



**Society
of
Cosmetic Chemists
of
South Africa**

Affiliated to the I.F.S.C.C.

CONSTITUTION AND BYLAWS

Supersedes February 2014

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CONSTITUTION

ARTICLE I

Name

1. The organisation hereby constituted will be called: The Society of Cosmetic Chemists of South Africa (here and after referred to as "Society").
2. Its shortened name will be: Coschem.
3. The Society will:
 - Exist in its own right, separately from its members.
 - Continue to exist even when its membership changes and there are different office bearers.
 - Be able to own property and other possessions.
 - Be able to sue and be sued in its own name.

ARTICLE II

Objectives

The Society shall:

1. Promote the advancement of science and technology in the cosmetic and toiletries industry.
2. Aim to improve the scientific knowledge of the individual members.
3. Promote high ethical standards of cosmetic science.
4. Provide the means for the dissemination and interchange of knowledge pertinent to cosmetic science.
5. Encourage research in cosmetic sciences.
6. Maintain contact and promote dialogue with relevant industry bodies.

ARTICLE III

Composition of the Society

The composition of the Society shall be as stated in the Bylaws.

ARTICLE IV

Income and property

1. The Society will keep record of everything it owns.
2. The Society may not give any of its money or property to its members or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the Society. The payment must be a reasonable amount for the work that has been done.
3. A member of the Society can only get money back from the Society for expenses that she or he has paid for on behalf of the Society.
4. Members or office bearers of the Society do not have rights over things that belong to the Society.

ARTICLE V

Membership

Section 1

The members or bodies of the Society shall be those individuals or bodies who are interested in the objectives of the Society and meet the requirements for one of the following membership categories:

- Honorary Membership
- Full Membership
- Associate Membership
- Student Membership
- Long Term Membership
- Senior Citizen Membership

Membership of the Society shall be open to residents of South Africa and any neighboring countries, which the Council of the Society may consider eligible.

Section 2

Applicants for the various classes of membership shall be elected as provided in the Bylaws.

Section 3

Suspension of Membership

A member may be suspended for non-payment of dues as required in the Bylaws or for unprofessional or unethical conduct, which is likely to bring the Society into disrepute. No member shall have his membership terminated except after an opportunity to be heard as provided in the Bylaws.

Section 4

Re application of membership

Should membership be terminated for any reason, a re-joining fee, decided upon by the Council, may be levied over and above the annual membership fee.

ARTICLE VI

International Affiliation

The Society is affiliated to the International Federation of Societies of Cosmetic Chemists (the IFSCC).

ARTICLE VII

Officers

Section 1

The Executive Officers of the Society shall be a President, Vice-President, Immediate Past President, Honorary Treasurer and Honorary Secretary. These Officers should not be connected persons in relation to each other, so as to accept the fiduciary responsibilities of the Society.

Section 2

- a. The President is elected for a one-year term, where after he/she hands duties over to the Vice-President,

who would assume the Presidential duties after the Annual General Meeting. The outgoing President would assume duties for one year as the Immediate Past-President.

- b. The Honorary Secretary and the Honorary Treasurer are eligible for re-election every year without limits of terms of office.
- c. Should any of the Executive Officers vacate their position for any reason whatsoever, the Council shall elect an alternate member to fill that position as per Bylaw 10.

**ARTICLE VIII
Council**

The controlling body of the Society shall be known as the Council. Such Council shall include the President, Vice-President, Immediate Past President, Honorary Treasurer, and Honorary Secretary, in addition to seven other ordinary members. The ordinary members of Council shall serve for a maximum of three years; thereafter they must take a one-year leave of absence, unless they are eligible and have been elected to serve on the Executive during that three-year period. Vacant Council positions will be filled as per Bylaw 9.

**ARTICLE IX
Manner of Election**

The Officers of the Council shall be elected as provided in the Bylaws.

**ARTICLE X
Meetings of the Society
Section 1**

The Society shall hold one Annual General Meeting and such other meetings as are deemed necessary to carry out its objectives.

Section 2

- a. The Council shall fix the time and place of the Annual General Meeting.
- b. The Council shall fix the time and place of any meeting other than the Annual General Meeting of the Society.
- c. At any general meeting of the Society twenty-five members shall constitute a quorum.

