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# Rules of Steel Construction New Zealand Incorporated

## 1. NAME AND ORGANISATION

The name of the Society is Steel Construction New Zealand Incorporated (“SCNZ”).

## 2. DEFINITIONS

“Act”	means the Incorporated Societies Act 1908.
“Annual Period”	means a period of twelve months commencing on 01 July and ending on 30 June in each and every year
“Code of Conduct”	means the Code of Conduct for Members of SCNZ as annexed to the Rules. ( <a href="#">Appendix A</a> )
“Council”	means the Executive Council of the Society.
“Councillor”	means a member of the Executive Council
“Fabricated Structural Steel Sections”	means Structural Steel sections that have been cut and assembled by welding or bolting to a set design, but excluding unfabricated lengths of welded hollow sections and unfabricated lengths of welded beams.
“Financial Period”	means such period as the Council shall from time to time decided for which accounts of the Society are made up.
“Firm”	means sole trader, partnership or unincorporated association or society.
“General Meeting”	means an Annual General Meeting or a Special General Meeting of the Society.
“HERA”	means New Zealand Heavy Engineering Research Association Inc.
“Imported Fabricated Structural Steel Sections”	means Fabricated Structural Steel Sections that have been fabricated overseas and subsequently imported.

“Industry”	means firms, partnerships, companies and incorporated societies within as a whole or any constituent part of it engaged in the manufacturing of steel, its procurement and distribution, design, detailing, fabrication (including site fabrication) and erection from steel of constructional work (such as, but not limited to, bridge work, structural work and plate work) of all descriptions up to and including complete structures and also including the fabrication or finishing of all work associated with it.
“in writing” and “written”	include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.
“Manager”	means the individual elected to perform the duties of General Manager of the Society.
“Member”	means a Full, Associate, Professional, Honorary or Affiliate member of SCNZ and includes a body corporate.
“Month”	means calendar month.
“Notice”	includes all written communications to Members.
“Office”	means the registered office of the Society.
“Representative”	means the individual who represents a particular Member.
“Secretary”	means any person elected to perform the duties of the Secretary of the Society, whether temporarily or otherwise.
“Society”	means SCNZ
“SFC”	means the Steel Fabrication Certification scheme: An industry quality assurance programme for steel constructors that provides independent expert assessment of compliance with the AS/NZS 5131 construction category requirements.
“Structural Steel”	means steel material of various shapes and grades used in construction applications, including unfabricated lengths of welded hollow sections and unfabricated lengths of welded beams. This is the raw material from which Fabricated Structural Steel Sections are manufactured.
“Year”	means the Annual Period.

Words which have a special meaning assigned to them in the Act have the same meaning in these Rules unless otherwise defined in these presents.

Words importing the singular number include the plural and the converse applies.

Words importing males include females.

Words importing corporations include persons.

### 3. OBJECTS

SCNZ is established with the following objects:

- a) To promote awareness of steel materials and steel construction applications (“the Steel Applications”) within the construction and building sector in New Zealand (“the Construction and Building Sector”) and to encourage their use in building and construction.
- b) To foster the development and promotion of excellence in the execution and delivery of steel construction solutions to the Construction and Building Sector and the wide public.
- c) To encourage and facilitate training and career development of people working and operating businesses in the Industry.
- d) To provide liaison, by consultation or discussion or otherwise, within the Industry on matters of general policy affecting the sector as a whole or any constituent part of it and to negotiate, promote and co-ordinate such policies for or affecting the sector in all or any of its branches.
- e) To promote and assist the efficiency of the Industry, to increase its usefulness to the community, and to foster the local and export trade of the Industry.
- f) To promote and assist the development of new uses of steel for construction purposes and the expansion of existing Steel Applications.
- g) To undertake and sponsor research, and other scientific work and experiments, in order to further the use of steel for constructional purposes, and to improve techniques used by the Industry.
- h) To develop and maintain of codes of practice, standards, specifications, registration procedures and qualification registers applicable to steel construction.
- i) To collect, prepare and publish general, technical and statistical information relating to the Industry; and to maintain a technical advisory service.
- j) To represent as its official liaison and advisory body the interests of the Industry as a whole or any constituent part thereof in dealings with the Governments of New Zealand, the British Commonwealth, and foreign countries with trade organisations and all other bodies on matters relating to and affecting the Industry or any constituent part thereof including therein the representation of the Industry within any other organisation.
- k) To establish funds and to receive subscriptions thereto from persons, whether Members or not of the Society, subscribing or guaranteeing sums of money or credits for the purposes of carrying out any of the objectives of the Society.
- l) To organise and finance exhibitions and adopt any other methods for practical demonstration of steel or other metals for constructional purposes to users and potential users.
- m) To create, administer and support or to assist in the creation, administration and support of bursaries, chairs, exhibitions, fellowships, lectureships, prizes and scholarships tenable at any school, polytechnic, university or other place of learning or otherwise.
- n) To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings and films treating of or bearing upon the Industry or any constituent part of it and to establish, form and maintain libraries and collections of literature, statistics, scientific data and other information relating to the

Industry or any constituent part thereof or to matters of interest to the Members thereof, and to translate, compile, collect, publish, lend and sell, and endeavour to secure, or contribute to the translation, compilation, collection and publication, by Parliament, Government Departments and other bodies or persons, of any such literature, statistics, information, and to disseminate the same by means of the reading of papers, delivery of lectures, exhibition of films, giving of advice, the appointment of advisory offices or otherwise.

- o) To establish, maintain, control and manage branches of the Society in New Zealand as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve and modify the same.
- p) To promote and incorporate or join in the promotion and incorporation of any incorporated society for the purpose of carrying out any object or exercising any power which the Society itself could carry out or exercise, and to subscribe for, take, purchase or otherwise acquire and hold assets or other interests in or securities of any such incorporated society and to lend money to any such incorporated society on such terms as may be thought fit.
- q) To undertake and execute any trusts, which may be conducive to any of the objects of the Society.
- r) Subject to the Act, to borrow or raise any money that may be required by the Society upon such terms as may be deemed favourable to the Society, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Society, or by mortgage or charge of all or any part of the property of the Society and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- s) Subject to the Act, to invest or otherwise deal with the moneys of the Society not immediately required in such manner as the Society may from time to time determine.
- t) Subject to the Act, to purchase, take on lease or otherwise acquire, develop and maintain any property, and in particular any land and buildings, necessary or convenient for the purposes of the Society.
- u) To pay all expenses, preliminary or incidental, to the formation of the Society and its registration.
- v) To do all such other lawful things as may be incidental to or conducive to the attainment of the objects herein or any of them including any form of co-operation or amalgamation with any other society which has objects similar to or compatible with those of the Society.
- w) To carry out any of the above-mentioned activities and to do all or any of the above-mentioned things whether affecting the whole of the Industry or merely one or more particular parts or sections of the Industry or any particular Member or group of Members of the Society, and, in the case of work not affecting the whole of the Industry, to make such arrangements as to special payment by such particular sections or Members or groups of Members as, in the opinion of the Council, may be expedient.
- x) To take over the assets (including intellectual property, publications and software) and benefits and assume the liabilities and obligations of the unincorporated associations and organisations previously under trusteeship of HERA, known as:

Steel Construction Industry-New Zealand  
Steel Structures Analysis Service

## Steel Construction New Zealand

so far as such assets, benefits, liabilities and obligations may lawfully be taken over and assumed by the Society.

Provided also that in case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.

