



Rules of the Association

Incorporated 13 August 1999

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Amendment 2

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RULES OF THE NEW ZEALAND STAINLESS STEEL DEVELOPMENT ASSOCIATION

1. NAME

The name of the Society is New Zealand Stainless Steel Development Association (Incorporated).

2. DEFINITIONS

“Association”	means New Zealand Stainless Steel Development Association (Inc.)
“Chairman”	means the Chairman of the Association.
“Executive”	means the Executive of the Association.
“Meeting”	means a meeting of the Association or of the Executive.
“General Meeting”	means an Annual General Meeting or a Special General Meeting of the Association.
“Stainless Steel”	includes the full range of corrosion resisting alloys listed below. 1) Iron base alloys including chromium as a component 2) Nickel or molybdenum based alloys 3) Titanium/zirconium and other specialized alloys may be encompassed at the discretion of the Executive.

3. OBJECTS

The following are the objects for which the Association is established:

- 3.1 To encourage the study and understanding of stainless steel technology and matters relating directly or indirectly thereto by such means as they may seem proper to the executive, including the awarding of fellowships, scholarships and bursaries, the negotiation of research contracts, and the organising of discussions, seminars, conferences or training.
- 3.2 To publish in any form and to disseminate as widely as possible and by any means the results of research and other scientific work relating to or arising from the activities of the Association or of any other institution, group or person.
- 3.3 To actively promote new applications and skills in the utilization of stainless steel including identifying overseas trends and communicating these to members and user groups. Also to provide a platform for locally developed applications to be commercialized and developed.
- 3.4 To establish and maintain a data base and a library, including research results available in the above scientific field.
- 3.5 To promote, supervise and conduct research and scientific work in connection with stainless steel and all matters concerned with or relating thereto.

- 3.6 To collaborate with any institution, group or person engaged in substantially the like purposes as those hereinbefore set out, whether in New Zealand or elsewhere.

4. MEMBERSHIP

Membership is available by written application to the NZSSDA. It comprises the following classes:

- 4.1 **Individual Membership** (Class A) is open to interested individuals. Voting rights.
- 4.2 **Institutional Membership** (Class B) applies to NZ Education & Research Institutions, Central & Local Government Agencies. Voting rights.
- 4.3 **Contributing Membership** (Class C) applies to any large institution in a supporting role, prepared to assist financially/commercially e.g. NI (Nickel Institute), IMOA (International Molybdenum Association). Voting rights.
- 4.4 **Ordinary Membership** (Class D). This includes fabricators, manufacturers, consultancies, architects, end users, etc. Fees are determined relative to staff numbers. Voting rights.
- 4.5 **Stainless Steel Supplier Membership** (Class E). Companies involved with the importing or import/stocking of stainless steels. Voting rights.
- 4.6 **Reciprocal Membership** (Class F). Available to other SSD Associations or professional organisations. No charge. Reciprocal newsletters etc expected. No voting rights
- 4.7 **Sponsors**. Available to all members from class A to E. Additional benefits beyond standard membership.
- 4.8 Each member that is a corporate body or Government department shall nominate a person to act as its representative, and that person shall have the right to attend meetings and to exercise all rights of membership on behalf of that member. A member may from time to time revoke the appointment of such representative and nominate another representative in his place.
- 4.9 Every member shall as a condition of membership- agree in writing to remain a member and to pay such subscriptions or contributions as herein provided unless such member ceases to be eligible for membership.
- 4.10 The Executive shall have power to establish special classes of membership, and shall define the eligibility, obligations and rights of those admitted to such special classes of membership.

5. CESSATION OF MEMBERSHIP

- 5.1 A member may resign from membership of the Association by giving to the Executive not less than six months' notice in writing, such resignation to take effect at the end of any financial year of the Association.
- 5.2 The membership of any member may be terminated or suspended by the Executive:
- 5.2.1 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 Association or incorporated society shall be wound up or cease to function;
- 5.2.2 If the member is no longer qualified for membership of the Association;

- 5.2.3 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 the Association;
- 5.2.4 If the Executive is satisfied that the continued membership of such member is not in the interests of the Association, provided that before exercising its power under this rule the Executive shall have given the member the opportunity if the member so desires to submit comments to the Executive in writing or at the members discretion to appear before and be heard by the Executive.
- 5.3 A member ceasing for any reason to be a member shall remain liable to the Association for any fees, subscriptions, levies or other monies which may have become due prior to the cessation of membership.
- 5.4 The Executive may re-admit to membership any member whose membership has been terminated pursuant to Rules 5.2.2, 5.2.3 or 5.2.4 hereof upon full discharge 'by such member of his obligation to the Association.

