be a President, one Immediate Past-President, three Vice-Presidents, an Honorary Secretary and an Honorary Treasurer.

#### CONSTITUTION OF COUNCIL

46. The Council shall consist of:
- (1) The Officers, as referred to in Article 45, and
  - (2) at least eight but not more than seventeen other members (herein referred to as "ordinary members" of whom not more than twelve shall be elected pursuant to Article 55(a) as regionally elected members and not more than five shall be elected pursuant to Article 55(b) as employment category elected members, and
  - (3) the members (if any) co-opted pursuant to Article 35.
47. The President or in his absence one of the Vice-Presidents or failing them the Immediate Past-President shall be Chairman at any meeting of the Council, failing whom an *ad hoc* Chairman shall be appointed from amongst those present.

#### ELECTION AND ROTATION OF MEMBERS OF THE COUNCIL

48. (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.

(c) At each Annual General Meeting the Vice-Presidents shall retire but shall be eligible for re-election, with the exception of any of them who have served for two consecutive years as Vice President, in which case they shall not be eligible for re-election to the Council except as President, Honorary Secretary or Honorary Treasurer until the Annual General Meeting in the year following their retirement.

(d) The Honorary Secretary and the Honorary Treasurer shall retire at each Annual General Meeting and shall be eligible for re-election except that those who will have served for five consecutive years at the next Annual General Meeting as Honorary Secretary and Honorary Treasurer respectively shall not be eligible for re-election as Honorary Secretary or Honorary Treasurer respectively until the Annual General Meeting in the year following retirement.

(e) The number of ordinary members of the Council to retire at each Annual General Meeting is prescribed by the Bye-Laws and administered by the Council through the Secretary. All ordinary members shall be elected for a term of two years. All retiring ordinary members of Council shall be eligible for re-election except that those of them who will have served as ordinary members of Council for three consecutive terms at the next Annual General Meeting shall not be eligible for re-election to the Council except as President, Vice-President, Honorary Secretary or Honorary Treasurer until the Annual General Meeting in the year following their retirement.

49. Not less than two and not more than eight months preceding the Annual General meeting the Council shall cause to be circulated to all members:

a notice detailing the retiring members of Council and their eligibility for re-election, vacancies and nominations from the Council for President, Vice-Presidents, Honorary Secretary and Honorary Treasurer, and

an invitation to nominate further candidates for President, Vice-Presidents, Honorary Secretary and Honorary Treasurer and candidates for ordinary members of the Council, indicating the dead-line set under Article 50(c).

50. (a) Any two members may nominate candidates who shall be members for election as President, Vice-President, Honorary Secretary and Honorary Treasurer.

(b) Any two members may nominate candidates who shall be members for election as ordinary members of Council to fill vacancies among the ordinary members of Council provided that the conditions specified in Article 55(a) and Article 55(b), as relevant, are fulfilled.

(c) All such nominations with the written consent to act if elected of the persons nominated shall be made in writing to the Secretary in the form prescribed by the Secretary. The form shall be duly signed by all parties as verification of the information that each has provided and confirmation that they are eligible under Article 55. The form shall be returned to the Secretary not later than a date to be decided by Council, which shall be not less than 14 days after the information referred to in Article

49 has been circulated and deemed to have been served under Article 73. Nominations received under this Article shall be added to the ballot list of candidates on the instructions of the Secretary after the Secretary has satisfied himself that the candidates are duly qualified and have been properly nominated.

51. Not later than one month preceding the said Annual General Meeting, a ballot list of candidates, indicating the post held by each, shall be forwarded to each member. The ballot list shall clearly indicate the vacancies.
52. 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.
53. (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.
54. The ballot paper shall be returned not later than a date to be determined by the Council and announced thereon and any ballot paper not received by such date shall be rejected. Such date shall be not less than ten days after the date of forwarding the ballot papers under Article 51.

The envelopes containing ballot papers shall be opened and the count made by the scrutineers appointed by the Council, and the announcement of the result of the ballot shall be made on the instructions of the Council at the aforesaid Annual General Meeting.

