

**NOTICE OF THE 60<sup>th</sup> ANNUAL GENERAL MEETING  
OF  
THE NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY  
INC.**

**Wednesday 25<sup>th</sup> June 2025**

**Palmy Conference + Function Centre  
PART 1: 1.00pm - 1.30pm**

**Distinction Hotel, Palmerston North  
PART 2: 7.00pm**

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**AGENDA**

- 1. Present** (Quorum = 25 members with full voting rights)
- 2. Apologies**

**Motion #1:** *Moved that the apologies as present at the meeting be accepted.*

*Moved: Esraa El Shall / Seconded: Bob Olayo*

- 3. Voting rights of members**  
All current financial Graduate Members, Standard Members, Professional Members, Fellows and Honorary shall have full voting rights and one vote each.
- 4. Declaration of Conflict of Interest:**  
“Members of NZIFST shall not enter into any discussion, activity or conduct that may infringe upon any applicable competition law and must declare any conflict of interest in the results of discussions.”
- 5. Additional Items for Agenda** (to be discussed in item 11.
- 6. Confirmation of Minutes of the 2024 NZIFST Annual General Meeting** - ATTACHED
- 7. President’s Report and NZIFST Annual Review to 31 March 2025**
- 8. Financial Matters**
  - (a) **Financial Report 01 April 2024 - 31 March 2025** (refer Annual Review)

**Motion #2:** *Moved that the financial report for 01 April 2024 – 31 March 2025 be accepted subject to audit*

*Moved: Grant Boston / Seconded: Esraa El Shall*

- (b) **Budget, current year 2025/2026** (APPENDIX I) – for information

(c) **Budget, indicative for next year 2026/2027** (APPENDIX I)

**Motion #3:** Moved that the indicative budget for the 2026/2027 year be accepted

Moved: Grant Boston / Seconded: Esraa El Shall

(d) **Member Subscription Fees 2026**

**Motion #4:** Moved that the annual subscription fee for membership for the 2026 year remains the same as the 2025 year.

Moved: Grant Boston / Seconded: Esraa El Shall

**RATIONALE:** This motion is presented annually at the request of members. The Board has taken feedback from members via the member survey, the current NZ financial situation, as well looking at the declining membership numbers over the last 5 years and recommends keeping the membership fees static for the 2026 year.

(e) **Appointment of Auditor**

**Motion #5:** Moved that AGM authorises the Board to appoint the Auditor and decide the level of financial review for 2025/2026.

Moved: Grant Boston / Seconded: Esraa El Shall

**RATIONALE:** Under rule 14.4, the AGM may authorise the Board to appoint a qualified person(s) to perform a review of the Institutes accounts each year. The Board has taken advice from our current auditor, that an annual Audit for the Institute is excessive, and an annual Financial Review with regular Full Audits is sufficient.

10. **Election of Officers**

11. **Other Business**  
(a) TBC

12. **Adjournment:**  
Notice of **Motion #6:** The President shall move that:

*The Annual General Meeting of the New Zealand Institute of Food Science and Technology (Inc) be adjourned until this evening, 7.00 pm, at the Distinction Hotel Palmerston North, for the purpose of awarding NZIFST Fellowships and presentation of Institute and Food Industry Awards.*

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**AGENDA PART 2:**

**7.00pm**      **PURPOSE:** To award NZIFST Fellowships, and present Institute and Food Industry awards

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**CLOSE OF OFFICIAL BUSINESS of The New Zealand Institute of Food Science and Technology Inc.**

## APPENDIX I: NZIFST Budget 2025-2026 and indicative Budget 2026-2027 (Motion #3)

| Year end   |   | Mar-26                      |            |              | Mar-27       | Mar-28       |    |
|------------|---|-----------------------------|------------|--------------|--------------|--------------|----|
|            |   | BUDGET                      |            |              | Indicative   | Preliminary  |    |
|            |   | Approved by Board, May 2025 |            |              | Budget       | Budget       |    |
|            |   | Income                      | Expense    | NET          | NET          | NET          |    |
| Awards     | Award Prizes                              | 1,500.00                    | 7,939.05   | - 6,439.05   | - 7,000.00   | - 7,100.00   |    |
| Awards     | Science Fair Sponsorship                  | 400.00                      | 1,800.00   | - 1,400.00   | - 1,400.00   | - 1,400.00   |    |
| Bank       | Bank and Merchant fees                    | -                           | 1,110.00   | - 1,110.00   | - 1,150.00   | - 1,200.00   |    |
| Bank       | Interest Received                         | 16,169.92                   | -          | 16,169.92    | 12,000.00    | 12,000.00    | *1 |
| Board      | Board, Exec, AGM                          | -                           | 16,460.00  | - 16,460.00  | - 18,000.00  | - 18,000.00  | *2 |
| Branch     | Branch activities                         | 9,000.00                    | 10,000.00  | - 1,000.00   | - 2,000.00   | - 1,000.00   | *3 |
| Conference | Conference                                | 209,109.13                  | 193,431.51 | 15,677.62    | 10,000.00    | 15,000.00    | *4 |
| External   | Endorsements - FTPT, Conferenz            | 5,000.00                    | 4,000.00   | 1,000.00     | -            | 1,000.00     |    |
| External   | Work on Behalf                            | -                           | -          | -            | 1,000.00     | -            |    |
| External   | Event Admin Fees                          | 1,250.00                    | -          | 1,250.00     | 2,500.00     | 1,250.00     | *5 |
| Operations | Accounting & Audit & Legal Services       | -                           | 12,200.00  | - 12,200.00  | - 10,000.00  | - 10,000.00  |    |
| Operations | General Expenses                          | -                           | 330.00     | - 330.00     | - 330.00     | - 330.00     |    |
| Operations | Insurance                                 | -                           | 3,300.00   | - 3,300.00   | - 3,500.00   | - 4,000.00   |    |
| Operations | Management & Operations                   | -                           | 160,000.00 | - 160,000.00 | - 190,000.00 | - 190,000.00 | *6 |
| Operations | Marketing & Advertising                   | -                           | -          | -            | - 5,000.00   | - 5,000.00   |    |
| Operations | Memberships/Affiliations - RSNZ, IUfoST   | 1,600.00                    | 3,350.00   | - 1,750.00   | - 1,750.00   | - 1,750.00   |    |
| Operations | Postage/Couriers                          | -                           | 550.00     | - 550.00     | - 550.00     | - 550.00     |    |
| Operations | Software & Support                        | -                           | 10,434.00  | - 10,434.00  | - 11,500.00  | - 11,500.00  |    |
| Promo      | Advertising - Website/Nibbles             | 12,600.00                   | -          | 12,600.00    | 12,600.00    | 13,000.00    |    |
| Promo      | Journal (FoodNZ)                          | 72,000.00                   | 60,550.00  | 11,450.00    | 17,950.00    | 23,500.00    | *7 |
| Subs       | Member Subscriptions.                     | 135,293.50                  | -          | 135,293.50   | 138,000.00   | 149,581.40   | *8 |
| Sundry     | Sundry, FIT, GMP, 50th Book, Depreciation | -                           | -          | -            |              |              |    |
|            |   | 463,922.56                  | 485,454.56 |              |              |              |    |
|            |   |                             |            |              |              |              |    |
|            | <b>Gross Profit</b>                       |                             |            | - 21,532.01  | - 58,130.00  | - 36,498.60  |    |

\* Strategic Refresh Work is being funded from Reserves, as this is a one off cost in 25/26.

\* Currently budgeted at approx \$92,000, which will include brand refresh, additional resources and roadshow expenses.

\*1 - Reduction in Interest Received, as some Reserves being used for Strategic Refresh Work, and a decrease in interest rates.

\*2 - Board, Exec AGM increase due to likely increase in travel costs.

\*3 - Increase in number of Branch Activities to help increase member numbers. Dec in 2028 as we bring in more non-members to events.

\*4 - 2026 Conference location comes with higher costs, likely leading to a lower profit. 2027 Conference likely to have cheaper costs.

\*5 - Event Admin Fees are charged for events we help run eg EHEDG Courses. 2027 includes NZOZ Sensory Symposium.

\*6 - Increased Mgmt & Ops costs as we bring on an additional part time resource to help with Branch Activities, FoodNZ Advertising etc. This cost for 25/26 is included in the Strategic Refresh Work funded from Reserves.

This additional resource will help us to reach our goal of stemming membership loss in 25/26 and increasing membership and other income sources from 26/27.

\*7 - FoodNZ has some one off costs in 25/26 with the handover to the new team, which are accounted for with inc profits in future years. Additionally, we anticipate that the additional resource will be able to increase advertising by about 30% over the next couple of years.

\*8 - We aim to maintain membership levels in 25/26, with 2% increase for 26/27 and an additional 8% increase in 27/28, through Strategic Work Stream initiatives.

**NOTICE OF THE 59<sup>th</sup> ANNUAL GENERAL MEETING  
OF  
THE NEW ZEALAND INSTITUTE OF FOOD SCIENCE AND TECHNOLOGY  
INC.**

**Wednesday 3<sup>rd</sup> July 2024**

**Distinction Hotel Hamilton, Hamilton**

**PART 1: 1.00pm - 1.30pm**

**PART 2: 7.00pm**

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**MINUTES**

- 1. Present** (Quorum = 25 members with full voting rights)

**APPENDIX I: Total Attendees = 62**

|              |    |
|--------------|----|
| Fellows      | 27 |
| Professional | 17 |
| Standard     | 14 |
| Student      | 1  |
| Graduate     | 3  |

- 2. Apologies**

**APPENDIX II: Total = 61**

**Motion #1:** *Moved that the apologies as presented at the meeting be accepted.*

*Moved: Esraa El Shall / Seconded: Bob Olayo - CARRIED*

- 3. Voting rights of members**

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

- 4. Declaration of Conflict of Interest:**

“Members of NZIFST shall not enter into any discussion, activity or conduct that may infringe upon any applicable competition law and must declare any conflict of interest in the results of discussions.”

- 5. Additional Items for Agenda** (to be discussed in item 11)

- 6. Confirmation of Minutes of the 2023 NZIFST Annual General Meeting – ATTACHED**

**MOTION:** *Moved that the minutes of AGM 2023 be accepted as a true and accurate record*

*Moved: Esraa El Shall / Seconded: Colin Pitt - CARRIED*

- 7. President’s Report and NZIFST Annual Review to 31 March 2024 - NOTED**

- 8. Financial Matters**

(f) **Financial Report 01 April 2023 - 31 March 2024** (refer Annual Review)

**Motion #2:** Move that the financial report for 01 April 2023 – 31 March 2024 be accepted subject to audit

Moved: Grant Boston / Seconded: Esraa El Shall - CARRIED

From the Floor – Jonathan Cox - Special thanks to Grant for his years of Service

(g) **Budget, current year 2024/2025** (APPENDIX III) – for information

(h) **Budget, indicative for next year 2025/2026** (APPENDIX III)

**Motion #3:** Move that the indicative budget for the 2025/2026 year be accepted

Moved: Grant Boston / Seconded: Esraa El Shall - CARRIED

(i) **Member Subscription Fees 2025**

**Motion #4:** Move that the annual subscription fee for a Full membership for the 2025/26 year be increased by IRD's cost of living index. This increase to be applied pro-rata over all subscription levels, except Student Membership.