**ARTICLE XI
Publications**

The Society may publish or support journals, which in the judgment of the Council, will best contribute to the stated aims of the Society.

**ARTICLE XII
Chapters**

The Society shall have the right to establish local Chapters in South Africa or such neighboring countries, as the Council may consider eligible. The Council shall determine the manner in which such chapters are constituted.

**ARTICLE XIII
Finances
Section 1**

Each member of the Society shall pay dues as provided in the Bylaws.

Section 2

The financial year of the Society shall be from 1 January to 31 December inclusive.

1. An accounting officer/auditor shall be appointed at the annual general meeting. His or her duty is to audit and check on the finances of the Society.
2. The Treasurer is to control the day-to-day finances of the Society. The Treasurer and General Secretary shall arrange for all funds to be put into a bank account in the name of the Society. The Treasurer must also keep proper records of all the finances.
3. Whenever funds are taken out of the bank account, the General Secretary and Treasurer must authorise the withdrawal.
4. The financial year of the Society ends on **31st December.**
5. The Society's accounting records and reports must be ready and handed to the Director of Non-Profit Organisations within six months after the financial year-end.

**ARTICLE XIV
Bylaws**

The Council shall formulate bylaws not in conflict with this constitution to guide the proper operation of the Society. Such bylaws, subject to approval of the Society, shall become effective when so approved unless a later date is specified.

**ARTICLE XV
*Amendments to the Constitution***

1. The constitution can be changed by a resolution. The resolution has to be agreed upon and passed by not less than two thirds of the members who are at the annual general meeting or special general meeting. Members must vote at this meeting to change the constitution.
2. Two thirds of the members present at a meeting or by proxy vote ("the quorum") must agree before a decision to change the constitution is taken.

3. A written notice must go out not less than fourteen (14) days before the meeting at which the changes to the constitution are going to be proposed. The notice must indicate the proposed changes to the constitution that will be discussed at the meeting.
4. No amendments may be made which would have the effect of making the Society cease to exist.
5. Amendments to the Constitution must be submitted to the Commissioner within 30 days of amendment.

**ARTICLE XVI
Dissolution and Winding-up**

1. The Society may close down if at least two-thirds of the members present and voting at a meeting convened for the purpose of considering such matter, are in favour of closing down.
2. When the Society closes down it has to pay off all debts. After doing this, if there is property or money left over it should not be paid or given to members of the Society. It should be given in some way to another non-profit organisation that has similar objectives. The Societies general meeting can decide what organisation this should be.

BYLAWS

BYLAW 1

Composition of the Society

The Society shall be composed of the Council and the members of the Society.

BYLAW 2

Membership (Article V)

2.1 Honorary Members

Upon the recommendation of the Council of the Society, the Society may elect as Honorary Members such persons considered worthy by virtue of exceptional services rendered to the Society or of value in cosmetic science or other appropriate activities. Each Honorary member shall be entitled to take part in all the Society's activities.

2.2 Full Members

At the date of their election, Full members shall be over eighteen years of age and must possess the following qualifications:

- 2.2.1 A degree from a recognised university in a science field, national diploma as recognised by the Council or the Diploma in Cosmetic Science.
- 2.2.2 At least one year of practical experience in cosmetics or related sciences.
- 2.2.3 At the discretion of the Council, any applicant possessing the qualifications outlined in 2.2.1. above and being on the educational staff of an academic institution recognised by the Council, shall be eligible for membership.

2.3 Associate Members

Candidates who lack the necessary academic qualifications for Full membership of the Society but who have been actively engaged in a technical capacity in the cosmetic, toiletry and related industries may be admitted by the Council as Associate members

provided they have had at least three years experience in such capacity and if a full investigation reveals sufficient grounds for Associate membership.

2.4 Student Membership

Students are defined as:

- 2.4.1 Those candidates pursuing a degree or diploma or another educational course recognised by the Society and leading ultimately to membership of the Society.
- 2.4.2 Those graduates working to obtain the necessary experience and expecting admission to membership grade.
- 2.4.3 Membership of this grade is temporary; it covers only the period that a candidate for membership is under training. All Student memberships are reviewed at the end of three years. Re-election is only permitted if the Council is satisfied of the student's ultimate intention to become a member; all Bylaws concerning students are subject to the discretion of the Council.

