

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

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

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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 2022 or any Act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any Act which replaces it.

"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 section 3.

"Board" means the Board of Directors of the Institute and is the administrative body.

"Concern" means either a matter in which the conduct of a member relative to their professional obligations is questioned, or a complaint or dispute that meets the definition of section 38 of the Act.

"Current Financial Member" means a member who has fully paid their subscription fee for the current financial year.

"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 section 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.

"Financial statements" means statements prepared in accordance with the requirements of the Act.

"Honorary Treasurer" means the Treasurer of the Institute and must include any acting Treasurer.

"Institute" means New Zealand Institute of Food Science and Technology Incorporated.

"Member" means and includes all classes of members of the Institute.

"Membership Committee" is a standing committee of the Board, comprising no more than 5 Institute members, each appointed annually by the Board.

"Monies owed" means either or both of subscriptions levied for the current or earlier years that remain unpaid, and sums invoiced for a specific service or product provided by the Institute to the Member.

"Objects" means the Objects set out in Rule 3.

"President" means the President of the Institute and the Officer responsible for chairing general meetings, Board meetings, Executive meetings, and who provides leadership for the Institute.

"Presidents Committee" is a standing committee of the Board, comprising the three most recent past-Presidents willing and able to serve.

"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 section 3.

"Standard Operating Procedures" means a Board-approved manual of processes and procedures to be followed by any committee of the Institute, Branch, Division or Special Interest Group.

"Student" means a person whose primary occupation is as a student at a tertiary education institution in New Zealand.

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“Writing” means in either printed or electronic format that can be saved and stored.

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.

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 whose primary occupation is a 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. Graduate Member

Any student, after completion of a 3 or 4-year food related degree, or a post-graduate qualification, may apply to join as a Graduate Member. This full membership level is valid for up to 2 years following the completion of study after which the Graduate member automatically upgrades to Standard Member. Privileges are as given in this Constitution and subscription rates are as the Board may decide.

4.2.3. Standard Member

Any person who is interested in any aspect of food science, food technology, food engineering or in 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.

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Any person who:

EITHER:

Holds a tertiary level certificate or degree in food science, food technology, or a related discipline from a recognised tertiary institute and professional food industry experience.

With the total of tertiary level education duration plus experience being at least 7 years.

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;

AND

Provides evidence of continuing professional development and of any contributions to the Institute or relevant organisations and the business of the organisation.

4.3.2. Fellow

A Member may be nominated as a Fellow who has:

Made a sustained and substantial contribution to the profession of food science and technology, through outstanding performance in BOTH the following areas:

- a Application and practice
 - i Research, OR
 - ii Technology, OR
 - iii Industry leadership, OR
 - iv Technology transfer and education

AND

- b Service and support
 - i Development of the food industry including promotion of its ethical standards and public image, OR
 - ii Development of the affairs of the Institute, its Branches or Divisions.

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

4.3.3. Distinguished Fellow

A Professional Member or Fellow of the Institute may be elected as a Distinguished 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 a Distinguished 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 Distinguished Fellows of the Institute.

4.3.4. Honorary Fellow

The Board may invite eminent food scientists and food technologists to accept an Honorary Fellowship of the Institute.

4.4. Post-nominals

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

- | | |
|------------------------|---------------|
| • Professional | MNZIFST |
| • Fellow | FNZIFST |
| • Distinguished Fellow | Dist. FNZIFST |
| • Honorary Fellow | Hon. 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 providing details of work experience and qualifications to address the relevant criteria, and also include a positive assent to abide by the Code of Ethics and the Constitution of the Institute.
- An application form with such positive assent is sufficient record of consent to be a member of the Institute within the meaning of the Act.
- The Membership Committee may interview or require additional information from an applicant in exercising its discretion as to whether or not to admit a membership applicant.

5.2. Notification to Applicants

Applicants will be notified of the result of their application in writing. The date of admission shall be the date of receipt of the membership application. Membership will be confirmed following receipt of applicable membership subscription fees.

5.3. Membership Certificates

5.3.1. Professional Members, Fellows, Distinguished Fellows, and Honorary Fellows shall receive a certificate in a form determined by the Board.