Moved: Grant Boston / Seconded: Esraa El Shall - CARRIED

**RATIONALE:** This motion is presented annually at the request of members.

**Motion #5:** Move that the annual subscription fee for a Full membership for the 2025 year be increased by up to 2% at the discretion of the Board. This increase to be applied pro-rata over all subscription levels, except Student Membership.

Moved: Grant Boston / Seconded: Esraa El Shall - CARRIED

**RATIONALE:** This fee increase has previously been approved by AGM and applied for many years due to the COL increases not keeping up with increased expenses. However, for the 2024 sub year, despite AGM approving it, Executive Committee decided not to add this extra fee due to the high COL increase that was already applied. It is recommended that, going forward, this be approved as a discretionary fee rather than a fixed fee.

(j) **Appointment of Auditor**

**Motion #6:** Move that AGM authorises the Board to appoint the Auditor for 2024/2025

Moved: Grant Boston / Seconded: Esraa El Shall - CARRIED

**RATIONALE:** Under rule 7.4.6, AGM may authorise the Board to appoint the auditor each year. The 2014 AGM requested that auditors are replaced after 3 completed audits. The current auditor's first audit is for the 2021-2022 year.

**9. Constitutional Amendments (APPENDIX IV)**

**Motion #7:** Move that constitution amendments in Appendix IV be accepted.

Moved: Esraa El Shall / Seconded: Bob Olayo - CARRIED

**RATIONALE:** The Incorporated Societies Act 2022 requires that all incorporated societies review and update their constitutions to comply with the requirements of Act. The society must then re-register with the Registrar of Incorporated Societies before April 2026. The new constitution comes into effect when re-registration is accepted.

## 10. Election of Officers

### Elected Officers

There were 3 nominations for the 3 vacancies. The following are declared re-elected:

Hamish Conway  
Paulette Elliott  
Allan Main

## 11. Other Business

### (a) Call for nominations to the NZ National Council of IDF (International Dairy Federation)

The NZ National Council of IDF connects the NZ Dairy Industry with the wider IDF network with the aim to connect scientific and technical dairy expertise from around the world.

Andy Williams has been the NZIFST representative on the NZNC IDF for many years and is retiring from this role in July 2024.

The NZIFST Executive Committee recommends to the Institute that Amit Taneja be nominated for a 3 year term.

**Motion #8:** Move that AGM accept the Executive Committee's recommendation to nominate Amit Taneja for appointment as the NZIFST Representative on the NZNC IDF for a 3 year term.

Moved: Andy Williams / Seconded: Craig Honoré - CARRIED

### (b) Call for nominations to the Dairy Industry Superannuation Scheme Trustee Ltd (DISSTL)

The Dairy Industry Superannuation Scheme Trustee Ltd (DISSTL) is the trustee of the Dairy Industry Superannuation scheme. The NZ Institute of Food Science and Technology Inc has the ability under the Constitution of DISSTL to put forward a director for the board of the DISSTL, with our current appointed director being Andy Williams. This current 3-year term as a DISSTL director expired on 31 May 2024.

The NZIFST Executive Committee recommends to the Institute that Esraa El Shall be nominated for a 3-year term.

**Motion #9:** Move that AGM accept the Executive Committee's recommendation to nominate Esraa El Shall for appointment as a Director of DISSTL for a 3 year term.

Moved: Andy Williams / Seconded: Craig Honoré - CARRIED

Esraa thanked Andy for his years of service as the NZIFST Representative on the NZNC – IDF and DISSTL

## 12. Adjournment:

Notice of **Motion #10:** The President shall move that:

*The Annual General Meeting of the New Zealand Institute of Food Science and Technology (Inc) be adjourned until this evening, 7.00 pm, here at the Distinction Hotel Hamilton, Hamilton, for the purpose of awarding NZIFST Fellowships and presentation of Institute and Food Industry Awards.*

## AGENDA PART 2:

|               |   |  |
|---------------|---|--|
| <b>7.00pm</b> | <b>PURPOSE:</b> To award NZIFST Fellowships, and present Institute and Food Industry awards |  |
|               | <b>J C Andrews Award</b>  | <b>Chris Bloore</b>  |
|               | <b>Lifetime Achievement Award</b>   | <b>Peter Gwakin</b>  |
|               | <b>Ron Hooker Award</b>   | <b>Bob Olayo</b>   |
|               | <b>Exceptional Leadership Award</b>   | <b>Debbie Hawkes</b>   |
|               | <b>Mary Earle Mentorship Award</b>  | <b>Chathurika Samarakoon</b>   |
|               | <b>Emerging Leader Award</b>  | <b>Tamara Sears</b>  |
|               | <b>NZIFST Fellowships</b>   | <b>Graham Eyres<br/>Craig Houston<br/>John Lawson<br/>Pat Silcock<br/>Ben Sutherland</b> |
|               | <b>NZ Food Safety Award</b>   | <b>Pierre Venter</b>   |

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**CLOSE OF OFFICIAL BUSINESS** of The New Zealand Institute of Food Science and Technology Inc.



## APPENDIX I - NZIFST AGM 3rd July 2024 - ATTENDEES

| First name last name Member type |               |            | First name last name Member type |               |              |
|----------------------------------|---------------|------------|----------------------------------|---------------|--------------|
| Richard                          | Archer        | Fellow     | Dominic                          | Agyei         | Professional |
| Rob                              | Archibald     | Fellow     | Grant                            | Boston        | Professional |
| Chris                            | Bloore        | Fellow     | Diane                            | Bourn         | Professional |
| Phil                             | Bremer        | Fellow     | Marlon                           | Dos Reis      | Professional |
| Hong                             | Chen          | Fellow     | Esraa                            | El Shall      | Professional |
| Hamish                           | Conway        | Fellow     | Graham                           | Eyres         | Professional |
| Hester                           | Cooper        | Fellow     | Neala                            | Hart          | Professional |
| Jonathan                         | Cox           | Fellow     | Craig                            | Houston       | Professional |
| Paulette                         | Elliot        | Fellow     | Anil                             | Kaw           | Professional |
| Jasmin                           | Estrera       | Fellow     | Praneel                          | Kumar         | Professional |
| Laurence                         | Eyres         | Fellow     | John                             | Lawson        | Professional |
| Graham                           | Fletcher      | Fellow     | Bob                              | Olayo         | Professional |
| Richard                          | Gray          | Fellow     | Patrick                          | Silcock       | Professional |
| David                            | Illingworth   | Fellow     | Daniel                           | Smith         | Professional |
| David                            | Lowry         | Fellow     | Adam                             | Stuart        | Professional |
| Allan                            | Main          | Fellow     | Ben                              | Sutherland    | Professional |
| Colin                            | Pitt          | Fellow     | Hong                             | Xin           | Professional |
| David                            | Platts        | Fellow     |                                  |               |              |
| Dave                             | Pooch         | Fellow     | Mathew                           | Bannister     | Standard     |
| Dave                             | Rout          | Fellow     | Henry                            | Bartell-Walla | Standard     |
| Anne                             | Scott         | Fellow     | Troy                             | Brownlie      | Standard     |
| Torben                           | Sorensen      | Fellow     | Lundi                            | Chun          | Standard     |
| Dean                             | Stockwell     | Fellow     | Anna                             | Hinstridge    | Standard     |
| Janis                            | Swan          | Fellow     | Dominic                          | Lobo          | Standard     |
| John                             | Van der Beuke | Fellow     | Marcus                           | Loi           | Standard     |
| Andy                             | Williams      | Fellow     | Clinton                          | Meharry       | Standard     |
| Marie                            | Wong          | Fellow     | Aishath                          | Naila         | Standard     |
|                                  |               |            | Daniel                           | Palfreyman    | Standard     |
| Hannah                           | Calderon      | Graduate 1 | Amy                              | Pitt          | Standard     |
| Georgia                          | Thompson      | Graduate 1 | Sally                            | Roundhill     | Standard     |
| Poppy                            | Underhill     | Graduate 2 | Tamara                           | Sears         | Standard     |
|                                  |               |            | Wilhelm                          | Zabern        | Standard     |
| Zoe                              | McNamara      | Student    |                                  |               |              |

## APPENDIX II - NZIFST AGM 3rd July 2024 - APOLOGIES

|           |            |           |                |          |             |
|-----------|------------|-----------|----------------|----------|-------------|
| Natalie   | Collins    | David     | Tanner         | Sujirtha | Vishnukumar |
| David     | Everett    | Erin      | Young          | Jervee   | Punzalan    |
| Sarah     | Ling       | Karin     | Marchingo      | Mark     | Gornall     |
| Mike      | Foster     | Peter     | Cox            | David    | Meads       |
| Jane      | Petrie     | John      | van den Beuken | Shelley  | Adams       |
| Anny      | Dentener   | Conrad    | Perera         | Daniel   | Bohnen      |
| Andrew    | Neeves     | Peter     | Hobman         | Carol    | Barnao      |
| Bruce     | Philpott   | Hunter    | Read           | Toni     | Hunt        |
| Darryl    | Mostert    | Shalome   | Bassett        | Kevin    | Marshall    |
| June      | Foo        | Roy       | Biggs          | Marie    | Grandjonc   |
| Peter     | Cressey    | Tom       | Rumbold        | Norman   | Lodge       |
| Laurence  | Melton     | Lu        | Lin            | Abby     | Thompson    |
| Urte      | Berlin     | Steve     | Flint          | Sandra   | Murray      |
| Marion    | Castle     | John      | Fanning        | Andrew   | McCullagh   |
| Andrew    | Cleland    | Katharine | Adam           | Anne     | Perera      |
| Sheelagh  | Hewitt     | Loiuse    | Russell        | Alan     | Bulmer      |
| Almira    | Talagtag   | Gary      | Le Quesne      | Sally    | Hasell      |
| Dudley    | Haines     | TeckLok   | Wong           | Margot   | Richards    |
| Stephanie | McLeod     | Janet     | Goodman        | Ann      | Hayman      |
| Kevin     | Palfreyman | Dongxiao  | Sun-Waterhouse |          |             |