6. RESEARCH

- 6.1 No member of the Association shall be entitled to require discovery of or any information relating to research or make use of any such information except in strict accordance with rules and regulations made by the Executive;
- 6.2 Nothing in these Rules shall prevent discussion, disclosure or publication as between members of the Executive and members of the Association or its officers relating to research undertaken or proposed to be undertaken by or on behalf of the Association;
- 6.3 Every employee of the Association or co-opted person engaged in research or other scientific work shall contract in writing that they will in consideration of their employment hold exclusively for the benefit of and assign to the Association at the cost of the Association 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 Executive 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.
- 6.4 The association 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 the Association without the prior consent of the Association given at a meeting to which prior notice has been given of the intention to consider the matter.
- 6.5 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 Association and any person shall be entitled only to such rights on the premises of any member as each such member shall determine.

7. SUBSCRIPTION

- 7.1 Every member and every affiliate member shall pay to the Association such annual subscription as shall be determined in accordance with rates fixed by the Executive.
- 7.2 Annual subscriptions shall be paid in a manner determined by the Executive.
- 7.3 The Executive shall have power to remit in whole or in part any subscription or other moneys due to the Association by any member.

8. VOTING

- 8.1 All members of the Association shall be entitled to vote at a General Meeting of the Association, and these members of the Association shall be entitled to vote in the election of members of the Executive under the Rules in Section 9. Votes are weighted as detailed in rule 8.3
- 8.2 At least one month prior to the balance date in each year the Chairman shall seek from each member a declaration of the number of staff employed by that member in the activity involving stainless steel. Where a member is engaged exclusively in stainless steel this number shall be the total number of staff employed. Where a member is partially engaged in Stainless Steel the number of staff declared shall represent the number of staff employed in Stainless Steel together with a proportionate number of administrative and support staff whose activities are partially related to Stainless Steel. Should any dispute arise as to the manner in which the number is to be determined, the Chairman of the Association shall adjudicate. **Any member who in any year fails to make a declaration as required by the Chairman before the balance date shall for the ensuing period of twelve months be entitled to one vote only.**
- 8.3 Every financial member shall be entitled to one vote. For each complete \$500 paid under the membership schedule a member will receive 1 further vote to a maximum of 9 votes (\$4000) i.e.
- | | | |
|---------|---|---------|
| 100 | = | 1 vote |
| 250-500 | = | 2 votes |
| 1000 | = | 3 votes |
| 2000 | = | 5 votes |
| 3000 | = | 7 votes |
| etc. | | |
- 8.4 Where required by these Rules and in any other case at the discretion of the Executive voting of any member entitled to vote at a General Meeting may be by way of **postal ballot** in the manner as may be determined by the Executive from time to time.

9. EXECUTIVE

- 9.1 The Executive of the Association shall consist of:
- 9.1.1 Minimum four persons and **up to seven** being **nominated representatives of members** of the association who shall be elected in the manner set out in Rule 9.3.1.
- 9.1.2 Up to three persons co-opted with the consent of such person by the executive for a term not exceeding one year (to make the 7 total).
- 9.1.3 An attempt will be made to afford **balanced composition of the Executive with representation of fabricators/merchants/user groups & interested parties.**
- 9.1.4 While the collaboration with HERA is maintained it is desirable a HERA representative (preferably Chairman of HERA) has a support role within the Executive Committee.
- 9.2 Members of the Executive elected under rule 9.1.1 or Rule 9.1.2 **shall hold office for 1 year.** Retirement shall be effective at the conclusion of the Annual General Meeting.
- 9.3.1 At least one month prior to the balance date in each year, **the Chairman** shall invite from all members, nominations for members of the Executive. Nominations shall close on the balance date. If the number of nominations received exceeds the number of vacancies, the **Chairman shall arrange a postal ballot,** for which purpose each member shall be entitled to the number of votes as set out in Rule 8.3. The Chairman shall ensure that the postal ballot shall be completed within four weeks after the balance date and the **results declared at least seven days prior to the Annual General Meeting.** The members so elected shall take office immediately following closure of the Annual General Meeting.