5.3.2. The certificate will:

- remain the property of the Institute,
- be returned to the Institute on request following the termination of membership,
- show the date of admission to that membership 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 as may be 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 if such authority is delegated by the Board, the Executive Manager.

6. CEASING TO BE A MEMBER

6.1. Resignation

6.1.1. Members may apply to resign their membership at any time by written notice sent to the Executive Manager.

6.1.2. The Executive Manager may delay the acceptance of a resignation of a Member if either:

- a. that Member has monies owed to the Institute, or

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- b. the hearing and determination of a concern raised against that Member under clause 8.4 has not been completed.

6.1.3. The Executive Manager must, without undue delay, accept a resignation of a Member if clause 6.1.2 does not apply.

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, their 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.

6.3. Removal by the Board

A member may be expelled by decision of the Board as described in clause 8.4.

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 calendar year at a time and place decided by the Board. The meeting shall be no later than six months after the end of the financial year and no later than fifteen months after the previous Annual General Meeting.

7.1.3. 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.

7.1.4. A Special General Meeting must be called if requested in writing by the Board or 25 Members with full voting rights (see clause 7.4.4). The request for the meeting must state the reason.

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

7.1.6. 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 Chairperson 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. The Institute must keep minutes of all General meetings.

7.4.2. Quorum

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The quorum for General Meetings shall be 25 Members with full voting rights (see clause 7.4.4). The Meeting shall be dissolved if a quorum is not present within 30 minutes of the time appointed for the meeting.

7.4.3. 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 clause 7.4.4) shall be the Chairperson of all Meetings.

7.4.4. Voting Rights of Members

Voting rights shall be as follows:

- All current financial Graduate Members, Standard Members, Professional Members, Fellows and Honorary Fellows shall have full voting rights and one vote each.

If the votes are tied, the Chairperson shall have a casting vote in addition to their vote as a Member.

7.4.5. Postal or Electronic Voting

Except for meetings to be held pursuant to rules 9.1 and 9.2 (Amendment of Constitution) 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 their ordinary vote.

7.4.6. 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 Chairperson 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 unless the meeting is held under clause 7.3 In which case voting shall be decided by a method declared by the Chairperson.
- 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.
- 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.

7.4.7. 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 financial review from the preceding year,

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- determine the level of financial review (which may be an audit or lesser form of review) for the present year, and prescribe the process for appointment of a suitable person or persons to undertake the review,
- receive any notice of disclosures made under section 63 of the Act in the current year,
- approve annual subscriptions for each membership class,
- announce Elected Officers,
- consider such other business as the Board may bring,
- consider such other business as a Member may bring under clause 7.1.3.

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

- determine the level of financial review,
- appoint the person or persons to undertake the financial review,
- set the membership subscription.

8. PROFESSIONAL OBLIGATIONS ON MEMBERS

8.1. Code of Ethics

The Institute shall maintain a Code of Ethics. Changes to the Code must be approved by those majority of Members with full voting rights attending a General Meeting of the Institute, and the new version shall apply from the date of that General Meeting.

8.2. Professional Obligations on Members

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 constitution of the Institute, its standard operating procedures, and the obligations on members under the Act (the “membership obligation”); and

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

- behave in an ethical manner by adhering to the NZIFST Code of Ethics (the “ethical obligation”).

And at all times they are expected to

- demonstrate personal attributes consistent with being a member of a profession (the “good character obligation”).

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

8.3. Interpretation of Obligations

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.

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8.3.2. Membership Obligation

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 expelled 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 a Member is concerned as to whether another Member has sufficiently met one or more of the competence, good character, ethical or membership obligations, they are 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 raise that concern with the Institute.

8.4. Dealing with Concerns

8.4.1. Any Member of the Institute may raise a concern as to whether another Member has failed to meet one or more of their professional obligations.

8.4.2. Should it receive information from any source that indicates that a member may not have sufficiently met their obligations, the Board may initiate, on its own motion, a concern about the conduct of that Member.

8.4.3. Any concern raised with the Institute under clauses 8.4.1 or 8.4.2, or in any other way is to be heard and determined using the procedure in section 19.

8.4.4. Should it be substantiated that a breach of professional obligations has occurred, the Board may take any of the following actions: censure (verbally or in writing), suspend or expel a Member and publish the details of any decision in relation to the concern.