55. There shall be two categories of elected ordinary members of the Council; namely
  - (1) those representing the members of a Branch area or members outside the United Kingdom who shall be nominated and elected by the members in the area that they represent. Of the maximum of twelve ordinary members electable under this sub-Article, one shall represent the members outside the United Kingdom and the other eleven shall represent the members in the Branch areas, the definition of the Branch areas and the number of places available to each area being specified in the Bye-Laws. Each candidate and nominator must have a registered address as appearing in the Institute Register of Members that is within the Branch area for which the nomination is being made, at the time of the nomination, with the exception of the candidates for the ordinary member representing the members outside the United Kingdom in which case no such restriction applies. Any Council member representing a Branch area within the United Kingdom who relocates outside that area may continue to represent that area as a Council member only until the next AGM or such a time as a replacement has been appointed. In the event of a casual vacancy occurring the

Secretary may consult the appropriate Branch committee for suggestions for a member for the Council to appoint as an ordinary member under Article 36.

- (2) those having experience and knowledge in the employment categories specified in the Bye-Laws who shall be nominated by any two members and shall be elected by the members. The maximum number of ordinary members electable under this sub-Article shall be five. Any Council member elected under this sub-Article who ceases to be active in the respective employment sector may continue to serve until the completion of the elected term. In the event of a casual vacancy occurring the Secretary will inform the Council who may appoint an appropriate member to serve as an ordinary member under Article 36.
  - (3) All the other provisions of these presents relating to the election, appointment and retirement of ordinary members of the Council shall have effect subject to the provisions of this Article.
56. In addition and without prejudice to the provisions of Sections 303 and 304 of the Act, the Institute may by Extraordinary Resolution remove any member of the Council before the expiration of their period of office, and may by an Ordinary Resolution appoint another qualified member in their stead; but any person so appointed shall retain their office so long only as the member in whose place they are appointed would have held the same if they had not been removed.
57. All service on the Council shall be honorary and without remuneration, save that members of the Council shall be entitled to be reimbursed out of the funds of the Institute their reasonable expenses properly incurred in carrying out their duties as *members of the Council, as determined by the Council, including expenses of traveling within the United Kingdom only to and from and attending at meetings of the Council.* No employee of or other persons who receive fees from the Institute shall be eligible to serve on the Council in any capacity.

#### PROCEEDINGS OF THE COUNCIL

58. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, eight including two officers shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In cases of an equality of votes the Chairman shall have a second or casting vote.
59. The President may, and on the request of three members of the Council the Secretary shall, at any time, *summon a meeting of the Council by notice served upon the several members of the Council in compliance with Articles 71 to 73.* When a meeting is convened at the request of three members the notice of meeting shall state the character of the business to be discussed and only business of which notice shall be so given shall be discussed at the meeting.
60. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Institute for the time being vested in the Council generally.

*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.*



61. The Council may delegate any of its powers, other than the power to make regulations, to committees consisting of such member or members of Council and/or such Professional member or members of the Institute as it deems fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council. The committees shall be responsible to and shall make regular reports to the Council and all decisions taken by such committees shall be subject to confirmation by the Council unless the Council shall determine otherwise.
62. All acts *bona fide* done by any Meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
63. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Institute and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
64. A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS

65. The Council shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Institute and the matters in respect of which such receipts and expenditure take place;
  - (b) all sales and purchases of goods by the Institute; and
  - (c) the assets and liabilities of the Institute.
- Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Institute and to explain its transactions.
66. The books of account shall be kept at the Office, or, subject to Section 222 of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
67. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Institute or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Institute except as conferred by statute or authorised by the Council or by the Institute in General

## Meeting.

68. At the Annual General Meeting in every year the Council shall lay before the Institute a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Institute) made up to a date not more than seven months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting (subject nevertheless to the provisions of Section 240 of the Act) be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

## AUDIT

69. Once at least in every year the accounts of the Institute shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
70. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394 of the Act, the members of Council being treated as the Directors mentioned in those Sections.