Provided also that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its Members or others any regulation, restriction, or condition which, if an objective of the Society, would make it a trade union.

### 4. MEMBERSHIP

- a) Membership of the Society (SCNZ) shall comprise individuals, firms and corporations involved in or associated with the activities of the Industry in New Zealand or who/which support the objectives of SCNZ.
- b) Membership is available by written application to SCNZ and is subject to acceptance by the Council.
- c) Membership may be applied for under one of the membership categories as listed in Rule 5 herein.
- d) There may be five categories of members of the Society, namely: Full Members, Associate Members, Professional Members, Honorary Members and Affiliate Members.

### 5. QUALIFICATIONS OF MEMBERS

#### 5.1 Full Member

- a) *Certified Steel Constructors* – Any one or more persons, firms or corporations at the time engaged in New Zealand based fabrication and erection of structural steelwork and certified under SFC to at least Construction Category 2, may be admitted to Full Membership of SCNZ, provided they comply with the following conditions:
  - i. That the Certified Steel Constructor's total tonnage of Imported Fabricated Structural Steel Sections is limited to 10% of the Certified Steel Constructor's yearly output (tonnage) provided that the Certified Steel Constructor will be deemed to comply with this condition if the Certified Steel Constructor has, as at 30 June each year, limited its total tonnage of Imported Fabricated Structural Steel Sections to a maximum average of 10% per year over previous two Annual Periods; and
  - ii. The Certified Steel Constructor completes and provides to SCNZ a written declaration in relation to each Annual Period, which states:
    - a. The total tonnage of all Imported Fabricated Structural Steel Sections supplied to the New Zealand market by the Certified Steel Constructor either as part of a joint venture or a subcontracting arrangement and including any supply made by an associated company (as defined in section YB2 of the Income Tax Act 2007 (or any replacement legislation));
    - b. The total tonnage of all Fabricated Structural Steel Sections outputted by the Certified Steel Constructor and subject to the SCNZ levy scheme;

- c. An undertaking to pay all applicable SCNZ levies on any materials, including Fabricated Structural Steel Sections and Structural Steel, that have not already been collected through the SCNZ levy scheme (A document outlining the SCNZ levy scheme is available upon request and may be varied from time to time);
  - d. That Imported Fabricated Structural Steel sections do not exceed 10% of the Certified Steel Constructor's yearly output (tonnage) in accordance with the requirements of Rule 5.1(a)(i); and
  - e. That the Certified Steel Constructor meets all requirements to qualify for membership as a Full Member.
- iii. That the Certified Steel Constructor must make available to SCNZ on demand clear and complete records which show the tonnage of all Fabricated Structural Steel Sections, including Imported Fabricated Structural Steel Sections, for any specified period.
- b) *Steel Distributors* – Any one or more persons, firms or corporations with distribution facilities in New Zealand engaged in the distribution of Structural Steel used in the fabrication of structural steelwork may be admitted to Full Membership of SCNZ, provided that they are independently audited to comply with the SCNZ Structural Steel Distributor Charter.
- c) *Steel Producers* – Any one or more persons, firms or corporations with registered offices or production facilities in New Zealand, or be a participating company in the SCNZ voluntary levy scheme, and be engaged in the production and supply of steel plates or hot rolled or welded shapes used in the fabrication of structural steelwork, may be admitted to Full Membership in the Society.

## 5.2 Associate Member

- a) *Steel Detailer*- Any one or more persons, firms or corporations at the time having business premises and engaging in the detailing of structural steelwork in New Zealand may be admitted to Associate Membership of SCNZ.
- b) *Steel Erectors*- Any one or more persons, firms or corporations at the time having business premises and engaged in the erection of structural steelwork in New Zealand may be admitted to Associate Membership of SCNZ.
- c) *Steel Deckers*- Any one or more persons, firms or corporations at the time having premises and engaged in the supply or installation of steel flooring systems in New Zealand may be admitted to Associate Membership of SCNZ.
- b) *Non-Certified Fabricators* – Any one or more persons, firms or corporations at the time engaged in New Zealand based fabrication and erection of structural steelwork but not certified under SFC to at least Construction Category 2 and so not eligible for Full Membership of SCNZ. Eligibility for membership as a Non-Certified Fabricator is subject to compliance with the following conditions:
- i. That the Non-Certified Fabricator's total tonnage of Imported Fabricated Structural Steel Sections is limited to 10% of the Non-Certified Fabricator's yearly output (tonnage) provided that the Non-Certified Fabricator will be deemed to comply with this condition if the Non-Certified Fabricator has, as at 30 June each year, limited its total tonnage of Imported Fabricated Structural Steel Sections to a maximum average of 10% per year over previous two Annual Periods; and

- ii. The Non-Certified Fabricator completes and provides to SCNZ a written declaration in relation to each Annual Period, which states:
  - a. The total tonnage of all Imported Fabricated Structural Steel Sections supplied to the New Zealand market by the Non-Certified Fabricator either as part of a joint venture or subcontracting arrangement or associated company;
  - b. The total tonnage of all Fabricated Structural Steel Sections outputted by the Non-Certified Fabricator and subject to the SCNZ levy scheme;
  - c. An undertaking to pay all applicable SCNZ levies on any materials, including Fabricated Structural Steel Sections and Structural Steel, that have not already been collected through the SCNZ levy scheme (A document outlining the SCNZ levy scheme is available upon request and may be varied from time to time);
  - d. That imported Fabricated Structural Steel Sections do not exceed 10% of the Non-Certified Fabricator's yearly output (tonnage) in accordance with the requirements of Rule 5.2 (d)(i); and
  - e. That the Non-Certified Fabricator meets all requirements to qualify for membership as a Non-Certified Fabricator Member.
- iii. That the Non-Certified Fabricator must make available to SCNZ on demand clear and complete records which show the tonnage of all Fabricated Structural Steel Sections, including Imported Fabricated Structural Steel Sections, for any specified period.

### 5.3 Professional Member

- a) *Engineer, Architect or Quantity Surveyor*- Any person or corporation who at the time shall be engaged in practice as an architect, engineer, or quantity surveyor or who shall be engaged in teaching either of these professions in a recognised tertiary training institution or university shall be eligible to be admitted as a Professional Member of SCNZ, provided that any firm making an application for Professional Membership shall have as one or more of its principals an individual engaged in practice as an architect, engineer or quantity surveyor.
- b) *Students* - Any student enrolled in a recognised tertiary training or university in New Zealand and enrolled in steel design, structural quantity surveying or architectural coursework shall be eligible to be admitted as a Professional Member of the SCNZ in the manner hereinafter provided in Rule 6 herein. This student membership is valid for a two year period.

### 5.4 Affiliate Member

- a) The Council is authorised to create Affiliate Memberships, in addition to those defined in Rules 5.4(b) and 5.4(c), of such nature as it shall deem necessary or advisable. Affiliate Memberships shall have only such rights and benefits as a specifically authorised by the Council and shall have no rights to vote on matters affecting SCNZ, nor to any general benefits reserved to Full Members or other SCNZ Membership categories.
- b) *General Affiliate* – shall include any person or corporation engaged in practice as a: construction manager; general contractor; building compliance official; supplier of bolts, light-gauge steelwork, Structural Steel, hot-rolled plate, plate processing, paint, welding,

consumables, software, machinery and plant used in steel construction; related industry associations and societies in New Zealand or overseas.

- c) *International Steel Supplier*- shall include any steel producer or distributor engaged in the supply of steel plate and sections to New Zealand who doesn't otherwise qualify under Rule 5.1(b) or 5.1(c).

