

**CONSTITUTION AND RULES OF
THE NEW ZEALAND INSTITUTE OF FOOD
SCIENCE AND TECHNOLOGY
INCORPORATED**

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

CONTENTS

CONSTITUTION

- 1 NAME
- 2 DEFINITIONS
- 3 OBJECTS

RULES

- 4 CLASSES OF MEMBERSHIP
 - 4.1 Membership
 - 4.2 Unqualified Members
 - 4.3 Qualified Members
 - 4.4 Post-nominals
- 5 MEMBERSHIP OF THE INSTITUTE
 - 5.1 Applications
 - 5.2 Notification to Applicants
 - 5.3 Membership Certificates
 - 5.4 Register of Members
- 6 CEASING TO BE A MEMBER
 - 6.1 Resignation
 - 6.2 Removal for Unpaid Subscriptions
- 7 MEMBER MEETINGS
 - 7.1 Notice of General Meetings
 - 7.2 Adjournment of General Meetings
 - 7.3 Use of Electronic Media for General Meetings
 - 7.4 Procedure at General Meetings
- 8 CODE OF ETHICS
 - 8.1 The Institute Shall Maintain a Code of Ethics
 - 8.2 Changes to the Code
 - 8.3 Professional Obligations on Members
 - 8.4 Disciplinary Powers of the Institute
- 9 AMENDMENT OF CONSTITUTION AND RULES
 - 9.1 Notice for Amendment of Constitution and Rules
 - 9.2 Procedure for Amendment
 - 9.3 Limitations
- 10 OFFICERS OF THE INSTITUTE
 - 10.1 Officers
 - 10.2 Executive Management
 - 10.3 Qualifications of Officers
 - 10.4 Other Officers
 - 10.5 Ineligibility
- 11 ELECTION OF OFFICERS
 - 11.1 Nominations
 - 11.2 Voting
- 12 BOARD OF DIRECTORS

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

- 12.1 Powers
- 12.2 Composition
- 12.3 Meetings
- 12.4 Honoraria
- 12.5 Delegation of Powers to Committees

- 13 EXECUTIVE COMMITTEE
 - 13.1 Function
 - 13.2 Composition
 - 13.3 Meetings

- 14 FINANCE
 - 14.1 Monetary Resources
 - 14.2 Signing Rights
 - 14.3 Auditing of Accounts
 - 14.4 Investments
 - 14.5 Budgets
 - 14.6 Borrowing Powers
 - 14.7 Income
 - 14.8 Grants and Awards
 - 14.9 Pecuniary Advantage

- 15 SUBSCRIPTIONS

- 16 COMMON SEAL

- 17 WINDING UP
 - 17.1 Distribution of Assets
 - 17.2 Winding up of Branch, Division or Special Interest Group
 - 17.3 Branch, Division or Special Interest Groups in Recess

- 18 CONFIDENTIAL COMMUNICATIONS

- 19 NOTICES

- 20 INTERPRETATION OF RULES AND DISPUTES

- 21 INDEMNITY

- 22 RESPONSIBILITY

- 23 REGISTERED OFFICE

- 24 BRANCHES AND DIVISIONS
 - 24.1 Formation of a Branch or Division
 - 24.2 Branches
 - 24.3 Divisions
 - 24.4 Officers
 - 24.5 Rules
 - 24.6 Voting

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

CONSTITUTION

1 NAME

The name of the Institute is "New Zealand Institute of Food Science and Technology Incorporated" (NZIFST) referred to as the "Institute".

2 DEFINITIONS

“Act” means The Incorporated Societies Act 1908 and any amendments.

“Branch” means a body of members within defined boundaries who organise and participate in activities within their boundary in support of the objects set out in Rule 3.

“Board” means the Board of Directors of the Institute and is the administrative body.

"Division" means a body of members with an interest in a specific sector of the food industry e.g. dairy who organise and participate in activities related to the sector in support of the objects set out in Rule 3.

"Special Interest Group" means a body of members etc., with an interest in a particular area of food science or technology who organise and participate in activities related to the specific discipline in support of the objects set out in Rule 3.

“Executive committee” is a committee of the Board that is responsible to the Board and makes decisions between Board meetings.

“Financial year” means 12 calendar months ending 31 March.

“Honorary Treasurer” means the Treasurer of the Institute and must include any acting Treasurer but must exclude Branch and Division Treasurers.

“Institute” means New Zealand Institute of Food Science and Technology Incorporated.

“Member” means and includes all classes of members of the Institute.

“Objects” means the Objects set out in Rule 3.

“President” means the President of the Institute.

