



Institute of  
Food Science & Technology

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Institute of Food Science & Technology

Registered number: 930776

The Companies Act 2006

NOTICE IS HEREBY GIVEN that, pursuant to the provisions of the Articles of Association and under the above-mentioned Act, an Extraordinary General Meeting of the Institute of Food Science and Technology will be held at **11.30 am on Wednesday, 22 September 2010** at -

SCI  
14/15 Belgrave Square  
London  
SW1X 8PS

For the purpose of considering and, if thought fit, passing thereat, or at any adjournment thereof, the following Board Resolutions under the proposed agenda below

### EGM AGENDA

1 Apologies for absence

2 **Board Resolution 1: To substitute the Memorandum of Association**

To consider and, if thought fit, to pass the following Special Resolution

That the revised Memorandum of Association (as attached and dated 2010) be adopted to replace the current memorandum with effect from 7 April 2011 and for this to be delivered to the Registrar of Companies and to the Charity Commission

3 **Board Resolution 2: To substitute the Articles of Association**

To consider and, if thought fit, to pass the following Special Resolution

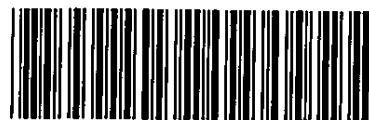
That the revised Articles of Association (as attached and dated 2010) be adopted to replace the current Articles with effect from 7 April 2011 and for these to be delivered to the Registrar of Companies and to the Charity Commission

4 **Board Resolution 3: To substitute the Bye-Laws with Regulations**

To consider and, if thought fit, to pass the following Special Resolution

That the Regulations (as attached and dated 2010) be adopted to replace the current Bye-Laws with effect from 7 April 2011

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COMPANIES HOUSE

5 **Board Resolution 4: To provide the Board with authority to make necessary changes**

To consider and, if thought fit, to pass the following Special Resolution

That the Board be given authority to make any changes to either the Memorandum or the Articles if such changes are required by the Registrar of Companies or the Chief Charity Commissioner without the need to seek the further approval of the members in general meeting

6 Any other business

16 August 2010

By order of the Board of Trustees

JON POOLE  
Chief Executive (Secretary)

**NOTES:**

- 1 The current Constitution consists of the Memorandum of Association, the Articles of Association and the Bye-Laws. The present Constitution is published on the Institute's website (Memorandum and Articles) - <https://www.ifst.org/documents/misc/articles.pdf>  
Bye-Laws - <https://www.ifst.org/documents/misc/byelaws.pdf>
- 2 The proposed new Constitution has been drafted and is set out in this document
- 3 Special Resolutions are dictated by the Companies Act and, to be passed in General Meeting, a majority of three quarters of the members present and voting is required
- 4 Amendments to the Bye-Laws are governed by Article 92 of the current Articles of Association, which currently states  
*"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 or the Articles of Association"*
- 5 **A Fellow or Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend in his stead. A Form of Proxy is available from the IFST Office.**

A proxy must be a fully paid up Member or Fellow of the Institute and may be the Chairman of the AGM. Under the current constitution, a proxy may speak and, on a poll, vote on behalf of that member. A proxy may demand, or join in demanding, a poll. Proxy Forms must be received not less than 48 hours before the time appointed for holding the meeting.

## **EXPLANATORY NOTES TO THE RESOLUTIONS**

The main purpose behind the proposed changes to the Institute's constitution is to reflect the proposed changes to the Governance structure and processes of the Institute. The reasons behind these changes and details of the new governance arrangements have previously been explained in various Institute publications and documents and are available for viewing on the Institute's website

[http://www.ifst.org/documents/members\\_only/membership\\_comms\\_governance.pdf](http://www.ifst.org/documents/members_only/membership_comms_governance.pdf)

Whilst making such significant changes to the constitution, the Board has also chosen to undertake a more fundamental redraft of the constitution which will

- Describe the proposed new governance structures and processes of the Institute
- Simplify the constitution's content and wording to clarify and make interpretation easier
- Transfer some items from the Articles, currently requiring a membership vote to change, to Regulations which can be changed more easily by the Board and so speed up some decision-making processes

The change of title of the third tier of the constitution from Bye-Laws to Regulations has been made so that, should the Institute choose in future to apply for Chartered status, there will be no confusion with the titles of the new constitution, where, generally, the second tier would then be referred to as 'Bye-Laws'

Notes specific to each of the constitutional documents are provided below

### **Board Resolution 1 – The Memorandum of Association**

Proposed changes to the Memorandum are to simplify and update only. No changes to the Memorandum relate to the proposed new governance structure.

