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## Certificate - Alteration of rules

Section 21 Incorporated Societies Act 1908

### 1. Name of society

**SOCIETY OF CHEMICAL ENGINEERS NEW ZEALAND - INSTITUTION OF CHEMICAL ENGINEERS IN NEW ZEALAND INCORPORATED**

### 2. Society number

**980425**

I certify that the alteration has been made in accordance with the rules of the society.

### Name

**Caroline Dhanjee**

### Position

**Membership & marketing executive**

### Signature

*Caroline Dhanjee*

**01 / 10 / 2014**

### 3. Complete this checklist before filing your application

- This certification has been completed by an officer of or a solicitor for the society.
- A copy of the rule alteration(s) is attached. **NOTE** | This can either be a complete copy of the updated rules with the alterations underlined or in bold type, or a copy of the particular rule(s) that were altered.
- The copy of the alteration to rules has been signed by three members of the society.

#### For society name changes --

- This rule alteration also includes a name change for the society, and
- We have checked that the new name of the society is available by conducting Register Searches at both [www.societies.govt.nz](http://www.societies.govt.nz) and [www.companies.govt.nz](http://www.companies.govt.nz).

### What must be included in your rules?

Section 6 of the Incorporated Societies Act 1908 requires that a society's rules include the following:

- The name of the society (ending with the word Incorporated)*
- The objects for which the society is established*
- How people become members of the society and cease being members of the society*
- How meetings of the society will be called and held and how voting will take place*
- How officers of the society will be appointed*
- Control and use of the common seal*
- How the society's funds will be controlled and invested*
- The powers (if any) that the society has to borrow money*
- How any property of the society will be distributed in the event of the society being wound up*
- How the rules of the society can be altered*

### 4. Your contact details

#### Name and postal address

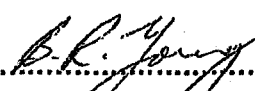
Caroline Dhanjee  
ICHEM E in New Zealand  
PO Box 5714  
Lambton Quay  
Wellington 6145

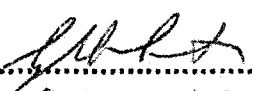
Telephone **+64 (0)4 473 4398**


Email (optional)

Alterations to the name of the 'SOCIETY OF CHEMICAL ENGINEERS NEW ZEALAND - INSTITUTION OF CHEMICAL ENGINEERS IN NEW ZEALAND INCORPORATED DN/980425, passed at the Annual General Meeting held in Christchurch on 12<sup>th</sup> May 2014.

There are the alterations to the rules referred to in the annexed declaration of Brent Young, made before us on 12<sup>th</sup> May 2014.

Signed:  ..... Member of The Society 26/9/14  
B.R. YOUNG

 ..... Member of The Society 01/10/14  
GRAIG WILSON

 ..... Member of The Society 1/10/14

UNDER THE INCORPORATED SOCIETIES ACT 1908

THE RULES OF THE

SOCIETY OF CHEMICAL ENGINEERS NEW ZEALAND — INSTITUTION OF CHEMICAL ENGINEERS IN  
NEW ZEALAND INCORPORATED

Name

1. SOCIETY OF CHEMICAL ENGINEERS NEW ZEALAND — INSTITUTION OF CHEMICAL ENGINEERS  
IN NEW ZEALAND INCORPORATED (SCENZ - IChemE in New Zealand)

Objects

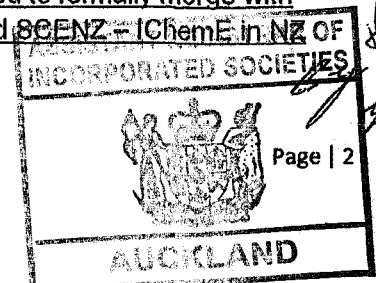
2. *To promote, foster and develop the general advancement of the science of chemical engineering as an end in itself and as a means of furthering the scientific and economic development and application of processes in which chemical and physical changes of materials are involved and to promote, assist, finance and support such research, investigation and experimental work in chemical engineering as may be considered likely to conduce to those ends and to the benefits of the community at large.*

To this end, the Society will:

- a) Act as a representative body of the profession of chemical engineering in New Zealand and to issue public statements on behalf of the profession on topics of public interest or concern..
- b) Foster, promote, encourage and enhance the professional standard of the practice of chemical engineering in New Zealand and expand the technical capability and communication within the profession of chemical engineering in New Zealand and including those with an interest in chemical engineering.
- c) Foster the community understanding of the role of the profession and to encourage interest in the profession as a career opportunity for young people.
- d) Act as a conduit for liaison with similar organisations outside New Zealand.
- e) Purchase, take, lease, hire or otherwise acquire and hold and dispose of real and personal property, rights and privileges licences including liquor licences which the Board may think necessary and/or convenient to further the objects of the Society and to sell, exchange, borrow in any manner, charge, mortgage, lease, hire or build upon any such property and to alter and/or demolish buildings and improvements thereon and to again rebuild.

History

The Society began in 1972 as the Chemical Engineering Technical Group of NZIE (New Zealand Institution of Engineers) and was jointly sponsored by NZIE and IChemE (Institution of Chemical Engineers). Following this NZIE became IPENZ (Institution of Professional Engineers New Zealand). In 1994, this Chemical Engineering Technical Group separated from IPENZ and formally established SCENZ (Society of Chemical Engineers New Zealand), outside of the IPENZ umbrella. Maurice Allen was the inaugural Chair and was instrumental in this change. At this time, the Society developed an independent governing constitution and set of rules. The Society kept its close links with IPENZ, but was also able to establish stronger links with IChemE. For many years SCENZ operated as the New Zealand representative of IChemE. In 2010, at a Special General Meeting, the members of SCENZ voted to formally merge with IChemE, whilst maintaining close links with IPENZ. The Society was renamed SCENZ - IChemE in NZ OF



and the first Chair was Max Kennedy. However, this name was found to be confusing to new and prospective members and in 2014, the Society was renamed to IChemE in NZ (Institution of Chemical Engineering in New Zealand).

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*By*

### Affiliation to Institution of Chemical Engineers (IChemE)

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- a) The Society shall act as the New Zealand branch of IChemE in such matters as the Council of IChemE shall from time to time approve, such approval to be in the form of a written agreement between IChemE and the Society.
- b) If the Council of IChemE at any time shall terminate the right of the Society to act as the New Zealand branch of IChemE in all matters then the Society shall be wound up in accordance with Rule 15.

### Membership

~~3.1 All members of the Society and IChemE (regardless of class of membership) as at 24 November 2009 who are either:~~

- ~~a) Permanently resident in New Zealand; or~~
- ~~b) Temporarily resident in New Zealand and who have chosen to be administered by the Society; or~~
- ~~c) Normally permanently resident in but temporarily absent from New Zealand and who have chosen to be administered by the Society;~~

~~shall continue to be members of the Society without payment of membership fees (subject to Rule 4.6 & 4.7).~~

~~3.2.1 All persons who are members of the Society, but who are not members of IChemE as at 24 November 2009 who are either:~~

- ~~a) Permanently resident in New Zealand; or~~
- ~~b) Temporarily resident in New Zealand and who have chosen to be administered by the Society; or~~
- ~~c) Normally permanently resident in but temporarily absent from New Zealand and who have chosen to be administered by the Society, shall be offered immediate affiliate membership of IChemE (subject to the payment of the appropriate IChemE membership fees).~~

~~3.3 All persons who are not members of the Society or IChemE as at 24 November 2009, being admitted to membership of the Society after 24 November 2009, who meet the criteria in Rules 4.2 and 4.6 shall be admitted as members of the Society by the Board without payment of membership fees (subject to the payment of the appropriate IChemE membership fees).~~

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*By*

3.43.2 There are no classes of membership of the Society. However, a member's class of IChemE membership and the qualifications for IChemE membership and procedures for election to IChemE membership or transfer to a different class of IChemE membership are defined in the IChemE Rules.

3.53.3 In the event that a New Zealand member of IChemE does not wish to be administered by the Society, that member can make representation in writing to IChemE to be administered other than by the Society. If this representation is granted, the member can continue to be a member of IChemE but not of the Society.

3.63.4 A person cannot be admitted as a member of the Society if that person is not a member of IChemE.

3-73.5 A person cannot remain as a member of the Society if that person is not a member of IChemE.

3-83.6 A member of the Society will automatically resign from, be removed from or be re-admitted to membership of the Society if they resign from, are removed from or are re-admitted to membership of IChemE, as the case may be. The Board shall advise members of their removal from IChemE membership or re-admittance to membership of IChemE.