#### 5.5 Honorary Member

Any one or more persons may be admitted to Honorary Membership in SCNZ at the discretion of the Council.

#### 5.6 Interim Membership Status

- a) Notwithstanding the requirement to be certified under SFC to at least Construction Category 2 under rule 5.1(a), existing Full Members who do not have such certification may continue as Full Members as "Steel Constructors" until 15 September 2020. If such Full Members are not certified under SFC to at least Construction Category 2 by 5pm on 15 September 2020, then such Full Members will automatically become "Non-Certified Fabricator" Full Members.
- b) Notwithstanding the requirement to be independently audited to comply with the SCNZ Structural Steel Distributor Charter under rule 5.1(b), existing Full Members who are Steel Distributors who have not been so independently audited may continue as Full Members under the membership type of "Steel Distributors" until 15 September 2020. If such Full Members are not independently audited to comply with the SCNZ Structural Steel Distributor Charter by 5pm on 15 September 2020, then such Full Members will automatically become "General Affiliate" Affiliate Members.

### 6. ADMISSION TO MEMBERSHIP

- a) All nominations for Full Membership or for Associate Membership shall be made in writing and addressed to SCNZ in accordance with such rules as may be from time to time established by SCNZ. If a duly qualified candidate shall have been approved by SCNZ, he or she may be admitted to either Full Membership or Associate Membership at any meeting of the Council, a quorum being present, by a resolution or resolutions adopted by the affirmative vote of a majority of the Councillors present at such meeting.
- b) All nominations for Professional or Affiliate Membership shall be made in writing and addressed to SCNZ in accordance with such rules as may be from time to time established by SCNZ. If such candidate shall have been approved by SCNZ, he or she may be admitted to Professional or Affiliate Membership at any regular or special meeting of the Council, a quorum being present, by a resolution or resolutions adopted by the affirmative vote of a majority of the Councillors present at such meeting.
- c) All nominations for Honorary Membership shall be presented to the Council either verbally or in writing. If such candidate shall have been approved by a resolution adopted by the affirmative vote of a majority of the Councillors present at a regular or special meeting of the Council, a quorum being present, he or she may be admitted to Honorary Membership at any Annual Meeting of the members of SCNZ, a quorum being present, by a resolution or resolutions adopted by the affirmative vote of a majority of the Members present, in person or by proxy, at such meeting.
- e) All applications for either Full Membership, Associate Membership, Professional Membership or Affiliate Membership in SCNZ include an agreement that such person, firm or corporation, if elected to either Full Membership, Associate Membership, Professional Membership or Affiliate Membership in SCNZ, will at all times during the period in which he or she shall remain such a member abide by the Rules of

Incorporation, the Code of Conduct and all lawful resolutions at any time or from time to time adopted by the Members of SCNZ or by its Council, and which, for the time being, shall be in force and of effect with respect to such Member.

- f) Persons or firms seeking membership in SCNZ must apply for the most appropriate membership category applicable to their activities for which they are eligible.
- g) Promptly upon the adoption of any resolution or resolutions admitting any person, firm or corporation to any one of the four classes of membership in SCNZ, the Secretary shall notify such person, firm or corporation by mail or electronic notification of his or her admission to membership in SCNZ.
- h) Upon the adoption by the Council of a resolution or resolutions electing an applicant to either Full Membership, Associate Membership, Professional Membership, Honorary Membership or Affiliate Membership in SCNZ, such applicant shall be and remain a member of the class to which he or she shall have been elected during the period of time that such member shall maintain the same qualifications as those required for his or her election as a new member of the class to which he or she shall have been elected or until such membership shall have been terminated or suspended as provided in these Rules.
- i) The Council shall have power to approve or reject any application for membership, according to the membership classifications and criteria above, and to rule on the admissibility of any membership application in the event of any dispute.

## **7. REPRESENTATIVES OF MEMBERS**

### **7.1 Representatives of Corporations**

Every Member that is a corporation shall, by notice in writing delivered to SCNZ, nominate a person to act as its representative, and that person shall be entitled to generally exercise all rights of membership on behalf of the Member. A Member may from time, by notice in writing delivered to SCNZ, revoke the nomination of such representative and nominate another representative in his or her place.

### **7.2 Representatives of Sole Traders, Partnerships and Unincorporated Associations**

- a) If any Firm, being a sole trader, partnership or unincorporated association, should desire to become a Member of SCNZ, it shall nominate one of its members to act as its representative, apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every representative so applying for membership shall be subject to the same rules and regulations concerning admission and otherwise as any person not so nominated and shall, if admitted, be a Member of SCNZ and have the same rights and be subject to the same liabilities and obligations as any person not so nominated, subject however, to the provisions of Rule 7.2(b). The Firm shall deposit with SCNZ the nomination of such applicant for membership and shall give all information that may be reasonably required by the Council regarding such applicant.
- b) A Firm which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and, subject to the consent of SCNZ, nominate another representative in his place. Upon receipt by the Council of any such revocation, such member shall cease to be a Member of SCNZ and to act or be entitled or recognised as a representative of such Firm and any person nominated in his place shall, if duly approved by the Council, be and become a Member of SCNZ and the representative of such Firm in the place of the representative whose nomination has been revoked.

- c) All revocations and nominations mentioned in Rules 7.2.a and 7.2.b shall be in writing signed by at least two of the partners or executive officers (duly authorised in that behalf) of any such Firm but this stipulation may be waived in any particular case with the consent of the Council provided that the nomination or revocation shall (i) have been approved by a majority of the partners of any such Firm or by a meeting of the executive committee or other governing body of any such Firm, or (ii) be signed by at least two of the partners or executive officers (duly authorised in that behalf) of any such Firm. Each such Firm shall at the date of each nomination give to the Council in writing full particulars of the nature of the Firm and its places of business and of the names of each partner or member thereof and all such further particulars as the Council shall require. The Firm shall notify the Council of any change to its nature or place of business that may affect its qualification for membership.

## **8. RIGHTS OF MEMBERS**

- a) Subject to the provisions of Rule 8(b) the rights of a Member shall be personal and shall not be transferable and cease upon the Member failing to pay any amount payable by him to SCNZ within six months of its becoming due or such further period as the Council may allow or in any case on the Member ceasing to retain the qualifications on the ground of which the Member was admitted to membership in any of which cases the Member shall if the Council so decides cease to be a Member. Nothing herein contained shall prejudice the rights of SCNZ to claim payment of the full amount of any sums which the Member shall have undertaken to pay or prevent the Member from again becoming eligible for membership.
- b) The financial rights of a Member ceasing to retain the qualifications on the ground of which he was admitted to membership shall be transferred by the Council, immediately prior to removing him from membership, to any other Member which has acquired a controlling interest in the business carried on by the disqualified Member provided that all the outstanding liabilities of the disqualified Member to SCNZ shall have been discharged at the date of such transfer.

## **9. DUTIES OF MEMBERS**

Every Member of SCNZ shall be bound:

- a) To pay to SCNZ in respect of each financial period a levy at such rate and to be calculated in such manner as the Council may from time to time determine. Levies shall be payable at such time or times as the Council may determine and the Council may take such steps as it may think fit for collecting and enforcing payment of the same.
- b) To observe the provisions of these Rules of SCNZ and any by-laws, rules and regulations of SCNZ for the time being in force. In particular Members shall be required to observe the Code of Conduct and not do anything which shall bring SCNZ into disrepute.
- c) To pay and make good to SCNZ any loss or damage which SCNZ may sustain through any wilful act or default of such Member but only if such act or default shall be a breach of any provision of these Rules of SCNZ or of any by-law, rule or regulation of SCNZ.
- d) To treat and to require its employees to treat all information, obtained by virtue of membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of SCNZ without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Rule 13 to remove from SCNZ the Member concerned.