“Student” means a person undergoing fulltime tertiary education in New Zealand.

3 OBJECTS

The objects of the Institute shall be the advancement of the profession of food science and technology within New Zealand by means including, but not limited to:

- supporting training, education and career-long professional development for food industry professionals by, for example, providing seminars, acting as a resource centre, encouraging professional networks and career development, and rewarding excellence of service in the food science and technology field,
- promoting a technically responsible understanding of foods and food processing through dissemination of knowledge by, for example acting as a resource centre and providing seminars to Institute members, other professionals and the public,
- recognising the achievements of food industry professionals in developing the food industry, its ethics and the Institute by, for example rewarding excellence in the food science and technology field,
- promoting ethical practices in the food industry,
- advising government or other appropriate organisations on matters relating to food science and technology,
- promoting research and development that advances food science and technology for the benefit of the community,
- promoting interest in the Institute and its objects,
- facilitating communication between food industry professionals in New Zealand and overseas, and
- interacting with other organisations related to the Institute.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

RULES

4 CLASSES OF MEMBERSHIP

4.1 Membership

Open to any person who has an interest in the food industry and meets the criteria for the classes of membership listed below.

4.2 Unqualified Members

4.2.1 Student Member

Any person is entitled to "Student" Membership who is a full-time student at a tertiary institution as approved by the Board, with privileges and subscription rates as the Board may decide. Membership is on an annual financial-year basis. Student members must re-apply for membership each financial year.

4.2.2 New Graduate Member

A current Student Member in the final year of their tertiary study may upgrade to "New Graduate Member" for their first year of full membership immediately following completion of tertiary studies, with privileges as for a Standard Member and subscription rates as the Board may decide. A New Graduate Member will automatically upgrade to Standard Member in the second year.

4.2.3 Standard Member

Any person who is:

- active in any aspect of food science, food technology, food engineering or in any related discipline,
- managing operations where food science, food technology or food engineering is conducted,
- disseminating knowledge of food science, food technology or food engineering as it is applied to his / her products, processes or equipment, or
- scientifically trained and working in food science, food technology, food engineering or any related discipline.

4.3 Qualified Members

4.3.1 Professional Member

Professional Member status may be awarded to members who are recognised as competent in their profession through a combination of academic study, continuing professional development and work experience in the food industry.

Any person who holds:

EITHER:

- a tertiary level degree in food science, food technology or food engineering from a recognised tertiary institute and has achieved a minimum of 3 years professional food industry experience post-graduation;

OR

- a tertiary level diploma or certificate in food science, food technology or food engineering from a recognised tertiary institute and has achieved a minimum of 5 years professional food industry experience post-graduation;

OR

- a tertiary-level degree, diploma or certificate in a related discipline and has achieved a minimum of 7 years professional food industry experience post-graduation;

OR

- has acquired knowledge and developed competencies in food science and technology to the level expected of a Professional Member and a minimum of 10 years professional food industry experience;

The applicant should also provide evidence of continuing professional development and of any contributions to the Institute or relevant organisations and the business of the organisation.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

4.3.2 Fellow

A Member may be nominated as a Fellow who has:

- Made a substantial contribution to the profession of food science and technology, through outstanding service in at least one of the following areas:
 - a) Research and development leading to creation of new knowledge.
 - b) Technology transfer and education.
 - c) Development of the food industry including promotion of its ethical standards and public image.
 - d) Development of the affairs of the Institute, its Branches or Divisions.
- Been a Professional Member of the Institute for a period of at least ten years; or has been a Professional Member of the Institute for a period of no less than five years, and in addition was a Professional Member of an equivalent institution involved with food science and technology for a period of not less than five years preceding their acceptance as a Professional Member of the Institute.

4.3.2.1 The Board may limit the number of Fellows of the Institute.

4.3.3 Honorary Fellow

A Professional Member or Fellow of the Institute may be elected as an Honorary Fellow who, in the opinion of the Board has:

- attained a position of eminence in food science and technology,
- made an extraordinary contribution to the disciplines of food science and technology,
- rendered services of an exceptional nature to the Institute,
- merits election on any other appropriate basis.

4.3.3.1 A member elected as an Honorary Fellow will normally have been a member of the Institute for a period of at least twenty years and been a Professional member for at least ten years.

4.3.3.2 The Board may limit the number of Honorary Fellows of the Institute.

4.3.4 Guest Fellow

The Board may invite eminent food scientists and food technologists to accept a Guest Fellowship of the Institute. A Guest Fellowship is honorary.

