

CONSTITUTION AND RULES OF
SURFACE COATINGS ASSOCIATION NEW ZEALAND INCORPORATED

1. NAME

The name of the Society shall be Surface Coatings Association New Zealand Incorporated (SCANZ), hereinafter referred to as the "Society".

2. REGISTERED OFFICE

The registered office of the Society shall be at such place as the Executive determines.

3. INTERPRETATION

"Member" means an individual elected to Membership of the Society as in Rule 5.

"Executive" means the committee of management of the Society.

4. OBJECTS

The objects of the Society are:

- a) To promote, aid, foster, develop and protect the interests of the surface coatings and related industries in New Zealand by whatever lawful means the Society shall determine.
- b) To raise the standard of scientific, technical and professional knowledge of persons engaged or intending to be engaged in said industries by means of conferences, seminars, publications, technical meetings, support of educational facilities or by any other means the Society shall determine.
- c) To foster and maintain liaison with other like organisations representing interests concerned with the manufacture and use of coatings and related products; To collect and disseminate information likely to be of interest to the Society and its Members; To conduct education or publicity activities; To promote training within the industry.
- d) To support any legislation, regulation or Government action which the Society may consider beneficial to the Membership and to provide all lawful means for the opposing of any legislation, regulation or Government action which the Society may consider to not be in the interests of its Members.
- e) To take such other action as may facilitate the carrying into effect the foregoing objects.

5. MEMBERSHIP

SCANZ shall consist of persons who have a connection to or interest in coatings and related industries and who have satisfied the Executive as to their suitability. This will include Honorary Life Members, Full members, Student Members, Overseas Members and Retired Members as follows:

- a) Full Members: those connected with, or otherwise interested in, the coatings and allied industries who comply with the standard of competence set down by the Executive.
- b) Honorary Life Members: The Executive Committee shall have the power to elevate those Members whose exceptional work on behalf of SCANZ it is desired to honour. They shall retain the same rights and duties as Full Members.
- c) Retired Members: The Executive Committee shall have the power to transfer to Retired Members those Members who have retired from active involvement in the industry or have reached a milestone to be determined from time to time by the Executive. They shall retain the same rights and duties as Full Members.
- d) Student Members: those who are undertaking full or part time education leading to a qualification appropriate to the Objects of SCANZ, until completion of course of studies or commencement of full time employment in the industry, at which time the Student Member shall apply for transfer to a Full Member.
- e) Overseas Members: those who otherwise meet the criteria for an alternative class of Membership but are in permanent residence outside New Zealand.
- f) Special Leave Members: The Executive Committee shall have the power to transfer a Full Member to Special Leave Member those members who are taking leave from paid employment within the industry. This leave will only apply for the length of time that the member is on leave and they will return to Full Membership once return to part or full time paid employment within the industry.

5.1 Rights of Members

Any current financial or Honorary Life Members shall have the right to:

- a) Attend all meetings, conventions and technical or social functions of SCANZ provided they meet any payment requirements for such attendance.
- b) Receive such publications and electronic notices as the Executive may determine.
- c) Vote at all General Meetings of SCANZ.
- d) Be nominated for any office of the Executive.

5.2 Subscriptions

The Annual Subscriptions for various classes of Membership shall be set by the Executive and confirmed at a General Meeting. Subscriptions shall be for a calendar year and shall be due and payable on or before the first day of January each year or as the Executive Committee may otherwise determine. Any new member accepted in November or December shall not be called upon for any subscription until the following calendar year.

5.3 Subscription Arrears

Any Member whose subscription is three months or more in arrears shall be suspended from the privileges of Membership until payment of all subscriptions due. Any member whose subscription is twenty four months in arrears shall cease to be a member.

