

BY-LAWS

THE SOCIETY OF DYERS AND COLOURISTS

MEMBERSHIP

1. Membership of the Society

- 1.1 The Society shall consist of Voting Members and Non-voting Members as follows:
- 1.2 Voting Members shall comprise:
Fellows
Associates
Licentiates and
Members
- 1.3 Non-voting Members shall comprise
Honorary Members
Honorary Fellows
Members (Non-voting) and
Student Members
- 1.4 Honorary Members and Honorary Fellows who were Voting Members when they were elected shall retain their status as Voting Members

2. Eligibility for Admission

- 2.1 No persons shall be eligible for admission as either a Voting or a Non-voting Member of any classification unless
 - (a) they are properly qualified in accordance with these By-laws;
and
 - (b) they have demonstrated that they are suitable to be admitted to membership in accordance with the Rules of the Society.
- 2.2 An application for Membership of any Classification may be refused, notwithstanding that the applicant possesses the qualifications set out in these Bylaws on grounds specified in the Rules of the Society.

3. Entitlement of Members

- 3.1 Members of the Society, whether Voting or Non-voting, provided they are not in arrears with any subscription to which they are subject, are entitled to such privileges as may be prescribed in the Rules.
- 3.2 Voting Members shall additionally be entitled:

- a. to receive notice of and to attend and vote at General Meetings of the Society as prescribed by these By-laws
- b. to be nominated for and elected to membership of the Trustee Board

4. Registration of Members

- 4.1 The Chief Executive shall cause a Register to be kept and maintained containing the names and addresses together with the classification, for the time being, of all of the Voting and Non-Voting members.

QUALIFICATIONS AND TITLES OF MEMBERS

5. Criteria for Membership

- 5.1 The Rules shall provide for criteria, to be based on distinction, qualifications, training and experience in a colour-related profession, for election to the various classes of membership.
- 5.2 Upon election Fellows shall be entitled to use the designation Fellow of the Society of Dyers and Colourists and the designatory letters FSDC after their names for as long as they remain in membership of the Society.
- 5.3 Upon election Associates shall be entitled to use the designation Associate of the Society of Dyers and Colourists and the designatory letters ASDC after their names for as long as they remain in membership of the Society.

6. Non-Voting Members

- 6.1 The Rules shall provide for criteria, based on academic, scientific or other attainments, professional experience, and fitness to be elected in accordance with which persons may apply for and be elected as Non-voting Members.

7. Payment of subscriptions

- 7.1 No election or transfer to any classification shall become effective until the annual subscription or fees payable at the date of election or transfer shall have been paid.
- 7.2 On payment of all fees as required by the Rules of the Society, the member's name shall be duly entered in the Register.
- 7.3 Election to membership or transfer shall become null and void if the required subscription or fees shall remain unpaid three months after the date of election or transfer.

8. Student Member

- 8.1 Persons who provide such evidence as may be specified in the Rules of the Society that they are following an approved course of training in colour-related studies and obtaining suitable practical experience may apply to become a Student Member.
- 8.2 A Student Member shall retain that classification only as the Rules of the Society may specify, and may be removed from membership of that classification at any time in accordance with the operation of the Rules.

9. Examinations

- 9.1 The Rules of the Society may provide for the holding of examinations.
- 9.2 The Rules may provide for the publication from time to time of Regulations governing the requirements, syllabuses and conduct of examinations, the preparation and submission of dissertations or theses and circumstances in which candidates may gain exemption from examinations.

DIPLOMAS, MEDALS, HONORARY MEMBERS AND HONORARY FELLOWS

10. Awards of Diplomas and Medals

- 10.1 The Rules of the Society may provide for the award of Diplomas and Medals.

11. Honorary Member

- 11.1 Distinguished persons whom the Society especially desires to honour may be elected Honorary Members.
- 11.2 Nomination for election of an Honorary Member shall be made by the President and submitted to the Trustee Board, which shall consider and vote on such nominations in accordance with its procedural rules.
- 11.3 Honorary members shall be exempt from payment of any subscription or fees.
- 11.4 A Voting Member elected as an Honorary Member shall retain all rights and privileges of Voting Membership.

12. Honorary Fellow

- 12.1 Distinguished persons who have achieved outstanding distinction in science, technology, industry, general scholarship or education may be elected Honorary Fellows.

- 12.2 Nomination for the award of an Honorary Fellowship shall be made by a Committee of the Trustee Board established with this function among its terms of reference and shall take the form of a citation of the nominee's distinctions and achievements.
- 12.3 Honorary Fellows shall be exempt from payment of any subscriptions or fees.
- 12.4 A Voting Member elected as an Honorary Fellow shall retain all the rights and privileges of Voting Membership.
- 12.5 Honorary Fellows shall be entitled to use the designation Honorary Fellow of the Society of Dyers and Colourists or the abbreviation Hon FSDC but may not describe themselves as Chartered Colourists or use the abbreviation CCol.