2.5 Long Term Membership

Long term members are defined as:

- 2.5.1 Members who have been members of the Society over a continuous period of thirty years will be granted Long Term Membership to the Society.

2.6 Senior Citizen Membership

Senior Citizens are defined as:

- 2.6.1 Members who are sixty years of age or older will qualify for Senior Citizen membership but they will retain their original membership benefits ie Full members have a voting right.

BYLAW 3

Application Procedure for Admission to Membership

Every applicant for membership shall:

- 3.1 Receive an approved application form.
- 3.2 Receive a copy of the Constitution and Bylaws.
- 3.3 Be informed in writing of the decision of the Council and, if elected, of the date of his election.
- 3.4 Once admitted to membership of the Society, be sent a membership certificate, which is to remain the property of, and be returned to the Society, on suspension or removal of such member.

BYLAW 4

Election of Full Members, Associate Members and Student Members (Article V) .

- 4.1 All members shall be elected by a resolution of the Council with not less than two thirds of those present voting in favour.
- 4.2 Applications for membership or transfer of Associate membership to Full membership shall be submitted in writing on the appropriate official form and signed by the applicant and two sponsors who preferably should be members of the Society to whom the applicant is personally known.
- 4.3 The annual subscription or such other sum as may be prescribed in accordance with the provisions of Bylaw 23 must accompany the application form. In the event of non-election to membership of the Society, this will be refunded to the applicant.
- 4.4 Applications for Student membership or transfer of studentship to Full membership shall be submitted in writing on the appropriate official form and signed by the applicant and two sponsors to whom the applicant is personally known as a bona fide student.

BYLAW 5

Resignation

A member may resign his membership at any time by notification in writing to the Honorary Secretary.

The resigning member shall be liable to pay all outstanding monies owed by him to the Society.

BYLAW 6

Suspension and Removal

- 6.1 The Council shall have the power to suspend or terminate the membership of any member:
 - 6.1.1 Whose subscription shall be three months or more in arrears and provided that notice shall have been given at least one month previously by the Honorary Treasurer of possible termination of membership in case of non-payment of arrears.
 - 6.1.2 Who has been convicted of an indictable offence.
 - 6.1.3 Who has been guilty of conduct such as would, in the opinion of the Council, render him unworthy of membership of the Society.
- 6.2 Any disciplinary decision of the Council shall be by resolution at a Council meeting at which not less than 7 members shall be present and shall require at least two-thirds of those present to vote in favour thereof.
- 6.3 Suspension shall be for a term not exceeding twelve months, during which period all rights and privileges shall cease.
- 6.4 A member whose membership has been terminated will be excluded from the Society and their name shall be removed from the register, but such termination shall be without prejudice to the right of the Society to recover any debt or enforce any obligations for, or in respect of which the member may have become liable.
- 6.5 The annual subscription or any portion thereof shall not be recoverable by a member who has been removed or suspended in accordance with the provisions of this Bylaw.

- 6.6 A complaint regarding the conduct of a member shall be communicated in writing to the Honorary Secretary who shall lay it before the Council for its consideration.
- 6.7 If the Council considers that there is a prima facie case for suspension or removal under Bylaw 6.1.3. then a member against whom a complaint has been made shall be duly notified at least thirty days before the meeting of the Council at which this is to be considered and shall have the right to appear and be heard.

BYLAW 7

Rights and Privileges

- 7.1 All classes of members shall have the right to attend all open meetings of the Society subject to the terms and conditions of the meeting.
- 7.2 Honorary Members, Long Term and Full Members but not Associates or Student Members, shall be entitled to nominate and to serve as Officers of the Society and members of the Council.
- 7.3 Honorary Members, Long Term and Full Members but not Associates or Students shall be entitled to one vote each either in person or by proxy on any motion at General Meetings or submitted to a general ballot.
- 7.4 All classes of members shall be entitled to receive a copy of each issue of the approved journals.