- e) Disputes between Members, Members and SCNZ and non-contractual disputes between Members and their clients shall be resolved in accordance with SCNZ's Rules for Dispute Resolution.

## **10. MEMBER VOTING**

- a) At each General meeting of SCNZ, each Full Member shall be entitled to cast one vote in a hand vote on any Resolution put to the meeting. Honorary Members of SCNZ shall be entitled to take part in any General Meeting of SCNZ, but shall not be entitled to vote thereat. Associate and Professional Members of SCNZ shall be entitled to attend any General meeting of SCNZ, but shall not be entitled to vote thereat. Affiliate Members shall be entitled upon invitation of the Council to attend any General meeting of SCNZ but shall not be entitled to vote thereat.
- d) At a General meeting all matters may be decided except the election of Councillors and those other matters requiring legally and procedurally correct decision making. Matters put as a motion at a General Meeting may be decided by the affirmative vote of the majority of the Full Members present in person, or by proxy, or by poll in accordance with Rule 11.3.
- c) Any Full Member may, in writing filed with the Secretary, appoint a proxy to act for such Full Member as and to the extent therein provided.

## **11. MEMBER POLLING**

- 11.1 All Full, Associate and Professional members have polling rights relevant to their membership category as follows:
- a) Full Members – are entitled to one vote each by poll on any motion at a General meeting of SCNZ and are entitled to one vote each for every electable Council position available when voting for the election of the Council.
- b) Associate Members- are entitled to one vote each by poll for each electable Council position available for Associate Member representatives when voting for the election of the Council.
- c) Professional Members- are entitled to one vote each by poll for each electable Council position available for Professional Member representatives when voting for the election of the Council.
- 11.2 Honorary and Affiliate Members have no polling rights.
- 11.3 Upon demand by any Full Member of SCNZ present in person or by proxy at any General meeting for a vote by polling upon any motion, such vote by polling shall immediately be taken.
- 11.4 Each ballot submitted in a poll shall be signed by the Member or their proxy in whose behalf the vote shall be cast.
- 11.5 At all polls undertaken at General meetings, the Full Members present in person or by proxy at the meeting at which the election shall be held, a quorum being present, shall by a vote of a majority of such Full Members present as aforesaid, elect two inspectors of the poll. Before entering upon their duties as such inspectors of the poll they shall take and subscribe an oath or affirmation faithfully to execute the duties of inspector of the poll at such meeting with strict impartiality and according to the best of their ability. They shall then take charge of the polls and after the balloting shall make a certificate of the vote taken. Such inspectors of the poll shall

determine all questions which shall arise at such meeting in respect of the poll, including questions as to who are Full Members of SCNZ present in person or by proxy and entitled to vote thereat.

- 11.6 For polls for the election of the Executive Council inspectors of the poll shall not be a candidate for the office of Councillor. Such inspectors of the poll shall determine all questions which shall arise in respect of the election, including questions as to who are Full, Associate and Professional Members of SCNZ entitled to vote at the Full Members Meeting in which an election poll is conducted or by postal vote if the poll is conducted that way.
- 11.7 At all polls undertaken by postal ballot, the Council shall elect two inspectors of the poll. Before entering upon their duties as such inspectors of the poll they shall take and subscribe an oath or affirmation faithfully to execute the duties of inspector of the poll with strict impartiality and according to the best of their ability. They shall then take charge of the poll and after the balloting shall make a certificate of the vote taken to be presented to the Annual General Meeting.

## **12. RESIGNATION OF MEMBERS**

A Member may resign from SCNZ at the end of any financial period by giving not less than six months' previous notice in writing to the Secretary. The Council shall have the power to agree to a shorter period of notice on being satisfied that the circumstances of any particular case justify it and provided further that no such notice period as aforesaid may be given by a Member, unless such Member shall have been a Member of SCNZ for not less than twelve months.

## **13. CESSATION OF MEMBERSHIP**

- 13.1 A Member ceasing to be a Member pursuant to Rules 12 or 13 shall forthwith forfeit all benefits and interests in the funds of SCNZ but shall remain liable for all levies and other sums payable by him in respect of any period ending on or before the date of cessation of membership.
- 13.2 The membership of any Member may be terminated or suspended by the Council:
- a) If such Member shall die or become bankrupt or assign his estate for the benefit of his creditors or in the case of a company shall go into liquidation except a voluntary liquidation for the purposes of reconstruction, or receivership, or in the case of an incorporated society shall be wound up or cease to function;
  - b) If the Member is no longer qualified for membership of SCNZ;
  - c) If such Member shall make default for a period of six calendar months in the payment of any subscription or membership fee or part thereof, or in the discharge of any other obligation due by the Member to SCNZ;
  - d) If the Council is satisfied that the continued membership of such Member is not in the interests of SCNZ, provided that before exercising its power under this rule the Council shall have given the Member the opportunity if the Member so desires to submit comments to the Council in writing or at the Member's discretion to appear before and be heard by the Council.
- 13.3 A Member ceasing for any reason to be a Member shall remain liable to SCNZ for any fees, subscriptions, levies or other monies which may have become due prior to the cessation of membership.

- 13.4 Each Member who has ceased to be a Member for any reason (except misconduct, significant breach, conviction, mental illness or any other reason significant enough to warrant an investigation by the Council) may apply for re-admission and the Council may approve such re-admission under such conditions as it deems necessary to impose.

#### **14. MEMBERSHIP SUBSCRIPTIONS AND LEVIES**

- 14.1 In determining the amount of the subscriptions and levies to be paid by Members, consideration shall be given to the funds of SCNZ, the amount of its expenses for any future period and the establishment or maintenance of any reserve that may be deemed advisable.
- 14.2 The levies to be payable by the Full Members of SCNZ, and the times and manner in which such levies shall be paid, shall be as determined by resolution of the Members at any General meeting of SCNZ called for such purpose. No such resolution or resolutions shall provide for the payment of levies by any Honorary Member. In case the Members at any General meeting fail to adopt such resolution or resolutions, then the resolution or resolutions in effect for the period prior to or including the date of such meeting shall continue in effect until such time as shall be designated in a subsequent resolution or resolutions adopted by the Members of SCNZ.
- 14.3 The subscriptions to be payable by Associate, Professional and Affiliate Members of SCNZ may be determined by resolution of the Council of SCNZ.
- 14.4 The Council may, from time to time, adopt a resolution or resolutions fixing the amount of and the times and manner of payment of an initiation fee or fees to be paid by such persons, firms, or corporations as shall be elected to membership in SCNZ during the effective period of such resolution or resolutions; provided, however, that no such resolution or resolutions shall provide for the payment of an initiation fee by an Honorary Member.