- 9.3.2 The members elected by Rule 9.3.1 shall be invited to attend all meetings of the Executive prior to the Annual General Meeting, but shall not vote at these meetings other than on the election of the Chairman and Deputy Chairman as required by Rule 9.6.
- 9.3.3 The outgoing members of the Executive are not entitled to vote for the incoming Chairman or Deputy Chairman.
- 9.3.4 Where an Executive member elected under Rule 9.1.3 or Rule 9.1.4 ceases to be a representative of a member his membership of the Executive shall cease.
- 9.4 Any member of the Executive may resign by giving written notice to the Chairman. In the case of the resignation of a member elected under Rule 9.1.3 or Rule 9.1.4 in the circumstances covered by Rule 9.3.4 the Executive 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.
- 9.5 In the event of a member of the Executive being unable to attend any Executive meeting the member may be represented thereat by a deputy appointed in writing, who shall have all the powers vested in the member of the Executive who he represents. No member of the Executive may be represented by a deputy at more than two consecutive meetings without the approval of the Executive.
- 9.6 **The Executive shall, at a meeting held after the declaration of voting in Rule 9.3.1 but prior to the Annual General Meeting elect a Chairman who shall be a member of the executive appointed under Rule 9.1.1, Rule 9.1.3 or Rule 9.1.4, and a Deputy Chairman. Both Chairman and Deputy Chairman shall take office immediately following closure of the Annual Meeting. No person shall hold office of Chairman for more than two consecutive years.**
- 9.7 Meetings of the Executive shall be held at such time and place as the Chairman or Executive may decide or at the request of two members of the Executive; provided that the Executive shall meet at least four times every year.
- 9.8 The Chairman shall cause notice of the time and place of every Executive meeting and of the business to be transacted thereat (other than formal business) to be delivered to or given by ordinary post to every member of the Executive 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 member of the Executive shall not invalidate the proceedings at any Executive meeting.
- 9.9 At every meeting of the Executive the Chairman, if present, or in their absence the Deputy Chairman, and in the absence of them both then a member of the Executive chosen by those present, shall preside as Chairman of that meeting.
- 9.10 No business shall be transacted at any Executive meeting unless there is a quorum. **A quorum shall be at least 4 of the persons** for the time being holding Office as members of the Executive and entitled to vote.
- 9.11 The Executive 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.
- 9.12 Questions arising at any Executive meeting shall be decided by a majority of votes exercised by those entitled to vote, and in the case of an equality of votes the person presiding as Chairman may exercise a casting as well as a deliberative vote.
- 9.13 A resolution in writing signed in like form by all members of the Executive entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Executive duly called and constituted.
- 9.14 The Executive may establish committees and may delegate to any such committee such powers and duties as the Executive thinks fit (except the power of giving security over the property of the Organisation). The Chairman shall ex officio be a member of every committee established by the Executive. Unless otherwise decided by the Executive 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 Executive as far as the same are applicable.

- 9.15 The Executive may make regulations for its guidance or to facilitate the transactions of business of the Association provided that such regulations are not inconsistent with these Rules.

10. POWERS

The Executive in furtherance of the Association's objectives may exercise the following powers:

- 10.1 Power to acquire by purchase, donation or otherwise any description of property real or personal including patents, brevets d'invention and the like.
- 10.2 Power to sell lease or otherwise turn to account and whether for valuable consideration or gratuitously any real or personal property and to grant any estate right licence or interest therein or in respect thereof.
- 10.3 Power to grant subsidies subventions and payments whether for valuable consideration or gratuitously to any person for any of the purposes of the Association.
- 10.4 Power to borrow or raise money for any of the objects of the Association and to contract for repayment of money so borrowed and to give security over any of the property of the Association for such repayment.
- 10.5 Power to accept and hold property real and personal upon trust for any purpose general or special within the scope of the purposes hereinbefore set out.
- 10.6 Power to employ professional staff and other servants and agents on such terms as it thinks fit.
- 10.7 Power to use the funds of the Association as the Executive may consider necessary or proper in payment of the costs and expenses in furthering or carrying out the objects of the Association or any of them including the payment of officers, servants and agents as shall appear necessary or expedient, also lease property or hire equipment.
- 10.8 Power to enter into contracts (including contracts of borrowing and contracts of service) in furtherance of the objects of the Association.
- 10.9 Power to institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payments or satisfaction of any debts due and of any claim or demands by or against the Association.
- 10.10 Power to guarantee the performance of the obligations or contracts of any person or corporation.
- 10.11 Power to establish subcommittees and to delegate to them and to officers of the Association such powers as may be approved by resolution of the Executive.
- 10.12 Power to gift or transfer any property of the association both real and personal to any trust, charitable trust or other organisation with objects similar to the objects of the Association.
- 10.13 Power to do all things deemed by the Executive to be necessary, convenient or incidental to the carrying out of the purposes of the Association.