BYLAW 8

Register of Members

An updated register of all members of the Society shall be maintained. This shall contain the names, addresses, dates of election, qualifications, contact methods and details, as the Council may require.

BYLAW 9

Election of Council

- 9.1 Members of Council shall be elected from amongst the Honorary Members, Long Term and Full Members but not Associates or Student Members of the Society by a postal or electronic vote.
- 9.2 Members (9.1) should preferably be elected after serving on a sub-committee for a period of 1 year.
- 9.3 Members volunteering for Council positions must signify their acceptance of such nomination by signing the nomination form.
- 9.4 The General Secretary will ensure that nomination forms are posted, faxed or e-mailed to all eligible members (Bylaw 7.2) at least 4 weeks prior to the Annual General Meeting.
- 9.5 The duly completed nomination form signed by both the volunteering member as well as a Full member of the Society and must be returned to the General Secretary at least two weeks prior to the Annual General Meeting.
- 9.6 Should the number of nominees nominated (by the 9.3 methods) not be sufficient to fill the vacancies on the Council the balance required will be identified by the Council, elected by simple secret ballot at the Annual General Meeting.
- 9.7 Should more than the required number of nominees be received by vote the required number of Council Members shall be elected from those nominated by simple secret ballot at the Annual General Meeting
- 9.8 Any member eligible to vote (Bylaw 7.2) is allowed to nominate as many members as there are vacancies on the Council.
- 9.9 The members of the Council elected at the Annual General Meeting shall take office immediately after the close of the Annual General Meeting.

BYLAW 10

Election of Officers of the Society (Article VIII)

The Office of Vice-President, Honorary Treasurer and Honorary Secretary shall be elected by the Council members from amongst its members. In the event of more than one nominee for any office, election shall be by simple secret ballot in each case by Council members present at the last Council Meeting held before the Annual General Meeting.

BYLAW 11

Vacation of Membership on Council

A member shall vacate his membership of Council if he/she ceases to be a Member of the Society or if he/she has been absent from two consecutive Council Meetings without consent of the Council.

BYLAW 12

Vacancies on Council

The Council shall have the power to fill any casual vacancies, which may arise amongst the members of Council. Any member so co-opted shall serve until the next Annual General Meeting when he/she shall be eligible for election as though he/she had not been a member of Council.

BYLAW 13

Duties of Officers

- 13.1 The **President** of the Society shall be ex-officio Chairman of the Council and, except for the provision of Bylaw 17, shall preside at all Meetings of the Society, with exception of the Executive meetings, as this is the function of the Immediate Past President.
- 13.2 The **Vice-President** shall exercise all the functions of the President during the latter's absence or disability.
- 13.3 The **Honorary Secretary** shall be responsible for:
 - 13.3.1 To oversee the Society's secretarial function.

- 13.4 The **Honorary Treasurer** shall have the custody of all the funds and property of the Society, for which he/she is responsible to the Council who shall empower him/her to use the same in such manner as they may deem necessary for carrying out the objectives for which the Society was formed.

The Honorary Treasurer shall be responsible for:

- 13.4.1 Supervising the keeping of proper recorded accounts and receipts, and controlling day to day expenditure which shall be made up to the thirty-first day of December each year.
- 13.4.2 Ensure that notices of subscriptions due are sent out.
- 13.4.3 Presenting a financial report at each Council Meeting. Prepare an Annual Balance Sheet and Statement of Income and Expenditure which duly reviewed by an Accounting Officer, shall be presented at the Annual General Meeting together with a report on the financial position of the Society.
- 13.4.4 Payment of assistants of the Society and expenses in relation to premises rented, leased or owned by the Society. Accounts shall be paid by the General Secretary, and approved by the Honorary Treasurer, subjected to a pre-defined expenditure limit.
- 13.5 The funds of the Society shall be kept in a banking account in the name of the Society of Cosmetic Chemists of South Africa.
 - 13.5.1 Such funds as may not be required for current expenditure may be invested at the discretion of the Council in securities authorised by law.
- 13.6 Officers of the Society and other persons carrying out duties on behalf of the Society may be provided with monies from which to pay incidental expenses and shall render an account, to be accompanied by receipts or vouchers, to the Honorary Treasurer.

