

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

INSTITUTE OF FOOD SCIENCE AND
TECHNOLOGY

MEMORANDUM

and

ARTICLES OF ASSOCIATION

**(as amended by an EGM of the Institute of Food Science
and Technology on 22.9.10)**

Incorporated on the 19th day of April 1968

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;
 - (xvix) 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;

(xxiii) 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 source, 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 or employee of the Institute in return for any services actually rendered to the Institute, or to any trustee in return for services supplied in accordance with, and subject to the conditions of Sections 73A to 73C of the Charities Act 1993, or to 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 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.

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 chose 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 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 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 a 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.

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
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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.