



*The Society of*  
***Food Hygiene and Technology***

***The Rules or Bye Laws***

(revised)  
**July 2010**

**The Society of Food Hygiene and Technology is a company limited by guarantee and not having a share capital.**

*The Society's objectives are:*

The promotion of the production, distribution and sale of safe and wholesome food, by communication within the food and associate industries and all matters relating to food hygiene and technology, encouraging with advice and assistance the training of personnel responsible for implementing practices and standards within the food industry and providing an informal advisory service on any matter related to the activities of the Society.

*Memorandum of Association Para 3. (a) (I)*

Every Member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Society's debts and liabilities contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

*Memorandum of Association Para. 5*

The Society shall be governed by the Council of nationally elected members composed of at least 50% from diverse interests within the food industry. The remainder should be from a balanced cross-section of support and supply industries and establishments, as referred to in para 2.1.2/3.

*Rules para 4.1*

The business of the Society shall be managed by a Board of Directors (hereafter referred to as "Council"). The Council will elect amongst themselves three officers, namely Chairman, Vice Chairman and Honorary Treasurer. The Chairman will be the Chairman and Managing Director of the Board.

*Rules para 1.*

*A full copy of the Memorandum and Articles of Association is available from the Society's office on request.*

*Interpretation: Any words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations and organizations.*

Company No: 3217110

Registered Office: The Granary, Middleton House Farm, Tamworth Road, Middleton, Staffordshire B78 2BD

Incorporated on 26 June 1996 The Companies Acts 1985 to 1989

## 1. MANAGEMENT

The business of the Society shall be managed by a Board of Directors (hereinafter referred to as "Council"). The Council will elect amongst themselves three officers, namely Chairman, Vice Chairman and Honorary Treasurer. The Chairman will be the Chairman and Managing Director of the Board.

## 2. MEMBERSHIP

2.1 Membership will be open to those engaged in:

2.1.1 Any aspect of food hygiene and/or food technology in the food, drink, catering and related industries

2.1.2 Research, training, consultative or legislative bodies related to food hygiene and/or food technology.

2.1.3 Supply of equipment, materials and services for food hygiene and/or technology.

2.2 There shall be two categories of membership - Individual Members and Company Members.

2.3 Individual Members may be:

2.3.1 Members

2.3.2 Student Members

2.3.3 Retired Members

2.3.4 Overseas Members

2.3.5 Fellows

2.3.6 Honorary Fellows

2.3.7 Members may use the following designations as appropriate:

Hon. Fellows	Hon.FSOFHT
Fellows	FSOFHT
Members, Retired or Overseas	MSOFHT
Student Members	no designation

2.4 *Company Membership*

2.4.1 Company Membership may be granted to companies or organisations engaged in food hygiene and/or technology. They may nominate one person for full individual membership status which may be transferred as long as nothing in para 2.11 is prejudiced.

2.4.2 Company Members may use the Society logo but not to imply endorsement of product or service. No individual of a Company Member may use the designation MSOFHT unless he is an Individual Member in his own right.

2.5 Student Membership may be granted to students in full-time or part-time further education associated with food hygiene and/or technology.

2.6 At the discretion of Council, Retired Membership may only be granted to individuals, qualified as in para. 2.1, who have retired from full-time employment.

2.7 All applications for membership of the Society are subject to the approval of the Council whose decision shall be final.

2.8.1 The Council has the authority to expel from the Society any member for conduct liable to bring the Society into disrepute, and the Council decision shall be final. There will be no formal definition of conduct liable to bring the Society into disrepute, and reports of any such conduct will be investigated and judged on its individual aspects.