### **Board Resolution 2 – The Articles of Association**

The most significant changes to the Articles are concerned with the need to remove references to the Council and to reflect the newly defined Board and Trustee positions. The new Board positions are described in Article 26.

The proposed Articles have been redrafted at relatively high level, allowing the Regulations to define more practical details for the delivery of items described in the Articles. In future, it is proposed that the power to make and amend Regulations will be with the Board and this is defined in Article 52. This will enable the Board to be more responsive to the changing needs of the Institute without the need to refer matters of detail to the membership at a general meeting. Members will be kept fully apprised of any changes through the publication of meeting minutes and through other membership communications such as Keynote and the Institute's website.

The current proxy voting process is not acceptable for a modern charity and has therefore been redrafted so that all valid proxy votes are counted **automatically** along with the show of hands rather than only if a poll is demanded. This is now defined in Article 19.

In addition, the following minor changes are proposed

- Reducing the number of definitions provided - Article 1

- Removing reference to Licentiate membership which is no longer valid – Old Article 2 and Bye-Law 4
- The addition of the award of Patron should the Institute choose to make such an award – Article 9

Other changes to the Articles are primarily concerned with simplifying the content and wording for clarity and ease of interpretation

### **Board Resolution 3 – Substituting the Bye-Laws with Regulations**

Two items previously set out in the Articles have now been transferred to the new Regulations

- Details of the membership disciplinary process – Regulation 31
- Election and terms of office of trustees – Regulations 31 – 38

Two Bye-Laws, 4 and 9, have not been incorporated in the Regulations as these referred to membership categories no longer used

Under Regulation 31 a further disciplinary option has been added as item (iv)

The other Regulations (previously the Bye-Laws) have been simplified and, where possible shortened for clarity and ease of interpretation

### **Board Resolution 4 – Providing the Board with the authority to make necessary changes**

Following the General Meeting, once resolutions 1-3 have been passed, it will be necessary to provide copies of the revised constitution to Companies House and the Charity Commission. It is expected that these changes will be accepted, however, should either the Companies Registrar or the Charity Commission require any amendments to be made to the constitution, this authority will allow the Board to make any changes without the need to reconvene a further General Meeting

**Board Resolution 1 – to substitute the Memorandum of Association with the following:**

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

**Memorandum of Association**

- of the -

**INSTITUTE OF FOOD SCIENCE  
AND TECHNOLOGY**

- 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 Object for which the Institute is established is the general advancement and application of food science and technology, for the benefit, safety and health of the public
- 4 In pursuance of the Object, but not otherwise, the Institute may,
  - (i) provide guidance, advice and information on food science and technology research, education and good professional practice by all relevant means,
  - (ii) make awards of commendation and grant bursaries,
  - (iii) establish and maintain a library of books, works, manuscripts, films and any form of electronic communication or resources,
  - (iv) provide a forum for discussion and exchange of information and undertake or commission research relevant to the Object of the Institute,
  - (v) arrange lectures, meetings, discussions, exhibit apparatus and demonstrate experiments,
  - (vi) print, publish, illustrate, translate, sell, lend, or distribute any information relating to the Object or proceedings of the Institute,
  - (vii) provide information to encourage and support the study of food science and technology at all educational levels and to generate awareness of its professional practice,
  - (viii) conduct examinations, assessments and accreditations 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 any relevant government department or authority),
  - (ix) admit as members those persons who fulfil the appropriate conditions as prescribed in the Constitution, to establish and review the method and terms of admission, privileges, obligations and discipline of membership including liability

to expulsion or suspension of members, and to sanction the award of designatory letters as prescribed in the said Constitution,

- (x) further the continued updating and, where appropriate, monitor the professional development of members of the Institute and other practitioners of food science and technology,
- (xi) establish and keep under review a Code of Professional Conduct and require compliance with the Code by members and registrants of relevant registers,
- (xii) maintain such registers as may be required and modify, extend or add to such registers,
- (xiii) provide independent advice to governments, to the public, and to related organisations, and respond to proposals and enquiries relating to the advancement of food science and technology, its education, application, practice or regulation,
- (xiv) where appropriate to collaborate with other bodies interested in the various aspects of food science and technology,
- (xv) 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 Object, and to construct, maintain, alter and equip any buildings or erections necessary or convenient for the work of the Institute,
- (xvi) sell, lease, mortgage or otherwise 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 Object,
- (xvii) establish, execute, undertake, support, merge with or otherwise acquire any trusts, associations or institutions formed for or operating within any charitable purpose consistent with the Object of the Institute and to subscribe or guarantee money for any related charitable purposes which may lawfully be undertaken,
- (xviii) create or acquire incorporated trading companies as may be considered conducive to the furtherance of the Object of the Institute,
- (xix) borrow or raise money in support of the Object of the Institute on such terms and on such security as may be thought fit,
- (xx) seek grants and donations and accept bequests to assist in the furtherance of the Object of the Institute,
- (xxi) charge fees and subscriptions,
- (xxii) 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 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,
- (xxiii) employ and remunerate staff,