5.4 Cessation of Membership

- a) Any member who wishes to resign should do so in writing, by electronic medium or otherwise to the Honorary Secretary. Resignations shall not affect liability for payment of any overdue subscriptions. Anyone whose membership has ceased due to non payment of subscription or for any other reason may apply for re-admission. Such application shall be dealt with as if it were a new membership application; however, broken membership periods will be accumulated to determine long-service awards.
- b) Membership terminated in the following way:
 - i. If, for any reason whatsoever, the Executive is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Executive may give written notice of this to the Member (“the Executive’s Notice”). The Executive’s Notice must:
 - Explain how the Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society;
 - State what the Member must do in order to remedy the situation; or state that the Member must write to the Executive giving reasons why the Executive should not terminate the Member’s Membership.
 - State that if, within 14 days of the Member receiving the Executive’s Notice, the Executive is not satisfied, the Executive may in its absolute discretion immediately terminate the Member’s Membership.
 - State that if the Executive terminates the Member’s Membership, the Member may appeal to the Society.
 - ii. Fourteen days after the Member received the Executive’s Notice, the Executive may in its absolute discretion by majority vote terminate the Member’s Membership by giving the Member written notice (“Termination Notice”), which takes immediate effect. The Termination Notice must state that the Member may appeal to the Society at the next Meeting by giving written notice to the Secretary (“Member’s Notice”) within 14 days of the Member’s receipt of the Termination Notice.
 - iii. If the Member gives the Member’s Notice to the Secretary, the Member will have the right to be fairly heard at a Society Meeting held within the following 28 days. If the Member chooses, the Member may provide the Secretary with a written explanation of the events as the Member sees them (“the Member’s Explanation”), and the Member may require the Secretary to give the Member’s Explanation to every other Member within 7 days of the Secretary receiving the Member’s Explanation. If the Member is not

satisfied that the other Society Members have had sufficient time to consider the Member's Explanation, the Member may defer his or her right to be heard until the following Society Meeting.

- iv. When the Member is heard at a Society Meeting, the Society may question the Member and the Executive Members.
- v. The Society shall then by majority vote decide whether to let the termination stand, or whether to reinstate the Member. The Society's decision will be final.

6. EXECUTIVE COMMITTEE AND OFFICERS

The Society shall be governed by an Executive Committee (hereinafter called the Executive) comprising the President, either the Vice President and / or the Immediate Past President, and at least four other representatives of the Society that may comprise of the Convention Convenor, Magazine Editor, Education Officer, Membership Convenor, Professional Grading Convenor, Awards Convenor or other roles as may be appointed from time-to-time. The total number of the members on the Executive shall be the number determined by the Executive as necessary for the effective running of the Society. All members of the Executive shall maintain a current financial membership status, unless a Life Member or a Servant of the Society.

- a) The President and Vice President are to be elected by a process of nomination and vote of the Executive. Nominations shall be sought from existing or past members of the Executive.
- b) The President shall hold office for two years after which they may retire or may be eligible for a second 2 year term, after which they must retire. They should indicate their intent of a second term after their first year in office and put themselves up for ratification by the Executive at the completion of their second year. In exceptional circumstances if no successor is available a retiring President may be asked by the Executive to continue in office for a term of up to one year during which time a suitable success must be installed as soon as practicable.
- c) The office of Immediate Past President is to be filled by the retiring President and is for a term of the current President.
- d) The Vice President shall be elected at least 12 months prior to taking up office of President.
- e) Other members of the Executive shall be elected by the Members of the Society at a duly convened Annual General Meeting or Special General Meeting. These members of the Executive shall serve for a term of two years at which time they are eligible for re-election.
- f) The Executive has the power to contract paid third party professionals to perform roles that require specialist knowledge or skills. Any contracted appointed professional or organisation shall report to the President.
- g) The Executive shall have the power to co-opt additional members for such roles as may be deemed necessary. Co-opted Members shall have full voting rights. These

co-opted members must have their appointment ratified by the Members of the Society at the next duly convened Annual General Meeting or Special General Meeting.

- h) Election of the Executive, other than the Presidential Positions, shall be by a majority vote of Society members present at a duly convened Annual General Meeting or Special General Meeting. Any current duly paid up, honorary or Life member of the Society is eligible for election to the Executive.
- i) Nomination and second for election to the Executive can be given in writing to the Society prior to the Annual General Meeting or Special General Meeting or can be made on the night of the Annual General Meeting or Special General Meeting. Any member nominated and seconded for election to the Executive must have given their unambiguous consent to their nomination.