4.4 Post-nominals

Professional Members and Fellows may indicate their class of membership in the following abbreviated forms:

- Professional MNZIFST
- Fellow FNZIFST
- Honorary Fellow FNZIFST
- Guest Fellow FNZIFST

Persons ceasing to be Members shall not be entitled to use any of the above abbreviations.

5. MEMBERSHIP OF THE INSTITUTE

5.1 Applications

- All applications for membership must be made on the application form.
- This must be signed to acknowledge agreement to abide by the Code of Ethics and the Constitution and Rules of the Institute.
- All applicants shall complete the application form, providing details of work experience and / or qualifications to support the relevant criteria.
- Membership applications will be considered by the Membership Committee which may interview or require additional information from an applicant. The Membership Committee shall have discretion as to whether or not to admit a membership applicant.
- All applicants for qualified membership shall provide any additional information as required by the Membership Committee.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

5.2 Notification to Applicants

Applicants will be notified of the result of their application in writing. Membership will commence upon receipt of membership application and will be confirmed following receipt of applicable membership subscription fees.

5.3 Membership Certificates

5.3.1 Professional Members, Fellows, Honorary Fellows and Guest Fellows shall receive a certificate bearing the common seal and signed by the President and either one other officer of the Institute or the Executive Manager of the Institute.

5.3.2 The certificate will:

- remain the property of the Institute,
- be returned to the Institute upon termination of membership,
- show the date of admission to that class.

5.4 Register of Members

5.4.1 The Institute must maintain a national Register of Members showing name, address, occupation, admission dates, class of membership, Branch and Division affiliations and any other details required by the Board.

5.4.2 All Members must supply their personal information to comply with this Rule.

5.4.3 No names will be entered on or removed from the Register of Members without the authority of the Board, or as delegated to the Executive Manager.

6 CEASING TO BE A MEMBER

6.1 Resignation

A Member wishing to resign from the Institute shall give written notice to the Executive Manager and shall remain liable for all subscriptions due. Resignation is effective from the end of the Institute's financial year.

6.2 Removal for Unpaid Subscription

6.2.1 Any Member whose subscription remains unpaid for two months after the payment due date shall be issued with a final written demand for payment.

6.2.2 If the Member concerned has not responded within 30 days of the final demand, his or her name shall be removed from the Register, and written notification to that effect shall be mailed to the Member's last known address with a demand for return of membership certificates, if applicable.

6.2.3 A list of Members who are to be removed from the Register is to be provided to the Board and ratified, effective from the date when the Member's status is deemed to be unfinancial.

6.2.4 A charge, of an amount to be decided by the Executive Committee, will apply to unfinancial Members who do not submit a written letter of resignation before being removed by the Board from the Register.

7. MEMBER MEETINGS

7.1 Notice of General Meetings

7.1.1 Meetings of Members of the Institute shall be either Annual General Meetings or Special General Meetings.

7.1.2 An Annual General Meeting will be held each year within four months after the end of the financial year at a time and place decided by the Board. A Member wishing to bring before an Annual General Meeting any motion or business relating to the Institute must give written notice to the Executive Manager at least 30 days before the day of that Meeting.

7.1.3 A Special General Meeting must be called if requested in writing by the Board or 25 Members with full voting rights (see Section 7.4.3). The request for the meeting must state the reason.

7.1.4 Members must receive 21 days written notice of a General Meeting and an attached agenda.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

7.1.5 Failure of any Member to receive the notice of a meeting will not invalidate the proceedings of any Meeting.

7.2 Adjournment of General Meetings

The meeting can be adjourned for not more than 40 days.

7.3 Use of Electronic Media for General Meetings

The use of teleconferencing, video or computer cams for General Meetings will be permitted, provided that:

- All rules in this section apply.
- All Members present must be visible to, or confirmed as in attendance by the chair of the meeting.
- Each member must confirm their attendance at the meeting for each vote taken.

7.4 Procedure at General Meetings

7.4.1 Quorum

The quorum for General Meetings shall be 25 Members with full voting rights (see Section 7.4.3). The Meeting shall be dissolved if a quorum is not present within 30 minutes of the time appointed for the meeting.

7.4.2 Chairperson

The President, or if absent, the Vice-President, or in the absence of both, a Fellow or Professional Member of the Board chosen by a majority of those present with full voting rights (see Section 7.4.3) shall be the Chairperson of all Meetings.

7.4.3 Voting Rights of Members

Voting rights shall be as follows:

- All Professional Members, Fellows and Honorary Fellows shall have full voting rights and one vote each.
- Other Members shall be entitled to one vote each, but not on matters concerning the Constitution or Rules.
- No Member shall be entitled to vote if his / her subscription is more than three months in arrears from the payment due date.
- If the votes are tied, the Chairperson shall have a casting vote in addition to his / her vote as a Member.