(xxiv) do any such other things as are incidental or conducive to the attainment of the Institute's Object,

provided that

- (a) 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,
- (b) the Institute's Object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers,
- (c) in case the Institute shall take or hold any property subject to the jurisdiction of the Charity Commission 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

- 5 The income and property of the Institute, from whatever sourced, shall be applied solely towards the promotion of the Object 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 (including a trustee) or employee of the Institute in return for any services (other than as a trustee) actually rendered to the Institute, or 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

- 6 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 the Companies Acts apply or which shall affect the Object without the consent of the Charity Commission for England and Wales
- 7 The liability of the members is limited
- 8 Every member of the Institute undertakes to contribute to the assets of the Institute, in the event of the same being wound up while they are members, or within one year after they cease to be members, for payment of the debts and liabilities of the Institute contracted before they cease to be members, 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
- 9 If upon the winding up or dissolution of the Institute there remains, after the satisfaction of all its debts and liabilities, any property or assets 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 charitable institution or institutions having Objects or an Object similar to the Object of the Institute notwithstanding that the restrictions on the distribution of such income and property shall be at least as great as is imposed on the Institute, such institution or institutions to be determined by the members of the Institute in General Meeting 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



**Board Resolution 2 – to substitute the Articles of Association with the following:**

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

**Articles of Association**

- of the -

**THE INSTITUTE OF FOOD SCIENCE  
AND TECHNOLOGY**

**GENERAL**

- 1 In the Memorandum, these Articles, and Regulations, the following words have the meanings attributed to them in the text

WORDS	MEANINGS
Institute	the 'Institute of Food Science and Technology'
Constitution	the Constitution of the Institute as set out in the Memorandum, the Articles of Association and the Regulations
Board	the Board of Trustees for the time being of the Institute, being the governing body of the Institute
month	calendar month
in writing	written, printed or lithographed, and other modes of representing or reproducing words in a visible form including electronic transmission
clear days	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
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
Audit	May include a financial examination where appropriate
Trustee	A member of the Board with the relevant governing responsibilities

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

Words importing the masculine gender only shall include the feminine gender

## **MEMBERSHIP**

- 2 (a) The subscribers to the Memorandum of Association and such other individuals as the Board shall elect to membership, according to the categories and the admission conditions therefore as determined by the Board from time to time and published in the regulations, shall be the members of the Institute
- (b) As long as they remain fully paid up in the relevant category of membership Fellows shall be entitled to the exclusive use of the designatory letters 'FIFST' and Members shall be entitled to the exclusive use of the designatory letters 'MIFST' Fellows and Members shall be described as Professional Members
- 3 Every application for election shall be in accordance with a form which shall from time to time be prescribed by the Board
- 4 Any member may withdraw from the Institute by giving notice in writing to the Institute unless he is subject to the disciplinary procedure when, should he wish to withdraw, he shall be deemed to remain a member until that procedure has been completed
- 5 The rights of any member shall be personal and shall not be transferable and membership shall cease upon the death of the member, his failing to pay the annual subscription within twelve months of its becoming due, or his removal from the Register of Members following disciplinary action
- 6 Every member of the Institute shall
  - (a) pay such fees and subscriptions as may be prescribed by the Institute in accordance with the Regulations
  - (b) observe the provisions of this Constitution
- 7 The Board may agree to readmit to any category of membership persons who have resigned or who have allowed their membership to lapse provided that they pay such amounts in respect of any previously outstanding arrears of fees and subscriptions as the Board may determine

## **MEMBERSHIP: Discipline**

- 8 (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 Board shall create and, when necessary, revise a code of professional conduct and a supporting disciplinary procedure in the event of a complaint about a breach of the code being made against a member or registrant of a relevant register The code and the procedure shall be published from time to time

## **AWARDS**

### **9 (a) Honorary Fellowship**

The Board 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 subject to the provisions of the Regulations