- 2.8.2 A panel selected from Council, which will be constituted of at least 4 Council members including one officer, will conduct any necessary investigation.
- 2.9 Any member may withdraw from the Society by giving notice in writing duly signed and sent to the Company Secretary at any time up to one month before the expiration of their membership year by paying with such notice any unpaid subscription for the current year and thereupon such member shall be deemed to have ceased to be a member from the date of his membership anniversary.
- 2.10 Upon the expulsion of any member as stated in 2.8, the member shall not be entitled under any circumstances to any repayment of subscription or payment made or any part hereof, whether paid for the current year or for a year or years in advance or otherwise.
- 2.11 The rights of any member shall be personal and shall not be transferable and membership shall cease upon the death of the member or upon the member failing to pay the annual subscription within three months of its becoming due. Nothing herein contained shall prejudice the rights of the Society to claim payment of the full amount of the subscription which the member shall have undertaken to pay or prevent the member from again becoming eligible for membership.
- 2.12 *Fellows*
- 2.12.1 Fellowship may be conferred on members who have been in continuous membership for a period of not less than five years and have given exceptional service to the Society.
- 2.12.2 Nominations can be made by a Branch Committee or the Council. All nominations must be submitted in writing, with details of the candidate, and a majority Council vote will be required to enable the nomination to be put forward.
- 2.12.3 The names of members elected to Fellowship by the Council, shall be presented to the next Annual General Meeting.
- 2.12.4 The number of Fellowships granted in any one year shall be at the discretion of the Council.
- 2.12.5 Fellows shall continue to be required to pay their prevailing subscription.
- 2.13 *Honorary Fellows*
- 2.13.1 Honorary Fellowship may, at the discretion of the Council, be conferred on any individual who has given exceptional support to the promotion of the objectives of the Society.
- 2.13.2 At the discretion of the Council, a Fellow may be transferred to Honorary Fellowship.
- 2.13.3 The names of individuals elected to Honorary Fellowship by the Council, shall be presented to the next Annual General Meeting.
- 2.13.4 Honorary Fellows shall enjoy such privileges as may be determined by the Council.
- 2.14 *Membership Register*
- 2.14.1 A Register of all Members shall be kept containing the name and grade of each member of the Society, and this may be in electronic, paper, or other format as required so long as the details are handled confidentially, and in compliance with all legislation pertaining to data collection. All Members shall be obliged to sign the official membership application form on applying for membership or to signify their consent to becoming such members in writing.
- 2.14.2 The Council may direct the production and maintenance of registers relating to specialist professional areas within the food related industries.

### **3. SUBSCRIPTIONS**

- 3.1 The annual subscription for all grades of membership shall be determined from time to time by the Council. The membership will be informed of any changes prior to renewal.
- 3.2 The membership subscription shall be payable annually on a date and in a manner as determined by the Council.
- 3.3 Any Student Member who applies for and is upgraded to Member on completing his educational period will be eligible to pay his next annual subscription at the Associate rate if the application is made prior to his renewal date.
- 3.4 The annual subscription entitles members to receive publications, newsletters, list of Society Members, notification of meetings, fees for meetings at preferential rates and use of informal technical advisory service. Additionally members shall receive notices and such other publications as the Council shall from time to time approve for free distribution to members, from the time of their election, so long as their subscription is not in arrears.
- 3.5 Any member whose subscription has not been paid within three months shall cease to be a member of the Society and shall lose all privileges of membership.
- 3.6 The Council may at its discretion in any special case reduce or remit the annual subscription or the arrears of annual subscription of any member. Members whose subscriptions have been reduced or remitted under this Rule shall be entitled to receive the privileges of membership of the Society.
- 3.7 At the discretion of the Council, Individual Members, over the age of 55, may compound for all future membership subscriptions, thus the life membership fee shall be computed according to the following age ranges:  
 Age 55-59 years 10 x X } where X equals their appropriate  
 Age 60-64 years 6 x X } current membership  
 Age 65 and over 3 x X } subscription.

**4. THE COUNCIL**

- 4.1 The Society shall be governed by the Council of elected members composed of at least 50% from diverse interests within the food industry – e.g. manufacturing or retailing. The remainder should be from a balanced cross-section of support and supply industries and establishments – e.g. Cleaning/Chemical Companies, Consultants, as referred to in para. 2.1.2/3.
- 4.2 The Council will appoint a Company Secretary.
- 4.3 A quorum for transacting the business at Board meetings shall be at least four members, to include one Officer at any official meeting of the Council.
- 4.4 All members of Council present at a Council Meeting shall have a vote. In the event of a tied vote, the Chairman of the meeting shall have a casting vote.
- 4.5 The Council shall have the power to appoint Standing and Sub-Committees to report to the Council on any matters concerning the Society, and (except on financial matters) may, if it thinks fit, give such committees power to act in the Council's name.
- 4.6 The Council shall have power to co-opt any member to attend its Council meetings or meetings of any of its appointed committees. Such co-opted members shall

have the right to speak at Council meetings, but not to vote. Eligibility for subsequent election to the Council shall not be affected by such an appointment.