## NOTICES

71. 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.
72. Deleted
73. Any notice, if served by post, shall be deemed to have been served on the day but one following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter. A certificate in writing signed by any officer that the envelope and wrapper containing this notice was so addressed prepaid and posted shall be sufficient evidence thereof.

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.

## DISSOLUTION

74. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Institute shall have effect as if the provisions thereof were repeated in these articles.

## BYE-LAWS

75. The Institute may in general meeting by resolution passed by a majority of not less

than two-thirds of the members present and voting make, alter, add to and delete Bye-laws for regulating the affairs of the Institute, provided that no Bye-law alteration, addition or deletion shall be valid if inconsistent with or involving any alteration of any of the provisions of the Memorandum of Association or these presents.

#### **INDEMNITY of MEMBERS of COUNCIL and EMPLOYEES**

76. (a) The members of the Council and the employees of the Institute may by resolution of the Council be indemnified out of the funds of the Institute against any expenses or liability incurred by them in or about the discharge of their respective duties. No member of Council or employee of the Institute shall be personally liable for any act other than their own or for signing any receipt or other document or doing any other act, or for any loss or expense which may happen to the Institute, otherwise than through their own wilful act or default.
- (b) No member or employee of the Institute shall have power, express or implied, to pledge the credit of the Institute or to incur any financial liability or any liability whatsoever in the name of or on behalf of the Institute without the specific or delegated authority of the Council.
- (c) The Council may if it thinks fit take out indemnity insurance cover for such personal liabilities of members of the Council and employees of the Institute as the Council considers appropriate, and pay the premium for such cover out of the funds of the Institute.
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.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS		
EDGAR CHARLES BATE-SMITH	39 Grange Road Cambridge	Retired Research Director
JACK RALPH BLANCHFIELD	44 Manor Road Alkrington Middleton Nr Manchester	Production Manager
ERIC LOMAX CROSSLEY	Cliffdene Shooters Hill Pangbourne Berks	University Professor
JOHN GILBERT DAVIS	9 Gerrard Street London W.1	Consultant Bacteriologist and Chemist
JOHN HAWTHORN	3 Greenwood Drive Bearsden Glasgow	University Professor
THOMAS McLACHLAN	4 Hanway Place London W.1	Public Analyst
JAMES DENIS MOUNFIELD	Redgarth Seven Hill Close Walton-on-Thames Surrey	Retired University Professor
ANTHONY HENRY WOOLLEN	66 Buckingham Ave Whetstone London N.20	Editor

DATED this first day of February 1968.

WITNESS to the above signatures:-

R.M. JOHNSON

(RONALD MARK JOHNSON),  
of 2 East Meads, Onslow Village, Guildford, Surrey.  
Head of Department of Food Science & Technology, Borough Polytechnic.



**CERTIFICATE OF INCORPORATION**

No. 930776

I hereby certify that

**THE INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY  
OF THE UNITED KINGDOM**

(The word "limited" being omitted by Licence of the Board of Trade)

is this day incorporated under the Companies Acts 1948 to 1967 and

that the Company is Limited.

Given under my hand at London the 19th April, 1968.

**F. L. KNIGHT,**

*Assistant Registrar of Companies.*

**LICENCE BY THE BOARD OF TRADE,**

**persuant to Section 19 (1) of the Companies Act, 1948**

**WHEREAS** it has been proved to the satisfaction of the Board of Trade that

**THE INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY  
OF THE UNITED KINGDOM**

an Association about to be formed as a limited company under the Companies Act, 1948, is to be formed for promoting objects of the nature contemplated by Section 19 of that Act, and that it is the intention of the said Association that the income and property of the said Association whencesoever derived shall be applied solely towards the promotion of the objects of the said Association as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend or bonus to the members of the said Association.

**NOW, THEREFORE,** in consideration of the provisions and conditions contained in the Memorandum and Articles of Association of the said Association as subscribed by eight members thereof on the first day of February, 1968, and on the condition that no addition, alteration or amendment shall be made to or in the Memorandum of Association or the regulations contained in the Articles of Association for the time being in force, unless the same have been previously submitted to and approved by the Board of Trade, the Board in pursuance of the powers conferred upon them by subsection (1) of the said Section 19, do by this their licence direct that

**THE INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY  
OF THE UNITED KINGDOM**

be registered as a company with limited liability, without the addition of the word "Limited" to its name.