**APPENDIX III: NZIFST Budget 2023-2024 and indicative Budget 2024-2025 (Motion #3)**

| <b>NZIFST AGM 2024: BUDGETS - 2024/2025 and 2025/2026</b>  |   |                             |                   |              |              |
|--|---|-----------------------------|-------------------|--------------|--------------|
| Year end   |   | Mar-25                      |                   |              | Mar-26       |
|  |   | BUDGET                      |                   |              | Indicative   |
|  |   | Approved by Board, May 2024 |                   |              | Budget       |
|  |   | Income                      | Expense           | NET          | NET          |
| Awards   | Award Prizes                              | 1,500.00                    | 15,476.00         | - 13,976.00  | - 15,000.00  |
| Bank   | Bank and Merchant fees                    | -                           | 750.00            | - 750.00     | - 1,000.00   |
| Bank   | Interest Received                         | 19,587.99                   | -                 | 19,587.99    | 12,000.00    |
| Board  | Board, Exec, AGM                          | -                           | 13,050.00         | - 13,050.00  | - 15,000.00  |
| Branch   | Branch activities                         | 9,000.00                    | 10,000.00         | - 1,000.00   | - 2,000.00   |
| Science Fair   | Science Fair Sponsorship                  | 400.00                      | 1,800.00          | - 1,400.00   | - 1,800.00   |
| Conference   | Conference                                | 216,596.02                  | 195,168.16        | 21,427.86    | 30,000.00    |
| External   | EHEDG                                     | 25,000.00                   | 23,750.00         | 1,250.00     | 3,000.00     |
| External   | Endorsements - FTPT, Conferenz            | 2,300.00                    | -                 | 2,300.00     | 3,000.00     |
| Operations   | Accounting & Audit                        | -                           | 12,200.00         | - 12,200.00  | - 10,000.00  |
| Operations   | General Expenses                          | -                           | 550.00            | - 550.00     | - 550.00     |
| Operations   | Insurance                                 | -                           | 3,300.00          | - 3,300.00   | - 3,630.00   |
| Operations   | Management & Operations                   | -                           | 160,000.00        | - 160,000.00 | - 161,000.00 |
| Operations   | Memberships/Affiliations - RSNZ, IUFoST   | 1,600.00                    | 3,350.00          | - 1,750.00   | - 1,750.00   |
| Operations   | Postage/Couriers                          | -                           | 550.00            | - 550.00     | - 550.00     |
| Operations   | Survey Monkey, Board Pro, Vimeo (etc)     | -                           | 3,759.00          | - 3,759.00   | - 4,000.00   |
| Operations   | Website & Database platforms              | -                           | 7,800.00          | - 7,800.00   | - 6,960.00   |
| Promo  | Advertising - Website/Nibbles             | 5,950.00                    | -                 | 5,950.00     | 6,000.00     |
| Promo  | Journal expenses                          | -                           | 1,850.00          | - 1,850.00   | - 1,800.00   |
| Subs   | Member Subscriptions.                     | 136,528.68                  | -                 | 136,528.68   | 148,025.83   |
| Sundry   | Sundry, FIT, GMP, 50th Book, Depreciation | -                           | 500.00            | - 500.00     | -            |
|  | <b>Total Income/Expense</b>               | <b>418,462.69</b>           | <b>453,853.16</b> |              |              |
|  |   |                             |                   |              |              |
|  | <b>Gross Profit</b>                       |                             |                   | - 35,390.47  | - 23,014.17  |
| <p>Strategic Refresh Work is being funded from Reserves, as this is a one off cost.</p> <p>Currently budgeted at approx \$12,000, which will include brand refresh, and roadshow expenses.</p> |   |                             |                   |              |              |

# APPENDIX IV: NZIFST Constitutional Amendments (Motion #6)

| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution   | Comments/Rationale  |
|---|---|---|
| <p><b>NAME</b></p> <p>The name of the Institute is "New Zealand Institute of Food Science and Technology Incorporated" (NZIFST) referred to as the "Institute".</p>   | <p><b>1. NAME</b></p> <p>The name of the Institute is "New Zealand Institute of Food Science and Technology Incorporated" (NZIFST) referred to as the "Institute".</p>  | No Change   |
| <p><b>DEFINITIONS</b></p> <p>"Act" means The Incorporated Societies Act 1908 and any amendments.</p> <p>"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.</p> <p>"Board" means the Board of Directors of the Institute and is the administrative body.</p> <p>"Current Financial Member" means a member who has fully paid their subscription fee for the current financial year.</p> <p>"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.</p> <p>"Executive committee" is a committee of the Board that is responsible to the Board and makes decisions between Board meetings.</p> <p>"Financial year" means 12 calendar months ending 31 March.</p> <p>"Honorary Treasurer" means the Treasurer of the Institute and must include any acting Treasurer but must exclude Branch and Division Treasurers.</p> <p>"Institute" means New Zealand Institute of Food Science and Technology Incorporated.</p> <p>"Member" means and includes all classes of members of the Institute.</p> <p>"Objects" means the Objects set out in Rule 3.</p> <p>"President" means the President of the Institute.</p> <p>"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 0.</p> <p>"Student" means a person undergoing fulltime tertiary education in New Zealand.</p> | <p><b>2. DEFINITIONS</b></p> <p>"Act" means <b>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.</b></p> <p>"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 0.</p> <p>"Board" means the Board of Directors of the Institute and is the administrative body.</p> <p><b>"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.</b></p> <p>"Current Financial Member" means a member who has fully paid their subscription fee for the current financial year.</p> <p>"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 0.</p> <p>"Executive Committee" is a committee of the Board that is responsible to the Board and makes decisions between Board meetings.</p> <p>"Financial year" means 12 calendar months ending 31 March.</p> <p><b>"Financial statements" means statements prepared in accordance with the requirements of the Act.</b></p> <p>"Honorary Treasurer" means the Treasurer of the Institute and must include any acting Treasurer but must exclude Branch and Division Treasurers.</p> <p>"Institute" means New Zealand Institute of Food Science and Technology Incorporated.</p> <p>"Member" means and includes all classes of members of the Institute.</p> <p><b>"Membership Committee" is a standing committee of the Board, comprising no more than 5 Institute members, each appointed annually by the Board.</b></p> <p><b>"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 .</b></p> <p>"Objects" means the Objects set out in Rule 0.</p> <p>"President" means the President of the Institute <b>and the Officer responsible for chairing general meetings, Board meetings, Executive meetings, and who provides leadership for the Institute.</b></p> | <p>Updates to definitions to meet ISA2022 (updated Act) requirements.</p> |



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|  | <p><b>“Presidents Committee” is a standing committee of the Board, comprising the three most recent past-Presidents willing and able to serve.</b></p> <p><b>"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 0.</b></p> <p><b>"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.</b></p> <p><b>“Student” means a person whose primary occupation is as a student at a tertiary education institution in New Zealand.</b></p> <p><b>“Writing” means in either printed or electronic format that can be saved and stored.</b></p>   |                    |
| <p><b>OBJECTS</b></p> <p>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:</p> <ul style="list-style-type: none"> <li>• 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,</li> <li>• 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,</li> <li>• 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,</li> <li>• promoting ethical practices in the food industry,</li> <li>• advising government or other appropriate organisations on matters relating to food science and technology,</li> <li>• promoting research and development that advances food science and technology for the benefit of the community,</li> <li>• promoting interest in the Institute and its objects,</li> <li>• facilitating communication between food industry professionals in New Zealand and overseas, and</li> <li>• interacting with other organisations related to the Institute.</li> </ul> | <p><b>3. OBJECTS</b></p> <p>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:</p> <ul style="list-style-type: none"> <li>• 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,</li> <li>• 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,</li> <li>• 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,</li> <li>• promoting ethical practices in the food industry,</li> <li>• advising government or other appropriate organisations on matters relating to food science and technology,</li> <li>• promoting research and development that advances food science and technology for the benefit of the community,</li> <li>• promoting interest in the Institute and its objects,</li> <li>• facilitating communication between food industry professionals in New Zealand and overseas, and</li> <li>• interacting with other organisations related to the Institute.</li> </ul> | No change          |
| <p><b>CLASSES OF MEMBERSHIP</b></p> <p><b>Membership</b></p> <p>Open to any person who has an interest in the food industry and meets the criteria for the classes of membership listed below.</p>   | <p><b>4. CLASSES OF MEMBERSHIP</b></p> <p><b>4.1. Membership</b></p> <p>Open to any person who has an interest in the food industry and meets the criteria for the classes of membership listed below.</p>  | No change.         |

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| <p><b>Unqualified Members</b></p> <p><b>Student Member</b><br/>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.</p>  | <p><b>4.2 Unqualified Members</b></p> <p>4.2.1 Student member<br/>Any person is entitled to “Student” Membership <b>whose primary occupation</b> 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.</p>   | Change to allow part time students to join NZIFST.  |
| <p><b>Graduate Member</b><br/>Any student, on 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 Rules, and subscription rates are as the Board may decide.</p>  | <p><b>4.2.2 Graduate Member</b><br/>Any student, <b>after</b> 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.</p>  | Changes for clarity   |
| <p><b>Standard Member</b><br/>Any person who is:</p> <ul style="list-style-type: none"> <li>active in any aspect of food science, food technology, food engineering or in any related discipline,</li> <li>managing operations where food science, food technology or food engineering is conducted,</li> <li>disseminating knowledge of food science, food technology or food engineering as it is applied to his / her products, processes or equipment, or</li> <li>scientifically trained and working in food science, food technology, food engineering or any related discipline.</li> </ul>   | <p>4.2.3 Standard Member<br/>Any person who is:</p> <ul style="list-style-type: none"> <li><b>interested</b> in any aspect of food science, food technology, food engineering or in any related discipline,</li> </ul>   | Change to encourage interested people to join NZIFST without being daunted by requirements. |
| <p><b>Qualified Members</b></p> <p><b>Professional Member</b><br/>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<br/>Any person who:<br/>EITHER:<br/>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.<br/>With the total of tertiary level education duration plus experience being at least 7 years.<br/>OR<br/>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;<br/>AND<br/>Provides evidence of continuing professional development and of any contributions to the Institute or relevant organisations and the business of the organisation.</p> | <p><b>4.3. Qualified Members</b></p> <p>4.3.1. Professional Member<br/>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<br/>Any person who:<br/>EITHER:<br/>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.<br/>With the total of tertiary level education duration plus experience being at least 7 years.<br/>OR<br/>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;<br/>AND<br/>Provides evidence of continuing professional development and of any contributions to the Institute or relevant organisations and the business of the organisation. o change</p> | No Change   |

| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution  | Comments/Rationale  |
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| <p><b>Fellow</b></p> <p>A Member may be nominated as a Fellow who has:</p> <p>Made a sustained and substantial contribution to the profession of food science and technology, through outstanding performance in BOTH the following areas:</p> <p>Application and practice<br/>Research, OR<br/>Technology, OR<br/>Industry leadership, OR<br/>Technology transfer and education</p> <p>AND</p> <p>Service and support<br/>Development of the food industry including promotion of its ethical standards and public image, OR<br/>Development of the affairs of the Institute, its Branches or Divisions.</p> <p><i>The Board may limit the number of Fellows of the Institute.</i></p>  | <p>4.3.2. Fellow</p> <p>A Member may be nominated as a Fellow who has:</p> <p>Made a sustained and substantial contribution to the profession of food science and technology, through outstanding performance in BOTH the following areas:</p> <p>a Application and practice<br/>i Research, OR<br/>ii Technology, OR<br/>iii Industry leadership, OR<br/>iv Technology transfer and education</p> <p>AND</p> <p>b Service and support<br/>i Development of the food industry including promotion of its ethical standards and public image, OR<br/>ii Development of the affairs of the Institute, its Branches or Divisions.</p> <p>The Board may limit the number of Fellows of the Institute.</p>  | No Change   |
| <p><b>Honorary Fellow</b></p> <p>A Professional Member or Fellow of the Institute may be elected as an Honorary Fellow who, in the opinion of the Board has:</p> <ul style="list-style-type: none"> <li>attained a position of eminence in food science and technology,</li> <li>made an extraordinary contribution to the disciplines of food science and technology,</li> <li>rendered services of an exceptional nature to the Institute,</li> <li>merits election on any other appropriate basis.</li> </ul> <p><i>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.</i></p> <p>The Board may limit the number of Honorary Fellows of the Institute.</p> | <p><b>4.3.3 Distinguished Fellow</b></p> <p>A Professional Member or Fellow of the Institute may be elected as a <b>Distinguished</b> Fellow who, in the opinion of the Board has:</p> <ul style="list-style-type: none"> <li>attained a position of eminence in food science and technology,</li> <li>made an extraordinary contribution to the disciplines of food science and technology,</li> <li>rendered services of an exceptional nature to the Institute,</li> <li>merits election on any other appropriate basis.</li> </ul> <p><b>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.</b></p> <p>The Board may limit the number of <b>Distinguished</b> Fellows of the Institute.</p> | Distinguished Fellow better recognises the member achievement.            |
| <p><b>Guest Fellow</b></p> <p>The Board may invite eminent food scientists and food technologists to accept a Guest Fellowship of the Institute. A Guest Fellowship is honorary.</p>   | <p><b>4.3.4 Honorary Fellow</b></p> <p>The Board may invite eminent food scientists and food technologists to accept an <b>Honorary</b> Fellowship of the Institute.</p>   | Honorary Fellow better describes Institute recognition of eminent people. |
| <p><b>Post-nominals</b></p> <p>Professional Members and Fellows may indicate their class of membership in the following abbreviated forms:</p> <ul style="list-style-type: none"> <li>Professional MNZIFST</li> <li>Fellow FNZIFST</li> <li>Honorary Fellow FNZIFST</li> <li>Guest Fellow FNZIFST</li> </ul> <p>Persons ceasing to be Members shall not be entitled to use any of the above abbreviations.</p>   | <p><b>4.4 Post-nominals</b></p> <p>Professional Members and Fellows may indicate their class of membership in the following abbreviated forms:</p> <ul style="list-style-type: none"> <li>Professional MNZIFST</li> <li>Fellow FNZIFST</li> <li>Distinguished Fellow <b>Dist.</b> FNZIFST</li> <li><b>Honorary</b> Fellow <b>Hon.</b> FNZIFST</li> </ul> <p>Persons ceasing to be Members shall not be entitled to use any of the above abbreviations.</p>   | Updating to recognise changes in 4.3.3 & 4.3.4.                           |
| <p><b>MEMBERSHIP OF THE INSTITUTE</b></p> <p><b>Applications</b></p> <ul style="list-style-type: none"> <li>All applications for membership must be made on the application form.</li> </ul>   | <p><b>5 MEMBERSHIP OF THE INSTITUTE</b></p> <p><b>5.1 Applications</b></p> <ul style="list-style-type: none"> <li>All applications for membership must be made on the application form <b>providing details of work experience and</b></li> </ul>  | The Act requires assent to membership and these changes confirms that.    |



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| <ul style="list-style-type: none"> <li>This must be signed to acknowledge agreement to abide by the Code of Ethics and the Constitution and Rules of the Institute.</li> <li>All applicants shall complete the application form, providing details of work experience and / or qualifications to support the relevant criteria.</li> <li>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.</li> <li>All applicants for qualified membership shall provide any additional information as required by the Membership Committee.</li> </ul> | <p>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.</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>                             |  |
| <p><b>Notification to Applicants</b></p> <p>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.</p>  | <p><b>5.2 Notification to Applicants</b></p> <p>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.</p>  | Updated to reflect changes to 5.1.                     |
| <p><b>Membership Certificates</b></p> <p>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.</p> <p>The certificate will:</p> <ul style="list-style-type: none"> <li>remain the property of the Institute,</li> <li>be returned to the Institute upon termination of membership,</li> <li>show the date of admission to that class.</li> </ul>   | <p><b>5.3 Membership Certificates</b></p> <p><b>5.3.1 Professional Members, Fellows, Distinguished Fellows, and Honorary Fellows shall receive a certificate in a form determined by the Board.</b></p> <p><b>5.3.2 The certificate will:</b></p> <ul style="list-style-type: none"> <li>remain the property of the Institute,</li> <li>be returned to the Institute on request following the termination of membership,</li> <li>show the date of admission to that membership class.</li> </ul>  | The common seal is not defined or required in the Act. |
| <p><b>Register of Members</b></p> <p>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.</p> <p>All Members must supply their personal information to comply with this Rule.</p> <p>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.</p>   | <p><b>5.4 Register of Members</b></p> <p><b>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.</b></p> <p><b>5.4.2 All Members must supply their personal information to comply with this Rule.</b></p> <p>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.</p> | Changes for clarity                                    |
| <p><b>CEASING TO BE A MEMBER</b></p> <p><b>Resignation</b></p> <p>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.</p>  | <p><b>6 CEASING TO BE A MEMBER</b></p> <p><b>6.1 Resignation</b></p> <p><b>6.1.1 Members may apply to resign their membership at any time by written notice sent to the Executive Manager.</b></p> <p><b>6.1.2 The Executive Manager may delay the acceptance of a resignation of a Member if either:</b></p> <ol style="list-style-type: none"> <li>that Member has monies owed to the Institute, or</li> <li>the hearing and determination of a concern raised against that Member under Rule 8.4 has not been completed.</li> </ol>   | Act requires clarity about how membership ends.        |



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|  | <b>6.1.3 The Executive Manager must, without undue delay, accept a resignation of a Member if Rule 6.1.2 does not apply.</b>  |   |
| <p><b>Removal for Unpaid Subscription</b></p> <p><b>Any Member whose subscription remains unpaid for two months after the payment due date shall be issued with a final written demand for payment.</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>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.</b></p>                          | <p><b>6.2. Removal for Unpaid Subscription</b></p> <p>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.</p> <p>6.2.2. If the Member concerned has not responded within 30 days of the final demand, <b>their</b> 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.</p> <p>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.</p> <p>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.</p>  | Inclusive Language                              |
|  | <p><b>6.3 Removal by the Board</b></p> <p><b>A member may be expelled by decision of the Board as described in section 8.4</b></p>  | Act requires clarity about how membership ends. |
| <p><b>MEMBER MEETINGS</b></p> <p>Notice of General Meetings</p> <p><b>Meetings of Members of the Institute shall be either Annual General Meetings or Special General Meetings.</b></p> <p><b>An Annual General Meeting will be held each calendar year at a time and place decided by the Board.</b></p> <p><b>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.</b></p> <p><b>A Special General Meeting must be called if requested in writing by the Board or 25 Members with full voting rights (see Section 0). The request for the meeting must state the reason.</b></p> <p><b>Members must receive 21 days written notice of a General Meeting and an attached agenda.</b></p> <p><b>Failure of any Member to receive the notice of a meeting will not invalidate the proceedings of any Meeting.</b></p> | <p><b>7 MEMBER MEETINGS</b></p> <p><b>7.1. Notice of General Meetings</b></p> <p><b>7.1.1 Meetings of Members of the Institute shall be either Annual General Meetings or Special General Meetings.</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>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 Section 7.4.3). The request for the meeting must state the reason.</b></p> <p><b>7.1.5. Members must receive 21 days written notice of a General Meeting and an attached agenda.</b></p> <p><b>7.1.6. Failure of any Member to receive the notice of a meeting will not invalidate the proceedings of any Meeting.</b></p> | Changes for clarity required by the Act.        |

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| <b>Adjournment of General Meetings</b><br>The meeting can be adjourned for not more than 40 days.   | <b>7.2. Adjournment of General Meetings</b><br>The meeting can be adjourned for not more than 40 days.   | No change.                   |
| <b>Use of Electronic Media for General Meetings</b><br>The use of teleconferencing, video or computer cams for General Meetings will be permitted, provided that: <ul style="list-style-type: none"> <li>All rules in this section apply.</li> <li>All Members present must be visible to, or confirmed as in attendance by the chair of the meeting.</li> <li>Each member must confirm their attendance at the meeting for each vote taken.</li> </ul> | <b>7.3 Use of Electronic Media for General Meetings</b><br>The use of teleconferencing, video or computer cams for General Meetings will be permitted, provided that: <ul style="list-style-type: none"> <li>All rules in this section apply.</li> <li>All Members present must be visible to, or confirmed as in attendance by the <b>Chairperson</b> of the meeting.</li> <li>Each member must confirm their attendance at the meeting for each vote taken.</li> </ul> |                              |
| <b>Procedure at General Meetings</b><br><br><b>Quorum</b><br>The quorum for General Meetings shall be 25 Members with full voting rights (see Section 0). The Meeting shall be dissolved if a quorum is not present within 30 minutes of the time appointed for the meeting.  | <b>7.4. Procedure at General Meetings</b><br><b>7.4.1 The Institute must keep minutes of all General meetings.</b><br><br>7.4.2. Quorum<br>The quorum for General Meetings shall be 25 Members with full voting rights (see Section 7.4.4). The Meeting shall be dissolved if a quorum is not present within 30 minutes of the time appointed for the meeting.   | Wording required by the Act. |
| <b>Chairperson</b><br>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 0) shall be the Chairperson of all Meetings.  | 7.4.3. Chairperson<br>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 7.4.4) shall be the Chairperson of all Meetings.   | No change                    |
| <b>Voting Rights of Members</b><br>Voting rights shall be as follows: <ul style="list-style-type: none"> <li>All current financial Graduate Members, Standard Members, Professional Members, Fellows and Honorary Fellows shall have full voting rights and one vote each.</li> </ul> If the votes are tied, the Chairperson shall have a casting vote in addition to his / her vote as a Member.   | 7.4.4. Voting Rights of Members<br>Voting rights shall be as follows: <ul style="list-style-type: none"> <li>All current financial Graduate Members, Standard Members, Professional Members, Fellows and Honorary Fellows shall have full voting rights and one vote each.</li> </ul> If the votes are tied, the Chairperson shall have a casting vote in addition to <b>their</b> vote as a Member.   | Inclusive language.          |

| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution  | Comments/Rationale         |
|---|--|----------------------------|
| <p><b>Postal or Electronic Voting</b></p> <p>Except for meetings to be held pursuant to rules 0and 0 (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.</p> <p>The ballot shall close at 7pm at least 14 days before the Annual General Meeting.</p> <p>The Executive Manager shall:</p> <ul style="list-style-type: none"> <li>• check all voting returns against the Roll of eligible voters,</li> <li>• count the eligible votes,</li> <li>• declare the result to the President of the Institute,</li> <li>• 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).</li> </ul> <p>If the votes are tied, the President of the Institute may exercise a casting vote in addition to his/her ordinary vote.</p> | <p>7.4.5. Postal or Electronic Voting</p> <p>Except for meetings to be held pursuant to rules 9.1and 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.</p> <p>The ballot shall close at 7pm at least 14 days before the Annual General Meeting.</p> <p>The Executive Manager shall:</p> <ul style="list-style-type: none"> <li>• check all voting returns against the Roll of eligible voters,</li> <li>• count the eligible votes,</li> <li>• declare the result to the President of the Institute,</li> <li>• 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).</li> </ul> <p>If the votes are tied, the President of the Institute may exercise a casting vote in addition to <b>their</b> ordinary vote.</p> | <p>Inclusive language.</p> |
| <p><b>Proceedings at General Meetings</b></p> <p>Business will be conducted as follows.</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• Voting shall be on voices.</li> <li>• 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.</li> <li>• 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.</li> </ul> <p>Proxies shall not be accepted.</p>  | <p>7.4.6 Proceedings at General Meetings</p> <p>Business will be conducted as follows.</p> <ul style="list-style-type: none"> <li>• 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 <b>Chairperson</b> as carried or lost. A motion shall be deemed to be carried if more Members vote for it than against it.</li> <li>• Voting shall be on voices <b>unless the meeting is held under section 7.3. In which case voting shall be by a method declared by the Chairperson.</b></li> <li>• 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.</li> <li>• 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.</li> </ul> <p>Proxies shall not be accepted.</p>  | <p>Changes for clarity</p> |

| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution  | Comments/Rationale   |
|---|--|--|
| <p><b>Business of Annual General Meeting</b></p> <p>The business of an Annual General meeting of the Institute shall be to:</p> <ul style="list-style-type: none"> <li>• receive and consider the President’s report for the preceding year,</li> <li>• receive and consider the Statement of Income &amp; Expenditure and Balance Sheet and Auditor’s report</li> <li>• appoint Auditor,</li> <li>• announce Elected Officers,</li> <li>• consider such business as the Board may bring,</li> <li>• consider such other business as a Member may bring under rule 0.</li> </ul> <p>The Annual General Meeting at its discretion may authorise the Board to:</p> <ul style="list-style-type: none"> <li>• appoint an Auditor,</li> <li>• set the subscription.</li> </ul> | <p><b>7.4.7 Business of Annual General Meeting</b></p> <p>The business of an Annual General meeting of the Institute shall be to:</p> <ul style="list-style-type: none"> <li>• receive and consider the President’s report for the preceding year,</li> <li>• receive and consider the Statement of Income &amp; Expenditure and Balance Sheet and <b>financial review from the preceding year,</b></li> <li>• <b>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,</b></li> <li>• <b>receive any notice of disclosures made under section 63 of the Act in the current year</b></li> <li>• <b>approve annual subscriptions for each membership class,</b></li> <li>• announce Elected Officers,</li> <li>• consider such <b>other</b> business as the Board may bring,</li> <li>• consider such other business as a Member may bring under rule 0.</li> </ul> <p>The Annual General Meeting at its discretion may authorise the Board to:</p> <ul style="list-style-type: none"> <li>• <b>determine the level of financial review,</b></li> <li>• <b>appoint the person or persons to undertake the financial review,</b></li> <li>• set the <b>membership</b> subscription.</li> </ul> | <p>Change to support different forms of financial review now and in the future but retains member approval at the AGM.</p> |
| <p><b>CODE OF ETHICS</b></p> <p><b>The Institute Shall Maintain a Code of Ethics</b></p> <p><b>Changes to the Code</b></p> <p>Must be approved by a majority of Members with full voting rights at a General Meeting of the Institute.</p>  | <p><b>8 Professional Obligations on Members</b></p> <p><b>8.1. Code of Ethics</b></p> <p>The Institute shall maintain a Code of Ethics. <b>Changes to the Code</b> must be approved by <b>those</b> majority of Members with full voting rights <b>attending</b> a General Meeting of the Institute, <b>and the new version shall apply from the date of that General Meeting.</b></p>   | <p>Changes for clarity</p>   |

| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution  | Comments/Rationale         |
|---|--|----------------------------|
| <p><b>Professional Obligations on Members</b><br/>Clear Statement of Obligations</p> <p>Whenever they are carrying out activities in food science and technology (hereinafter called activities in FS&amp;T) members are expected to:</p> <ul style="list-style-type: none"> <li>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</li> </ul> <p>when involved in Institute activities they are expected to:</p> <ul style="list-style-type: none"> <li>comply with the rules of the Institute as set out in its constitution and by-laws (the “membership obligation”); and</li> </ul> <p>when involved in activities in FS&amp;T or in Institute activities they are expected to:</p> <ul style="list-style-type: none"> <li>demonstrate personal attributes consistent with being a member of a profession (the “good character obligation”); and</li> <li>behave in an ethical manner by adhering to the NZIFST Code of Ethics (the “ethical obligation”).</li> </ul> <p>The Institute requires its members to signify their acceptance of these obligations at the time that membership is granted.</p> <p>The following definitions or amplification of the obligations are then applied:</p> | <p><b>8.2. Professional Obligations on Members</b></p> <p>Whenever they are carrying out activities in food science and technology (hereinafter called activities in FS&amp;T) members are expected to:</p> <ul style="list-style-type: none"> <li>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</li> </ul> <p>when involved in Institute activities they are expected to:</p> <ul style="list-style-type: none"> <li><b>comply with the constitution of the Institute, its standard operating procedures, and the obligations on members under the Act (the “membership obligation”); and</b></li> </ul> <p>when involved in activities in FS&amp;T or in Institute activities they are expected to:</p> <ul style="list-style-type: none"> <li><b>behave in an ethical manner by adhering to the NZIFST Code of Ethics (the “ethical obligation”).</b></li> </ul> <p>And at all times they are expected to</p> <ul style="list-style-type: none"> <li><b>demonstrate personal attributes consistent with being a member of a profession (the “good character obligation”).</b></li> </ul> <p>The Institute requires its members to signify their acceptance of these obligations at the time that membership is granted.</p> | <p>Changes for clarity</p> |



| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution   | Comments/Rationale         |
|--|---|----------------------------|
| <p><b>Competence Obligation</b></p> <p>In order to meet their competence obligation to NZIFST, whenever members are engaged in activities in FS&amp;T they are expected to exercise reasonable skill and care, as might be expected of a person holding their membership class:</p> <ul style="list-style-type: none"> <li>Professional Members and Fellows can reasonably be expected to apply contemporary knowledge in their discipline of FS&amp;T in a careful and logical manner.</li> <li>Other members can reasonably be expected to use their knowledge in FS&amp;T in a careful and logical manner.</li> </ul> <p><b>Membership Obligation</b></p> <p>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.</p> <p><b>Good Character Obligation</b></p> <p>To meet the good character obligation members of NZIFST are expected to demonstrate personal behaviour consistent with being a member of the FS&amp;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.</p> <p><b>Ethical Obligation</b></p> <p>As stated above, the ethical obligation is to adhere to the Institute Code of Ethics.</p> <p>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</p> | <p><b>8.3 Interpretation of Obligations</b></p> <p>8.3.1 Competence Obligation</p> <p>In order to meet their competence obligation to NZIFST, whenever members are engaged in activities in FS&amp;T they are expected to exercise reasonable skill and care, as might be expected of a person holding their membership class:</p> <ul style="list-style-type: none"> <li>Professional Members and Fellows can reasonably be expected to apply contemporary knowledge in their discipline of FS&amp;T in a careful and logical manner.</li> <li>Other members can reasonably be expected to use their knowledge in FS&amp;T in a careful and logical manner.</li> </ul> <p>8.3.2 Membership Obligation</p> <p>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.</p> <p>8.2.3. Good Character Obligation</p> <p>To meet the good character obligation members of NZIFST are expected to demonstrate personal behaviour consistent with being a member of the FS&amp;T professional community and of the Institute as the peer body for that community.</p> <p>Members may be <b>expelled</b> or suspended from membership by the Board if they have been convicted of any crime punishable by imprisonment for more than six months.</p> <p>8.3.4 Ethical Obligation</p> <p>As stated above, the ethical obligation is to adhere to the Institute Code of Ethics.</p> <p>In addition, in the event that a <b>Member is concerned as to whether another Member has sufficiently met</b> one or more of the competence, good character, ethical or membership obligations, <b>they are</b> 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 <b>raise that concern with</b> the Institute.</p> | <p>Changes for clarity</p> |

| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution   | Comments/Rationale  |
|--|---|---|
| <p><b>Disciplinary Powers of the Institute</b></p> <p>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.</p> <p>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.</p> <p>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 Presidents' Committee may be delegated the authority to carry out this task.</p> <p>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.</p> <p>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.</p> <p>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.</p> | <p><b>8.4 Dealing with Concerns</b></p> <p>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.</p> <p>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.</p> <p>8.4.3 Any concern raised with the Institute under rules 8.4.1, 8.4.2, or in any other way is to be heard and determined using the procedure in rule 19.</p> <p>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.</p> | <p>Changes for clarity. Rule 19 is required by the Act.</p>   |
| <p><b>AMENDMENT OF CONSTITUTION AND RULES</b></p> <p>Notice for Amendment of Constitution and Rules</p> <p>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.</p> <p>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).</p>   | <p><b>9 AMENDMENT OF CONSTITUTION</b></p> <p>9.1 Notice for Amendment of Constitution</p> <p>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.</p> <p>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 7.4.4).</p>  | <p>The Act requires a body to have a constitution. The only change is removal of "rules" to reduce confusion.</p> |
| <p><b>Procedure for Amendment</b></p> <p>The Constitution and Rules can be changed, repealed or added to only by a resolution passed at a General Meeting of the Institute.</p> <p>At least two thirds of the Members with full voting rights (as it pertains to General Meetings in Section 0) present at the meeting are required to approve the amendment.</p>  | <p><b>9.2 Procedure for Amendment</b></p> <p>9.2.1 The Constitution can be changed, repealed or added to only by a resolution passed at a General Meeting of the Institute.</p> <p>9.2.2 At least two thirds of the Members with full voting rights (as it pertains to General Meetings in Section 7.4.4) present at the meeting are required to approve the amendment.</p>   | <p>No change.</p>   |
| <p><b>Limitations</b></p> <p>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.</p>  | <p><b>9.3 Limitations</b></p> <p>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 remuneration for services rendered. If the Institute is registered under the Charities Act 2005, then any amendment which negates that registration will be void.</p>   | <p>No change.</p>   |
| <p><b>OFFICERS OF THE INSTITUTE</b></p>  | <p><b>10 OFFICERS OF THE INSTITUTE</b></p> <p><b>10.1. Officers</b></p>   |   |

| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution   | Comments/Rationale   |
|---|---|--|
| <p>Officers</p> <p>The Officers of the Institute are the President, Vice-President, Immediate Past President (if willing and able to serve), the Honorary Treasurer, and up to THREE additional members elected to the Executive Committee.</p> <p>Officers shall enjoy the privilege of membership in all Branches and Divisions of the Institute.</p> <p>Executive Committee may co-opt representative(s) for major projects and sub-committee.</p> <p>All elected Officers of the Institute start their term of service at the conclusion of the Annual General Meeting and complete their term at the conclusion of the next AGM.</p> | <p>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.</p> <p>10.1.2. Officers shall enjoy the privilege of membership in all Branches and Divisions of the Institute.</p> <p>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 AGM in the year that their term expires.</p> | <p>Clarifying language, including 10.1.3 to bring in line with proposed changes in 10.3.</p> |
| <p>Executive Management</p> <p>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.</p> <p>Any person(s) so appointed are Ex-Officio members of the Board and cannot vote at any Institute meetings.</p> <p>Such appointees are responsible to the Board and shall generally enjoy the privilege of membership in all Branches and Divisions of the Institute.</p> <p>The Board may delegate responsibility for management of such appointees to the Executive Committee.</p>                 | <p>10.2 Executive Management</p> <p>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.</p> <p>10.2.2 Any person(s) so appointed are Ex-Officio members of the Board and cannot vote at any Institute meetings.</p> <p>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.</p> <p>10.2.4 The Board may delegate responsibility for management of such appointees to the Executive Committee.</p>                    | <p>Changes for clarity</p>   |



| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution  | Comments/Rationale  |
|--|--|---|
| <p><b>Qualifications of Officers</b></p> <p><b>The President, Vice-President and Honorary Treasurer of the Institute shall be Professional Members or Fellows (but not Guest) of the Institute.</b></p> <p><b>President</b></p> <p><i>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.</i></p> <p>The President shall not hold office for more than two terms.</p> <p>Elected Officers of the Executive Committee shall be Graduate Members, Standard Members, Professional Members, Fellows or Honorary Fellows (but not Guest) members of the Institute</p> | <p><b>10.3 Qualifications of Officers</b></p> <p>10.3.1 The President, Vice-President and Honorary Treasurer of the Institute shall be Professional Members or Fellows or <b>Distinguished Fellows</b> of the Institute.</p> <p>10.3.2 President</p> <p>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.</p> <p><b>10.3.2.2 The President is elected for a term of two years and shall not hold office for more than one term.</b></p> <p><b>10.3.3 Vice-President</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>10.3.3.3 At that conclusion of their term the Vice-President shall be nominated for President.</b></p> <p><b>10.3.4 Honorary Treasurer</b></p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>10.3.5 Elected Officers</b></p> <p><b>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.</b></p> <p><b>10.3.5.2 Elected Officers are elected for a term of three years and there is no term limit.</b></p> | <p>Changes to clarify the terms of officers in a single clause.</p> <p>Proposed that term for elected officers should be increased from 1 to 3 years.</p> |
| <p><b>Other Officers</b></p> <p><b>The Honorary Treasurer shall not hold office for more than six consecutive terms, except where the Board appoints a Member to fill this office which becomes vacant during the year.</b></p> <p><b>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.</b></p>   |  | Included in 10.3  |
| <p><b>Ineligibility</b></p> <p>No Member shall hold office in the Institute if his / her subscription is more than three months in arrears from the payment due date.</p>  | <p><b>10.4 Ineligibility</b></p> <p>No Member shall hold office in the Institute if <b>their</b> subscription is more than three months in arrears from the payment due date.</p>  | Inclusive language.   |
| <b>ELECTION OF OFFICERS</b>  | <p><b>11 ELECTION OF OFFICERS</b></p> <p><b>11.1 Nominations</b></p> <p><b>11.1.1. The Executive Manager must call for nominations for every Elected Officer</b></p>   | The Act requires that officers att”st t’eir eligibility and consent to their appointment.   |

| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution  | Comments/Rationale                   |
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| <p>Nominations</p> <p><b>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.</b></p> <p><b>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.</b></p> <p><b>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.</b></p> | <p><b>position not less than 60 days before the expiry of their term.</b></p> <p>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.</p> <p>11.1.3.Nominations must be moved and seconded by Members with full voting rights (as it pertains to General Meetings in Section 7.4.4).</p> <p><b>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.</b></p> <p>11.1.5.In the event that there are more nominations than vacancies an election may be held 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.</p> |                                      |
| <p>Voting</p> <p><b>If the votes are tied, the President of the Institute may exercise a casting vote in addition to his/her ordinary vote.</b></p> <p><b>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.</b></p> <p><b>Incoming Officers and Board of Directors shall take office immediately after the Annual General Meeting.</b></p> <p><b>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.</b></p>  | <p>11.2 Voting</p> <p><b>11.2.1 If the votes are tied, the President of the Institute may exercise a casting vote in addition to their ordinary vote.</b></p> <p><b>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.</b></p> <p><b>11.2.3 Incoming Officers and Board members shall take office immediately after the Annual General Meeting.</b></p> <p>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.</p>   | Changes for clarity and inclusivity. |
| BOARD OF DIRECTORS   | 12 BOARD   | Changes for clarity                  |

| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution  | Comments/Rationale   |
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| <p><b>Powers</b></p> <p>The Board is the principal governing body of the Institute.</p> <p>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.</p> <p>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.</p> <p>The Board delegates management decisions to the Executive Committee.</p> | <p><b>12.1 Powers</b></p> <p><b>12.1.1 The Board is the principal governing body of the Institute.</b></p> <p><b>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 or as conferred by Law, except those powers and authorities required to be exercised by the Institute in General Meetings.</b></p> <p><b>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 approval of expenditure, identifying and monitoring risks (itemised in the Risk Register document), ensuring legal compliance, setting strategic direction, and approving and monitoring the annual strategic plan.</b></p> <p>12.1.4 The Board <b>may</b> delegate management decisions to the Executive Committee.</p> |  |
| <p><b>Composition</b></p> <p>The Board shall consist of the following Members of the Institute:</p> <ul style="list-style-type: none"> <li>• President, Vice-President, Immediate Past-President (if willing and able to serve) and Honorary Treasurer,</li> <li>• up to THREE elected officers on Executive (see Section 10.3.3),</li> <li>• a delegate representing each Branch and Division who shall be a who shall be a Graduate Member, Standard Member, Professional Member or Fellow,</li> <li>• Board co-opted representative(s) for major projects and sub-committees,</li> <li>• any person(s) appointed to a role within Executive Management,</li> </ul>  | <p><b>12.2 Composition</b></p> <p>The Board shall consist of the following Members of the Institute:</p> <ul style="list-style-type: none"> <li>• President, Vice-President, Immediate Past-President (if willing and able to serve) and Honorary Treasurer,</li> <li>• <b>the</b> THREE elected officers <b>serving on the Executive Committee</b> (see Section 10.3.5),</li> <li>• a delegate representing each Branch and Division who <b>may</b> be a Graduate Member, Standard Member, Professional Member or Fellow,</li> <li>• <b>any</b> Board co-opted representative(s) for major projects and sub-committees <b>can attend but do not vote.</b></li> <li>• A person appointed to an Executive Management role is an <i>ex-officio</i> member of the Board and can attend but does not vote.</li> </ul>  | Delegates are officers of the institute and must meet Act requirements – see 23.4.2. |
| <p><b>There are no term limits on members of the Board of Directors who are not Officers.</b></p>  | <p>12.2.1 There are no term limits on members of the Board who are not Officers.</p>   | No change  |
| <p><b>Board members must act in the best interests of the Institute rather than of a Branch or Division.</b></p>   | <p>12.2.2. Board members must act in the best interests of the Institute rather than of a Branch or Division.</p>  | No change  |
| <p><b>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.</b></p>  | <p>12.2.3 <b>Board members</b> 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. <b>Board members</b> may excuse themselves from discussions that have a conflict of interest. The <b>Chairperson</b> of the Board may ask a <b>Board member</b> 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.</p>   | Changes for clarity  |

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| In the event that a Director is not able to attend a Board meeting, a substitute cannot be sent to the meeting. | 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.   | Alternates cannot vote because they have not formally accepted the responsibilities of a Board member |
|   | 12.3 Contact Person<br>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.   | Act requires a contact person   |
|   | 12.4. Removal of Officers<br>12.4.1.An officer ceases to be an officer of the Institute if they: <ul style="list-style-type: none"><li>• Are censured, suspended, or expelled from membership for a breach of their professional obligations under Rule 8.4, or</li><li>• Resign by written notice to the Board, or</li><li>• Become disqualified from being an officer under section 47(3) of the Act, or</li><li>• Become incapable of fulfilling their obligations through illness or death.</li></ul> | Act requires description of how officers are removed.   |