### **(b) Honorary Vice-President or Patron**

The Board shall have power to confer the award of Honorary Vice-President or Patron of the Institute to such persons as it thinks fit subject to the provisions of the Regulations

## **GENERAL MEETINGS**

- 10 The Institute shall hold an Annual General Meeting at such time and place as may be determined by the Board not more than fifteen months after the holding of the last preceding Annual General Meeting
- 11 Any other General Meetings shall be called Extraordinary General Meetings which shall be convened by the Board when it so determines or when so required by at least twenty Professional members
- 12 Twenty one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting 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 entitled to receive such notices from the Institute
- 13 The inadvertent 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 at any meeting

## **PROCEEDINGS AT GENERAL MEETINGS**

- 14 All business shall be deemed special that is transacted at any General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board, the Auditors and the Independent Assessor, the election of officers and members of the Board in the place of those retiring, and the appointment and the fixing of the remuneration of the Auditors, all of which take place at the Annual General Meeting
- 15 No business shall be transacted at any General Meeting unless the quorum of ten Professional members is present when the meeting proceeds to business
- 16 If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall be dissolved
- 17 The Chair of the Board shall preside as the Chair at every General Meeting, but in his absence or unwillingness to act, the Board shall choose one of their number to preside

- 18 The Chair may, with the consent of any quorate meeting (and shall if so directed by the meeting) adjourn the meeting to a time and place as the Chair shall decide, but no business shall be transacted at any adjourned meeting other than the business of the original meeting. Whenever a meeting is adjourned for thirty days or more, new notice of the adjourned meeting shall be given.
- 19 At any General Meeting a motion put to the vote of the meeting shall be decided on a show of hands taking into account any valid proxy votes received.
- 20 On the declaration of a vote, a poll may be demanded by at least three members to be taken at such time and place, and in such manner, as the Chair of the meeting shall direct.
- 21 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second and casting vote.

#### **VOTES OF MEMBERS AT GENERAL MEETINGS**

- 22 Every Professional member in good standing shall have one vote on each matter before any General Meeting which shall be exercised personally or by a proxy.
- 23 Members shall be in good standing if they have paid every subscription and other sum which shall be payable to the Institute in respect of their membership. Any members whose subscription in whole or in part is three months in arrears shall have their voting rights suspended.
- 24 Members appointing a proxy to vote on their behalf shall do so in writing over their personal signature.
- 25 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.

#### **ELECTION AND TERM OF BOARD MEMBERSHIP**

- 26 The Board shall at any time normally consist of the following Officers:
  - i the President
  - ii the President-elect or the Immediate Past President
  - iii one Vice-President (unless the Board shall decide that there shall be two in any one year)
  - iv the Honorary Secretary
  - v the Honorary Treasurer

and, additionally, the following non-officer members

- vii the Chairs of the Institute's Standing Committees. These Committees shall be identified and constituted as the Board may determine from time to time and shall publish accordingly.

All the foregoing members shall have voting rights

- 27 (a) The terms of office of Board members shall be as determined by the Board from time to time and published accordingly.

- (b) In the event of a casual vacancy amongst the Officer members of the Board, the Board shall make an appointment to fill the vacancy until the expiration of the term of office of the person giving rise to the vacancy. In respect of a casual vacancy amongst the Committee Chairs, the Committee whose Chair is vacated shall fill that vacancy for the remainder of the term of office as for Officer vacancies
- 28
- (a) The election of the Officers shall be by a postal or electronic ballot of all professional members in good standing according to a procedure determined by the Board from time to time and published in the Regulations
  - (b) The election of each Committee Chair shall be by the nomination of the Committee concerned, and such nomination shall be subject to ratification by the Board. In addition, any ten professional members in good standing may lodge an objection to the nomination of any particular Chairman within ten working days of the publication of the nomination. In such a circumstance, the Board shall resolve the matter between the Committee concerned and the ten objectors

## **DISQUALIFICATION AND REMOVAL OF BOARD MEMBERS**

- 29 The office of a member of the Board shall be vacated if the member
- (a) ceases to be a member of the Institute *or*
  - (b) resigns their office by notice in writing to the Institute *or*
  - (c) ceases to hold office by reason of any Court order made under the Companies Acts *or*
  - (d) is removed from office by a decision of the Board or the members in General Meeting pursuant to the Companies Act
  - (g) fails to fulfil the requirements of a Director under the Companies Acts