Co-opted members of Council must have been full members of SOFHT for a minimum of 12 months, and will be eligible for appointment to any committee, sub committee, working committee etc. They will also be able to attend external meetings with other bodies and represent the Society so long as they are accompanied by at least one elected member of Council..

4.7 The Council will manage the affairs of the Society in accordance with the Rules or Bye Laws current at that time.

4.8 *Confidentiality*

It will be a condition of election to Council that every elected or co-opted Director will be legally bound by the following Confidentiality clauses:

Any Director who leaves the Council, for whatever reason, will ensure that any knowledge of the Society's activities, finances, or other data, that they have acquired, will be held in strict and total confidence by them for a period of 12 months after the AGM at which their leaving Council is announced.

Any Director or Member who works or acts for the Society in any capacity will be barred from using any information, data, material facts, personal information etc, for their own or their company's gain or advantage.

5. **ELECTIONS TO COUNCIL AND BRANCH COMMITTEES - GENERAL**

5.1 All nominations shall be accompanied by a signed declaration of the nominee that he is willing to stand for election.

5.2 If the number of nominations does not exceed the number of vacancies, the nominees shall be declared duly elected at the A.G.M. without any votes being taken – so long as the 50% rule in para 4.1 is not compromised.

5.3 If in any election there shall be an equal vote taken by a show of hands and including proxies at an AGM, the Chairman of the AGM will have the casting vote.

6. **ELECTIONS TO COUNCIL**

6.1 Nominees for Council must be either Individual Members from the grades - Member, Retired or Fellow; or the nominated individual from a Company Member.

6.2 Nominees should have been full members of the Society for at least the previous twelve months.

6.3 *Nominations*

Members of the Society eligible for election may be nominated by two members who give notice in writing to the Company Secretary, together with brief biographical notes not less than 42 days before the date of the A.G.M. Any nominations received after the 42 days cut off date will be considered to be invalid.

All nominations for Council will be received and logged at the Society's office. The Board will review the nominations to assess that nominees will be able to participate fully in Council matters and activities.

Any expressed concern (either by a Director or Member) that the business activities of either the nominee themselves, or the nominees employers, is in direct competition with the Society's business activities, and will limit their ability to take an active role in the management of the Society, then Council will decide, by secret

ballot, whether the nomination can proceed, or whether the business competition is such that the nomination should be refused.

After review and decision by the Board, whose decision will be final, any unsuccessful nominee and the proposer and seconder, will be written to by an Officer of the Society to advise them of the Board decision, and the reasons for it.

- 6.4 A list of the successful nominees and their biographical details shall be sent to members at least 21 days before the date of the AGM along with ballot and proxy forms.
- 6.5 In accordance with the Articles of Association, any vote will be taken at the AGM.
- 6.6 If at any time, before announcement of the result of the vote at an AGM, any candidate who would otherwise have been elected has become ineligible then the candidate having the next greatest number of votes shall be elected.
- 6.7 The election of a nominated individual from a Company Member is specific to that individual and is not transferable within the company.
- 6.8.1 Two members from the same parent company may serve at the same time on Council, providing that they have the permission of Council, and that only one is an Officer (see para 7).
- 6.8.2 All elected Directors will be expected to act in the best interests of the Society at all times, and to ensure that they apply a high level of business ethics and professional standards at all times.
- 6.8.3 All elected Directors will be expected to attend at least 66% of all Council meetings. The continued membership on Council of any Director, whose attendance falls below 66%, will be discussed by the Board on a case by case basis. If as a result of these discussions there is a consensus that a formal decision is required in a particular case, this will be decided by secret ballot at the Council meeting. Any Director, who is deemed to be inactive from the result of any such secret ballot, will be required to stand down with immediate effect and cannot seek re-election to Council for a period of 3 years.
- 6.8.4 Any Director found to be acting in a manner that contravenes any aspect of para 6.8.2 or in any way considered to be against the best interests of the Society will be immediately required to stand down from their position on Council.
- 6.8.5 All reports of inappropriate activities by a Director as defined in para 6.8.2 must be reported to the Chairman immediately who will convene a meeting of the Council to consider the report. Any decisions made by the Council at that meeting will be final.