7.4.4 Postal or Electronic Voting

Except for meetings to be held pursuant to rules 9.1 and 9.2 (Amendment of Constitution and Rules) the Board may direct that any resolution to be considered at any Meeting be decided by postal or electronic ballot. The resolution shall be set out and voting instructions sent to every eligible Member of the Institute.

The ballot shall close at 7pm at least 14 days before the Annual General Meeting.

The Executive Manager shall:

- check all voting returns against the Roll of eligible voters,
- count the eligible votes,
- declare the result to the President of the Institute,
- hold the voting returns and the Roll of eligible voters until eight days after the Annual General Meeting when they shall be destroyed (according to a resolution by the Annual General Meeting).

If the votes are tied, the President of the Institute may exercise a casting vote in addition to his/her ordinary vote.

7.4.5 Proceedings at General Meetings

Business will be conducted as follows.

- Business at General Meetings shall be carried out by motions or amendments, proposed and seconded and put to the vote at the meeting and declared by the Chair as carried or lost. A motion shall be deemed to be carried if more Members vote for it than against it.
- Voting shall be on voices.
- Should any Member entitled to vote on the motion call for a division, the vote shall be indicated by a show of hands of those entitled to vote.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

- The vote shall be taken by secret ballot if requested by any five Members with full voting rights. Two scrutineers will then be appointed at the meeting by the Chairperson who will report the results to the meeting.
- Proxies shall not be accepted.

7.4.6 Business of Annual General Meeting

The business of an Annual General meeting of the Institute shall be to:

- receive and consider the President's report for the preceding year,
- receive and consider the Statement of Income & Expenditure and Balance Sheet and Auditor's report
- appoint Auditor,
- announce Elected Officers,
- consider such business as the Board may bring,
- consider such other business as a Member may bring under rule 7.1.2.

The Annual General Meeting at its discretion may authorise the Board to:

- appoint an Auditor,
- set the subscription.

8. CODE OF ETHICS

8.1 The Institute Shall Maintain a Code of Ethics

8.2 Changes to the Code

Must be approved by a majority of Members with full voting rights at a General Meeting of the Institute.

8.3 Professional Obligations on Members

Clear Statement of Obligations

Whenever they are carrying out activities in food science and technology (hereinafter called activities in FS&T) members are expected to:

- perform those activities in a careful and competent manner as might reasonably be expected of a food industry professional holding the relevant class of NZIFST membership (Fellow, Professional Member, other Member) (the "**competence obligation**"); and

when involved in Institute activities they are expected to:

- comply with the rules of the Institute as set out in its constitution and by-laws (the "**membership obligation**"); and

when involved in activities in FS&T or in Institute activities they are expected to:

- demonstrate personal attributes consistent with being a member of a profession (the "**good character obligation**"); and
- behave in an ethical manner by adhering to the NZIFST Code of Ethics (the "**ethical obligation**").

The Institute requires its members to signify their acceptance of these obligations at the time that membership is granted.

The following definitions or amplification of the obligations are then applied:

8.3.1 Competence Obligation

In order to meet their competence obligation to NZIFST, whenever members are engaged in activities in FS&T they are expected to exercise reasonable skill and care, as might be expected of a person holding their membership class:

- Professional Members and Fellows can reasonably be expected to apply contemporary knowledge in their discipline of FS&T in a careful and logical manner.
- Other members can reasonably be expected to use their knowledge in FS&T in a careful and logical manner.

8.3.2 Membership Obligation

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

The Institute retains the right to remove or suspend a member who fails to meet the membership obligation by failing to take reasonable efforts to comply with the rules and by-laws of the Institute.

8.3.3 Good Character Obligation

To meet the good character obligation members of NZIFST are expected to demonstrate personal behaviour consistent with being a member of the FS&T professional community and of the Institute as the peer body for that community. Members may be removed or suspended from membership if they have been convicted of any crime punishable by imprisonment for more than six months.

8.3.4 Ethical Obligation

As stated above, the ethical obligation is to adhere to the Institute Code of Ethics.

In addition, in the event that an Institute member becomes aware of actions of another member that suggest that the other member's actions may be in breach of one or more of the competence, good character, ethical or membership obligations, she or he is ethically obliged to draw the matter to the attention of the individual, and if that individual does not act to address the concern within a reasonable time, to complain to the Institute about the conduct of the other member.

8.4 Disciplinary Powers of the Institute

8.4.1 Any Member of the Institute may lodge a complaint relating to a breach of the Code of Ethics on the part of another Member with the Executive Manager.