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| <p><b>Meetings</b></p> <p><b>Quorum</b><br/>Six Directors with voting rights shall constitute a quorum at any Board meeting.</p> <p><b>Chairperson</b><br/>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.</p> <p><b>Meetings</b><br/>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.</p> <p><b>Voting</b><br/>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.</p> <p><b>Reports to the Board</b><br/>At meetings of the Board, each Committee of the Board and the Honorary Treasurer must provide a report.</p> <ul style="list-style-type: none"> <li>(a) Executive Committee must report via written minutes notifying the Board of all decisions made on its behalf.</li> <li>(b) The Treasurer must report on financial transactions since the last Board meeting.</li> <li>(c) Any tabled Membership Committee and Presidents' Committee reports must be received "In Committee". <ul style="list-style-type: none"> <li>• All recommendations made by these Committees must be ratified by a majority vote at Board Meetings.<br/>The Board cannot alter or reverse a recommendation made by the Membership Committee.</li> <li>• If the Board disagrees with any recommendation the matter must be referred back to relevant Committee for further consideration with written reasons stated.</li> </ul> </li> <li>(d) Other Committees of the Board that table reports to the Board must do so in a written report. <ul style="list-style-type: none"> <li>• All recommendations made by these Committees must be ratified by a majority vote.</li> <li>• The Board may alter or reverse a recommendation made by these Committees or refer the matter back to the Committee for further consideration.</li> </ul> </li> <li>(e) Branches, Divisions and Special Interest Groups must provide written reports or advise the Board if no activities since the last Board meeting.</li> </ul> <p><b>Appointments to Board Committees</b></p> | <p><b>12.5 Meetings</b></p> <p><b>12.5.1 The Institute must keep minutes of all Board meetings</b></p> <p><b>12.5.2 Quorum</b><br/>Six <b>Board members</b> with voting rights shall constitute a quorum at any Board meeting.</p> <p><b>12.5.3 Chairperson</b><br/>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.</p> <p><b>12.5.4 Meetings</b><br/>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 <b>Board members</b>.</p> <p><b>12.5.5 Voting</b><br/>Each <b>Board member</b> (except any Ex-Officio, co-opted member, <b>or alternate delegate</b>) has one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to <b>their</b> ordinary vote. Decisions of the Board shall be by majority vote unless otherwise provided by these Rules.</p> <p><b>12.5.6 Reports to the Board</b><br/>At meetings of the Board, each Committee of the Board and the Honorary Treasurer must provide a report.</p> <ul style="list-style-type: none"> <li>(a) Executive Committee must report via written minutes notifying the Board of all decisions made on its behalf.</li> <li>(b) The Treasurer must report on <b>any material</b> financial transactions <b>or matters</b> since the last Board meeting.</li> <li>(c) Any tabled Membership Committee and Presidents' Committee reports must be received "In Committee".</li> <li>(d) Other Committees of the Board that table reports to the Board must do so in a written report.</li> <li>(e) Branches, Divisions and Special Interest Groups must provide written reports or advise the Board if no activities since the last Board meeting. <ul style="list-style-type: none"> <li>• All recommendations made by these Committees must be ratified by a majority vote at Board Meetings.</li> <li>• The Board may alter or reverse a recommendation made by these Committees or refer the matter back to the Committee for further consideration.</li> <li>• <b>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.</b></li> </ul> </li> </ul> <p><b>12.5.7 Appointments to Board Committees</b><br/>The Board must annually review the membership of the Board Committees and must make any new appointments necessary.</p> | <p>The Act requires 12.5.1.<br/>Changes for clarity</p> |
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| Current NZIFST Constitution (Dec 2021)  | Proposed new Constitution   | Comments/Rationale  |
|---|---|---------------------|
| <p>The Board must annually review the membership of the Board Committees and must make any new appointments necessary.</p> <p>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.</p>  | <p>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.</p>   |                     |
| <p><b>Honoraria</b></p> <p>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.</p>  | <p><b>12.6 Honoraria</b></p> <p>The Honorary Treasurer and any other 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.</p>   | Numbering update    |
| <p><b>Delegation of Powers to Committees</b></p> <p><b>The powers and authority of the Board may be delegated:</b></p> <ul style="list-style-type: none"> <li>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.</li> <li>The Membership Committee is a standing committee of the Board which makes recommendations to the Board, and whose recommendations the Board may not change.</li> <li>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.</li> </ul>  | <p><b>12.7. Delegation of Powers to Committees</b></p> <p><b>12.7.1.</b> The powers and authority of the Board may be delegated:</p> <ul style="list-style-type: none"> <li>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 <b>this Constitution, and any further delegations made to it by the Board.</b></li> <li>The Membership Committee may make recommendations to the Board in regard to membership elections, and whose recommendations the Board may not change.</li> <li><b>The President's Committee assists the Board with those matters which the Board may request.</b></li> <li>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.</li> </ul>                  | Changes for clarity |
| <p><b>EXECUTIVE COMMITTEE</b></p> <p><b>Function</b></p> <p><b>The Executive Committee shall be responsible to the Board.</b></p> <p><b>The Executive Committee shall be responsible for the daily management of the Institute.</b></p> <p><b>It may make decisions on behalf of the Board for:</b></p> <ul style="list-style-type: none"> <li>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,</li> <li>approval of expenditure by the Institute provided that such expenditure is consistent with the Institute annual budget approved by the Board,</li> <li>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,</li> <li>any matter for which the Board explicitly resolves to give Executive Committee power to act.</li> </ul> | <p><b>13 EXECUTIVE COMMITTEE</b></p> <p><b>13.1 Function</b></p> <p><b>13.1.1 The Executive Committee is responsible to the Board for the daily management of the Institute.</b></p> <p><b>13.1.2 It may make decisions on behalf of the Board for:</b></p> <ul style="list-style-type: none"> <li>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,</li> <li>approval of expenditure by the Institute provided that such expenditure is consistent with the Institute annual budget approved by the Board,</li> <li>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,</li> <li>any matter for which the Board explicitly resolves to give Executive Committee power to act.</li> </ul> | Changes for clarity |

| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution   | Comments/Rationale  |
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| <p><b>Composition</b></p> <p>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]), up to THREE 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.</p>  | <p><b>13.2 Composition</b></p> <p><b>13.2.1</b> 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]), <b>the</b> THREE elected officers and any other Board member as determined by the Board.</p> <p><b>13.2.2</b> 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</p>  | Changes for clarity                                       |
| <p><b>Meetings</b></p> <p><b>Quorum</b></p> <p>At any meeting of the Executive Committee, four members with voting rights shall constitute a Quorum.</p> <p><b>Chairperson of the Executive Committee</b></p> <p>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.</p> <p><b>Meetings</b></p> <p>The Executive Committee shall meet at such times and places as the President decides.</p> <p><b>Voting at Executive Committee Meetings</b></p> <p>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.</p> <p><b>Reports</b></p> <p>The Executive Committee must report to the Board at its next meeting through written minutes.</p> | <p><b>13.3 Meetings</b></p> <p><b>13.3.1 Quorum</b></p> <p>At any meeting of the Executive Committee, four members with voting rights shall constitute a Quorum.</p> <p><b>13.3.2 Chairperson of the Executive Committee</b></p> <p>The President of the Institute shall be the Chairperson of the Executive Committee at all meetings, and in <b>their</b> absence the Vice-President shall chair the meeting.</p> <p><b>13.3.3 Meetings</b></p> <p>The Executive Committee shall meet at such times and places as the President decides.</p> <p><b>13.3.4 Voting at Executive Committee Meetings</b></p> <p>Each <b>voting</b> member of the Executive Committee shall have one vote. If the votes are tied, the Chairperson may exercise a casting vote in addition to <b>their</b> ordinary vote. Decisions of the Executive Committee shall be by majority vote, unless otherwise provided for by this Constitution.</p> <p><b>13.3.5 Reports</b></p> <p>The Executive Committee must report to the Board at its next meeting through written minutes.</p> | Changes for clarity and inclusivity.                      |
| <p><b>FINANCE</b></p> <p><b>Monetary Resources</b></p> <p><b>All income and property of the Institute is to be applied solely towards the Objects.</b></p> <p><b>All money received must be immediately paid into the Institute's account, at a trading bank or savings bank.</b></p> <p><b>All cheques and other negotiable instruments must be authorised by the Board or by Executive Committee according to its terms of reference.</b></p>  | <p><b>14 FINANCE</b></p> <p><b>14.1 Monetary Resources</b></p> <p>14.1.1 All income and property of the Institute is to be applied solely towards the Objects.</p> <p>14.1.2 All money received must be immediately paid into the Institute's account, at a trading bank or savings bank.</p> <p>14.1.3 All <b>electronic payments</b> and other negotiable instruments must be authorised by the Board or by Executive Committee according to its terms of reference.</p>  | Changes to reflect changes to how banking is carried out. |

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| <b>Signing Rights</b><br>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. | <b>14.2 Signing Rights</b><br>The President, Vice President, Honorary Treasurer, and at least one other member of the Executive Committee must be appointed to <b>authorise</b> all <b>electronic payments</b> and other negotiable instruments drawn from the Institute's bank accounts. All bank transactions must carry at least two <b>authorisations</b> . | Changes to reflect changes to how banking is carried out.              |
|  | <b>14.3 Balance Date</b><br>The balance date of the Institute is the 31 <sup>st</sup> day of March  | Act requires the balance to be stated                                  |
| <b>Auditing of Accounts</b><br>The Annual General Meeting must appoint an auditor, who must be a member of the Institute of Chartered Accountants of New Zealand.  | <b>14.4 Review of Accounts</b><br>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.   | Change from requiring an audit to allowing alternative forms of review |
| <b>Investments</b><br>The Board may invest funds not required for financial commitments in the current year. These funds may be invested only in authorised trustee investments.   | <b>14.5 Investments</b><br>The Board may invest funds not required for financial commitments in the current year. These funds may be invested only in authorised trustee investments.   | Numbering update   |
| <b>Budgets</b><br>The Honorary Treasurer must prepare a budget for the year as directed by the Board.<br>Financial reports to Board meetings must include a statement of expenditure and income against the budget estimate for the budget item concerned.   | <b>14.6 Budgets</b><br>14.6.1. The Honorary Treasurer must prepare a budget for the year as directed by the Board.<br>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. No change   | Numbering update   |
| <b>Borrowing Powers</b><br>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.   | <b>14.7 Borrowing powers</b><br>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.   | Numbering update   |
| <b>Income</b><br>The funds or income of the Institute cannot be used for pecuniary profit.   | <b>14.8 Income</b><br>The funds or income of the Institute cannot be used for pecuniary profit.   | Numbering update   |
| <b>Grants and Awards</b><br>The Board may make grants and awards to people or organisations.   | <b>14.9 Grants and Awards</b><br>The Board may make grants and awards to people or organisations.   | Numbering update   |



| Current NZIFST Constitution (Dec 2021)   | Proposed new Constitution  | Comments/Rationale                     |
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| <p><b>Pecuniary Advantage</b></p> <p><b>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.</b></p> <p><b>Persons may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.</b></p> <p><b>Any such income paid must be in an arm's length transaction (being the open market value).</b></p> <p><b>For the avoidance of doubt, if the Institute is registered under the Charities Act 2005, then:</b></p> <ul style="list-style-type: none"> <li>any income, benefit, or advantage must be used to advance the charitable objects of the Institute;</li> <li>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.</li> </ul> | <p><b>14.10 Pecuniary Advantage</b></p> <p><b>14.10.1.</b> 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.</p> <p><b>14.10.2.</b> Persons may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.</p> <p><b>14.10.3.</b> Any such income paid must be in an arm's length transaction (being the open market value).</p> <p><b>14.10.4.</b> For the avoidance of doubt, if the Institute is registered under the Charities Act 2005, then:</p> <ul style="list-style-type: none"> <li>any income, benefit, or advantage must be used to advance the charitable objects of the Institute;</li> <li>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.</li> </ul> | <p>Numbering update</p>                |
| <p><b>SUBSCRIPTIONS</b></p> <p>Annual subscriptions shall be determined each year by the Annual General Meeting. The Board may remit all or part of the annual subscription of any Member at its discretion. 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.</p> <p>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.</p>   | <p><b>15 SUBSCRIPTIONS</b></p> <p><b>15.1 Annual subscriptions</b></p> <p>Annual subscriptions shall be determined each year by the Annual General Meeting.</p> <p><b>15.2 Remittance of subscription</b></p> <p>The Board may remit all or part of the annual subscription of any Member at its discretion.</p> <p><b>15.3 Re-joining fee</b></p> <p>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.</p>  | <p>Change for clarity.</p>             |
| <p><b>COMMON SEAL</b></p> <ul style="list-style-type: none"> <li>The Executive Manager shall have custody of the Common Seal of the Institute.</li> <li>The seal can be used only by resolution of the Board.</li> <li>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.</li> </ul>  |  | <p>Common Seal no longer required.</p> |
| <p><b>WINDING UP</b></p>   | <p><b>16 Winding Up</b></p> <p><b>16.1. Distribution of Assets</b></p> <p><b>16.1.1.</b> 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.</p>  | <p>Numbering update</p>                |