**SIGNED** this fifteenth day of March, 1968.

**J. B. SMITH,**

*An Assistant Secretary of the Board of Trade*

# BYE-LAWS

(as amended September 2006)



Institute of  
Food Science & Technology

## MANAGEMENT

1. The business of the Institute shall be managed by a Council ("Council") as provided by Article 39 of the Institute's Articles of Association ("the Articles"), which, shall consist, inter alia, of the Institute Officers as set out at Article 45 ("the Institute Officers").

## MEMBERSHIP

2. Members shall be elected in accordance with the Articles. For the purposes of the Bye-Laws, the members of the Institute shall be divided into Professional and non-professional members. Professional members shall be Members and Fellows. Non-professional members shall be members other than those registered in the category of Fellow or in the category of Member.
3. Professional members shall be bound by the Memorandum and Articles of Association of the Institute and they alone shall enjoy the full rights and privileges and incur the obligations of membership. Professional members shall enjoy without prejudice to the generality of the foregoing the right to vote at meetings of the Institute. Non-professional members shall also have regard to the Memorandum and Articles of Association. All members of whatever category shall as a condition of continued membership be bound by and observe the Institute's Code of Professional Conduct.
4. An Associate shall be a person who:
  - (a) is not qualified for any other category of membership, or
  - (b) is not yet qualified for any other category of membership,
  - (c) *and has an interest in food science and technology and its advancement or*
  - (d) is an applicant for either of the categories of Fellow or Member who not already being in another category of membership awaits a decision on their application.
5. The categories of Licentiate, Affiliate and Student shall be closed as from 6<sup>th</sup> September 2006 and members in these categories on 5<sup>th</sup> September 2006 shall on 6<sup>th</sup> September 2006 be transferred to the category of Associate.

*The category of Executive Associate shall be closed as from 6<sup>th</sup> September 2006 and members in that category on 5<sup>th</sup> September 2006 shall be invited to transfer to another appropriate category of membership.*

6. A Member shall be a person who either has an appropriate degree or equivalent academic or professional qualification acceptable to Council or can demonstrate attainment of a comparable knowledge *and* who in addition can demonstrate having attained at least three years' relevant responsible experience.

7. A Fellow shall be a person who possesses the necessary qualifications for Membership *and* who has not less than five years' additional senior experience over and above the relevant period of qualifying experience for Membership as set out in Bye-law 6 *and* who is able to demonstrate important achievements in relation to food.

8.1 Deleted

8.2 Deleted

8.3 Deleted

9.1 Deleted

9.2 Deleted

10. Articles 6-12 inclusive of the Institute's Articles of Association (which relate to administrative and other provisions concerning membership) shall apply to non-professional members as well as to Professional members so that any reference in those Articles to a "member" shall include a non-professional member.

#### **ABBREVIATED TITLES AND DESCRIPTIONS OF CATEGORIES**

11. Deleted

12. Deleted

#### **REGISTER**

13. In addition to the Statutory Register of Professional members, the Institute shall maintain a Register of non-professional members indicating the category of membership to which they are admitted.
14. The Council may direct the production and maintenance of indicative registers relating to specialist professional attainments within the food field and in addition such other registers which the Council may direct of individuals or organisations which express an interest in food science and technology.

#### **SUBSCRIPTIONS**

15. (a) The financial year of the Institute shall be from 1st October to 30th September following.
- (b) The annual subscription shall be payable in advance but, in the case of new members making application on or after 1 April, 50% will be credited as part payment against the subscription applicable for the following financial year.
- (c) All applications for membership of the Institute shall be accompanied by the appropriate subscription (which is refundable in whole or in part if the application is not successful subject to the provisions of Bye-Law 18(a)). A non-refundable application fee may also be levied in accordance with Bye-Law 15(e).
- (d) The annual subscription payable on 1<sup>st</sup> October entitles members to the appropriate periodicals published and other benefits made available during the year commencing 1<sup>st</sup> October, but excludes the subscription to the International



Journal of Food Science and Technology (hereinafter called 'the Journal') for which a separate subscription is required.