BYLAW 14

Functions of the Council

The affairs of the Society shall be conducted by the Council on conformity with the Constitution and Bylaws of the Society for the purposes of achieving the objectives of the Society.

BYLAW 15

Meetings of Council

- 15.1 The Council shall hold not less than five ordinary meetings in every year, one of which shall be held within fourteen days subsequent to the Annual General Meeting. They shall be held at such time and place as the Council shall determine. Notice of each meeting shall be sent to all Council Members not less than ten days prior to the date of the meeting.
- 15.2 Except where otherwise provided in these Bylaws, all resolutions shall be decided by a simple majority of those present voting and in the case of an equality of votes, the Chairman shall have a casting vote.
- 15.3 The accidental omission to give notice or the non-receipt of notice of any meeting of Council shall not invalidate the proceedings of the meeting.
- 15.4 Except subject to the provision of Bylaw 6.2 at all meetings of the Council, six shall form a quorum.

BYLAW 16

Committee

- 16.1 The Council may delegate appropriate powers to Committees of Council where the Chairman and at least one other member shall be members of the Council. At least one member of Council shall be present at any Committee meeting. In exceptional circumstances, the Council may invite non-members of the Society to serve on such Committees.

- 16.2 For purposes not involving delegation of powers, the Council may appoint committees consisting of members of the Society. Such Committees may, with the approval of the Council, co-opt additional members from outside the Society.
- 16.3 All Committees shall conform to such regulations, whether by standing order or otherwise, as the Council may prescribe, and shall report and be responsible to the Council.
- 16.4 The President, Vice-President, the Honorary Secretary, the Honorary Treasurer and the Immediate Past President shall be ex-officio members of all Committees.
- 16.5 The Council may appoint members of the Society to serve with representatives of other bodies on joint committees for the consideration of matters of joint interest.

BYLAW 17

Chairman at General Meetings

The President or in his/her absence the Vice-President shall be Chairman of every General Meeting. In their absence or, being present, declining to act, the Chairman shall be chosen by the members present. The Honorary Secretary or any other Council member shall take the chair for this purpose.

BYLAW 18

Quorum at General Meetings

A quorum of any General Meeting of the Society shall be Twenty-Five members entitled to vote, but in the event of a quorum not being present at the time appointed, the meeting shall be deemed to be adjourned. Notice of any such adjourned meeting, at which the business may proceed even if a quorum is not present, shall be sent to all members, except for a change of Bylaws when a vote under Bylaw 28.4 shall apply.

BYLAW 19

Voting at General Meetings

- 19.1 The Chairman of any Meeting of the Society shall only have a casting vote.
- 19.2 Authorities appointing members present to act as proxies for absent members shall be made available to the Chairman at the commencement of any meeting and shall be recorded as "Members present by proxy".
- 19.3 Subject to other provisions in these Bylaws, any motion before a General Meeting shall be decided by a simple majority of votes expressed by a show of hands, unless a demand for a ballot be made by five members present.
- 19.4 In the event of a postal, fax or electronic vote, the results shall be declared at a further meeting to be held not less than twenty eight days and not more than forty two days after the Meeting at which the motion was proposed. A copy of the motion and voting paper shall be sent to each member within fourteen days of the meeting at which the motion was proposed. The voting paper shall be received by the General Secretary before the opening of the subsequent meeting. Individuals who shall be members of the Society, but who may not be officers or members of Council, shall be appointed by the Meeting and shall count the votes of the Meeting.

BYLAW 20

Annual General Meeting

- 20.1 The Society's financial year shall end on the thirty-first day of December in each year. The Annual General Meeting shall be held before the thirty first day of March. The ordinary business of the meeting shall be to receive the Annual Report of the Council, the Balance Sheet and Statement of Income and Expenditure together with the Treasurer's report; to fulfill the requirements of Bylaw 9 regarding election of

Council Members; to appoint an Accounting Officer; and to deal with any other business on the Agenda.