#### **15. EXECUTIVE COUNCIL OF THE SOCIETY**

- 15.1 The Executive Council of SCNZ shall consist of a minimum of seven persons. Up to eleven positions are available by election.
- 15.2 The Chairman and Vice Chairman shall have qualified as Full Members of SCNZ and shall be nominated in accordance with Rule 16.17 for affirmation by vote of the Members of SCNZ at the Annual General Meeting each year and shall hold office until the next Annual General Meeting when they shall be eligible for re-election. The Chairman and Vice Chairman shall take office immediately following the conclusion of the Annual General Meeting at which they are elected. Provided that no person who has held an office for two consecutive years shall be eligible for re-election to that office until the expiration of one full year after his retirement. The Immediate Past Chairman shall hold that office until the following Chairman shall retire.
- 15.3 The office of a Councillor shall be vacated:
- a) if he become bankrupt or suspends payment or compounds with his creditors;
  - b) if he is found lunatic or becomes of unsound mind;
  - c) if by notice in writing to the Council he resigns his office;
  - d) if he becomes prohibited from being a Councillor by reason of any order made under the Act;

- e) if he shall for more than six months have been absent without permission of the Council from meetings of the Council held during that period.

No persons shall be debarred from being a Councillor, or be required to vacate his office as such a member, by reason of his age.

## 16. ELECTION OF THE EXECUTIVE COUNCIL

- 16.1 In light of the importance placed by SCNZ on technical research and development and the historical relationship with HERA, one place on the Council will be available ex-officio for a HERA representative nominated by HERA and ratified by majority vote of the Council. This position shall be for a term not exceeding two years coincident with the Council elections and subsequent Annual General Meeting.

- 16.2 The Executive Council composition shall be as follows:

<u>Membership Category</u>	<u>Voted Positions</u>	<u>Ex Officio</u>	<u>Co-Opted Position</u>
Full Members:			2
Steel Constructors	3		
Steel Distributors	2		
Steel Producers	2		
Associate Members	1		
Professional Members	1		
HERA		1	

- 16.2A For the purpose of complementing portfolio coverage and satisfying local representation, the elected executive members may co-opt up to two additional members to the Executive. Co-option is to be by a vote of three-fourths (3/4) of the elected Council Members. The term of a co-opted member shall be one year. There shall be no limit to the number of terms a co-opted member may serve.
- 16.3 To ensure local representation, three places will be available on the Executive Council to be filled by one Steel Constructor member from each of the three Regional Fabricator Forums (Northern, Central and Southern).
- 16.4 Elected Members of the Council shall be elected for a two year period, with half of the elected Council retiring in any given year. Retirement shall be effective at the conclusion of the Council Meeting following the election. Those retiring in any given year shall be eligible for re-election provided that no person who has held a position on Council for six consecutive years shall be eligible for re-election until the completion of one full year after retirement from that position
- 16.5 Within one month of the end of the financial year, the Chairman shall invite from all Full, Associate and Professional members, nominations for members of the Council. Nominations shall close at the time stipulated on the nomination form, being not later than two months after the end of the financial year.
- 16.6 If no nominations are received within the time stipulated for position available for election, then that position will remain unfilled for that given year or until such time

as a nomination is accepted by majority vote of the Council at a Council meeting following the annual general meeting.

- 16.7 If the number of nominations received for positions available for election is less than or equal to the positions available, and the minimum requirements of clause 16.1 are satisfied, then no poll for election is required and the Chairman shall declare those duly nominated to be elected to the Council.
- 16.8 If the number of nominations received exceeds the number of vacancies, the Chairman shall order the Secretary to arrange a poll, for which purpose each Member shall be entitled to one vote for each Council position up for election, appropriate to the entitlements of their membership category as set out in section 11. The poll shall be conducted by postal ballot and shall be completed within a period of three (3) months from the end of the Annual Period. The members so elected shall take office upon the completion of the Annual General Meeting, following the election.
- 16.9 If two or more Members are tied for the same position on the Council, the Election Officer, witnessed by the Chairman, shall by the toss of a coin determine who gets the position.
- 16.10 Nominations shall be with the consent of the nominee as well as his or her Member company.
- 16.11 All Full, Associate and Professional members have nominating rights for Council members relevant to their membership category as follow:
  - a) Full Members – are entitled to nominate members of each relevant category for every Council position available in the election of the Council.
  - b) Associate Members- are entitled to nominate Associate members for each Council position available for Associate Member representatives in the election of the Council.
  - c) Professional Members- are entitled nominate Professional members for each Council position available for Professional Member representatives in the election of the Council.
- 16.12 Honorary and Affiliate Members have no nominating rights for Council members.
- 16.14 Where an elected Councillor ceases to be a representative of a Member his membership of the Council shall cease.
- 16.15 Any representative on the Council may resign by giving written notice to the Chairman. The Council shall appoint another representative of a Member to fill the vacancy, such representative to hold office for the remainder of the term of the Member the appointee replaces.
- 16.16 In the event of a Councillor being unable to attend any Council meeting the member may be represented thereat by a deputy, who shall have as a proxy all the powers vested in the Councillor whom he represents. No Councillor may be represented by a deputy at more than two consecutive meetings without written notification to the Council and the approval of the Council.
- 16.17 Following an election of the Executive Council the current Chairman shall invite the members of the Council elect to make nominations for Chairman and Vice Chairman for election by Members at the Annual General Meeting in accordance with Rule 15.2. Nominations shall close with the Secretary at the time stipulated on the nomination form, being no later than a week prior to the date of the Annual General Meeting.

## 17. REMOVAL OF EXECUTIVE COUNCIL MEMBERS

Any Councillor may be removed, either with or without cause, at any General meeting of SCNZ by the affirmative vote of all the Full Members of SCNZ who are present in person or by proxy.

## 18. EXECUTIVE COUNCIL MEETINGS

- 18.1 Meetings of the Executive Council shall be held at such time and place as the Chairman or Council may decide or at the request of two members of the Council; provided that the Council shall meet at least four times every year.
- 18.2 The Chairman shall cause notice of the time and place of every Council meeting and of the business to be transacted thereat (other than formal business) to be notified to every Councillor at a reasonable time beforehand having regard to the urgency of the case, but the accidental omission to give notice of a meeting to any Councillor shall not invalidate the proceedings at any Council meeting.
- 18.3 At every meeting of the Council the Chairman, if present, or in his absence the Vice Chairman, and in the absence of them both then a Councillor chosen by those present and by proxy, shall preside as Chairman of that meeting.
- 18.4 No business shall be transacted at any Council meeting unless there is a quorum. A quorum shall be at least 5 of the Councillors and proxies for the time being holding office as members of the Council.
- 18.5 All members of the Council, are entitled to vote at Council meetings.
- 18.6 The Council may exercise any of its powers notwithstanding that any appointments to its membership may not at any time have been made and notwithstanding any vacancy in the number of its members.
- 18.7 Questions arising at any Council meeting shall be decided by a majority of votes exercised by those entitled to vote. In the case of an equality of votes, the person presiding as Chairman may exercise a casting as well as a deliberative vote.
- 18.8 A resolution in writing signed in like form by all members of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly called and constituted.
- 18.9. A substitute Member of the appropriate category shall be entitled to attend any meeting of the Council at which the Councillor for whom he is the substitute is not personally present, but shall not otherwise have any of the powers and duties of a Councillor.
- 18.10 In the event that a Councillor is unable to be present at a meeting of the Council he may if he so wishes appoint another Councillor as proxy to vote in his place.

The instrument appointing a proxy shall be in such form as the Council shall from time to time agree and shall be deposited at the office or at such other place within New Zealand as is specified for that purpose in the notice convening the Meeting not less than twenty-four hours before the time 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.