## **7. ELECTION OF SOCIETY OFFICERS**

- 7.1 The Chairman, Vice Chairman and Hon. Treasurer are the "Officers of the Society" and will be elected from, and by, Council Members.
- 7.2 Under normal circumstances, the position of Chairman will be filled by the Vice Chairman when the Chairman's term of office has been completed.
- 7.3 Each January, the Council Members will be asked to nominate a Council Member for those positions of Vice Chairman and Hon. Treasurer which are due to become vacant at the AGM. Nominees should have been nationally elected members of Council (re para 4.1) for at least 12 months at the time of the next AGM and nominated by two members of Council. In exceptional circumstances, where previous experience within The Society and/or experience on Council, and/or experience on Council as an Officer, or other relevant experiences within the

Society, will add value to the Council's capabilities, Council will be allowed to elect a proposed nominee to an Officer role without them having a full 12 months as a nationally elected Council member. Only one such appointment will be allowed in any one year

- 7.4 In addition if the current Vice Chairman is not able to replace the Chairman when the Chairman's term is completed, nominations will also be called for the position of Chairman.
- 7.5 At the March meeting of Council, if there is more than one nomination for any of the positions listed above, a secret ballot will be held by Council Members.
- 7.6 Officers shall commence their term of office immediately following the AGM.
- 7.7 The results of all elections to the Council and its Officers shall be confirmed at the AGM and published in such a manner as the Council shall decide to inform members of the results.
- 7.8 The Chairman and Vice Chairman shall act as Chairman and Vice Chairman of the Society. The Chairman shall act as Chairman at meetings of the Council. If the Chairman is not present the Vice Chairman shall act as Chairman. If neither are present the Hon. Treasurer shall act as Chairman.

## 8. **TENURE OF OFFICE**

Custom and practice is for Chair and Vice Chair to hold office for two years, although this can be extended up to three years in exceptional circumstances, [e.g. no one in position as Vice Chair], by secret ballot at Council. After a period of two years they would be eligible for re-election to the same Office.

Due to the need for continuity of Society business and finances there is no maximum term for the Treasurer to hold office, other than that laid down under paragraph 17 of the Society's Memorandum and Articles of Association: Rotation of Directors.

At each AGM 20% of Directors will be required to stand down from Council and may stand for re-election if they wish, as per paragraph 17 of the Society's Memorandum and Articles of Association.

## 9. **MEETINGS**

### 9.1 *Annual General Meeting*

9.1.1 At least 21 clear days' notice shall be given of the AGM which shall be held on a day fixed by the Council between 1 April and 30 September in each year for the purpose of the following:

9.1.1.1 To elect the Members of the Council and confirm the appointment of Officers.

9.1.1.2 To adopt reports on the activities of the Society during the year ended on the previous 31 March.

9.1.1.3 To adopt the accounts for the year ended on the previous 31 March.

9.1.1.4 To confirm the appointment of auditors and authorise the Directors to fix their remuneration.

9.1.2 The quorum at the AGM shall be 10 persons entitled to vote upon the business to be transacted.



- 9.1.3 All members in the Individual Member category, except Hon. Fellows, and the nominated individual from a Company Member have a single vote. In the event of a tied vote, the Chairman of the meeting will have the casting vote.
- 9.1.4 Any Member as in 9.1.3, who wishes to raise a proposal or business at the AGM must put the request in writing to the Company Secretary, not less than ten (10) working days before the AGM.

## 9.2 *Extraordinary General Meeting*

- 9.2.1 An EGM can be called by either the Council or on a request of 5% of voting members.
- 9.2.2 14 clear days' notice of an Extraordinary General Meeting shall be given.
- 9.2.3 The rules of conduct for an EGM should be the same as those for an A.G.M. - namely para's 9.1.2 to 9.1.3.

## 9.3 *Meetings Other than Business Meetings*

- 9.3.1 The Council and Branches may, at the discretion of Council, arrange for meetings to be held for the dissemination of knowledge of food hygiene and/or food technology, or of matters considered by the Council likely to further the objects of the Society, by means of lectures, discussions or other events, and the Council shall determine the conditions of admission to such meetings, and the manner in which they shall be conducted.
- 9.3.2 No report of the proceedings at any meeting conducted by the Society or any Branch shall be taken or published except with the consent of the Council obtained prior to such taking or publication.