New members joining after the start of the financial year will be entitled to receive periodicals and other benefits as from the calendar month immediately following the date of their admission. Additionally members shall be entitled to receive notices and such other publications as Council shall from time to time approve for free distribution to members as from the calendar month immediately following the date of their admission to the category of Associate provided their subscription is fully paid up.

Members who resign shall be entitled to receive periodicals and other benefits until the date of receipt of the notice of their resignation and to have any application fee waived if they should reapply for membership within four years, so long as their subscription is fully paid.

- (e) Notwithstanding the remaining provisions of this Bye-law the annual subscriptions and fees for the various categories of membership and professional groups and any non-refundable application fee shall be determined by a General Meeting.

The Council may from time to time by a resolution passed at any meeting of the Council alter all or any of the fees or subscriptions by such sum or sums as shall be specified in the said resolution. If however the Council wishes to increase the fees or subscriptions in any year by more than 3 per centum more than the annual increase in the Retail Price Index last published at the time of the Council resolution, its resolution to that effect shall require confirmation by a resolution at a General Meeting of the Institute. All subscriptions shall be payable in advance.

- (f) The Council may determine in any year to make a surcharge or a reduction to the subscription payable depending on the method of payment and the consequent increase or decrease in the administrative costs of the Institute. Application of this Bye-Law to classes or groupings of members shall be at the discretion of the Council.
- (g) Those members who are members of a Professional Group may be required to pay such reasonable separate subscription for these activities as may be determined on the first occasion that such a subscription is proposed for each professional group by resolution at a General Meeting of the Institute and thereafter in accordance with Bye-Law 15(e).
- (h) Notwithstanding the provision of Article 9 any member whose subscription in whole or in part shall be three months in arrear shall have their material benefits of membership and voting rights suspended.

#### **Concessionary Subscriptions and Discounts**

- 16. (a) The addition of classes or groupings of members for reduced subscription, the initial subscription rates and which of the following methods of alteration of those rates shall apply, where relevant, shall be determined in the first instance by resolution at a General Meeting of the Institute and thereafter by the Council either
  - (i) by application of the method described in Bye-Law 15(e), or

- (ii) *by a resolution passed at any meeting of the Council to a maximum alteration of 50 per centum in any year. If however the Council wishes to alter any such rate by more than 50 per centum, its resolution to that effect shall require confirmation by resolution at a General Meeting of the Institute.*
  - (b) The Council shall determine any conditions of application, operation and confirmation of eligibility relevant to any discounts or concessions determined under these Bye-Laws.
  - (c) Deleted
  - (d) Upon application to and confirmation by the Honorary Treasurer, retired members are entitled to reduced subscription rates provided the combination of their age and length of membership is equal to or greater than 65 and they are not gainfully employed on a regular basis (less than 10 days paid employment per year). The setting for such rates shall be subject to Bye-Law 16 (a)(i) and Bye-Law 16(b).
  - (e) Upon application to and confirmation by the Honorary Treasurer, family members are entitled to reduced subscription rates under such conditions as Council shall determine. For the purposes of this Bye-Law family members are defined as those members who have currently ceased to be in employment in order to bring up a family. The setting of such rates shall be subject to Bye-Law 16(a)(i) and Bye-Law 16(b).
  - (f) Upon application to and confirmation by the Honorary Treasurer, members are entitled to emeritus membership of the Institute provided that the combination of their age and length of membership is equal to or greater than 85 and they are not gainfully employed on a regular basis (less than 10 days paid employment per year). Emeritus members will receive only those communications determined by the Council and shall not be eligible for further discount on the subscription. Emeritus members shall retain the privileges of their grade of membership. The setting of such rates shall be subject to Bye-Law 16(a)(ii) and Bye-Law 16(b).
  - (g) The Council may at its discretion allow such further discounts and concessions against annual subscriptions, either as a single offer to any group of individuals relating to recruitment or as a pilot scheme for an ongoing benefit, as it may determine. Single offers or pilot schemes considered under this Bye-Law shall only be allowed where the Council considers that the discount or concession would be of benefit to the Institute. Any such pilot scheme shall not be continued for more than two consecutive years, after which period its extension shall be subject to the requirements of Bye-Law 16(a).
17. (a) Associates who are students under such conditions as shall satisfy the Council shall be entitled to a reduction in the subscription rate. The determination of such a reduction shall be subject to the provisions of Bye-laws 16(a)(i) and 16(b).
- (b) Associates under such conditions as shall satisfy the Council shall be entitled to a reduction in the subscription rate for each of the two years after their graduation date. The determination of any such reduction shall be subject to the provisions of Bye-laws 16(a)(i) and 16(b).