8.4.2 The Board may also initiate on its own motion a complaint of a breach of the Code of Ethics on the part of any Member.

8.4.3 The Board will establish procedures for the hearing of any complaint that it considers merits further investigation, providing that these procedures meet the rules of natural justice. The President's Committee may be delegated the authority to carry out this task.

8.4.4 The Board shall be authorised to censure (verbally or in writing), suspend or expel a Member and to publish the details of any decision in relation to the complaint.

8.4.5 Any resolution of the Board to expel or suspend a Member must be confirmed at the following Board meeting after any appeal has been considered.

8.4.6 Any Member who resigns shall have any complaint suspended but the Institute retains the right to recommence the matter should that person seek to re-join.

9. AMENDMENT OF CONSTITUTION AND RULES

9.1 Notice for Amendment of Constitution and Rules

9.1.1 Proposals for amending the Constitution and Rules of the Institute must be submitted in writing 21 days prior to the General Meeting at which they will be presented.

9.1.2 Such proposals may be initiated by the Board, the Executive Committee or by any five Members of the Institute with full voting rights (as it pertains to General Meetings in Section 7.4.3).

9.2 Procedure for Amendment

9.2.1 The Constitution and Rules can be changed, repealed or added to only by a resolution passed at a General Meeting of the Institute.

9.2.2 At least two thirds of the Members with full voting rights (as it pertains to General Meetings in Section 7.4.3) present at the meeting are required to approve the amendment.

9.3 Limitations

Any amendment of the Constitution and Rules and the Institute's Standard Operating Procedures must not alter prohibition against private pecuniary gain nor affect persons being reimbursed for expenditure incurred and paid reasonable remuneration for services rendered. If the Institute is registered under the Charities Act 2005, then any amendment which negates that registration will be void.

10 OFFICERS OF THE INSTITUTE

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

10.1 Officers

10.1.1 The Officers of the Institute are the President, Vice-President, Immediate Past President (if willing and able to serve), the Chairperson of the Dairy Division, Honorary Treasurer and two officers elected to the Executive Committee.

10.1.2 Officers shall enjoy the privilege of membership in all Branches and Divisions of the Institute.

10.1.3 Executive Committee may co-opt representative(s) for major projects and sub-committee.

10.2 Executive Management

10.2.1 The Board may appoint to the position(s) of Chief Executive Officer or Executive Manager / Secretary or Executive Treasurer, a person or persons who may or may not be members of the Institute.

10.2.2 Any person(s) so appointed are Ex-Officio members of the Board and cannot vote at any Institute meetings.

10.2.3 Such appointees are responsible to the Board and shall generally enjoy the privilege of membership in all Branches and Divisions of the Institute.

10.2.4 The Board may delegate responsibility for management of such appointees to the Executive Committee.

10.3 Qualifications of Officers

10.3.1 The President, Vice-President and Honorary Treasurer of the Institute shall be Professional Members or Fellows (but not Guest) of the Institute.

10.3.2 President

10.3.2.1 The President must have served on the Board for at least 12 months or have served on a Branch Committee for at least two years.

10.3.2.2 The President shall not hold office for a term of more than two years.

10.3.3 Elected Officers of the Executive Committee shall be Professional or Fellow (but not Guest) members of the Institute.

10.4 Other Officers

10.4.1 No Officer shall hold a Board position in the same capacity for more than three consecutive years, except where the Board appoints a Member to fill any office which becomes vacant during the year.

10.4.2 Such appointees shall hold office until the next Annual General Meeting and the term of casual appointment shall not be counted as part of their term.

10.5 Ineligibility

No Member shall hold office in the Institute if his / her subscription is more than three months in arrears from the payment due date.

11 ELECTION OF OFFICERS

11.1 Nominations

11.1.1 Nominations must reach the Executive Manager at such time before the Annual General meeting as the Board may decide, but shall not be less than 30 days before the Annual General Meeting.

11.1.2 Nominations must be moved and seconded by Members with full voting rights (as it pertains to General Meetings in Section 7.4.3). The nomination form must also be signed by the nominee to certify that he / she is willing to accept such nomination.

11.1.3 In the event that there are more nominations than vacancies, an election may be held by secure online ballot prior to, but not more than 30 days before the Annual General Meeting. Otherwise those nominated shall be declared at the Annual General Meeting to have been elected. The Board shall determine the method of holding the ballot which shall be completed by the date of the Annual General Meeting.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

11.2 Voting

- 11.2.1 If the votes are tied, the President of the Institute may exercise a casting vote in addition to his/her ordinary vote.
- 11.2.2 Voting papers must be held for eight days after the Annual General Meeting when they must be destroyed, according to resolution by the Annual General Meeting.
- 11.2.3 Incoming Officers and Board of Directors shall take office immediately after the Annual General Meeting.
- 11.2.4 The Board may appoint a Member to fill any office which becomes vacant during the year. This appointee shall hold office until the next Annual General Meeting.