3.9 Any member may resign from membership of the Society by giving to the Secretary notice in writing to that effect. If a member resigns from the Society, the Board shall advise IChemE in accordance with IChemE's Rules.

#### **4. Subscriptions**

The Society shall have no power to levy any joining fee, membership subscription or other payment of a like kind but may retain or apply for its purposes such portions of subscriptions collected for IChemE by it and other such remittances from IChemE as the Society and IChemE may from time to time agree in writing.

#### **5. General Meetings**

- a) *The Annual General Meeting shall be held after the end of the Society's previous financial year upon the date and at a time and place to be fixed by the Board for the following purposes:*
  - a. To receive from the Board a report, balance sheet and statement of accounts for the preceding year.
  - b. To elect such officers and Board members as required in accordance with these rules.
  - c. To decide upon any resolution.
- b) The Board may at any time for any special purpose call a Special General Meeting and shall do so forthwith upon the requisition in writing of any ten (10) members stating the purpose for which the meeting is required.

#### **6. Notice of Business**

- a) Fourteen (14) clear days before the Annual General Meeting and seven (7) clear days before a Special General Meeting, a notice of the meeting and of the business to be transacted shall be sent to every member of the Society.
- b) Every such notice shall be deemed to have been duly delivered and posted to the member if addressed to the last known place of abode or business.

#### **7. Procedure of Meetings**

- a) At all general meetings the Chairperson, or in his or her absence, any other member duly elected as Chairperson by the members present at the commencement of that meeting, shall take the chair. Every member who shall otherwise be entitled to vote shall be entitled on every motion to one vote exercised in person. In the case of an equality of votes the Chairperson shall have a casting as well as a deliberative vote. Except as herein expressly provided voting shall be by voices or by show of hands if called for by one person present or by secret ballot if demanded by not less than five (5) persons present. Except as herein expressly provided all motions shall be decided by a simple majority of members present voting in person.

- b) At all general meetings ten (10) members shall constitute a quorum. In the event that there is not a quorum within 20 minutes of the time for which the meeting was convened, such meeting shall stand adjourned for one week at the same time and place and should there then be no quorum those members present shall constitute a quorum and transact the business for which the meeting was originally called.

## 8. The Board

- a) The control of the Society shall be vested in a Board. This Board shall consist of the following persons:
  - i. A Chairperson, a Secretary, a Treasurer or a Secretary/Treasurer, and not more than seven (7) committee members including a member of the Institution of Chemical Engineers and a member of the institution of Professional Engineers of New Zealand Inc. elected for a term of one (1) year each at the Annual General Meeting.
  - ii. One Board member representing each of the districts of Auckland, Waikato/Bay of Plenty, Manawatu, Taranaki, Wellington, Christchurch, Dunedin and other such districts as agreed to by the Board as notified to the Board by and in the name of each such district as non attending Board members.
- b) Every candidate for election must be at the time of nomination a member of the Society, and shall be nominated in writing by another member of the Society and seconded by yet another of the Society and such nomination shall be in the hands of the Secretary before the declaration by the Chairperson that the election of Board is to commence. If more candidates are nominated than are required to be elected, scrutineers shall be appointed by the meeting and such scrutineers shall be entitled to vote. Every member present and entitled to vote may vote for any number of candidates required to be elected. The candidates who receive most votes shall be declared elected and in the event of two or more candidates receiving an equal number of votes there shall be a re-election with respect to these candidates only. In the event of two or more candidates receiving an equal number of votes in such re-election the Chairperson shall have a second or casting vote and the decision of the Chairperson as to any election shall be final.
- c) The Board shall have power to appoint a member to fill any casual vacancy in the elected members of the Board or to co-opt members to the Board for such purpose or purposes and on such terms as the Board thinks fit until the next Annual General Meeting and any member so appointed shall retire at the next Annual General Meeting but shall be eligible for re-election together with such of the elected Board members.