## **Special cases**

18. (a) The Council may from time to time at its discretion lay down policies in respect of special cases for the reduction or remission of the annual subscription or for the arrears of annual subscription of any member. Application shall be made to the Honorary Treasurer who is empowered to apply such policies and in considering such applications shall take into account both length of time of membership and the reason for the inability to pay. The Honorary Treasurer may require confirmation of the inability to pay and his ruling shall be final and binding.
- (b) Members whose subscriptions have been reduced or remitted under this Bye-Law shall be entitled to receive the privileges of membership of the Institute.

## **MEETINGS OTHER THAN BUSINESS MEETINGS**

19. The Council may at its discretion arrange for meetings to be held for the dissemination of knowledge of food science and technology, or of matters considered by the Council likely to further the objects of the Institute, by means of lectures, discussions or otherwise, and the Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.
20. No report of the proceedings at any meeting of or conducted by the Institute or any Branch thereof or for which the Institute or any Branch thereof is responsible shall be taken or published except with the consent of the Council obtained prior to such taking or publication.

## **NOTICES**

21. Any document for general circulation to members should normally be approved by a meeting of the Council. In cases of urgency a document may be circulated after approval by the Institute Officers.
22. The signature to any Notice to be given by the Institute may be written or printed.
23. Every notice or application to the Council or Secretary of the Institute, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day except Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

## **BRANCHES**

24. The Council may at its discretion upon receipt of a request to that effect from not less than five Corporate members resident or working in any district create a Branch of the Institute in such district to further the object of the Institute by holding meetings or otherwise, provided that the number of Branches shall not at any time, be more than seven. The Council shall have the power to dissolve such Branch at any time after it has been formed or to amalgamate Branches at its discretion.
25. (a) Each Branch shall be constituted in accordance with the Bye-Laws and its affairs shall be carried out subject to the Articles and the Bye-Laws, and in accordance

with rules and regulations approved by Council and, subject as aforesaid, it shall in all things be subject to Council.

Council shall have the power to amend alter or add to Branch Constitutions and Rules at its discretion. Any amendment alteration or addition proposed by the Branch itself must be approved by Council.

- (b) Corporate members of each Branch shall in accordance with the Constitution and Rules of the Branch elect Branch Officers and Branch Ordinary Members, who shall themselves be Corporate members, to the Branch Committee, which will conduct the affairs of the Branch.

Each Branch Committee will include the Institute Officers who will serve ex-officio and need not be members of the Branch and such representative of Council as Council may from time to time nominate.

- 26. Membership of a Branch shall be open to all members of the Institute without payment of fee in addition to that payable to the Institute by such a member in accordance with these Bye-Laws.
- 27. The Council may contribute towards the formation and maintenance of a Branch from the general funds of the Institute. The Branch shall present its accounts annually to the Council, and otherwise as the Council may require.
- 28. A Branch Committee shall not, without the express authority of the Council, discuss with an outside body any matter of professional conduct, or status.