12 BOARD OF DIRECTORS

12.1 Powers

- 12.1.1 The Board is the principal governing body of the Institute.
- 12.1.2 The Board controls the affairs and business of the Institute, and carries out the Objects of the Institute, as well as exercising all powers and authorities contained in and defined by the Constitution and Rules or as conferred by Law, except those powers and authorities required to be exercised by the Institute in General Meetings.
- 12.1.3 The Board is specifically charged with ensuring good governance of the Institute, setting the mission of the Institute, ensuring adequate resources are provided to achieve the mission, approving the annual budget before voting by the Institute Members, monitoring the performance of the management team (Executive Committee), identifying and monitoring risks (itemised in the Risk Register document), ensuring legal compliance, ensuring ethical behaviour by Members, and setting strategic direction, and approving and monitoring the annual strategic plan.
- 12.1.4 The Board delegates management decisions to the Executive Committee.

12.2 Composition

The Board shall consist of the following Members of the Institute:

- President, Vice-President, Dairy Division Chairperson, Immediate Past-President (if willing and able to serve) and Honorary Treasurer,
- up to TWO elected officers on Executive (see Section 10.3.3),
- a delegate representing each Branch and Division who shall be a Professional Member or Fellow,
- Board co-opted representative(s) for major projects and sub-committees,
- any person(s) appointed to a role within Executive Management,

- 12.2.1 There are no term limits on members of the Board of Directors who are not Officers.
- 12.2.2 Board members must act in the best interests of the Institute rather than of a Branch or Division.
- 12.2.3 Directors must not enter into any discussion, activity or conduct that may infringe upon any applicable competition law and they must declare any conflict of interest in the results of discussions. Directors may excuse themselves from discussions that have a conflict of interest. The Chair of the Board of Directors may ask a Director to be abstain or be absent from a discussion if there is a conflict of interest. Any conflicts of interest must be recorded in the minutes.
- 12.2.4 In the event that a Director is not able to attend a Board meeting, a substitute cannot be sent to the meeting.

12.3 Meetings

12.3.1 Quorum

Six Directors with voting rights shall constitute a quorum at any Board meeting.

12.3.2 Chairperson

The President of the Institute shall be the Chairperson of the Board at all meetings unless absent, in which case the Vice-President shall be the Chairperson. If they are both absent, those present (provided the

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

number with voting rights constitutes a quorum) shall elect a Chairperson from the Fellows and Professional Members present.

12.3.3 Meetings

The Board shall hold a meeting before the Institute's Annual General Meeting and further meetings as necessary during the year. A meeting of the Board may be called by the President or within 14 days if the President is requested to do so by at least three Directors with voting rights on the Board.

12.3.4 Voting

Each Director of the Board (except any Ex-Officio or co-opted member) has one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to his / her ordinary vote. Decisions of the Board shall be by majority vote unless otherwise provided by these Rules.

12.3.5 Reports to the Board

At meetings of the Board, each Committee of the Board and the Honorary Treasurer must provide a report.

- (a) Executive Committee must report via written minutes notifying the Board of all decisions made on its behalf.
- (b) The Treasurer must report on financial transactions since the last Board meeting.
- (c) Any tabled Membership Committee and Presidents' Committee reports must be received in Committee.
 - All recommendations made by these Committees must be ratified by a majority vote at Board Meetings.
The Board cannot alter or reverse a recommendation made by the Membership Committee.
 - If the Board disagrees with any recommendation the matter must be referred back to relevant Committee for further consideration with written reasons stated.
- (d) Other Committees of the Board that table reports to the Board must do so in a written report.
 - All recommendations made by these Committees must be ratified by a majority vote.
 - The Board may alter or reverse a recommendation made by these Committees or refer the matter back to the Committee for further consideration.
- (e) Branches, Divisions and Special Interest Groups must provide written reports or advise the Board if no activities since the last Board meeting.

12.3.6 Appointments to Board Committees

The Board must annually review the membership of the Board Committees and must make any new appointments necessary.

The Board may fill vacancies which arise during the year. Such casual service must be for the rest of the year and must not be counted as contributing to the term that the appointee may have on the committee concerned.

