



BRITISH SOCIETY OF FLAVOURISTS

Constitution and Rules

AMENDED, REPUBLISHED AND REPRINTED JANUARY 1997.

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1. TITLE

The Society shall be called the British Society of Flavourists (the Society).

2. OBJECTS

- a) To undertake scientific research in and promote knowledge of flavour technology and application.
- b) To promote and encourage the science and art of flavour technology and application.
- c) To protect the interests of Members actively engaged in flavour research, technology and application.
- d) To promote and encourage the education and development of flavourists, with the co-operation of the Training Boards as necessary.
- e) To foster scientific and general professional discourse among the Members of the Society.
- f) To provide a responsible and informed body of professional opinion to comment on all aspects of legislation which affects the science and art of flavour technology both publicly and to those bodies who have a public duty regarding flavour legislation.
- g) To promote good relations with other societies or International bodies capable of assisting in the development of or the objects of the Society.
- h) At all times to maintain a high standard of professional conduct.

3. MEMBERSHIP

Membership shall be open to applicants on a personal basis and subject to the following classification:

- i) FELLOWS
- ii) ASSOCIATE MEMBERS
- iii) STUDENT MEMBERS
- iv) AFFILIATE MEMBERS
- v) HONORARY MEMBERS
- vi) RETIRED MEMBERS

- i) **A FELLOW** shall not be under thirty years of age and shall have been engaged as a Creative Flavourist for a period of at least ten years. Applicants must be sponsored by two voting Members. At the discretion of the Council, persons who fall outside the above requirements may be elected as Fellows.
- ii) **AN ASSOCIATE MEMBER** shall be either:
 - a) a full time Creative Flavourist with at least four years experience; or
 - b) a Flavour Application Chemist or Food Technologist responsible for flavour blending, assessment and evaluation for a period of at least five years; or
 - c) a person of such standing in the flavour producing or using industries as satisfies the Council that he or she is eligible for membership. An Associate Member must be proposed by two voting Members.
- iii) **A STUDENT MEMBER** shall be a person not yet able to qualify as an Associate. Student Members shall apply for Associate Membership under (a) or (b) of paragraph (ii) above when those requirements are met. A Student Member must be proposed by one voting Member.
- iv) **AN AFFILIATE MEMBER** will include those persons employed in the Flavour Manufacturing Industry who are not eligible for other membership categories. Technical and Marketing Consultants, Commercial and Technical Managers will be eligible if a direct relationship to the Flavouring Industry as such can be shown to the satisfaction of the Council. An Affiliate Member must be sponsored by three voting Members.

- v) **HONORARY MEMBERSHIP** may be conferred upon such individuals or other Societies or Bodies who in the opinion of the Council are in sympathy with the Objects of the Society or have rendered particular service to the Flavouring Industry and the Society.
- vi) **RETIRED MEMBERS** shall be Fellow, Associate or Affiliate Members who have reached retirement age and are no longer in full time employment in the Flavouring or associated industries.

4. ELECTION AND APPLICATION FOR MEMBERSHIP

All applications will be sent to the Honorary Membership Secretary and be on the Form provided and signed by the Applicant and the required number of Sponsors. Election of all Members is at the sole discretion of the Council.

5. RESIGNATION

A Member may resign at any time by giving written notice to the Honorary Membership Secretary. **Such persons shall not be entitled to any refund of subscription.**

6. DISQUALIFICATION AND SUSPENSION OF MEMBERSHIP

The Council shall have the power to disqualify Membership of any Member:

- a) Whose Subscription is six months or more in arrears provided that the Honorary Membership Secretary has sent that person not less than one calendar month's notice of arrears; or
- b) Who has behaved in a manner which, in the opinion of the Council, renders such person unworthy of Membership.

7. RIGHTS AND DUTIES OF MEMBERS

- a) Every Member shall be entitled to attend all General Meetings of the Society.
- b) Fellows, Associate, Affiliate and Student Members shall be eligible for election to the Council as provided for in Rule 8(c).
- c) Fellows and Associate Members shall each have one vote on any motion put at a General Meeting or postal ballot of the Society, likewise those Affiliate and Student Members who serve or who have served on the Council. No other type of Member shall have any right to vote.