- 18.11 For the purposes of these Rules, a Councillor attending and voting in the manner referred to in 18.10 above shall be deemed to be and shall be counted as being present and voting as the relevant member not present at that meeting of the Council as well as for himself. Where the number of members of the Council present is being counted for the purpose of determining a quorum, all valid instruments of proxy shall be counted as the member represented being present.

## **19. POWERS AND DUTIES OF THE EXECUTIVE COUNCIL**

In furtherance of SCNZ's objectives the following powers are conferred:

- 19.1 Subject to any applicable statutory requirements and the Rules of SCNZ, the Council has the power to govern the affairs of SCNZ: setting and reviewing policies, rules, budgets and programmes it may direct the Manager of SCNZ to pursue.
- 19.2 Subject to any applicable statutory requirements, the Manager will implement the directives of the Council.
- 19.3 The Council shall in each year elect the Treasurer of SCNZ. The Council may also elect the Manager and the Secretary, whenever a vacancy shall occur in any of such offices. All of such officers shall be elected from among the Members of the Council, except that the Manager and Secretary need not be so qualified.
- 19.4 The Council shall determine in what manner the funds of SCNZ shall be invested, and shall adopt a resolution or resolutions designating the officer, officers, agents or employees who may sign any cheque, draft or other order of SCNZ for the payment of money.
- 19.5 The Council shall present at each Annual General Meeting of SCNZ an audited set of accounts as detailed in Rule 38; and a report, verified by the Chairman and the Treasurer, or by a majority of the Council, showing the whole amount of real and personal property owned by SCNZ, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons, firms or corporations who have been admitted to membership in SCNZ during such year, which report shall be filed with the records of SCNZ and an abstract thereof entered in the minutes of the proceedings of such Annual General Meeting
- 19.6 The Council may establish committees and may delegate to any such committee such powers and duties as the Council thinks fit (except the power of giving security over the property of the Organisation). The Chairman (or his agreed designate) shall ex-officio be a member of every committee established by the Council. Unless otherwise decided by the Council the meetings and proceedings of every such committee shall be governed by the provisions contained in these Rules for regulating the meetings and proceedings of the Council as far as the same are applicable.
- 19.7 The Council may make regulations to facilitate the transactions of business of SCNZ, provided that such regulations are not inconsistent with these Rules.
- 19.8 Subject to the Act and these Rules herein the Council shall have sole control in regard to all matters relating to the management and organisation of SCNZ.

- 19.9 Council members may collectively have the authority to make decisions in respect of the affairs of SCNZ, and no individual Council member shall have the authority to make a decision in respect of the affairs of SCNZ.
- 19.10 No Resolution of the Council affecting the matters enumerated below shall be effective unless such Resolution shall be supported by a majority of at least three-fourths in number of the members of the Council at a Council meeting of which not less than twenty-eight days' notice specifying the intention to propose such Resolution shall have been sent to all the members of the Council:
- (i) The rate of subscription or levy payable by the Associate, Professional and Affiliate members and the method of calculation thereof.
  - (ii) Capital expenditure in excess of \$25,000 or other sum set by the Council for any one item.
- 19.11 The Council shall retain the authority to, from time to time, take such action as is in the best interest of the Full Members of SCNZ, notwithstanding the fact that such action might not be in the best interest of other membership categories.

## **20. OFFICERS**

- 20.1 The officers of SCNZ shall be a Chairman, a Vice Chairman, a Manager, a Secretary, and a Treasurer. Each person who shall hold any such offices shall, during his or her term of office, be a Councillor, provided, however, that the Manager and Secretary need not be so qualified. At each Annual General Meeting of the Council, all of the officers except the Manager and Secretary, shall be elected each to serve until the Annual General Meeting of the Council next following the meeting at which he or she shall have been elected and until his or her successor shall have been elected and shall qualify. The Manager and the Secretary shall each serve during the pleasure of the Executive Council and each may be elected from time to time by the Council whenever a vacancy shall occur in any such offices.
- 20.2 When an individual has completed a two-year term in the office of Chairman of SCNZ, he or she may continue to serve as an elected Councillor for the remainder of the two-year Council term which that individual occupied during his or her service as Chairman. The individual shall automatically receive the designation of "Immediate Past Chairman" and beyond their remaining term on the Council shall continue to receive invitations to all meetings of the Council of SCNZ and may attend Council Meetings and participate in deliberations concerning the business of SCNZ, but shall do so in an ex-officio status and shall not be entitled to vote on Resolutions or other matters requiring official Council action.

## **21. ADDITIONAL OFFICERS**

The Council may appoint such other officers and such other agents and employees as it may deem necessary for the proper conduct of the business of SCNZ, each of such officers, agents and employees to hold office, subject to the provisions of Rule 4 herein, for such period, have such authority and perform such duties as the Council may from time to time determine.

## **22. REMOVAL OF OFFICERS**

Any officer elected by the Council or any officer or any representative of SCNZ designated or appointed by any officer of SCNZ pursuant to authority vested in him or her by the Council may be removed at any meeting of the Council, by a vote of three-fourths (3/4) of the whole Council.

## **23. RESIGNATIONS OF OFFICERS**

Any officer may resign at any time by giving written notice of his or her resignation to the Council or to the Chairman or to the Secretary of SCNZ. Such resignation shall take effect at the time specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary in order to make it effective.

## **24. OFFICER VACANCIES**

A vacancy among any of the officers created by Rule 20 (whether such vacancy shall be caused by death, resignation, removal, disqualification or otherwise) shall be filled by the Council at any Council meeting for the remaining portion of the term of such officers.

## **25. POWERS AND DUTIES OF THE CHAIRMAN**

- a) The Chairman shall, if present, preside at all General meetings of SCNZ and of its Council and of its Finance and Administration Committee.
- b) He or she shall have general responsibility for SCNZ by ensuring that the policies and other directions of the Council are faithfully executed by the Manager and his or her staff.
- c) He or she shall appoint, subject to the approval of the Council, the Committee Chairmen and the approval of the Finance and Administration Committee for other committee members, all committees of SCNZ except the Finance and Administration Committee and shall be an ex-officio member of all committees.
- d) He or she shall have direct supervision of all of the Committee Chairmen, the Manager, and the Secretary, and all elected officers. He or she may sign and execute any instrument in the name of SCNZ when authorised to do so by the Council or the Finance and Administration Committee.
- e) He or she shall perform such other duties as may be assigned to him or her from time to time by the Council or the Finance and Administration Committee.

## **26. POWERS AND DUTIES OF THE MANAGER**

The Council shall appoint a Manager to manage the business affairs of SCNZ.

The Manager shall:

- a) Have general and active supervision over the business of SCNZ, subject, however, to the control of the Council, the Finance and Administration Committee and the Chairman;
- b) See that all orders and resolutions of the Council and of the Finance and Administration Committee are carried into effect and shall from time to time report to the Council and to the Finance and Administration Committee all matters within his or her knowledge which, in his or her judgment, the interests of SCNZ may require to be brought to its or their notice;
- c) Prepare and submit to the Council plans, budgets and suggestions for work to be done or undertaken by SCNZ;
- d) He or she may sign and execute any instrument in the name of SCNZ when authorised to do so by the Council or the Finance and Administration Committee. For the purpose of deposit in bank to the credit of, or for the purpose of collection for the account of and credit in bank to, SCNZ, the Manager may endorse, assign and deliver any cheque, draft or other order for the payment of money which shall be payable to the order of SCNZ.
- e) Direct and coordinate the work of all the members of the staff of SCNZ.

In addition, the Manager shall perform such other duties as may be assigned to him or her from time to time by the Council or the Finance and Administration Committee.