9. AMENDMENT OF CONSTITUTION

9.1. Notice for Amendment of Constitution

9.1.1. Proposals for amending the Constitution 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 clause 7.4.4).

9.2. Procedure for Amendment

9.2.1. The Constitution 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 clause 7.4.4) present at the meeting are required to approve the amendment.

9.3. Limitations

Any amendment of the Constitution 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

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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

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 Honorary Treasurer, and THREE additional members elected to the Executive Committee as Elected Officers.
- 10.1.2. Officers shall enjoy the privilege of membership in all Branches and Divisions of the Institute.
- 10.1.3. All elected Officers of the Institute start their term of service at the conclusion of the Annual General Meeting in the year they are elected and complete their term at the conclusion of the next AGM in the year that their term expires.

10.2. Executive Management

- 10.2.1. The Board must appoint an Executive Manager and may appoint an Executive Treasurer. This person or persons need 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 or Distinguished Fellows 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 is elected for a term of two years and shall not hold office for more than one term.
- 10.3.3. Vice-President
 - 10.3.3.1. The Vice-President must have served on the Board for at least 12 months or have served on a Branch Committee for at least two years.
 - 10.3.3.2. The Vice-President is elected for a term of two years and shall not hold office for more than one term.
 - 10.3.3.3. At that conclusion of their term the Vice-President shall be nominated for President.
- 10.3.4. Honorary Treasurer
 - 10.3.4.1. The Honorary Treasurer is elected for a term of three years and shall not hold office for more than two consecutive terms, except where the Board appoints a Member to fill this office which becomes vacant during the term.
 - 10.3.4.2. 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.
- 10.3.5. Elected Officers

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10.3.5.1. Elected Officers of the Executive Committee shall be Graduate Members, Standard Members, Professional Members, Fellows, or Distinguished Fellows members of the Institute.

10.3.5.2. Elected Officers are elected for a term of three years and there is no term limit.

10.4. Ineligibility

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

11. ELECTION OF OFFICERS

11.1. Nominations

- 11.1.1. The Executive Manager must call for nominations for every Elected Officer position not less than 60 days before the expiry of their term.
- 11.1.2. 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.
- 11.1.3. Nominations must be moved and seconded by Members with full voting rights (as it pertains to General Meetings in clause 7.4.4).
- 11.1.4. Each nominee must attest their eligibility under the Act to serve as an officer, their understanding of the responsibilities on them, if elected, under both the Act and this Constitution, and their willingness to accept such nomination.
- 11.1.5. 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.

11.2. Voting

- 11.2.1. If the votes are tied, the President of the Institute may exercise a casting vote in addition to their 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 members 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

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), setting delegations for the approval of expenditure, identifying and monitoring risks

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(itemised in the Risk Register document), ensuring legal compliance, setting strategic direction, and approving and monitoring the annual strategic plan.

12.1.4. The Board may delegate management decisions to the Executive Committee.

12.2. Composition

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

- President, Vice-President, Immediate Past-President (if willing and able to serve) and Honorary Treasurer,
- the THREE elected officers serving on the Executive Committee (see clause 10.3.5),
- a delegate representing each Branch and Division who shall be a who may be a Graduate Member, Standard Member, Professional Member or Fellow,
- any Board co-opted representative(s) for major projects and sub-committees can attend but do not vote,
- a person appointed to an Executive Management role is an *ex-officio* member of the Board and can attend but does not vote,

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. Board members 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. Board members may excuse themselves from discussions that have a conflict of interest. The Chairperson of the Board may ask a Board member 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 delegate of a Branch or Division is not able to attend a Board meeting, an alternate may attend and speak on behalf of the absent Board member, but shall not have voting rights at the meeting.

12.3. Contact Person

The Executive Manager is the contact person for the Institute for the purposes of the Act. If temporarily unavailable the alternate contact persons are the President or Honorary Treasurer

12.4. Removal of Officers

12.4.1. An officer ceases to be an officer of the Institute if they:

- Are censured, suspended, or expelled from membership for a breach of their professional obligations under clause 8.4, or
- Resign by written notice to the Board, or
- Become disqualified from being an officer under section 47(3) of the Act, or
- Become incapable of fulfilling their obligations through illness or death.

12.5. Meetings

12.5.1. The Institute must keep minutes of all Board meetings.

12.5.2. Quorum

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

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

12.5.4. Meetings

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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 Board members.