13. Resignations of Voting and Non-Voting members

- 13.1 Voting or Non-Voting Members may resign by sending notice in writing to the Society's Office.
- 13.2 The Rules of the Society may provide that where a member gives notice of resignation after a particular date in any year liability remains for the annual subscription and fees for the next ensuing year.

14. Suspension and Removal

- 14.1 Any Voting or Non-Voting Member who
- a. wilfully neglects or refuses to comply with the By-Laws and / or Rules of the Society; or
 - b. is found to have been guilty of such conduct as renders the member unfit to remain a member of the Society; or
 - c. is found by speech or action to have harmed the reputation of the Society
- may be expelled from the Society or suspended by the Trustee Board
- 14.2 The Rules of the Society shall make provision for a fair and just procedure for dealing with members who are charged with conduct that may result in expulsion or suspension. Such procedure shall include provision for
- a. written notice of the charge;
 - b. reasonable notice of the date on which the charge will be considered;

- c. an opportunity for the member to make written and oral representations in explanation or defence;
 - d. the constitution of the decision-making body;
 - e. the process for arriving at a decision;
 - f. notification of decisions and provision of reasons.
- 14.3 The Rules may also provide for a preliminary investigation of the charge to determine whether there is a *prima facie* case.
- 14.4 Where a member is suspended the period of the suspension shall be one year during which all rights and privileges shall cease.
- 14.5 The Rules may provide for a review of the continuance of the suspension after a period of one year. Such provision should include
- a. an opportunity for the member to make representations as to why the suspension should not be continued;
 - b. details of the constitution of the decision-making body;
 - c. details of the decision-making process;
 - d. a requirement for a decision to continue a suspension to be accompanied by reasons.
- 14.6 A member who has been suspended or expelled may not recover any part of the annual subscription, and shall remain liable for any debts or obligations owed to the Society.

15. Complaints

- 15.1 The Rules of the Society shall make provision for considering and dealing with complaints relating to members.

16. Re-admission to Membership

- 16.1 Members whose membership has lapsed may be re-admitted in accordance with the Rules of the Society.

MEMBERSHIP SUBSCRIPTIONS

17. Membership Annual Subscriptions

- 17.1 All annual subscriptions shall be due on the date for the time being specified in the Rules of the Society.

- 17.2 The Rules may make provision for reductions in subscriptions, or remission of subscriptions or arrears, in such cases as may be specified, which may include, but are not limited to, personal circumstances, length of service, retirement, agreement by the member to a reduction in privileges, and agreement by the member to pay by prescribed methods or on or before a prescribed date.
- 17.3 The Rules of the Society may specify the method of calculating subscriptions where a member transfers from one classification of membership to another in the course of a membership year.
- 17.4 No increase in subscriptions may be implemented unless the increase has been agreed by the Voting Members voting in General Meeting.

18. Arrears of subscription

- 18.1 The Rules of the Society may provide that members whose annual subscriptions are in arrears for up to a specified period may lose their entitlement to participate in all or any the activities of the Society or to such privileges as may be specified.
- 18.2 The Rules of the Society may provide for removal from the Register if an annual subscription remains unpaid beyond a specified period, and for the procedures to be followed in such circumstances.
- 18.3 Members removed from the register for non-payment of the annual subscription remain liable for the unpaid subscription.

SEAL AND DOCUMENTS

19. The Society's Seal

- 19.1 The Rules of the Society may provide for the design, safe custody and use of the Society's Seal.
- 19.2 The Rules of the Society may specify the persons authorised to sign documents whether or not required to be under seal.

FINANCES OF THE SOCIETY

20. Management of Finances

- 20.1 The Rules of the Society may provide for the vesting of the management of the Society's finances in a Committee authorised in that behalf by the Trustee Board.
- 20.2 The Rules of the Society may provide for the Committee to be appointed annually by resolution of the Trustee Board and for its composition.