## **THE INDEPENDENT ASSESSOR FOR THE BOARD**

- 30
- (a) There shall be an Independent Assessor with responsibility for assessing the effectiveness with which the Board discharges its duties who shall have a right to attend Board meetings but who shall not be entitled to vote thereat, and who shall report to the members in General Meeting
  - (b) In the event of a vacancy in the post of Independent Assessor, the Board shall nominate a candidate for the post, publishing such nomination to the members. Any ten professional members in good standing may lodge an objection within ten working days of the publication of the nomination. In such circumstance, the Board shall resolve the matter by offering an alternative candidate
  - (c) The term of office of the Independent Assessor shall be normally three years renewable for a further term of three years only

## **POWERS, RESPONSIBILITIES AND PROCEEDINGS OF THE BOARD**

- 31 The Board shall be the governing body of the Institute subject only to the directions of the members in General Meeting
- 32 The Board may meet for the despatch of business and regulate its proceedings as it thinks fit. The notice of each meeting shall be sent to all Board members and shall specify the time and place of the meeting and the business to be transacted. The accidental omission to give notice of a meeting to, or the non-receipt of such meeting by, any Board member shall not invalidate the proceedings of that meeting
- 33 The President may at any time, summon a meeting of the Board and, on the request of any four members of the Board, the Secretary shall do so
- 34 A meeting of the Board may be held in person or electronically or by a combination of attendance in person and electronic means
- 35 The Chair of the Board normally shall be the President but if unable or unwilling to act in this capacity the Chair shall be taken by the President-elect
- 36 The quorum for a meeting of the Board shall be six.
- 37 The Board may from time to time and at any time invite any person to attend or participate in its meetings. Any person so invited shall have no voting rights
- 38 A resolution in writing with the agreement of a majority of the members for the time being of the Board or of any committee created by the Board and with appropriate delegated power of authority shall be as valid as if it had been passed at a meeting of the Board or of such committee duly convened and constituted. A resolution agreed electronically by a majority of the members, as above, shall also be deemed to be valid
- 39 The Board shall have power to create Regulations subsidiary to the Memorandum and Articles as long as such Regulations do not conflict with the provisions of the Memorandum and Articles
- 40 The Board shall have the power to appoint such committees as it deems fit and shall determine their terms of reference and such delegated authority as it shall think fit
- 41 All acts *bona fide* done by any meeting of the Board or of any committee of the Board, or by any person acting under its direction shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such body or person be as valid as if the defect had not occurred
- 42 The Board shall determine by regulation the manner in which documents, cheques and negotiable instruments shall be signed or otherwise executed

## **THE COMPANY SECRETARY**

- 43 The Company Secretary shall be appointed and removed by the Board upon such conditions as it may think fit
- 44 Normally the Chief Executive shall be the Company Secretary and shall be entitled to recruit staff to administer the activities of the Institute who shall be responsible to him

## **ACCOUNTS**

- 45 The Board shall cause books of account to be kept with respect to all sums of money received and expended by the Institute and to its assets and liabilities
- 46 The books of account shall be kept at the Registered Office of the Institute, and be open to inspection by members. The Board shall from time to time determine to what extent and at what times and places and under what conditions the accounts and books of the Institute shall be open to the inspection of members
- 47 At the Annual General Meeting in every year the Board shall lay before the members an income and expenditure account and balance sheet for the period since the last preceding account made up to a date not more than seven months before such meeting. Every such balance sheet shall be accompanied by reports of the Board and of the Auditors, and copies thereof shall be made available for inspection and notification in writing sent to the members and auditors not less than twenty-one clear days before the date of the meeting

## **AUDIT**

- 48 Once in every year the accounts of the Institute shall be audited by one or more Auditors

## **NOTICES**

- 49 A notice may be served by the Institute upon any member either personally or by sending it through the post or by electronic communication, addressed to such member at the registered postal or electronic address as appearing in the Register of Members
- 50 Any notice, if served by post, shall be deemed to have been delivered on the day but one following that on which the letter is put into the post and in proving such service it shall be sufficient to certify that the letter was properly addressed and posted
- 51 If any notice is sent electronically, it shall be deemed to have been served or delivered within twenty four hours of dispatch

## **REGULATIONS**

- 52 The Board may make Regulations for conducting affairs of the Institute, provided that no Regulation shall be inconsistent with any of the provisions of the Memorandum or Articles of Association

The Regulations shall be brought to the notice of members of the Institute from time to time and any such Regulations shall be binding on them

## **INDEMNITY OF MEMBERS OF THE BOARD AND EMPLOYEES**

- 53 The members of the Board, and the employees of the Institute shall be indemnified out of the funds of the Institute against any liability incurred by them in good faith in or about the discharge of their respective duties

## **DECLARATION OF INTEREST**

- 54 A member of the Board must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Institute. A declaration by a member of the Board about any such possible conflict must be made at a meeting of the Board or by notice in writing to all the other members of the Board as soon as it may arise. The Board shall then discuss such possible conflict and decide what course of action in relation to attendance, discussion and voting in its respect the possibly-conflicted member shall take.