7. REMOVAL OF OFFICERS AND VACANCIES

- a) Any members of the Executive or any other officer of the Society may be removed from office by the vote of a Special meeting of the Society called to consider such removal.
- b) Any office vacated from any cause whatever may be filled by the Executive and any person so appointed shall hold office only for the unexpired period of his or her predecessor's original term of office. He or she shall be eligible for re-election.
- c) A committee member will be disqualified if he/she:
 - Is an undischarged bankrupt;
 - Is prohibited from being an officer of an Incorporated Society under the Act;
 - Is prohibited from being a director or taking part in management of an Incorporated or unincorporated body under the Companies Act, the Securities Act, the Securities Markets Act, or the Takeovers Act;
 - Is subject to a property order under the Protection of Personal and Property Rights Act 1988; or
 - Does not comply with any qualifications for officers in the society's constitution.

8. BRANCHES OF THE SOCIETY

- a) The Society shall have the power to establish Branches in any region in New Zealand where the aims and objectives of the Society could be furthered or its activities generally facilitated by the establishment of such a Branch.
- b) All Branches must operate within the overall objects of and within the Constitution and Rules of the Society, and each Branch shall be responsible to the Society.

9. DUTIES OF EXECUTIVE COMMITTEE OFFICERS

- a) The Treasurer shall attend all Executive meetings and make levies upon Members as decided by General Meetings. He or she shall receive all monies due to the Society from levies or from any other source and pay the same into a bank account in the name of the Society. He or she shall keep a true and correct account of the income and expenditure of the Society; prepare annually (or at such other times as the Executive may require) a balance sheet for submission to the auditor; recover all debts due to the Society and, carry out the instructions of the President and the expressed policy of the Society.
- b) The Secretary shall keep minutes of proceedings of the Executive and General Meetings and forward a copy thereof to the members of the Executive or members of the Society respectively.
- c) The Membership Convenor shall keep a register of members and update this in conjunction with the Treasurer so that relevant details of current financial members are recorded. When a member ceases to be such, the member's record will be designated accordingly.
- d) The Awards Convenor shall prepare and coordinate such awards as bestowed by the Executive. Awards may include Honorary Life Membership, Commendation, Merit, 25 year and 50 year awards or any other honour as may be deemed appropriate by the Executive.
- e) The Professional Grading Convenor, or their deputy, who shall be a Fellow in the Technology of Surface Coatings (FTSC), will promote and process applications for Professional Grading in accordance with the rules laid down by the Oil & Colour Chemists Association, UK, or the appointed International Professional Grading body for SCANZ.

10. DUTIES OF PRESIDENT AND VICE PRESIDENT

- a) The duties of the President shall be to preside at all meetings of the Society and to report upon all transactions and negotiations affecting the work of the Society.
- b) He or she shall have a deliberative vote and, if necessary, a casting vote at all meetings.
- c) The duties of the Vice President and the Immediate Past President shall be to assist the President and in the absence of the President, he or she shall exercise the powers and duties of the President.
- d) In the event of the death, severe incapacitation or resignation of the President, the Vice President shall automatically assume the office of President and shall hold this office until a new President is elected at the next Annual General Meeting. The Vice President shall be eligible for election. If a Vice President has not been elected as per section 6d), then the Immediate Past President shall resume the position of President until a new President is elected at the next Annual General Meeting.

11. MEETINGS

- a) The Annual General Meeting of the Society shall be held at such time and place as the President or any General Meeting may determine but not later than 30th June each year.
- b) Special General Meetings shall be held by agreement of the Executive when necessary. A Special General Meeting shall be called by the President or Secretary on receipt of a written request from any three current financial Members.
- c) Twelve Members, financial for the current financial year of the Society, shall form a quorum at a General Meeting. If there is not a quorum within fifteen minutes of the start of the meeting, those present may proceed to dispose of business notified on the Agenda, subject to ratification of that business at the next succeeding General Meeting.
- d) Except in exceptional circumstances, at least 14 days notice of General Meetings shall be given to Members.
- e) Executive Meetings shall be called by the President as and when deemed necessary.
- f) At Executive meetings, a quorum shall exist when at least five Executive Members are present, providing that at least two of these are elected members of the Executive. If there is not a quorum within fifteen minutes of the start of the meeting, those present may proceed to dispose of business notified on the Agenda, subject to ratification of that business at the next succeeding Executive meeting, or ratified electronically by those members unable to attend as soon after the meeting as practicable.
- g) Every Member of the Executive attending properly summoned Executive meetings shall be entitled to receive, if not resident in the town where the meeting is held, actual and reasonable expenses.