8. THE COUNCIL AND THE ELECTION OF OFFICERS

- a) The Society shall be managed by a Council which shall, subject to this Constitution and Rules, have powers to conduct all such affairs of the Society as are not required to be done by a General Meeting.
- b) The Officers of the Society shall be the President, the Immediate Past President, a Vice-President, an Honorary Secretary, an Honorary Treasurer and an Honorary Membership Secretary.
- c) The Council shall consist of:-
 - The President
 - The Immediate Past President
 - The Vice-President
 - The Honorary Secretary
 - The Honorary Treasurer
 - The Honorary Membership Secretary

Ten Elected Members (hereafter referred to as Ordinary Members) of whom three shall be Fellows, three Associates, three Affiliates and one Student.
Any Co-opted Members (see {d})

- d) The Council may co-opt to fill casual vacancies, and/or up to three persons by way of addition to Council. A Member co-opted to fill a casual vacancy shall be of the grade for which the vacancy exists. Additional co-opted Members may be of any grade. All co-opted Members shall retire at the Annual General Meeting (AGM) following their co-option.
- e) The President shall be elected at an AGM for a term of two years and shall then become Immediate Past President.
- f) In the event of the inability of the President to complete the term of office, the Vice-President shall act as President (in accordance with Rule 9{b}) until the next AGM, when a new President shall be elected.
- g) The Immediate Past President, on passing that office to a successor shall not be eligible for election as an Officer (except President) or as an Ordinary Member of Council until the AGM in the year following retirement as Immediate Past President.
- h) The Vice-President shall be elected at an AGM for a term of two years and shall not be eligible for re-election to Council except as President, Honorary Secretary, Honorary Treasurer or Honorary Membership Secretary until the AGM in the year following retirement.
- i) The Honorary Secretary, Honorary Treasurer and Honorary Membership Secretary shall retire at each AGM and shall be eligible for re-election each year, but after five consecutive years in the office of Honorary Secretary, Honorary Treasurer or Honorary Membership Secretary respectively shall not be eligible for re-election to those respective posts until the AGM in the year following retirement.
- j) At each AGM there shall be vacancies for one Fellow, one Associate and one Affiliate to be elected as Ordinary Members of Council. The term of office shall be three years and at an election the vacancies should be created in each grade by the retirement of the Ordinary Member occupying the seat which was last filled by election three years earlier unless that seat is already vacant or temporarily occupied by a co-opted Member (who automatically retires). From time to time it is recognised that at an AGM no seat for a specific grade of Ordinary Member may be available should the three year sequence be broken for some reason such as resignation or retirement. In such a case Council must clarify the position to the Members of the Society when the Call for Nominations to Council is circulated prior to the AGM.
There shall be one vacancy for a Student to be elected as an Ordinary Member of Council, the term of office shall be one year.
Ordinary Members retiring shall be eligible for re-election except that those of them who have served for two consecutive terms as Ordinary Members of Council shall not be eligible for re-election except as an Officer of the Society until the AGM in the year following their retirement.
If an Ordinary Member of Council elected in a particular grade becomes upgraded during the term of office, that person will continue to occupy that seat until the term of office has been completed.
- k) Any three voting Members may nominate candidates who shall be Members for election as President, Vice-President, Honorary Secretary, Honorary Treasurer and Honorary Membership Secretary. Any two voting Members may nominate candidates who shall be Members for election as Ordinary Members of Council to fill vacancies in the appropriate grade categories. All such nominations, with the written consent to act if elected of the persons nominated, shall be made in writing to the Honorary Secretary not less than 42 days prior to the AGM.
- l) In the annual elections, which shall be carried out in accordance with the procedure of Rule 15, each Member entitled to vote shall be entitled to vote for one candidate for

each Office and for one candidate for each grade category vacancy of Ordinary Members of Council.