12.4 Honoraria

The Honorary Treasurer and any other Board Officer may receive an Honorarium. These payments shall be determined at the Board meeting prior to the Annual General Meeting, and shall be for services rendered during the previous financial year.

12.5 Delegation of Powers to Committees

12.5.1 The powers and authority of the Board may be delegated:

- Executive Committee is a standing committee of the Board with powers to make decisions on behalf of the Board according to its terms of reference.
- The Membership Committee is a standing committee of the Board which makes recommendations to the Board, and whose recommendations the Board may not change.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

- The Board may create other sub-committees of the Board whose terms of reference encompass specific tasks; but these Committees may only make recommendations to the Board, and the Board will not be bound by their recommendations.

13 EXECUTIVE COMMITTEE

13.1 Function

13.1.1 The Executive Committee shall be responsible to the Board.

13.1.2 The Executive Committee shall be responsible for the daily management of the Institute.

13.1.3 It may make decisions on behalf of the Board for:

- approval of Institute activities provided that such activities are identified in, and lie within the scope of any Institute strategic plan approved by the Board,
- approval of expenditure by the Institute provided that such expenditure is consistent with the Institute annual budget approved by the Board,
- negotiation, supervision and review of any contracts of service entered into by the Institute including those with any Chief Executive Officer or Executive Manager / Secretary or Executive Treasurer,
- any matter for which the Board explicitly resolves to give Executive Committee power to act.

13.2 Composition

The Executive Committee shall consist of the Officers of the Institute (President, Vice-President, Dairy Division Chairperson, Honorary Treasurer, Immediate Past-President [if willing and able to serve]), up to TWO elected officers, and any such other Board of Directors as determined by the Board, and any Ex-Officio Executive Management person(s) who may be appointed.

13.3 Meetings

13.3.1 Quorum

At any meeting of the Executive Committee, four members with voting rights shall constitute a Quorum.

13.3.2 Chairperson of the Executive Committee

The President of the Institute shall be the Chairperson of the Executive Committee at all meetings, and in his / her absence the Vice-President shall chair the meeting.

13.3.3 Meetings

The Executive Committee shall meet at such times and places as the President decides.

13.3.4 Voting at Executive Committee Meetings

Each member of the Executive Committee, with the exception of non-elected ex-officio members, shall have one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to his / her ordinary vote. Decisions of the Executive Committee shall be by majority vote, unless otherwise provided for by these Rules.

13.3.5 Reports

The Executive Committee must report to the Board at its next meeting through written minutes.

14 FINANCE

14.1 Monetary Resources

14.1.1 All income and property of the Institute is to be applied solely towards the Objects.

14.1.2 All money received must be immediately paid into the Institute's account, at a trading bank or savings bank.

14.1.3 All cheques and other negotiable instruments must be authorised by the Board or by Executive Committee according to its terms of reference.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

14.2 Signing Rights

The President, Vice President, Honorary Treasurer, and at least one other member of the Executive Committee must be appointed to sign or endorse all cheques and other negotiable instruments drawn from the Institute's bank accounts. All bank transactions must carry at least two signatures.

14.3 Auditing of Accounts

The Annual General Meeting must appoint an auditor, who must be a member of the Institute of Chartered Accountants of New Zealand.

14.4 Investments

The Board may invest funds not required for financial commitments in the current year. These funds may be invested only in authorised trustee investments.

14.5 Budgets

14.5.1 The Honorary Treasurer must prepare a budget for the year as directed by the Board.

14.5.2 Financial reports to Board meetings must include a statement of expenditure and income against the budget estimate for the budget item concerned.

14.6 Borrowing Powers

A Board resolution is needed before the Institute can raise or borrow money, which it can do without security, if need be, at the discretion of the Board, and on terms decided by the Board.

14.7 Income

The funds or income of the Institute cannot be used for pecuniary profit.

14.8 Grants and Awards

The Board may make grants and awards to people or organisations.

14.9 Pecuniary Advantage

14.9.1 No Member of the Institute, or any person associated with a Member, shall participate in, or materially influence any decision made by the Institute in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever, either directly or indirectly.

14.9.2 Persons may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.

14.9.3 Any such income paid must be in an arms length transaction (being the open market value).

14.9.4 For the avoidance of doubt, if the Institute is registered under the Charities Act 2005, then:

- any income, benefit, or advantage must be used to advance the charitable objects of the Institute;
- any payments made to a member of the Institute, or person associated with a member, must be for goods or services that advance the charitable objects and must be reasonable and relative to payments that would be in an arm's length transaction.