## 9. Meetings of the Board

- a) It shall be the duty of the Board to conduct the affairs of the Society, to make such by-laws as it thinks fit for the conduct of the Society and to keep proper books of account and other records of the business of the Society.
- b) Meetings of the Board may be convened at such times and places as the Chairperson or, in the case of his or her absence, inability or refusal to act, as the Board shall appoint and on 48 hours notice to Board members. The quorum for a Board meeting shall be four (4) elected members of the Board.
- c) Notice of the Board meetings and the business to be conducted and resolutions of the Board and other relevant Board information shall be provided to the non attending Board members who shall be entitled to attend the Board meeting and on attending shall be entitled to vote.
- d) At all meetings of the Board voting shall, on all questions, be by voice or, if so called for by one member, by show of hands. On all questions the Chairperson shall have a deliberative vote and in the case of equality of votes, shall have a further casting vote.

- e) The Board may appoint from members of the Society or otherwise, subcommittees to handle separately the various activities of the Society and the Board may delegate to any such subcommittee such of its powers subject to such conditions and reporting requirements as it may think fit.
- f) Any member of the Board may resign office by notice in writing to the Secretary. A member of the Board except a non-attending member shall forfeit his or her office by absence without leave specifically given after request by such member for the reason disclosed for the Board for three (3) consecutive meetings of the Board.
- g) The Board shall be the sole authority for the interpretation of these rules and the decision of the Board upon any question of interpretation or upon any matter affecting the Society and not provided for in these rules shall be final and binding on all members.
- h) The Board shall have power to suspend or dismiss or terminate the membership of any member for misconduct or conduct unbecoming a member of the Society provided that the member has been previously advised in writing of the details of the complaint and has been given the opportunity to supply a defence in writing or in person at a meeting of the Board before the decision is made. There shall be no further right of appeal from such decision other than the right for the member to seek to have the decision considered at the next general meeting of members. At such meeting, the member shall have the right to speak to present a submission against the decision.

#### **10. Alterations**

- a) These rules may be altered, added to, rescinded or otherwise amended by a resolution passed by 75% majority of those present at an Annual or Special General Meeting of which fourteen (14) days notice has been given.
- b) Every such notice shall set forth the purport of the proposed alteration addition rescission or other amendment.
- c) Duplicate copies of every such alteration addition rescission or amendment shall forthwith be delivered to the Registrar in accordance with the requirements of the Act.

#### **11. The Common Seal**

- a) The Common Seal of the Society shall be that adopted by the Board who shall be responsible for the safe custody and control thereof.
- b) Whenever the Common Seal of the Society is required to be affixed to any deed document or other instrument, the Seal shall be affixed pursuant to a resolution of the Board of the Society by any two (2) persons of the Board thereby authorised to affix the Seal and the persons so affixing the Seal shall at the same time sign the document to which the Seal is so affixed.

#### **12. Control and Use of Funds**

- a) All moneys received by or on behalf of the Society shall forthwith be paid to the credit of the Society in a bank account or accounts as shall from time to time be fixed by the Board and all cheques drawn on the account or accounts shall be signed by any two (2) members of the Board.



- b) All expenditure incurred by or on behalf of the Society shall be made with the prior consent of the Board save for discretionary amounts or types of expenditure which the Board may from time to time grant to any member, members or subcommittee for the purpose of running the affairs of the Society.
- c) The members of the Board shall be indemnified by the Society from and against all losses and expenses incurred by them in or about the discharge of their respective duties except such as happened from their own respective wilful default. No member of the Board or the Society shall be liable for the acts or omissions of any other member of the Society or Board or for joining in any act or receipt or for any act of conformity or for any loss happening to the Society unless the same shall be due to his or her own wilful default.
- d) The society is a non-profit organisation.
- e) Members of the board of the Society may be reimbursed for expenditure, but private pecuniary gain is prohibited.

### **13 Investment of Funds**

The Society may from time to time invest and re-invest in such securities and upon such terms as the Board shall determine the whole or any part of its funds which shall not be required for the immediate business of the Society.

### **14 Winding Up**

- a) In the event of the Society proposing dissolution, one month's notice of the proposed dissolution shall be given in terms of these rules to every person entitled to such a notice and there shall be no dissolution unless such resolution shall be passed by a vote at a Special General Meeting called for the purpose of considering dissolution.
- b) In the event of the Society being wound up, the surplus assets, after payment of the Society's liabilities, shall be paid to such society or organisation with an interest in promoting the profession of chemical engineering in New Zealand as decided by resolution at the Special General Meeting called for the purpose of considering dissolution.