

## CONSTITUTION AND RULES

### 1. NAME

The name shall be the Cosmetic, Toiletry & Fragrances Association of New Zealand (Inc.) operating as Cosmetics New Zealand.

### 2. OFFICE

The office of the Association shall be at such place as any general meeting may from time to time decide.

### 3. OBJECTIVES

The objectives of the Association are:

- (a) To promote, aid, foster, develop and protect the interests of the Cosmetic, Toiletry and Fragrance Industry in New Zealand and of every section of it by whatever means the Association may think fit.
- (b) To secure to the members of the Association all the advantages of unanimity of action.
- (c) To create a feeling of unity amongst members of the Industry throughout New Zealand.
- (d) To support the principle of private ownership in the Industry.
- (e) To provide by all lawful means for the opposing of any legislation, regulation or other action which the Industry may consider to be inimical to it or to the interests of its members.
- (f) To do all such things as may appear necessary or desirable or incidental or conducive to the attainment of the above objects or any of them.

### 4. SECRETARIAT

The secretariat shall be as determined by the Board and confirmed at a general meeting of members.

### 5. MEMBERSHIP

- (a) Full Membership shall be open to all companies engaged in the manufacture, importing or marketing of cosmetic, toiletry or fragrance preparations.

- (b) Associate Membership shall be open to any company engaged in the supply of components, materials, machinery or services to the cosmetic, toiletry and fragrance industry and which is not eligible for Full Membership.

Where a company is owned by an existing full financial member of the Association, such company shall be eligible for Associate Membership.

- (c) Associate members shall have no voting rights nor be eligible to hold office. They may, however, make application to the Board to be granted such rights, such privileges being conferred on a basis and conditions to be determined by the Board.
- (d) South Pacific Islands membership shall be open to any manufacturing company based outside of New Zealand and excluding Australia. Such membership shall hold the equivalent rights to that of a full member.  
Any addition costs associated in providing any specific membership services to Pacific members shall be the liability of the member.
- (e) All applications for membership of the Association shall be in writing to the Secretariat and shall incorporate a notification that the applicant will abide by the rules, regulations and decisions of the Association.
- (g) Such applications shall be considered by the Board, provided always that such applicant has the right of appeal to a general meeting of members.
- (h) Any member ceasing to hold the necessary qualifications as designated above shall cease to be a member of the Association and shall forfeit all rights of membership.

The membership of any member may be terminated by the Association if, in the opinion of at least a three-quarters majority of members present at a meeting of the Association, such member has acted contrary to this Constitution or to the interests of the Association. Before any such termination of membership shall be ratified, the member concerned shall be given an opportunity of explaining his/her alleged actions at a meeting of the Association considering the termination of membership.

Any member shall, upon termination of membership under this rule, meet all financial obligations outstanding to the Association as at the date of such termination.

Members may resign voluntarily.

- (i) No member shall resign from the Association without giving 3 months notice in writing to the Secretariat nor until all subscriptions, levies, fines or other dues payable by such member have been paid.
- (j) The definition of "Company" as stated in (a) shall be any business organization, registered company, partnership or sole trader.

## 6. OFFICERS

- (a) The overall management of the business and affairs of the Association shall be vested in the Board which shall consist of a President, the Immediate Past-President, and twelve (12) other members. Only members of the Association shall be eligible to stand as members of the Board provided, that if a firm or company shall be a member of the Association, a representative of such firm or company may be elected to the Board.
- (b) The President shall hold office for two years and Board members shall hold office for one year until the next Annual General Meeting at the end of which time they shall retire but shall be eligible for re-nomination and re-election.
- (c) Nominations for President and members of the Board shall be in writing in the hands of the Association Secretary not later than 14 days before the date of the Annual General Meeting.
- (d) Unless leave of absence has been applied for in writing and has been granted by the Association's Board, a member of the Board absenting him/herself from more than three consecutive meetings in any one year shall be deemed to have forfeited his/her seat on the Board.
- (e) If a member of the Board is unable to attend a Board Meeting he/she may appoint a substitute to attend in his/her stead.

## 7. PRESIDENT

- (a) The duties of the President shall be to preside at all Board and General Meetings of the Association and to report upon all transactions and negotiations affecting the work of the organisation.
- (b) He/she shall have a deliberative and, where necessary, a casting vote at all Board or General Meetings.
- (c) Where the President is absent from any meeting, the member elected by the Board as Vice President shall act in his/her stead for the meeting, assuming all the duties and rights of the President.

## 8. BOARD MEETINGS

- (a) Seven (7) clear day's notice shall be given to members of the Board of Board Meetings provided that it shall be within the power of the President, by written notice to the Association Secretary, to call meetings of special urgency without compliance with this provision.