15 SUBSCRIPTIONS

15.1 Annual subscriptions shall be determined each year by the Annual General Meeting.

15.2 The Board may remit all or part of the annual subscription of any Member at its discretion.

15.3 Branch, Division and Special Interest Group subscriptions shall be collected as part of the Institute's total subscription structure and remitted to the Branch, Division or Special Interest Group.

15.4 A re-joining fee may be charged to former Members whose names have been removed from the Register of Members. The amount charged shall be at the discretion of the Board.

16 COMMON SEAL

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

- The Executive Manager shall have custody of the Common Seal of the Institute.
- The seal can be used only by resolution of the Board.
- Any document on which the seal is placed must be signed by either two Officers of the Institute, or one Officer of the Institute and the Executive Manager; such signatories must be appointed by the Board for this purpose and one signatory must be present when the seal is attached.

17 WINDING UP

17.1 Distribution of Assets

17.1.1 If the Institute is wound up or dissolved for any reason and there remain surplus assets of the Institute after the payment of all its costs, debts and liabilities, they must be applied by the Board towards the charitable objects or transferred by the Board to some other organisation that is charitable under New Zealand law and has similar charitable objects to the Institute.

17.1.2 Provided that any Members of the Institute may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.

17.2 Winding up of Branch, Division or Special Interest Group

17.2.1 If in the opinion of the Board, a Branch, Division or Special Interest Group is unable to function, the Board may (after consultation with Members within the Branch boundaries, or Division or Special Interest Group members as appropriate) decide that the Branch, Division or Special Interest Group should be wound up.

17.2.2 The Board shall operate the Branch, Division or Special Interest Group bank account as it sees fit and use the funds in any way it may determine.

17.3 Branch, Division or Special Interest Groups in Recess

If a Branch, Division or Special Interest Group goes into recess, any Branch, Division or Special Interest Group funds must be sent to the Board to be held in trust until the Branch, Division or Special Interest Group becomes active again or as determined at the Institute's Annual General Meeting. A Branch, Division or Special Interest Group in recess for 12 months or longer will have funds moved into the Institute's consolidated accounts.

18 CONFIDENTIAL COMMUNICATIONS

All documents and other material of the Institute declared confidential by the Board must not be disclosed outside the Board without its express authority.

19 NOTICES

All notices will be deemed to have been properly served if delivered personally to a Member or posted or sent electronically or otherwise to the Member's address as entered in the Register of Members or published in The Institute's official newsletter or journal or as otherwise directed by the Board.

20 INTERPRETATION OF RULES AND DISPUTES

Where doubt arises as to the interpretation of any of these Rules, the decision of the Board shall be final.

21 INDEMNITY

21.1. The Institute shall indemnify every Director of the Board, Committee members and Executive Management and any other Officer of the Institute in respect of all liability arising from the proper performance of their functions or in any way connected with the Institute.

21.2. All Officers of the Institute shall be entitled to reimbursement of expenses properly incurred in the carrying out of their duties.

CONTROLLED DOCUMENT
CONSTITUTION AND RULES OF THE
NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY INCORPORATED

22 RESPONSIBILITY

No Directors of the Board, Committee member, Executive Management or other Officer of the Institute shall be responsible for any action or default of any other person or for any loss suffered by the Institute unless such a loss is caused through their own dishonesty or gross negligence.

23 REGISTERED OFFICE

The registered office of the Institute shall be at such place as determined by the Board.

24 BRANCHES AND DIVISIONS

24.1 Formation of a Branch or Division

The minimum number of Members required to form a Branch or Division shall be fifteen. Applications to the Board requesting permission to form a Branch or Division must be in writing and be signed by fifteen Members.

24.2 Branches

Institute Members within a geographical region may form a Branch in that particular region to support the Objects in Clause 3. A properly constituted and approved Branch of the Institute shall be entitled to one or more Directors to the Board in accordance with the Branch Standard Operating Procedures.

24.2.1 The Board may disestablish a branch if membership drops below 15.

24.2.2 All Members resident within New Zealand are members of one Branch.

24.3 Divisions

Members may form a Division of the Institute for those interested in a specific sector of the food industry. A properly constituted and approved Division of the Institute shall be entitled to a Delegate to the Board. A Member of the Institute may belong to several such Divisions.

24.4 Officers

The Officers of a Branch or Division shall include a Chairperson, Honorary Secretary and/or Honorary Treasurer. The Officers of a Branch or Division shall be a Professional Member where possible.

24.5 Rules

A Branch or Division must be governed by the Constitution and Rules of the Institute and Standard Operating Procedures.

24.6 Voting

Members shall have voting rights on Branch, Division or Special Interest Group committees, and at Branch or Division General Meetings.