## **27. POWERS AND DUTIES OF THE VICE-CHAIRMAN**

In the absence or inability to act of the Chairman, the Vice-Chairman shall perform all the duties and may exercise any of the powers of the Chairman, subject to the control of the Council. He or she shall be ex-officio a member of the Finance and Administration Committee. He or she shall perform such other duties as may be assigned to him or her from time to time by the Council or the Finance and Administration Committee.

## **28. POWERS AND DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Keep the minutes of all meetings of the members of SCNZ and of its Council and of the Finance and Administration Committee;
- b) See that all notices are duly given in accordance with these Rules or as required by law;
- c) Be custodian of all records and documents of SCNZ;
- d) Notify all persons, firms or corporations elected to membership in SCNZ of their election in the manner provided in Section 6 of these Rules;
- e) Keep a record which shall contain the names and addresses of the members of SCNZ;
- f) Be custodian of the seal of SCNZ and shall affix it to all instruments, when authorised to do so by the Council or by the Finance and Administration Committee; and
- g) In general, perform all the duties incident to the office of Secretary, subject to the control of the Council and the Finance and Administration Committee; and he or she shall perform such other duties as may be assigned to him or her from time to time by the Council or the Finance and Administration Committee. Together with the Chairman or the Vice Chairman he or she may sign any instrument in the name of SCNZ, when authorised to do so by the Council or the Finance and Administration Committee.

## **29. POWERS AND DUTIES OF THE TREASURER**

The Treasurer shall:

- a) Have the care and custody of all the funds and securities of SCNZ;
- b) Receive and give receipts for moneys due and payable to SCNZ from any source whatsoever;
- c) Deposit all such moneys received by him or her in the name of SCNZ in such banks, trust companies or other depositories as shall be designated by the Council.
- d) In general, have charge of the disbursement of the funds of SCNZ in accordance with the directions of the Council and the Executive Committee;
- e) Enter regularly in books to be kept by him or her for that purpose full and accurate account of all moneys received and paid by him or her on account of SCNZ;
- f) Render a statement of his or her accounts to the Council quarterly and shall render a similar statement to the Finance and Administration Committee whenever it shall require the same;

- g) At all reasonable times exhibit the books of account of SCNZ to any Councillor of SCNZ upon application;
- h) In general, perform all the duties incident to the office of Treasurer, subject to the control of the Council and the Finance and Administration Committee;
- i) He or she shall be ex-officio a member of the Finance and Administration Committee; and he or she shall perform such other duties as may be assigned to him or her from time to time by the Council or the Finance and Administration Committee. For the purpose of deposit in bank to the credit of, or for the purpose of collection for the account of and credit in bank to, SCNZ, the Treasurer may endorse, assign and deliver any check, draft or other order for the payment of money which shall be payable to the order of SCNZ.

### **30. STANDING COMMITTEES**

The following are established as the standing committees of SCNZ:

- a) Design Steering Group
- b) Membership, Marketing and Communications Steering Group
- c) Education, Training and Registration Steering Group
- d) Finance and Administration Committee

### **31. FINANCE AND ADMINISTRATION COMMITTEE**

- a) The Finance and Administration Committee shall consist of the Chairman, the Vice Chairman, the Treasurer, the Manager, the Immediate Past Chairman of SCNZ, and such other members of the Council as the Council shall from time to time determine. The Immediate Past Chairman shall serve in such capacity until his or her successor Chairman takes office.
- b) The Finance and Administration Committee shall possess, and may exercise, all of the powers of the Council, but only as concerns the ordinary business of SCNZ except when the Council is in session. It will be the duty of the Chairman to determine what matters constitute ordinary business and are properly included on the Finance and Administration Committee agenda. It shall exercise general supervision over the management and financial affairs of SCNZ except when the Council is in session, and it shall cause to be examined, from time to time, the accounts of the Treasurer and the supporting vouchers for moneys received and paid out by him or her.
- c) Notice of Finance and Administration Committee meetings stating time and place will be mailed or electronic notification sent as early in advance of the meetings as is reasonably possible to all members of the Council. Minutes of each meeting of the Finance and Administration Committee will be mailed or electronic notification sent to each Councillor within fourteen (14) days after each meeting. The minutes are to include all agenda items and a roll call of all decisions made, and the decisions made are to be ratified by the Council.

### **32. OTHER STANDING COMMITTEES**

Each of the standing committees listed in Rule 30 other than the Finance and Administration Committee shall be appointed by the Chairman subject to the approval of the Council and shall be composed of such number of members as the Chairman may from time to time determine. The chairman of each committee shall report directly to the Chairman of SCNZ.

### **33. SPECIAL COMMITTEES**

The Council may from time to time create such special committees as it shall deem necessary or advisable, each of which committees shall consist of such members and shall have such powers and duties as the Board shall from time to time by resolution determine. The Chairmen of such special committees shall be appointed by the Chairman, subject to the approval of the Council, and the members of such special committees shall be appointed by the Chairman, subject to the approval of the Executive Committee.

#### **34. TERM OF OFFICE AND DUTIES OF COMMITTEES**

The Committees referred to in Rules 31, 32 and 33 herein shall hold office for such period and shall have such authority and perform such duties as the Council may from time to time determine. Any member of such committee may be removed either with or without cause at any meeting of the Council by a majority of the necessary quorum. Any vacancies in the membership of such committee shall be filled jointly by the Chairman and the appropriate Committee Chairman.

#### **35. NO REMUNERATION**

The Councilors, the members of the committees, the Chairman, the Vice Chairman and the Treasurer of SCNZ, as such, shall serve without remuneration, but the Council may authorise the payment by SCNZ of the reasonable expense incurred by the Councilors, the members of the committees and such officers in the performance of their duties, and it may fix such salaries as it may deem proper for the services of the Manager, the Secretary, and such other officers and employees, as it may deem necessary to appoint for the proper conduct of the business of SCNZ.

#### **36. INDEMNIFICATION OF COUNCIL MEMBERS, OFFICERS AND EMPLOYEES**

- a) Any person who shall be or who has been involved in or who has been made a party to any claim, action, suit or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a Councilor, officer, committee member or employee of SCNZ, whether or not then in office, and his or her executor, administrator, and heirs shall be indemnified by SCNZ against all costs and expenses, including legal fees reasonably incurred by or imposed upon him or her in connection with or arising out of such claim, action, suit or proceeding or in connection with or arising out of any appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation).
- b) No person shall have right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to SCNZ if he or she was derelict in the performance of his or her duty as a director, officer, committee member or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment.
- c) Such right of indemnification shall not be exclusive of any other right or rights to which such Councilor, officer, committee member or employee may be entitled as a matter of law.
- d) The Council shall appoint a committee of three (3) Members of SCNZ, one (1) of whom shall be a Councilor of SCNZ, and the remaining two (2) who are not Councilors or employees of SCNZ, to determine the reasonableness of the amount so fixed, and no indemnification in excess of this amount shall be made. Any amount payable by way of indemnity in accordance with the provisions of this Rule shall be determined and paid in such manner as SCNZ may determine not inconsistent with such provisions; provided, however, that, if such amount shall be paid otherwise than pursuant to court order or action by the Members, SCNZ shall within six (6) months from the date of such payment mail or send electronic notification to its Members of record at the time providing a statement specifying the person or persons paid, the amount or amounts of the payment or payments and the final disposition of the claim, action, suit or proceeding.
- e) To the extent that the defence of the Councilor, officer, committee member or employer is not otherwise provided by insurance coverage, the Council shall make provision to

provide for such a defence. Any director, officer, committee member or employee who is adjudged derelict in the performance of his or her duty by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office or employment shall be required to reimburse SCNZ for the cost of defence.