12. VOTING

- a) At Executive and General Meetings, voting shall be by show of hands unless a secret poll is requested.
- b) Decisions shall be determined by a simple majority unless the meeting is voting to alter the Constitution and Rules, in which case clause 19 of these rules shall apply.
- c) Where a ballot is taken, only those Members who are financial for the current financial year of the Society shall be entitled to vote.
- d) The President or Executive member duly appointed to chair the meeting is entitled to a second or casting vote in the event of a tied vote.
- e) Where any financial Member is unable to attend any session of a General meeting he or she may leave a proxy in writing with a member of the Executive to cover such period of absence.
- f) A resolution in writing signed by all members of the Executive available and entitled to vote (provided that the requirements of a quorum have been met) shall be as valid and effective as if it had been passed at a duly called and constituted Executive meeting.

- g) Other members or associated parties may be invited as presenters or observers to meetings but will not be eligible to vote.

13. FINANCIAL YEAR

The financial year of the Society shall close on 31 December each year.

14. SUBSCRIPTIONS AND LEVIES

- a) In the event of expenditure being incurred or decided upon in any year in connection with carrying out the objects of the Society, a subscription or levy may be made to meet such expenditure.
- b) The Executive is authorised to set annual subscription levies, provided that such levies be confirmed (or adjusted as necessary) at the next succeeding Annual or Special General Meeting of Society Members.

15. BANK ACCOUNT, CHEQUES AND RECEIPTS

A bank account in the name of the Society shall be operated at a bank to be decided by the Executive and shall be operated by joint signatories appointed by the Executive. The Treasurer or his or her nominee, shall endorse all cheques and other negotiable instruments payable to the Society, and issue receipts.

Where electronic payments are made, authorization must be made by either two members of the Executive, or one member of the Executive and the Treasurer. Where a payment is being made to an Executive Member or Treasurer, that person cannot authorise that payment.

16. CONTROL OF FUNDS AND POWERS TO BORROW

- a) The Society may provide reasonable remuneration and make payment of expenses to its officers and/or members, but no members may receive any pecuniary gain from the Society during its operation or upon winding up.
- b) The Society may provide money to or accept money from any organisation in order to achieve the Objects of the Society as deemed appropriate by the Executive, except as outlined in 17 f).
- c) The Society may sell, purchase, hire or otherwise acquire or dispose of property as the Executive decides appropriate to achieve the Objects of the Society.
- d) The Society may borrow or otherwise raise money to achieve the Objects of the Society.
- e) The Society may invest money not immediately required for its purposes with a secure registered banking institution governed by New Zealand regulations.
- f) The Society shall not provide money to, or align itself with any trade union, political party or their representative agents or bodies.

- g) Any income, benefit or advantage shall be applied to the objectives of the organisation. No member of the organisation or any person associated with a member, shall participate in or materially influence any decision made by the organisation, in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value). And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

17. AUDITOR

The Auditor shall be appointed annually by the Annual General Meeting of the Society.

18. ALTERATION OF CONSTITUTION OBJECTS AND RULES

- a) Any alterations, amendments or addition to these Rules shall be made at an Annual or a Special General Meeting. Suggested alterations, amendments or additions shall be notified to the members at least 14 days in advance of that meeting.
- b) No alteration shall be made unless a vote, including proxy votes in writing, show a majority of at least two thirds of members present from the total of those who attend the meeting in person and those who vote by proxy.
- c) No addition to or alteration of the non profit aims, personal benefit clause or the winding up clause shall be made which affect the tax exempt status. The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

19. WINDING UP

- a) Any resolution to wind up the Society must be carried by a majority vote of Members, in accordance with Rule 12, at a General Meeting specially called to consider the matter.
- b) Upon passing of such resolution the General Meeting shall appoint a liquidator to conduct such winding up process.
- c) If upon the winding up or dissolution of the Society and the settlement of all liabilities there remain any assets, these shall not be paid or distributed among members of the Society but shall be distributed to such organisations in New Zealand having charitable objects similar to the Objects of the Society for the advancement of science or technology.

20. DATE OF EFFECT

This Constitution is deemed to take effect on the sixteenth day of March, two thousand and sixteen.

The Constitution adopted on the twenty-sixth day of March, two thousand and fourteen is repealed.

Signed and Approved By:

Signature:

Name

Position

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