## **Board Resolution 3 – to substitute the Bye-Laws with the following Regulations:**

### **Regulations**

- 1 These Regulations are subject to and shall give precedence to the Memorandum and Articles of Association of the Institute

### **MEMBERSHIP**

- 2 Members shall be elected in accordance with the Articles For the purposes of the Regulations, 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 All members shall be bound by the Memorandum and Articles of Association of the Institute and shall, as a condition of continued membership, be bound by and observe the Institute's Code of Professional Conduct Professional members only shall enjoy the full rights and privileges and incur the obligations of membership and shall enjoy without prejudice to the generality of the foregoing the right to vote at meetings of the Institute
- 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, *and*
  - (c) has an interest in food science and technology and its advancement *or*
  - (d) is an applicant for Professional membership who is awaiting a decision on their application
- 5 A Member shall be a person who either has an appropriate degree or equivalent academic or professional qualification acceptable to the Board or can demonstrate attainment of a comparable knowledge *and* who will normally have attained at least three years' relevant responsible experience
- 6 A Fellow shall be a person who possesses the necessary qualifications for Membership *and* who has normally not less than five years' additional senior experience over and above the relevant period of qualifying experience for Membership *and* who is able to demonstrate important achievements in relation to food

### **HONORARY AWARDS**

- 7 The awards of Patron, Honorary Vice President or Honorary Fellow may be conferred upon such persons who, in the opinion of the Board, merit recognition of their outstanding contributions and distinguished service to food science and technology The Board shall determine any privileges, terms and conditions which shall apply to such awards
- 8 Patrons, Honorary Fellows and Honorary Vice Presidents shall be entitled to use the title of their award for the duration of a term specified by the Board
- 9 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

## **REGISTER**

- 10 The Institute shall maintain a Register of non-professional members indicating the category of membership to which they are admitted
- 11 The Board may direct the production and maintenance of registers relating to specialist professional attainments within food science and technology and in addition such other registers which the Board may direct of individuals or organisations which express an interest in food science and technology

## **SUBSCRIPTIONS**

- 12 (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 for the financial year 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 non-refundable if the application is not successful) A non-refundable application fee may also be levied
- (d) All fully paid up members shall be entitled members to the appropriate periodicals published and other benefits made available during that year 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 shall be entitled to receive periodicals, notices and other such publications and benefits as the Board shall from time to time approve for distribution to members as from the calendar month immediately following the date of their admission 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 regulation the setting of any new subscriptions and fees shall be determined by a General Meeting

The Board may from time to time, by a motion passed at any meeting of the Board 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 Board wishes to increase the fees or subscriptions in any year by more than 3 per cent above the annual increase in the Retail Price Index last published at the time of the Board resolution, its proposal to that effect shall require confirmation by resolution at a General Meeting of the Institute

- (f) The Board 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 Regulation to classes or groupings of members shall be at the discretion of the Board.
- (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 in accordance with Regulation 12(e).
- (h) Any member whose subscription in whole or in part shall be three months in arrear shall have their material benefits of membership suspended.
- (i) Those members who are Chartered Scientists may be required to pay such reasonable separate subscription as may be determined in accordance with Regulation 12(e).

### **Concessionary Subscriptions and Discounts**

- 13 (a) The offer of subscription discounts and concessions together with any conditions of application, operation and confirmation of eligibility relevant to such discounts or concessions (including any temporary discounts) described under these Regulations shall be determined by the Board.
- (b) Upon application to and confirmation by the Honorary Treasurer, retired members - that is, members who are not employed on a regular basis (less than 10 days paid employment per year) shall be entitled to the following concessions:
- (i) Provided the combination of their age and length of membership is equal to or greater than 65, retired members will be eligible for a reduced membership subscription.
  - (ii) Provided the combination of their age and length of membership is equal to or greater than 85, members shall be entitled to Emeritus membership. Emeritus members shall receive only those communications determined by the Board and shall not be eligible for further discount on the subscription. Emeritus members shall retain the privileges of their grade of membership.
- (c) Upon application to and confirmation by the Honorary Treasurer, family members are entitled to reduced subscription rates. For the purposes of this Regulation, family members are defined as those members who have currently ceased to be in employment in order to bring up a family.
- (d) The Board may at its discretion allow such other discounts and concessions as it may determine.