## **PROFESSIONAL GROUPS**

- 29. Council may at its discretion upon receipt of a request to that effect from not less than ten Corporate members create a Professional Group of the Institute provided that the Group represents a definable sector within food science and technology whose objects further those of the Institute. Council shall have the power to dissolve a Professional Group at any time after it has been formed or to amalgamate Professional Groups of the Institute at its discretion.
- 30. Each Professional Group shall be constituted in accordance with the Bye-Laws and its affairs shall be carried on subject to the Articles and the Bye-Laws, and in accordance with rules approved by Council and, subject as aforesaid, it shall in all things be subject to Council.
- 31. (a) Membership of a Professional Group shall be restricted to Fellows and Members who fulfil the specific additional Professional Group standards as approved by Council and are elected by Council. The institute shall maintain a register of all current members of a Professional Group. Membership of a Professional Group shall cease upon cessation of membership of the Institute, for whatever reason. Other members may with the endorsement of Council participate in Professional Group activities and in accordance with provisions specified by the Council. A list of such participants may be kept by the Institute.
- (b) Each Professional Group shall form a Committee approved by Council from its membership to conduct the specific affairs of the said Professional Group. The Committee shall include the Institute Officers who will serve ex-officio and need not be specialists in the subject of the Professional Group, and such representative of Council as it may from time to time nominate.

32. Deleted
33. The Committee of a Professional Group shall not discuss with an outside body any matter of professional conduct, or status, without the express authority of Council.
34. Council may contribute financially towards the formation and maintenance of a Professional Group from the general funds of the Institute. The members of a Professional Group may be required to pay a separate subscription in relation to the additional activities of the Group.

## **COUNCIL CATEGORIES**

35. (a) There shall be two categories of ordinary members of Council in accordance with Article 55, namely regionally elected members and employment category elected members.
- (b) The regionally elected ordinary members of Council represent the members within their region which is defined as the area co-incident with those specified under the constitutions of the Branches formed under these Bye-Laws in the case of those within the United Kingdom and all of the area outside the United Kingdom in the case of the member representing the interests of the non-United Kingdom based members. The twelve places available shall be allocated for election to Council as follows:
1. The area outside the United Kingdom – one member
  2. The Eastern Branch area – one member
  3. The Midland Branch area – two members
  4. The North of England Branch area – two members
  5. The Northern Ireland Branch area – one member
  6. The Scottish Branch area – one member
  7. The South Eastern Branch area – three members
  8. The Western Branch area – one member

The ordinary member of Council representing the area outside the United Kingdom need not necessarily be resident outside the United Kingdom. The employment category members of Council represent the following five areas of employment:

Academia	academic teaching or research
Enforcement	central and local government, government advisors
Industry	manufacture, supply, retail and food service
Research	research associations and institutes, academic and industrial research
Other	consultants, retired, etc.

The above definitions indicate the scope of each employment category. In the event of a dispute over definition or designation of a type of employment the Secretary shall be informed of the dispute and will place the matter before the Council who shall rule at one of their regular meetings. In the event that there is not sufficient time to gain a ruling from Council the Secretary shall consult with the President, or a Vice-President if the President is not available, whose ruling will be enforced for the ensuing election. Details of previous Council rulings shall be made available by the Secretary to any member on request.

36. The election of ordinary members to the Council shall be on a two year cycle.

In year 1 there will be elections for 9 places for representatives from one of each of:

1. The Eastern Branch area
2. The Midland Branch area
3. The North of England Branch area
4. The Northern Ireland Branch area
5. The Scottish Branch area
6. The South Eastern Branch area
7. The Western Branch area
8. Academia
9. Enforcement

In year 2 there will be elections for 8 places for representatives from one of each of:

1. The Midland Branch area
2. The North of England Branch area
3. The South Eastern Branch area
4. The South Eastern Branch area
5. The area outside the United Kingdom
6. Industry
7. Research
8. Employment – Other (as defined in Bye-Law 35c)

Voting for the candidates for regionally elected ordinary members of the Council shall be restricted to the Corporate members in the region for which the candidates are standing. Voting for candidates for employment category elected ordinary members of the Council shall be open to all Corporate members.

Year 1 of these elections will commence with those that take place at the Annual General Meeting in the year 2000.

#### **ALTERATION OF BYE-LAWS**

37. These Bye-Laws may be altered or added to in the manner provided by the Articles of the Institute.