- m) Any Council Member who:
- (i) becomes bankrupt; or
 - (ii) becomes unsound of mind; or
 - (iii) ceases to be a member of the Society; or
 - (iv) by notice in writing resigns from office; or
 - (v) by Resolution passed by 2/3rds of Voting Members at a General Meeting is removed from office
- shall cease to be a Member of the Council.

9. DUTIES OF OFFICERS

- a) The President shall have the right to preside at all meetings of the Council and all general meetings of the Society. He or she shall be empowered to supervise the running of the Society and to countersign all legal documents and applications for Membership approved by the Council. The President may, with the approval of the Council, delegate any of his or her powers to any Member or Members of the Council. The President shall appoint such Committees as may be determined from time to time by the Council and the following provisions shall apply:-
- i) The President shall be ex-officio a Member of all Committees of the Society and act as Chairman thereof and have a casting vote at all meetings in case of an equality of votes.
 - ii) Any other Committee to which the Council may delegate powers of decision shall be comprised solely of Members of Council.
 - iii) Advisory Committees may include persons other than Members of Council.
- b) The Vice-President shall, during the absence or illness of the President, exercise all the functions of the President. He or she will also have such powers and duties as may, from time to time, be determined by the Council.
- c) The Honorary Secretary shall issue notices of all meetings, shall keep minutes of all meetings and shall have charge of the Seal of the Society (if a Company) and shall conduct all correspondence of the Society unless specific correspondence items are delegated by the Council to other Members of the Council.
- d) The Honorary Treasurer shall have custody of the funds and property of the Society. He or she will make payment on behalf of the Society, as directed by the Council and against vouchers which are to be countersigned by the President, Vice President or Immediate Past President. He or she will regularly and from time to time and forthwith whenever requested by the Council or the President or the Vice- President so to do, report to the Council on the financial state of the Society and to keep in proper manner such financial books as are required for the proper running of the Society. He or she will present accounts of revenue and expenditure to the Council (as requested) and prepare final yearly accounts for presentation to Members at the AGM. The Annual Balance Sheet and Statement of Revenue and Expenditure will be subject to Audit by the duly appointed Auditors. He or she will be responsible for the reimbursement of incidental expense incurred by Members of the Council or by others appointed by the Council in the service of the Society.
- e) The Honorary Membership Secretary shall hold all records of Society Membership and shall regularly and from time to time and whenever requested by the Council, the President or Vice-President so to do, report to the Council the state of Membership of the Society and keep in a proper manner such Membership Records as required for the proper running of the Society. He or she shall be responsible for the organisation of invoicing and the collection of Annual Subscriptions, additions to and alterations of the Membership Records, production of a Membership list for annual circulation to Members of the Society, to pass to the Honorary Treasurer all Membership

Subscriptions paid to the Society and inform the Honorary Secretary to ensure matters and Society Publications requiring circulation to the Membership are despatched against records current at that time.

- f) In case of absence or disability to act on the part of any Officer of the Society, the Council may appoint such person or persons as it feels fit to carry out the duties required. The appointment will carry with it delegation of power to act in the specified capacity.

10. POWERS OF THE COUNCIL

The Council shall have the power to:

- a) Run the affairs of the Society.
- b) Appoint auditors of the Society and settle the terms of appointment.
- c) Co-opt for service on the Council such person or persons as, in the opinion of the Council, may be beneficial to the pursuit of the objects of the Society.
- d) Review and alter the amount of the Annual subscription and impose and alter the amount of an entrance fee.

11. MEETINGS OF THE COUNCIL

- a) The Council shall hold not less than six ordinary meetings every year, one to be held within three weeks preceding the Annual General Meeting. The Meetings will be held at such time and place as may be determined by the Council. Notice of such meetings will be posted to Members of the Council not less than ten days prior to the date fixed.
- b) Resolutions will be carried by a simple majority, the Chairman having a casting vote.
- c) In the absence of the President, the Vice-President will be Chairman and if unable to do so a Chairman will be elected by those present to act for that meeting.
- d) The quorum at Council Meetings shall be seven including three Officers.