12.5.5. Voting

Each Board member (except any *ex-officio*, co-opted member, or alternate delegate) has one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to their ordinary vote. Decisions of the Board shall be by majority vote unless otherwise provided by these Rules.

12.5.6. 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 any material financial transactions or matters since the last Board meeting.
- (c) Any tabled Membership Committee and Presidents' Committee reports must be received "In Committee".
- (d) Other Committees of the Board that table reports to the Board must do so in a written report.
- (e) Branches, Divisions and Special Interest Groups must provide written reports or advise the Board if no activities since the last Board meeting.
 - All recommendations made by these Committees must be ratified by a majority vote at Board Meetings.
 - The Board may alter or reverse a recommendation made by these Committees or refer the matter back to the Committee for further consideration.
 - Except, the Board cannot alter or reverse a recommendation made by the Membership Committee and must refer any disagreement back to the Membership Committee for further consideration with written reasons stated.

12.5.7. 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.

12.6. **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.

12.7. **Delegation of Powers to Committees**

12.7.1. 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 within its functions set out in this Constitution, and any further delegations made to it by the Board.
- The Membership Committee may make recommendations to the Board in regard to membership elections, and whose recommendations the Board may not change.
- The President's Committee assists the Board with those matters which the Board may request.
- 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

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13.1. Function

13.1.1. The Executive Committee shall be responsible to the Board for the daily management of the Institute.

13.1.2. 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

13.2.1. The Executive Committee shall consist of the Officers of the Institute (President, Vice-President, Honorary Treasurer, Immediate Past-President [if willing and able to serve]), the THREE elected officers and any other Board member as determined by the Board.

13.2.2. Any person holding an Executive Management position in the Institute may attend, but shall not have voting rights. Other persons may attend meetings at the invitation of the Executive Committee to assist advance specific Institute activities, but shall not have voting rights.

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 their 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 voting member of the Executive Committee shall have one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to their 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 electronic payments and other negotiable instruments must be authorised by the Board or by Executive Committee according to its terms of reference.

14.2. Signing Rights

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The President, Vice President, Honorary Treasurer, and at least one other member of the Executive Committee must be appointed to authorise all electronic payments and other negotiable instruments drawn from the Institute's bank accounts. All bank transactions must carry at least two authorisations.

14.3. Balance Date

The balance date of the Institute is the 31st day of March.

14.4. Review of Accounts

The Annual General Meeting may appoint, or prescribe a suitable procedure to appoint, a suitably qualified person or persons to perform a review of the Institute's accounts.

14.5. 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.

14.6. Budgets

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

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

14.7. 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.

14.8. Income

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

14.9. Grants and Awards

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

14.10. Pecuniary Advantage

14.10.1. 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.

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

14.10.3. Any such income paid must be in an arm's length transaction (being the open market value).

14.10.4. 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

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

15.2. Remittance of subscription

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

15.3. Re-joining fee

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. WINDING UP

16.1. Distribution of Assets

16.1.1. 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 (section 3) or transferred by the Board to some other organisation that is charitable under New Zealand law and has similar charitable objects to the Institute.

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

16.2. Winding up of Branch, Division or Special Interest Group

16.2.1. 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. 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.

18. 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.

19. CONCERNS

19.1. How a concern is raised

19.1.1. A member or an officer may raise a concern by giving to the Board a notice in writing that—

(a) states that the member or officer is starting a procedure for resolving a concern in accordance with the NZIFST constitution; and

(b) sets out the allegation to which the concern relates and whom the allegation is against; and

(c) sets out any other information reasonably required by the Institute

19.1.2. The Institute may raise a concern involving an allegation against a member or an officer by giving to the member or officer a notice in writing that—

(a) states that the Institute is starting a procedure for resolving a concern in accordance with the NZIFST constitution; and

(b) sets out the allegation to which the concern relates.

19.1.3. The information given under subclause 19.1.1(b) or 19.1.2 (b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.