11. GENERAL MEETINGS

- 11.1 Once in each year at a time and place to be decided by the Executive there shall be held an Annual General Meeting of members of the Association to consider:
- 11.1.1 Presentation of minutes of previous general meetings not theretofore confirmed.
 - 11.1.2 Presentation of a report on the activities of the Association for the financial year last ended.
 - 11.1.3 Presentation of the audited income and expenditure account and balance sheet for the year last ended.
 - 11.1.4 Declaration of members of the Executive elected in terms of Rules 9.1.3 and 9.1.4.
 - 11.1.5 Appointment of an Auditor
 - 11.1.6 Other business of which due notice has been given.
- 11.2 A Special General Meeting shall be convened on a direction to that effect by the Chairman, or by resolution of the Executive, or if a requisition stating the business required to be conducted is lodged at the registered office of the Association by not less than 5 members.
- 11.3 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 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.
- 11.4 The time and place of the meeting shall be decided by the Chairman or by the Executive.
- 11.5 The quorum at a General Meeting shall not be less than half those listed by the Association as members, or the number of persons who would constitute a quorum for the Executive whichever is the lesser. 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 1 week or later than 4 weeks from the time first appointed to be decided as in Rule 11.4.
- 11.6 At every General Meeting the Chairman or in his or her absence the Deputy Chairman shall preside, or if neither is present the meeting shall elect a Chairman.
- 11.7 At any General Meeting voting shall be by a show of hands unless a ballot is requested. When a ballot is held, each member shall be entitled to the number of votes determined in accordance with Rule 8.3.

12. CONTROL AND INVESTMENT OF FUNDS

- 12.1 The control and investment of the funds of the Association shall be in the hands of the Executive which shall have power as it thinks fit to invest and re-invest any funds not required for immediate use in any investment for the time being authorised by the law of New Zealand for the investment of trust funds or upon deposit with any bank carrying on business in New Zealand.
- 12.2 The Executive may from time to time authorise employees of the association to open in the name of the Association such accounts in trading banks or savings banks as it may think fit.
- 12.3 All moneys coming in to the hands of the Association or any servant of the Association shall forthwith be paid to the credit of such bank account of the Association as the Executive from time to time decides.

- 12.4 All disbursements shall be made from a bank account and all cheques and other negotiable instruments and instruments of withdrawal shall be signed by such person or persons as the Executive from time to time appoints for that purpose.

13. ACCOUNTS

- 13.1 The Executive shall cause to be kept proper books of accounts.
- 13.2 The Financial Year of the Association shall be as determined by the Executive from time to time.
- 13.3 As soon as may be practicable after the close of every financial year the Executive shall cause annual accounts to be prepared containing the following particulars:
- 13.3.1 The income and expenditure of the Association during the financial year then ended.
- 13.3.2 A balance sheet of assets and liabilities at the close of that year.
- 13.4 The Executive shall cause the annual accounts to be audited by the auditor appointed by the last annual general meeting, or in the case of this death, resignation, or inability to act, by an auditor appointed by the Executive who shall be a chartered accountant being a member of the New Zealand Society of Accountants.

14. REGULATIONS AND BY-LAWS

The Executive may make, amend, alter, or rescind such rules, regulations, or by-laws as it may deem necessary for the conduct of meetings for the conduct of the business of the Association, or for the conduct of any postal ballot provided such are not inconsistent with any of the provisions of these Rules, with the provisions of the Incorporated Societies act 1908 or the provisions of the Heavy Engineering Research Levy Act 1978 and their amendments and regulations.

15. INTERPRETATION

- 15.1 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 the Association, the Executive is hereby empowered to decide the same, and its decision on any such points shall be final and binding on all members.
- 15.2 Unless the context requires otherwise, words importing the masculine gender include the feminine gender and neuter; word importing the singular include the plural and vice versa.

16. ALTERATION OF RULES

The Rules of the Association may be added to, altered or rescinded by resolution of the membership of the Association passed with a two thirds majority of the membership of the Association for the time being 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 ballot. Each member shall be entitled to the number of votes calculated in accordance with Rule 8.3.

17. REGISTERED OFFICE

The registered office of the Association shall be at such place as may be determined from time to time by the Executive.

18. WINDING UP

- 18.1 The Association may be wound up in accordance with the provisions of the Incorporated Societies Act 1908 and its amendments and regulations.
- 18.2 If upon winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall be applied in a manner decided by the Executive and approved by the Minister to associations (not being members of the Association) having substantially similar objects and activities to those of the Association to be used for purposes similar to the objects for which the Association was established. If at the time of winding up or dissolution of the Association, there is not existent any other association having similar objects and activities to those of the Association or if the then members of the Association do not in general meeting determine that property shall be transferred to or applied towards any such other association, then the property of the association shall be applied toward such purposes as may be decided by the Executive and approved by the Commissioner of Inland Revenue.