- 20.2 The Agenda of the Annual General Meeting shall be sent to all members at least seven days before the meeting.
- 20.3 At least thirty days before the Annual General Meeting, notice must be sent to all members at their last known address specifying the time and venue of the meeting.
- 20.4 Any member wishing to propose any motion, other than that relating to ordinary business, for discussions at the Annual General Meeting must give notice in writing on such motion to the Honorary Secretary not later than fourteen days before the Annual General Meeting.
- 20.5 Copies of the Balance Sheet and Statement of Income and Expenditure, duly reviewed by an Accounting Officer, shall be supplied with the Agenda to all members present at the Annual General Meeting.

BYLAW 21

Extra-ordinary General Meetings

- 21.1 An Extra-ordinary General Meeting may be convened by the Council at any time. The Council shall be required to convene such a meeting on receipt by the Honorary Secretary of a written request signed by at least five members stating the motion to be considered.
- 21.2 Extra-ordinary General Meetings shall be held within twenty-eight days of the passing of a resolution signed by five or more members.
- 21.3 The Honorary Secretary shall send notice of every Extra-ordinary General Meeting, stating the motion to be discussed and naming its sponsors, to all members at least fourteen days before the meeting. No business shall be brought forward except that which shall have been so notified.

BYLAW 22**Scientific Meetings**

The responsibility for the scope and practice of scientific meetings shall rest with the Council.

BYLAW 23**Annual Subscriptions**

- 23.1 Subscriptions are payable on application for membership but refunded in the event of non-election, and thereafter in advance and are due on 1 January of each calendar year. In the case of Members elected on or after 30 June, the subscription for the current year shall be half of the annual subscription.
- 23.2 The Annual Subscription to the Society for members may be altered at the discretion of the Council.
- 23.3 Any Member who fails to pay the due subscription within three months of the due date shall be suspended after notice on the part of the Society, as provided in Bylaw 6.1.1. On payment of the indebtedness, and with the approval of the Council, membership may be restored.
- 23.4 Any Member whose subscription is three months in arrears shall not be entitled to receive the publications of the Society until the subscription is paid.
- 23.5 No annual subscriptions shall be payable by Honorary and Long Term Members.

BYLAW 24**Indemnification of Officers**

The Council members and other persons authorised by the Council to act on its behalf shall be indemnified by the Society in respect of all issues and proper expenses incurred by them and claims made against them in or about the proper discharge of their own respective duties, except such as may arise from their own respective willful default, and none of them shall be liable for any of conformity, or for any loss of expense caused to the Society except in the case of like default.

BYLAW 25**Distribution of Funds**

- 25.1 The Council may make donations to any institution or person if, in the opinion of the Council, such donation shall be deemed as furthering the objectives of the Society.
- 25.2 The Society shall not make any dividend, division or bonus unto or between members, but shall devote its funds solely to the furtherance of its objectives.

BYLAW 26**Diploma**

The Council shall have authority to make regulations governing the issue of a Diploma to persons passing the required examinations and who also comply with any other conditions and the regulations current at the time of registration for the Diploma.

BYLAW 27

A notice required by these Bylaws is to be sent to members and shall be deemed to have been duly received when it has been sent to the members at the addresses last appearing in the register.

BYLAW 28**Alteration and Interpretation of Bylaws**

- 28.1 A Bylaw may be altered or amended or new Bylaws made, only at a General Meeting.
- 28.2 Additions to, or alterations, suspension, and repeal of the Bylaws may be proposed by the Council or by members of the Society. In the latter case the proposal shall be sent to the Honorary Secretary in writing and shall be signed by at least five members.
- 28.3 The Council, upon receipt of written requests, shall call an Extra-ordinary General Meeting to discuss the proposed alterations.

- 28.4 A resolution recommending the alteration of a Bylaw, or the adoption of a new Bylaw shall not be valid unless at least two thirds of the members present or represented there by proxy (or, in the case of postal, fax or electronic votes, two thirds of those voting) vote in favour of such resolutions.
In the event of there not being a quorum (Bylaw 18) any change in the Bylaws must be decided by postal, fax or electronic vote.
- 28.5 Copies of any additions or amendments to the Bylaws shall be posted to all members.
- 28.6 All queries arising out of the interpretation of the Bylaws shall be decided by the Council.

BYLAW 29

Publications

The responsibility for the scope of publications shall rest with the Council.