19.1.4. A concern may be made in any other reasonable manner permitted by the NZIFST constitution.

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19.2. Person who raises a concern has right to be heard

- 19.2.1. A member or an officer who raises a concern has a right to be heard before the concern is resolved or any outcome is determined.
- 19.2.2. If the Institute raises a concern,—
- (a) the Institute has a right to be heard before the concern is resolved or any outcome is determined; and
 - (b) an officer may exercise that right on behalf of the Institute.
- 19.2.3. Without limiting the manner in which the member, officer, or the Institute may be given the right to be heard, they must be taken to have been given the right if—
- (a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (c) an oral hearing (if any) is held before the decision maker; and
 - (d) the member's, officer's, or the Institute's written statement or submissions (if any) are considered by the decision maker.

19.3. Person who is subject of concern has right to be heard

- 19.3.1. This clause applies if a concern involves an allegation that a member, an officer, or the Institute (the respondent)—
- (a) has engaged in misconduct; or
 - (b) has breached, or is likely to breach, a duty under the NZIFST constitution, Code of Ethics, or bylaws or this Act; or
 - (c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 19.3.2. The respondent has a right to be heard before the concern is resolved or any outcome is determined.
- 19.3.3. If the respondent is the Institute, an officer may exercise the right on behalf of the Institute.
- 19.3.4. Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if—
- (a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
 - (b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - (c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - (d) an oral hearing (if any) is held before the decision maker; and
 - (e) the respondent's written statement or submissions (if any) are considered by the decision maker.

19.4. Investigating and determining a concern

- 19.4.1. The Institute must, as soon as is reasonably practicable after receiving or becoming aware of a concern made in accordance with its constitution, ensure that the concern is investigated and determined.
- 19.4.2. Concerns must be dealt with under the constitution in a fair, efficient, and effective manner.

19.5. Institute may decide not to proceed further with concern

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Despite clause 19.4, the Institute may decide not to proceed further with a concern if—

- (a) the concern is trivial; or
- (b) the concern does not appear to disclose or involve any allegation of the following kind:
 - (i) that a member or an officer has engaged in material misconduct:
 - (ii) that a member, an officer, or the Institute has materially breached, or is likely to materially breach, a duty under the NZIFST constitution, Code of Ethics, or bylaws or this Act:
 - (iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:
- (c) the concern appears to be without foundation or there is no apparent evidence to support it; or
- (d) the person who raises the concern has an insignificant interest in the matter; or
- (e) the conduct, incident, event, or issue giving rise to the concern has already been investigated and dealt with under the constitution; or
- (f) there has been an undue delay in raising the concern.

19.6. Institute may refer concern

- 19.6.1. The Institute may refer a concern to a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 19.6.2. The Institute may, with the consent of all parties to a concern, refer the concern to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

19.7. Decision makers

A person may not act as a decision maker in relation to a concern if 2 or more members of the Board or a subcommittee in 19.6.1 consider that there are reasonable grounds to believe that the person may not be:

- (a) impartial; or
- (b) able to consider the matter without a predetermined view.

19.8. Operating procedure

- 19.8.1. The Board must publish and maintain a standard operating procedure that supports the operation of this clause.
- 19.8.2. The procedure must be available to members.

20. INDEMNITY

20.1. Officer indemnity

The Institute shall indemnify every Board member, 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.

20.2. Reimbursement of expenses

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

21. RESPONSIBILITY

No Board member, 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.

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22. REGISTERED OFFICE

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

23. BRANCHES AND DIVISIONS

23.1. 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.

23.2. Branches

23.2.1. The Board may establish Branches of the Institute, normally associated with a particular geographical region or defined to ensure that all members of the Institute have the opportunity to participate in the activities of a branch. Each Branch of the Institute shall be entitled to one delegate to the Board.

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

23.3. 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.

23.4. Officers

The Officers of a Branch or Division shall include at a minimum, a Chairperson, Secretary and a delegate to the Board. The Officers of a Branch or Division shall be Graduate members, Standard members, Professional Member, Fellows, or Distinguished Fellows.

A Branch or Division may form a committee and designate roles within it as needed.

23.4.1. Branch or Division Officers must be selected annually at the Branch or Division annual general meeting.

23.4.2. Each delegate must attest their eligibility under the Act to serve as a board member, their understanding of the responsibilities on them under both the Act and this Constitution.

23.5. Rules

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

23.6. Voting

Each committee member shall have voting rights on Branch or Division committees.

Members shall have voting rights at Branch or Division General Meetings.