21. Annual Accounts and Auditing

- 21.1 The Trustee Board shall be responsible for ensuring that proper and sufficient accounts are kept of the capital, funds, receipts and expenditure of the Society so that a true and fair view of the financial position of the Society is at all times exhibited by such Accounts.
- 21.2 The Accounts of the Society shall be made up to the end of the Society's financial year as specified from time to time in the Rules of the Society.
- 21.3 The Accounts of the Society and shall be audited by registered auditors who shall be Chartered Accountants.
- 21.4 After approval by the Trustee Board the Accounts shall be laid before the Annual General Meeting next following.
- 21.5 A copy of the Accounts, together with a copy of the Auditors' Report, shall be sent to each member of the Society at least seven days before the Annual General Meeting at which such Accounts are to be presented. The Rules may provide for the Accounts to be sent in abbreviated form.
- 21.6 The appointment, powers and duties of the Auditors shall be regulated in accordance with the provisions of the law for the time being in force in relation to registered charities.
- 21.7 In preparing the Society's accounts the Trustee Board shall:
- a. adopt suitable accounting policies and apply them consistently
 - b. make judgements and estimates that are reasonable and prudent
 - c. prepare the annual accounts on the going concern basis unless it is inappropriate to presume that the Society will continue in business.
 - d. take reasonable steps for the prevention and detection of fraud and other irregularities.

22. Investments

- 22.1 The Society shall invest all monies not required to meet current expenditure in any manner which is lawful.

23. Reimbursement of Losses and Expenses

- 23.1 The Rules of the Society may provide for the payment out of the funds of the Society of all losses and expenses which the Honorary Officers

of the Council, Members of the Trustee Board and its committees or officials or staff may have incurred or become liable to by reasons of any contract entered into or act or deed done in the discharge of duties.

- 23.2 The Rules may make similar provision in respect of any Voting or Non-Voting Member or servant of the Society who, with the authority of the Trustee Board, does any act on behalf of the Society.
- 23.3 The Rules of the Society shall make provision for the payment out of the funds of the Society of the annual premiums for Trustee Indemnity Insurance purchased for the purposes referred to in Article [8] of the Charter.

24 Premises

- 24.1 The Society may acquire by purchase or renting suitable premises for its use of the Society.

25. Funds for Regions, Student Sections and Authorised Undertakings within the Society

- 25.1 The Rules of the Society may provide for the appropriation and contribution of the Society's funds towards the expenses of Regions, Committees and other authorised formations, or of any events such as Symposia, Conferences, Summer Schools and similar functions.
- 25.2 No expenditure may be incurred on behalf of the Society other than in accordance with the Rules of the Society.

REGIONS, AFFILIATE SOCIETIES AND STUDENT SECTIONS AND OTHER ENTITIES

26. Entities

- 26.1 The Rules of the Society may make provision for the formation and dissolution of Regions, Student Sections and other entities, within or outside the United Kingdom
- 26.2 The Rules of the Society may make provision for the rules of such entities, and may contain provision for uniform rules.
- 26.3 Except in such matters as are necessary for conducting the normal business of the entity, the Committee or Officers of an entity shall not act for nor enter into negotiations on behalf of The Society without such consent as may be specified in the Rules of the Society.
- 26.4 The normal expenses of entities, including the expenses of formation, may be defrayed out of the general funds of the Society with the exception of social activities; but consent for proposals to defray

extraordinary expenditure must first be sought in accordance with the Rules of the Society.

27. Affiliate Societies

- 27.1 The Rules of the Society may provide for United Kingdom or overseas Societies whose interests and activities involve colour technology, to become Affiliate Societies.
- 27.2 An Affiliate Society shall determine its own Rules which shall be submitted for approval in accordance with the Rules of the Society.
- 27.3 An Affiliate Society's relationship may be terminated at the request of the Affiliate Society or by resolution of the Trustee Board.
- 27.4 The Society shall not be responsible for the management, activities or misdemeanours of an Affiliate Society.
- 27.5 An Affiliate Society shall not act nor enter into negotiations on behalf of The Society.

MEETINGS OF THE SOCIETY

28. General Meetings

- 28.1 General Meetings of the Society shall be of two kinds
 - a. Annual General Meetings; and
 - b. Extraordinary General Meetings.
- 28.2 Only Voting Members shall be entitled to receive notice of or to attend or to vote at General Meetings.
- 28.3 Each person entitled to vote shall have only one vote.

29. Other Meetings

- 29.1 The Rules of the Society may provide for meetings of Voting and Non-Voting Members.
- 29.2 Such meetings may deal only with matters which are not required to be dealt with at a General Meeting, and no business relating to the constitution, affairs, direction or management of the Society shall be transacted at such a meeting.
- 29.3 The Rules of the Society may provide for the conditions of admission to such meetings and the manner in which they shall be conducted.

30 Time and Place of Meetings

- 30.1 The Annual General Meeting of the Society shall be held in each year on such day and at such time and place as the Trustee Board may determine in accordance with the Rules of the Society.
- 30.2 Other General Meetings of Voting Members only and Joint Meetings of Voting and Non-Voting Members shall be held at such time and place as the Trustee Board may determine.