- f) The Council may, at its discretion, authorize the purchase of a policy of insurance against any liability of SCNZ to indemnify any person pursuant to this rule containing such terms and conditions as the Board may deem appropriate. Such policy or policies may include provisions for the direct indemnification of Councilors, officers, committee members or other persons, for expenses of a kind not subject to indemnification hereunder, provided premiums on such a combined policy are, in the judgment of the Board, fairly allocated between SCNZ and the insured persons.

### **37. RESEARCH, INTELLECTUAL PROPERTY AND CONFIDENTIALITY**

- 37.1 No Member of SCNZ shall be given any information relating to research, technical development, consulting advice, statistics and commercially sensitive matters or make use of any such information except by express consent from the Council;
- 37.2 Nothing in these Rules shall prevent discussion, disclosure or publication as between members of the Council and Members of SCNZ or its officers relating to work undertaken or proposed to be undertaken by or on behalf of SCNZ that does not contravene acceptable confidentiality conventions or agreements that may be entered into from time to time by its officers in the normal course of their work;
- 37.3 Every employee of SCNZ or co-opted person engaged in research, technical development or other work shall contract in writing that they will in consideration of their employment hold exclusively for the benefit of and assign to SCNZ at the cost of SCNZ all rights and ownership in any discoveries, inventions, designs, or other results arising in the course of such employment upon such research or other scientific work provided that the Council shall in its discretion be at liberty to pay to any such employee or co-opted person in respect of any such results of their employment such reasonable and proper special remuneration as it may think proper in the circumstances.
- 37.4 SCNZ shall not manufacture or place upon the market any articles or substances whether or not the subject of any inventions, improvements, or processes resulting from research in such a way as to compete with the business of any Member of SCNZ without the prior consent of SCNZ given at a meeting to which prior notice has been given of the intention to consider the matter.

Nothing in these rules shall be construed so as to give any person power to enter upon the premises of any person, firm, company, society or organisation who is a Member of the Society and any person shall be entitled only to such rights on the premises of any Member as each such Member shall determine

### **38. ACCOUNTS**

- 38.1 The Financial Year of SCNZ shall be 1<sup>st</sup> July to 30<sup>th</sup> June.
- 38.2 As soon as may be practicable after the close of every financial year, the Council shall cause annual accounts to be prepared containing the following particulars:
- a) The income and expenditure of SCNZ during the financial year then ended.
  - b) A balance sheet of assets and liabilities at the close of that year.
- 38.3 SCNZ's accounts shall be audited by a chartered professional accountant agreed by the Members at the Annual General Meeting.

### **39. GENERAL AND SPECIAL MEETINGS OF THE SOCIETY**

- 39.1 Once in each year, at a time and place to be decided by the Council, there shall be held an Annual General Meeting of Members of SCNZ to consider:
- a) Presentation of minutes of previous general meetings not previously confirmed.
  - b) Presentation of a report on the activities of SCNZ for the financial period last ended.
  - c) Presentation of the audited income and expenditure account and balance sheet for the financial period last ended.
  - d) Declaration of members of the Council elected in terms of Rule 16.
  - e) Other business of which due notice has been given.
- 39.2 A Special General Meeting shall be convened at the direction of the Chairman, or by resolution of the Council, or if a requisition stating the business required to be conducted is lodged at the registered office of SCNZ by no fewer than five Full Members.
- 39.3 Fourteen clear days' notice shall be given of every General Meeting, and of the business to be transacted thereat, to every Member by ordinary letter post or email, addressed to the Member's usual place of business, but accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.
- 39.4 The time and place of the meeting shall be decided by the Chairman or by resolution of the Council of the Council.
- 39.5 The quorum at a General Meeting shall not be less than one third of those listed by SCNZ as Full Members at the date of such meeting, present in person or by proxy thereat, shall constitute a quorum for the transaction of business. If within half an hour of the time appointed for the meeting the quorum is not present, the meeting shall stand adjourned to be held at a time and place to be notified by a further notice to Members and which is not earlier than one week or later than four weeks from the time first appointed to be decided as in Rule 39.3.
- 39.6 At every General Meeting the Chairman or in his or her absence the Vice Chairman shall preside, or if neither is present the meeting shall elect a Chairman.
- 39.7 At any General Meeting voting shall be by a show of hands or poll in accordance with Rules 10 and 11.

### **40. COMMON SEAL**

- a) The Common Seal of SCNZ shall be adopted by the Council and Council members who shall be responsible for the safe custody and control of it.
- b) Whenever the Common Seal of SCNZ is required to be affixed to any deed, document or other instrument, the seal shall be affixed pursuant to a resolution of the Council or of a General Meeting of SCNZ, by the Chairman and one other Councillor and witnessed by two other members of the Council.

### **41. TRADEMARKS AND LOGOS**

The SCNZ logo and other trademarks that may arise shall only be used by Members and SCNZ in accordance with SCNZ's Rules for Use of Logos and Trademarks approved by the Council.

## **42. REGULATIONS AND BY-LAWS**

The Council shall govern the affairs of SCNZ in accordance with the Rules and by-laws of SCNZ and the Law of New Zealand.

## **43. INTERPRETATION**

In the event of any questions arising as to the construction or application of any of these Rules, or any by-laws or regulations of SCNZ, the Council is hereby empowered to decide the same, and its decision on any such points shall be final and binding on all Members.

## **44. ALTERATION OF RULES**

Excepting the Objects, the Rules of SCNZ may be added to, altered or rescinded by resolution of a General meeting of SCNZ passed with a two thirds majority of the Full Members of SCNZ present or by proxy, at a meeting called to consider such resolution for which at least 28 days' notice has been given in writing stating the intention to propose such resolution, or by postal poll. Provided such additions or amendments to the Rules do not breach the Act or contravene the Objects stated herein.

## **45. OFFICE**

The office of SCNZ shall be at HERA House, 17 – 19 Gladding Place, Manukau City, New Zealand or such place as may be determined from time to time by the Council.

## **46. RELATIONSHIP WITH THE NZ HEAVY ENGINEERING RESEARCH ASSOCIATION Inc (HERA)**

- a) SCNZ acknowledges the special relationship with HERA in respect to overlap in membership base, society objectives and funding. This is recognised at the Executive Council level through HERA being represented ex-officio on the Council, in accordance with the provisions of Rule 16.1, and HERA providing SCNZ with HERA Executive representation.
- b) Members of SCNZ shall be encouraged to take up the opportunity to apply for the appropriate category of HERA membership.

## **47. WINDING UP**

- a) Should the Council decide, and support of the majority of its members be gained, SCNZ may be wound up.
- b) If upon winding up or dissolution of SCNZ, there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall be applied in a manner decided by the Council to other organisations and charitable trusts, etcetera (not being Members of SCNZ) having substantially similar objects and activities to those of SCNZ to be used for purposes similar to the objects for which SCNZ was established. If at the time of winding up or dissolution of SCNZ, there is not existent any other Society having similar objects and activities to those of SCNZ or if the then Members of SCNZ do not in general meeting determine that property shall be transferred to or applied towards any such other Society, then the property of SCNZ shall be applied toward such purposes as may be decided by the Council and approved by the Commissioner of Inland Revenue.