

# REGULATIONS

14 March 2017



1. These Regulations are subject to and shall give precedence to the Memorandum and Articles of Association of the Institution.

## 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 and/or can demonstrate attainment of a comparable knowledge normally through relevant responsible experience of a form acceptable to the Board.
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.

## REGISTER

9. The Institute shall maintain a Register of members who are not Professional Members as defined in Article 2(b) indicating the category of membership to which they are admitted.
10. 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

11. (a) The annual subscription shall be payable in advance
- (b) 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.
- (c) 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 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.

- (d) 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 than 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.

- (e) 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.

- (f) Those members who are members of a Special Interest Group may be required to pay such reasonable separate subscription for these activities as may be determined in accordance with Regulation 11(d).
- (g) 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 registered on a register in accordance with Regulation 10 and/or under license from another body may be required to pay such reasonable separate subscription as may be determined in accordance with Regulation 11(d).

### **Concessionary Subscriptions and Discounts**

- 12. 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) shall be determined and published by the Board from time to time.

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

- 13. 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.
- 14. 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**

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

### **BRANCHES**

- 18. 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.
- 19. (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 all things shall be subject to the Board.  
  
(b) The Branch Committee shall conduct the affairs of the Branch and shall appoint, in accordance with the Branch Guidelines, members to its committee.

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

20. 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.
21. The Board may contribute towards the formation and maintenance of a Branch from the general funds of the Institute.
22. 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.

### **SPECIAL INTEREST GROUPS**

23. The Board may, at its discretion, upon receipt of a request to that effect from not less than ten Professional members create a Special Interest 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 Special Interest Group at any time after it has been formed or to amalgamate Professional Groups of the Institute at its discretion.
24. Each Special Interest 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.
25. (a) Membership of a Special Interest Group shall be restricted members who fulfil the specific additional Special Interest Group standards as approved by the Board.  
  
(b) Each Special Interest Group Committee shall conduct the affairs of the Special Interest Group and shall appoint in accordance with the terms of reference members to its committee. The Special Interest Group Committee may include such representative of the Board as the Board may from time to time nominate.
26. Members of a Special Interest 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.
27. The Board may contribute financially towards the formation and maintenance of a Special Interest Group from the general funds of the Institute. The members of a Special Interest Group may be required to pay a separate subscription in relation to the additional activities of the Special Interest Group.

### **MEMBERSHIP AND REGISTRANT DISCIPLINE**

28. 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, 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**

29. (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 three years from the date of their election at an Annual General Meeting. The succeeding year they shall be appointed Immediate Past President normally for a term of two years. 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.
- (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.

30. 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.
31. (a) Any two members may nominate candidates who shall be members for election as President-Elect, Vice-President, Honorary Secretary and Honorary Treasurer.
- (b) There shall be a Nominations Committee to consider all applications for election as Trustees and for the Independent Assessor. (See Appendix A to these Regulations)
- (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. 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 (referred to in Regulation 33) has deemed to have been served. Nominations received shall be scrutinised by a Nominations Committee and added to the ballot list of candidates on the instructions of the Secretary after the Nominations Committee are satisfied that the candidates are duly qualified and have been properly nominated.
32. Not later than one month preceding the said Annual General Meeting, a ballot list of candidates for each vacancy together with their biography of no more than 200 words and a further 300 word statement shall be forwarded to each member with the ballot paper.
33. Each member wishing to vote shall record their vote by making a cross against the name of their chosen candidate.
34. (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.

35. (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 Nominations Committee in writing in accordance with any rules in force as determined by the Nominations Committee from time to time. The Nominations Committee shall verify that the nominee is suitable and 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**

36. 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**

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

## **Appendix A – Nominations Committee – Terms of Reference**

### **1. Composition**

**This committee comprises:**

**Honorary Secretary (Chair)**

**Immediate Past President – (whether serving on the Board or not)**

**Chief Executive**

**Two ‘ordinary’ Professional members – volunteered from a call to membership and selected by the existing Nominations Committee – ratified by the Board**

**A quorum for decision-making shall require at least 4 participants including the Chair.**

**The two ‘ordinary’ members shall normally serve for a term of three years and shall be eligible for re-election annually thereafter up to a maximum of six years.**

### **2. Number and Nature of Meetings**

**The committee will normally convene at least twice a year and these may either be face-to-face or by conference call.**

**One meeting will be a preliminary meeting is timed to review the election appointments required for the coming year. A second will be convened to assess the candidate applications received following any call for nominations. Other meetings may be required.**

### **3. Responsibilities and delegated authorities**

- **To maintain a watch on the overall succession planning for the Institute’s Standing and Advisory Committees and especially for their key roles (Chair, Secretary).**
- **To keep the Board updated on upcoming vacancies for Trustee (including Officer) roles.**
- **To oversee and assess all nominations for Trustee and Officer roles (including the Independent Assessor) against a set of agreed criteria.**
- **To propose to the Board the assessment criteria from time to time for the appointment of Vice President/s to perform defined responsibilities.**

### **4. Reporting and communications**

- **Reporting to the Board of Trustees as appropriate – either at BoT meetings or electronically when timescales require it.**