### **Students**

- 14 Associates who are students under such conditions as shall satisfy the Board shall be entitled to a reduction in the subscription rate for a period up until two years after their graduation date. The setting of such rates and conditions that shall apply shall be determined by the Board and published from time to time.

### **Special cases**

- 15 (a) The Board 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 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 Regulation shall normally be entitled to receive the privileges of membership of the Institute.

### **MEETINGS OTHER THAN BUSINESS MEETINGS**

- 16 Conditions for admission to meetings, lectures, discussions or otherwise held in furtherance of the Institute's Object and the manner in which such meetings shall be conducted shall be determined by the Board.
- 17 No report of the proceedings at any Institute, Branch or Group meeting shall be taken or published externally except with the consent of the Board (or those with delegated authority), obtained prior to such taking or publication.

### **NOTICES**

- 18 Any document for general circulation to members shall normally be approved by the Board or delegated as it deems appropriate.
- 19 The signature to any Notice to be given by the Institute, whether posted or transmitted by electronic means, may be written or printed.
- 20 All correspondence to the Board shall be addressed to the Secretary at the office of the Institute.

### **BRANCHES**

- 21 The Board may at its discretion upon receipt of a request to that effect from not less than five Professional members resident or working in any district, create a Branch of the Institute in such district to further the object of the Institute. The Board shall have the power to dissolve such Branch at any time after it has been formed or to amalgamate Branches at its discretion.
- 22 (a) Each Branch shall be constituted in accordance with the Regulations and its affairs shall be carried out subject to the Articles and the Regulations, and in accordance with terms of reference approved by the Board and in all things shall be subject to the Board.

The Board shall have the power to amend alter or add to a Branch's terms of reference at its discretion. Any amendment alteration or addition proposed by the Branch itself must be approved by the Board.

- (b) The Branch Committee shall conduct the affairs of the Branch and shall appoint, in accordance with the Branch's terms of reference, members to its committee.

Each Branch Committee may include such representative of the Board as the Board may from time to time nominate

- 23 Membership of a Branch shall be open to all members of the Institute without payment of a fee in addition to that payable to the Institute by such a member in accordance with these Regulations
- 24 The Board 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 Board, and otherwise as the Board may require
- 25 Members of a Branch Committee shall not, without the express authority of the Board, discuss with an outside body any matter relating to professional conduct, or status or internal governance of the Institute

## **PROFESSIONAL GROUPS**

- 26 The Board may, at its discretion, upon receipt of a request to that effect from not less than ten Professional 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. The Board 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
- 27 Each Professional Group shall be constituted and its affairs carried out in accordance with the Articles and Regulations and within terms of reference approved by the Board and in all things shall be subject to the Board
- 28 (a) Membership of a Professional Group shall be restricted to Fellows and Members who fulfil the specific additional Professional Group standards as approved by the Board and are elected by the Board. 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 participate in Professional Group activities and in accordance with provisions specified by the Board. A list of such participants may be kept by the Institute
- (b) Each Professional Group shall form a Committee approved by the Board 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 the Board and/or the Council as the Board may from time to time nominate
- 29 Members of a Professional Group committee shall not, without express authority of the Board, discuss with an outside body any matter relating to professional conduct or status or internal governance of the Institute
- 30 The Board 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. Where appropriate the Professional Group shall present its accounts annually to the Board, and otherwise as the Board may require

## MEMBERSHIP AND REGISTRANT DISCIPLINE

- 31 The Board shall make regulations for the investigation of any complaint against a member or registrant concerning unprofessional conduct, the hearing by an independent Panel of at least three members, the majority of whom shall not be Board members, and if proven the determination by the Board of sanctions to be applied based on the recommendation of the independent Panel and confirmed by a majority of at least two-thirds of the Board members participating in a Board meeting. Such regulations and the right to appeal shall have regard to principles of human rights and natural justice
- (a) The Board shall have power, if it so decides to
    - (i) issue a reprimand or a serious reprimand to a member, *or*
    - (ii) require that a member give an undertaking to refrain from continuing or repeating conduct which is found to constitute a contravention of this Constitution or any other rules of the Institute or of the Board, *or*
    - (iii) suspend a member from membership of the Institute for such period as may be determined, *or*
    - (iv) require a member to relinquish his Professional membership or registration status until the Board is satisfied that the member has received appropriate re-training as the Board deems fit, *or*
    - (v) expel a member from the Institute
  - (b) The Board shall make regulations for the grounds upon which an appeal may be considered and the procedure to be adopted for the hearing of such an appeal by a new independent appeal Tribunal of at least three persons none of whom are Board members and excluding members of the initial Panel. The decision of the outcome of the appeal, on the basis of support of at least two-thirds of the members of the appeal Tribunal, shall be final and binding on both parties and shall be reported to the Board
  - (c) The above matters of discipline shall also apply to registrants of specific registers