- (b) At the request of the President or any three other members of the Board, the Association Secretary shall upon receiving such request call a meeting of the Board at the earliest possible date.
- (c) At all meetings of the Board three shall form a quorum.
- (d) Decisions at Board Meeting shall be by show of hands.

## **9. SECRETARY-TREASURER**

The secretary/treasurer of the Association shall be determined by the Board and confirmed at a general meeting of members. This may be an ongoing appointment. The provision of the duties of the secretary/treasurer shall in the first instance be that of the General Manager or any other delegated persons to provide specific elements of those duties.

The definition of the secretary is the person responsible to arrange and to provide secretarial services for all General Meetings of the Association and all Board meetings, to record minutes, forward to members as promptly as possible copies of all remits, notices of motion and minutes of General Meetings.

The definition of Treasurer is the person who shall ensure the receipt of all monies due to the Association from levies or from any other sources are paid into a bank account in the name of the Association.

In addition the Treasurer shall ensure the keeping of a true and correct account of the income and expenditure of the Association; preparation annually (or at such other times as a General Meeting may require) a balance sheet for submission to the Auditor; recover all debtors due to the Association and generally carry out the instructions of the President, Board and General Meetings and the expressed policy of the Association.

## **10. GENERAL MEETING**

- (a) An Annual General Meeting of the Association shall be held at such time and place as the Board may determine.
- (b) A Special General Meeting shall be held by agreement of the President and Secretary when necessary. A Special General Meeting shall be called by the Secretary on receipt of a written requisition from any ten members.
- (c) General Meetings shall be called upon notification to members, which notification must be posted 21 clear days before the date of the meeting.
- (d) At General Meetings twelve (12) members shall form a quorum.

## **11. EXPENSES TO BOARD MEETINGS**

Every officer and member of the Board attending a properly summoned Board Meeting shall be entitled to receive, if not resident in the town where the meeting is held, reimbursement of his/her transport and accommodation expenses and other reasonable expenses.

## **12. VOTING AT GENERAL MEETINGS**

- (a) Voting may be by remote means, with ballots carried out electronically or by post, or by show of hands of those present at a general meeting. Where any firm is represented at a meeting by more than one person, each firm shall in such case be entitled to record only one vote.
- (b) Any member present may require a vote to be taken by ballot.
- (c) Where a ballot is taken only those members who are financial for the immediate preceding financial year of the Association shall be entitled to vote.
- (d) Voting by proxy, provided that these are in writing in electronic or hard copy form and in the hands of the Secretary before the commencement of the meeting, shall be allowed on the above basis.

## **13. FINANCIAL YEAR**

The financial year of the Association shall close on 31 March in each year.

## **14. SUBSCRIPTIONS AND LEVIES**

- (a) The annual subscription payable by members shall be such sum and on such a basis as determined in advance by each Annual General Meeting after considering the recommendation of the Board subject to the subscription for the first year being determined by the Board.
- (b) In the event of no Annual General Meeting being held in the normal course of activities, the existing members of the Board shall have power to declare the annual subscription of no greater amount than and on the same basis as those of the previous year.
- (c) In the event of expenditure being incurred or decided upon in any year in connection with carrying out the objects of the Association, an Annual General Meeting or Special General Meeting may authorise additional levies on members in proportion to the annual subscription payable by each member.

## **15. BANK ACCOUNT, CHEQUES AND RECEIPTS**

When necessary by decision of the Board a banking account shall be opened at a bank approved by the Board to be operated jointly by any two of the signatories to be appointed

by the Board. The secretary/treasurer and one of the two other signatories to be appointed from time to time by the Board shall also have the power to endorse all cheques and other negotiable instruments payable to the Association and to issue receipts.

## **16. SEAL**

- (a) The common seal of the Association shall be under the control and custody of the Secretary.
- (b) The seal shall not be affixed to any document except in accordance with a resolution of members.
- (c) The seal shall be affixed in the presence of any two members of the Association.
- (d) A seal register shall be kept by the Secretary and be available at all meetings of the Association, together with copies of all documents duly sealed.

## **17. AUDITOR**

The auditor shall be such person as may be appointed by members at the annual general meeting.

## **18. ALTERATION OF RULES**

Any alterations, amendments, or additions to these rules shall be made at an Annual or Special General Meeting. Suggested alterations, amendments or additions shall be notified to the Secretary at least 21 days before the date of the meeting at which they will be given consideration and the Secretary shall as promptly as possible notify each member of the details of any such suggestions. No alteration shall be made to Clause 19 without prior approval of the Inland Revenue Department.

## **19. WINDING UP**

- (a) Any resolution to wind up the Association must be carried out by a majority vote of members at a General Meeting specially called to consider the matter. If required the Association shall be wound up in accordance with Section 24 of the Incorporated Societies Act 1908.
- (b) Any available funds after settlement of all liabilities shall be disposed of in such a manner as the General Meeting decides, provided that no member shall obtain any pecuniary gain on such a distribution.