## 10. **FINANCE**

- 10.1 The Society shall be responsible for its own finances and must be financially self-supporting.
- 10.2 The Society's funds shall be lodged in accounts held in the name of the Society. The authorised signatory of the Officers shall be made available to the financial institution, of which any two signatures shall be accepted as authorisation.
- 10.3 Any amounts due to an Officer must be approved by two of the other Officers.
- 10.4 The financial year of the Society shall run from April 1 to March 31 the following year.

## 11. **BRANCHES**

- 11.1 The Council may at its discretion create a Branch of the Society in a suggested region to further the objectives of the Society by holding meetings or otherwise and whilst so authorised be styled as "Branches of the Society".
- 11.2 The Council may authorise the contribution towards the formation and maintenance of a Branch from the general funds of the Society.

The Council will maintain such financial and administrative controls and inputs for each branch as it sees fit.

- 11.3 Each Branch shall be constituted and its affairs shall be carried out subject to the Memorandum and Articles of Association of the Society and in accordance with the rules or bye laws approved by the Council.

- 11.4 All Branch Committee Members and Officers shall be elected from members of the Branch. In this context, membership comprises of Fellows, Members, Retired and Company Members.
- 11.5 No organisation shall have more than two employees serving on the Branch Committee at any one time, unless one of whom is an Officer (see para 7).
- 11.6 The Branch Committee should reflect the wide range of disciplines of the Society Membership and as far as possible should comply with para 4.1.
- 11.7 A Quorum for transacting the business of the Branch Committee shall be four, to include one Officer.
- 11.8 A Branch may nominate a member from its committee to be elected to the Council of the Society. In the absence of the elected member, a Branch Committee nominee may attend with no voting rights. In this context, the Branch Committee Member or nominee must be either an Individual Member from the grades - Fellow, Member or Retired; or the nominated individual from a Company Member.
- 11.9 The Hon. Treasurer of each Branch must furnish to the Society Hon. Treasurer, an annual statement of accounts of that Branch, within four weeks of the end of the financial year, for inclusion into the Society's annual accounts. A copy of the Branch Chairman's report will be forwarded to the Minute Secretary on the activities of the Branch during the preceding twelve months.
- 11.10 All categories of Members are allocated to a Branch on joining the Society without additional payment.
- 11.11 Members of the Society shall be entitled to attend meetings (other than committee meetings) of Branches other than their own.
- 11.12 No Branch shall publish a journal or other document in any form without the agreement of the Council.
- 11.13 A Branch may be dissolved by the Council at any time if, in the opinion of the Council, the number of members of the Branch is insufficient or the committee of the Branch has failed to observe the Memorandum & Articles of Association and/or any of the Society's Rules and bye laws.
- 11.14 Upon dissolution of the Branch its assets shall be handed over to the Council's Hon. Treasurer of the Society. Any monies will be recorded and, at the discretion of the Council, some or all may be allocated to that Branch should it be re-established.
- 11.15 When it is in the interests of the Society, the Council may be flexible in respect of each clause in Section 11 where it affects an individual branch.

## **12. AFFILIATED SOCIETIES**

- 12.1 The Council may, at its discretion, create an affiliation with an organisation which shares its aims and objectives.
- 12.2 An agreed sum may be paid to the Society annually for affiliation by another organisation. Reciprocally the Council may authorise an agreed sum to be paid to any other organisation to which the Society wish to be affiliated.

12.3 Privileges and benefits to Society Members will be negotiated with each organisation with which the Society affiliates.

12.4 An affiliation may be dissolved by the Council at any time.

### 13. **LIABILITIES**

13.1 The Society accepts no liability for statements made by members of any category purporting to represent the Society except by Council Members of the Society or any person otherwise authorised by the Council.

13.2 Views expressed by contributors to Society meetings, whether or not Society members are their own or those of the organisation they represent and the Society accepts no liability whatsoever arising.

### 14. **PATRONAGE**

14.1 The Council will consider, where appropriate, the nomination of an Honorary Patron to the Society.

### 15. **ALTERATION OF RULES OR BYE LAWS**

15.1 These Rules or Bye Laws may be altered or added to in the manner provided by the Articles of Association of the Society (Article 22).