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| <p>Distribution of Assets</p> <p>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.</p> <p>Provided that any Members of the Institute may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.</p> | <p><b>16.1.2.</b> Provided that any Members of the Institute may be reimbursed for expenditure incurred and paid reasonable remuneration for services rendered.</p>   |  |
| <p>Winding up of Branch, Division or Special Interest Group</p> <p>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.</p> <p>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.</p>                        | <p><b>16.2 Winding up of Branch, Division or Special Interest Group</b></p> <p><b>16.2.1</b> 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.</p>              | <p>Numbering update.</p> <p>17.2.2 Removed as these groups do not have separate funds.</p>   |
| <p>Branch, Division or Special Interest Groups in Recess</p> <p>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.</p>  |   | <p>Removed as these groups do not have separate funds.</p>   |
| <p><b>CONFIDENTIAL COMMUNICATIONS</b></p> <p>All documents and other material of the Institute declared confidential by the Board must not be disclosed outside the Board without its express authority.</p>   | <p><b>17 Confidential Communications</b></p> <p>All documents and other material of the Institute declared confidential by the Board must not be disclosed outside the Board without its express authority.</p>   | <p>Numbering update</p>  |
| <p><b>NOTICES</b></p> <p>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.</p>   | <p><b>18 Notices</b></p> <p>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.</p>   | <p>Numbering update</p>  |
| <p><b>INTERPRETATION OF RULES AND DISPUTES</b></p> <p>Where doubt arises as to the interpretation of any of these Rules, the decision of the Board shall be final.</p>   | <p><b>19 CONCERNS</b></p> <p><b>19.1 How a concern is raised.</b></p> <p><b>19.1.1 A member or an officer may raise a concern by giving to the Board a notice in writing that—</b></p> <p>(a) states that the member or officer is starting a procedure for resolving a concern in accordance with the NZIFST constitution; and</p> <p>(b) sets out the allegation to which the concern relates and whom the allegation is against; and</p> | <p>A disputes procedure is required by the Act to be included in the constitution. This procedure is taken from Schedule 2 of the Act and must be supported by a SOP available to all members.</p> |

| Current NZIFST Constitution (Dec 2021) | Proposed new Constitution  | Comments/Rationale |
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|  | <p>(c) sets out any other information reasonably required by the Institute.</p> <p>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—</p> <p>(a) states that the Institute is starting a procedure for resolving a concern in accordance with the NZIFST constitution; and</p> <p>(b) sets out the allegation to which the concern relates.</p> <p>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.</p> <p>19.1.4 A concern may be made in any other reasonable manner permitted by the NZIFST constitution.</p> <p><b>19.2 Person who raises a concern has right to be heard</b></p> <p>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.</p> <p>19.2.2 If the Institute raises a concern,—</p> <p>(a) the Institute has a right to be heard before the concern is resolved or any outcome is determined; and</p> <p>(b) an officer may exercise that right on behalf of the Institute.</p> <p>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—</p> <p>(a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and</p> <p>(b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and</p> <p>(c) an oral hearing (if any) is held before the decision maker; and</p> <p>(d) the member's, officer's, or the Institute's written statement or submissions (if any) are considered by the decision maker.</p> <p><b>19.3 Person who is subject of concern has right to be heard</b></p> <p>19.3.1 This clause applies if a concern involves an allegation that a member, an officer, or the Institute (the respondent)—</p> <p>(a) has engaged in misconduct; or</p> <p>(b) has breached, or is likely to breach, a duty under the NZIFST constitution, Code of Ethics, or bylaws or this Act; or</p> <p>(c) has damaged the rights or interests of a member or the rights or interests of members generally.</p> |                    |

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|  | <p>19.3.2 The respondent has a right to be heard before the concern is resolved or any outcome is determined.</p> <p>19.3.3 If the respondent is the Institute, an officer may exercise the right on behalf of the Institute.</p> <p>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—</p> <p>(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</p> <p>(b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and</p> <p>(c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and</p> <p>(d) an oral hearing (if any) is held before the decision maker; and</p> <p>(e) the respondent's written statement or submissions (if any) are considered by the decision maker.</p> <p><b>19.4 Investigating and determining a concern</b></p> <p>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.</p> <p>19.4.2 Concerns must be dealt with under the constitution in a fair, efficient, and effective manner.</p> <p><b>19.5 Institute may decide not to proceed further with concern.</b></p> <p>Despite clause 19.4, the Institute may decide not to proceed further with a concern if—</p> <p>(a) the concern is trivial; or</p> <p>(b) the concern does not appear to disclose or involve any allegation of the following kind:</p> <p>(i) that a member or an officer has engaged in material misconduct:</p> <p>(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:</p> <p>(iii) that a member's rights or interests or members' rights or interests generally have been materially damaged:</p> <p>(c) the concern appears to be without foundation or there is no apparent evidence to support it; or</p> <p>(d) the person who raises the concern has an insignificant interest in the matter; or</p> <p>(e) the conduct, incident, event, or issue giving rise to the concern has already been investigated and dealt with under the constitution; or</p> <p>(f) there has been an undue delay in raising the concern.</p> <p><b>19.6 Institute may refer concern</b></p> |                    |



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|   | <p><b>19.6.1</b> The Institute may refer a concern to a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.</p> <p><b>19.6.2</b> 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).</p> <p><b>19.7 Decision makers</b></p> <p>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</p> <p>(a) impartial; or</p> <p>(b) able to consider the matter without a predetermined view.</p> <p><b>19.8 Operating procedure</b></p> <p><b>19.8.1</b> The Board must publish and maintain a standard operating procedure that supports the operation of this clause.</p> <p><b>19.8.2</b> The procedure must be available to members.</p> |  |
| <p><b>INDEMNITY</b></p> <p>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.</p> <p>All Officers of the Institute shall be entitled to reimbursement of expenses properly incurred in the carrying out of their duties.</p> | <p><b>20 INDEMNITY</b></p> <p><b>20.1 Officer indemnity</b></p> <p>The Institute shall indemnify every <b>Board member</b>, 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.</p> <p><b>20.2 Reimbursement of expenses</b></p> <p>All Officers of the Institute shall be entitled to reimbursement of expenses properly incurred in the carrying out of their duties.</p>   | <p>Numbering update</p> <p>Wording change for clarity.</p> |
| <p><b>RESPONSIBILITY</b></p> <p>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.</p>   | <p><b>21 RESPONSIBILITY</b></p> <p>No <b>Board member</b>, 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.</p>  | <p>Numbering update</p> <p>Wording change for clarity.</p> |
| <p><b>REGISTERED OFFICE</b></p> <p>The registered office of the Institute shall be at such place as determined by the Board.</p>  | <p><b>22 Registered Office</b></p> <p>The registered office of the Institute shall be at such place as determined by the Board.</p>  | <p>Numbering update</p>                                    |
| <p><b>BRANCHES AND DIVISIONS</b></p> <p><b>Formation of a Branch or Division</b></p> <p>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.</p>   | <p><b>23 Branches and Divisions</b></p> <p><b>23.1. Formation of a Branch or Division</b></p> <p>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.</p>   | <p>Numbering update</p>                                    |

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| <b>Branches</b><br>Institute Members within a geographical region may form a Branch in that particular region to support the Objects in Section 0. 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.<br><br><b>The Board may disestablish a branch if membership drops below 15.</b><br><br><b>All Members resident within New Zealand are members of one Branch.</b> | <b>23.2 Branches</b><br><b>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.</b><br><br><b>23.2.2 The Board may disestablish a branch if its membership drops below 15.</b> | Change to branches not based on regions.<br><br>Work in the NZIFST Strategy House has discussed a branch for “remote” members who live distant from branch meetings. |
| <b>Divisions</b><br>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.   | <b>23.3 Divisions</b><br>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.  | Numbering update   |
| <b>Officers</b><br>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  | <b>23.4 Officers</b><br><b>The Officers of a Branch or Division shall include at a minimum, a Chairperson, Secretary, and delegate to the Board.</b><br><br><b>The Officers of a Branch or Division shall be Graduate members, Standard members, Professional Member, Fellows, or Distinguished Fellows.</b><br><br><b>A Branch or Division may form a committee and designate roles within it as needed.</b>  | Change to remove the need for a Treasurer and add a branch delegate.   |
|  | <b>23.4.1 Branch or Division Officers must be selected annually at the Branch or Division annual general meeting.</b><br><br><b>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.</b>   | Branch Delegates are officers of the institute and must meet Act requirements.   |
| <b>Rules</b><br>A Branch or Division must be governed by the Constitution and Rules of the Institute and Standard Operating Procedures.  | <b>23.5 Rules</b><br>A Branch or Division <b>is</b> governed by the Constitution of the Institute and Standard Operating Procedures  | Numbering update<br>Wording change for clarity.  |
| <b>Voting</b><br>Members shall have voting rights on Branch, Division or Special Interest Group committees, and at Branch or Division General Meetings.  | <b>23.6 Voting</b><br><b>Each committee member shall have voting rights on Branch or Division committees.</b><br><br><b>Members shall have voting rights at Branch or Division General Meetings.</b>   | Numbering update<br>Clarifies that branch members do NOT have voting rights on branch committees   |

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