12. MEETINGS OF THE SOCIETY

There shall be five categories of meetings:

- (1) **General Meetings**, including the Annual General Meeting, to deal with matters concerning the conduct of the Society.
- (2) **Professional Meetings** for the purpose of giving lectures or reading papers.
- (3) **Joint Professional Meetings** with other Societies or bodies of people closely associated with the work of the Society.
- (4) **Informal Meetings** to promote exchange of opinion on topical subjects.
- (5) **Social Meetings** such as an Annual Gala Dinner, a Golf Day, and other such social events as the Council may think fit.

13. GENERAL MEETINGS

- a) The President shall be the Chairman at every general meeting, or in his absence the Vice-President, or in his absence such Member of the Council as those Members of the Council present at the Meeting may elect shall be Chairman. If at any meeting no Chairman has been appointed as aforesaid within 15 minutes after the time appointed for the Meeting, the Members of the Society present may elect one of their number to be the Chairman of the Meeting.
- b) A quorum will be fifteen Members entitled to vote.
- c) A vote taken at General Meeting shall be by show of hands unless a poll be demanded by the Chairman or by two or more Members present and entitled to vote or by one such Member representing one tenth of the total voting rights of all the Members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the Chairman that a motion has on a show of hands been carried or lost or carried or not carried by a particular majority shall be conclusive evidence of the vote without proof of the number or proportion of the vote recorded in favour of or against the motion.

- d) If a poll be duly demanded it shall be taken in such manner as the Chairman directs and the result of the poll shall be deemed to be the motion of the meeting at which the poll was demanded.
- e) In the case of an equality of votes the Chairman shall have a second or casting vote whether on a show of hands or on a poll.
- f) A poll demanded on the election of a Chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs.
- g) On a poll votes may be given either personally or by proxy. A proxy must be a Member. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing.
- h) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed shall be deposited with the Honorary Secretary not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
- i) An instrument appointing a proxy shall be in the following form or any other form of which the Council shall approve:-

"The British Society of Flavourists

I _____ of _____
being a Member of the British Society of
Flavourists hereby appoint _____ of _____
or failing him _____
of _____ or,
failing him _____ of _____
as my proxy to vote for me and
on my behalf at the General Meeting of the
Society to be held on the _____ day of _____
(date) and at any adjournment
thereof. Signed this _____ day of (date)"

14. FINANCIAL YEAR

Unless and until otherwise determined by the Council the financial year of the Society shall end on 31st March in each year.

15. ANNUAL GENERAL MEETINGS

The Society shall each year hold a General Meeting as its Annual General Meeting. Each Annual General Meeting shall be held within eight weeks after the end of the financial year of the Society.

The business of each Annual General Meeting will comprise the following:

- The Chairman's Report
- The Treasurer's Report
- Election of Officers and Members of the Council
- Appointment of Auditors
- Other Business

The Chairman's Report will be in essence the Annual Report of the Council but can include last minute information of importance to the Society.

The Treasurer's Report will cover the Balance Sheet and the Statement of Revenue and Expenditure.

Election of Officers and Ordinary Members of the Council:

- a) The annual elections to fill vacancies for Officers and Ordinary Members of Council shall be held by secret postal ballot in the period leading up to the Annual General Meeting.
- b) Not less than 56 days before the Annual General Meeting, notice shall be sent by first-class post to all members entitled to vote, at their last known address, giving details of the current composition of Council, notifying vacancies and the names of those retiring, inviting nominations of candidates in accordance with Rule 8(k), indicating which, if any, of those retiring are eligible (and if so whether they are willing) to stand for re-election, and indicating nominations, if any, made by Council for Officer vacancies.
- c) The Officers having satisfied themselves that the candidates are duly qualified and have been properly nominated, if there is more than one candidate for any vacancy a ballot list of candidates shall be sent to every voting Member by first-class post not later than 28 days before the Annual General Meeting. The ballot list shall include each vacancy for which there is more than one candidate, and the names of the candidates. It shall be accompanied by an information sheet giving brief details, against the name of each candidate, of civil honours, academic and professional qualifications, grade of membership, present post, and offices previously held in the Society with dates. The information sheet shall also list any vacancies to which candidates have been elected unopposed, with similar details of those candidates.
- d) No information about a candidate other than provided for in (c) above, and no solicitation by or on behalf of a candidate shall be circulated to members.
- e) A voting member desirous of voting shall record his or her vote by making a cross against the name of the chosen candidate for any vacancy.
- f) The completed ballot paper shall be delivered or transmitted in a sealed envelope inside a second envelope bearing on the outside the signature of the member, addressed to the Honorary Secretary at the address indicated. Any ballot paper which is not so delivered or transmitted or which contains any other mark or writing shall be rejected.
- g) The ballot paper shall be returned not later than a date to be determined by the Council and announced thereon and any ballot Paper not received by such date shall be rejected. Such date shall not be less than 10 days before the Annual General Meeting. The envelopes containing the ballot papers shall be opened and the count made by the scrutineers appointed by the Council, and the announcement of the result of the ballot shall be made on the instructions of the Council at the aforesaid Annual General Meeting.

The Agenda of the Annual General Meeting shall be sent to all Members at least seven days clear before the Meeting.

16. EXTRAORDINARY GENERAL MEETING

Extraordinary General Meetings may be convened by the Council at any time and shall be convened by the Council within 28 days after receipt of a written request for such a Meeting signed by at least eleven Members being Members entitled to vote at General Meetings.

Notice of an Extraordinary General Meeting shall be sent to all Members by the Honorary Secretary setting out the motions to be put to the Meeting and (where convened as the result of a request by Members) naming the sponsors, at least seven days clear before the Meeting.

The Meeting will deal with no business other than specified in the Notice thereof.

17. ANNUAL SUBSCRIPTIONS

Every Member shall pay to the Society on the First day of January in each year, such annual subscription as may from time to time be determined by the Council. The first subscription falls due on election to Membership.

18. PUBLICATION

The Society shall have power to publish a Journal as and when and in manner determined by the Council who may also nominate a Journal or other publication as official mouthpiece of the Society.

The Society shall also have power to publish such papers and documents relating to aspects of the Society's interests as the Council may think fit.

19. INCOME AND PROPERTY

The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Society.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any Member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at the current Bank of England rate on money lent or as negotiated with the lender at the time of borrowing as deemed in the best interests of the Society by the Council or reasonable and proper rent for premises demised or let by any Member to the Society; but so that no Member of the Council shall be appointed to any salaried office of the Society or any office of the Society paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any Member of the Council except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society; provided that the provision last aforesaid shall not apply to any payment to any company of which a Member of the Society may be a member and in which such a Member shall not hold more than one-hundredth part of the capital and such Member shall not be bound to account for any share of profits he may receive in respect of any such payment.

20. SERVANTS

Subject to Rule 19 hereof, the Society shall have power to engage and appoint such servants and agents including bankers, brokers or Agents and professional secretarial staff as the Society in the opinion of the Council may require.

The remuneration of such servants will be fixed by the Council.

21. PROTECTION OF THE STATUS OF THE SOCIETY

No Member may use the name of the Society in conjunction with his name for the purpose of advertising or in connection with a business enterprise with which he is directly or indirectly associated or for any purpose other than that of the Society.

22. AMENDMENTS TO THE CONSTITUTION AND RULES

The Constitution and Rules of the Society may only be altered by motion put to a General Meeting of the Society.

Provided that no alteration shall be made to Rule 19 hereof unless the same shall have been previously submitted to and approved by the Department of Trade and Industry.

23. INDEMNIFICATION OF OFFICERS

The Council Members and other persons authorised by the Council to act on its behalf and their executors and administrators, shall be indemnified by the Society in respect of all losses and proper expenses which they may incur or be put to by reason or in consequence of any act, matter or thing done or permitted by them in or about the bona-fide execution of their respective duties, except such as may arise from their own respective wilful neglect or default, and none of them shall be liable for any other person or for joining in any receipt or document, or for any act of conformity, or for any loss or expense caused to the Society except in the case of the like neglect or default.