## TRUSTEE ELECTION AND TERMS OF OFFICE

- 32 (a) The term of office of the President Elect shall normally be one year. The President Elect shall then normally be elected President for the following two years from the date of their election at an Annual General Meeting. For the succeeding year they shall be appointed Immediate Past President normally for a term of one year. A retiring Immediate Past President shall not be normally eligible for further re-election to an Officer position on the Board until the Annual General Meeting after they cease to be the Immediate Past President
- (b) The term of office of a Vice-President shall normally be two years from the date of their election at an Annual General Meeting – normally this election shall be at the Annual General Meeting at which the President Elect is appointed

- (c) The term of office of the Honorary Secretary and the Honorary Treasurer shall normally be three years from the date of election at an Annual General Meeting and shall be eligible for re-election annually thereafter 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 normally be eligible for re-election in an Officer role until the Annual General Meeting in the year following retirement
  - (d) The term of office of the Chairs of the Standing Committees who are ex-officio non-officer members of the Board shall normally be three years from the date of their approval at an Annual General Meeting and shall be eligible for re-appointment annually thereafter
- 33 Not less than two and not more than eight months preceding the Annual General Meeting the Board shall cause to be circulated to all members
- (a) a Notice detailing the retiring Officers of the Board, their eligibility for re-election, vacancies and nominations from the Board for any vacant Officer roles, *and*
  - (b) an invitation to nominate further candidates for vacant Officer roles indicating the dead-line set under these Regulations
- 34 (a) Any two members may nominate candidates who shall be members for election as President-Elect, Vice-President, Honorary Secretary and Honorary Treasurer
- (b) 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. The form shall be returned to the Secretary not later than a date to be decided by the Board, which shall be not less than 14 days after the Notice has deemed to have been served. Nominations received 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
- 35 Not later than one month preceding the said Annual General Meeting, a ballot list of candidates for each vacancy shall be forwarded to each member with the ballot paper
- 36 Each member wishing to vote shall record their vote by making a cross against the name of their chosen candidate
- 37 (a) The completed ballot paper shall be delivered or transmitted to the Company Secretary at the Office of the Institute in such a manner as shall be prescribed by the Board to accommodate both verification of eligibility of voters and their anonymity when the vote is counted. Any ballot paper which is not so completed, delivered or transmitted or which contains any other mark or writing shall be rejected
- (b) A completed ballot paper from a member 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 Company Secretary's decision as to the authenticity of a ballot paper received under this provision shall be final

- (c) The ballot paper shall be returned not later than a date to be determined by the Company Secretary 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. The ballot papers shall be opened and the count made by the scrutineers appointed by the Board, and the announcement of the result of the ballot shall be made on the instructions of the Board at the aforesaid Annual General Meeting.
- 38 (a) Should a vacancy arise for a Chair of a Standing Committee, the Committee shall, in the first instance, nominate a suitable replacement from amongst its committee members. This nomination shall be notified to the Secretary in writing at least two months preceding an Annual General Meeting. The Secretary shall verify that the nominee is in good standing before presenting before the Board for their formal ratification.
- (b) Not less than one month preceding an Annual General Meeting, a notice of any candidates for Chairs of Standing Committees ratified by the Board shall be circulated to members.
- (c) Not later than fourteen days after the date of issue of such notice any member may send to the Secretary notice in writing of his objection to any such nomination. In the event of ten or more such objections being received the Board shall confer with the Standing Committee and offer an alternative nomination.

#### **DELEGATION OF POWERS**

- 39 The Board may delegate any of its powers, other than the power to make Regulations, to any of the Standing Committees and/or such groups of members of the Institute it deems fit provided that Professional members shall constitute a majority, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee or group shall be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as is applicable. The Standing Committees shall be responsible to and shall make regular reports to the Board and all decisions taken by such committees shall be subject to confirmation by the Board unless the Board shall otherwise determine.

#### **ALTERATION OF REGULATIONS**

- 40 These Regulations may be altered or added to in the manner provided by the Articles of the Institute.