31. Notice of General Meetings

- 31.1 Notice of any General Meeting shall be sent to the Voting Members of the Society not less than twenty-one days before the date of the meeting.
- 31.2 The notice shall state the business to be transacted and no business shall be transacted at that meeting other than that stated in the notice.

32. Business to be transacted at the Annual General Meeting

- 32.1 The business to be transacted at the Annual General Meeting shall be:
 - a. To receive the Annual Report of the Trustee Board;
 - b. To receive the Balance Sheet and the Accounts for the past year;
 - c. To elect the President and the President-elect;
 - d. To declare the election of the Honorary Treasurer, Honorary Secretary and Members of the Trustee Board, and to be notified of the appointment of any Vice-President and Co-opted Members of the Trustee Board;
 - e. To appoint Auditors;
 - f. To transact any business brought before the meeting by resolution of the Trustee Board and
 - g. To transact such business of which notice shall have been given pursuant to By-laws 32.2 and 33.2.
- 32.2 The Rules of the Society shall provide for Voting Members to bring motions before the Annual General Meeting on giving written Notice to the Society's Office by such a date in advance of the meeting as may be specified in the Rules.

33 Extraordinary General Meetings

- 33.1 The Rules of the Society shall provide for Extraordinary General Meetings to be convened by the Chairman of the Trustee Board or the Chairman of the Audit Committee.
- 33.2 The Rules of the Society may provide for Extraordinary General Meetings to be convened on a requisition signed by such minimum number of Voting Members as may be specified in the Rules, and may also provide for the form of such requisitions and the procedures to be followed.

34 General provisions for General Meetings

- 34.1 The accidental omission to give notice of a General Meeting to any Voting Member shall not invalidate the meeting.
- 34.2 The Rules of the Society shall make provision for:
- a. The procedures to be followed at General Meetings;
 - b. The quorum for general meetings;
 - c. The persons who may chair General Meetings;
 - d. Adjournment of General Meetings;
 - e. Voting procedures, including provisions as to the majorities needed for resolutions to pass, proxies and the exercise of casting votes.

HONORARY OFFICERS OF THE SOCIETY

35 Honorary Officers of the Society

- 35.1 The Honorary Officers of the Society shall comprise:
- a. The President
 - b. The Immediate Past President
 - c. The President-elect
 - d. The Vice-Presidents
 - e. The Honorary Treasurer
 - f. The Honorary Secretary

GOVERNANCE OF THE SOCIETY

36. The Trustee Board

- 36.1 The Trustee Board shall comprise:
- a. nine members (including the Chair of the Trustee Board) elected from among the Voting Members of the Society;

- b. the Chief Executive Officer;
- c. the Honorary Treasurer
- d. the Honorary Secretary
- e. up to 2 co-opted members.

36.2 Only the elected members referred to in paragraph 35.1.a above shall take part in any vote of the Trustee Board.

37. The Audit Committee

37.1 The Audit Committee shall comprise

- a. the Honorary Secretary
- b. the Honorary Treasurer
- c. the President
- d. the President-elect
- e. the Immediate Past President
- f. two elected members.

38. The Nominations Committee

38.1 The Nominations Committee shall comprise:

- a. The Chair of the Trustee Board
- b. a Voting member representing UK members
- c. a Voting Member representing members from outside the UK
- d. a Voting Member representing the Committees
- e. a Voting Member representing the Regions
- f. the Honorary Secretary
- g. the Honorary Treasurer.

39. Elections

39.1 The Rules of the Society shall make provision for the election of:

- a. the Chair of the Trustee Board
- b. the elected members of the Trustee Board

- c. the elected members of the Audit Committee
- d. the elected members of the Nominations Committee.

40 Resignations, procedures etc

- 40.1 The Rules of the Society shall make provisions relating to the administration of the Trustee Board, Audit Committee and Nominations Committee, which may include provisions for:
- a. resignation;
 - b. circumstances in which a member shall cease to be a member;
 - c. the filling of casual vacancies.
 - d. frequency of meetings;
 - e. proceedings at meetings

OTHER COMMITTEES

41. Formation and Expenses

- 41.1 The Trustee Board may authorise the formation of Committees and determine their terms of reference and approve rules for their conduct.
- 41.2 The Trustee Board shall have power to dissolve any Committee at any time.
- 41.3 The costs of formation and other expenses of Committees may be met from the general funds of the Society.
- 41.4 Committees may include or comprise members of any classification, Voting or Non-Voting, and non-members of the Society.
- 41.5 Except as provided for in By-law 41.8 below, the Trustee Board may not delegate any of its powers to a Committee unless
- 41.5 Except as provided for in By-law 41.8 below, the Trustee Board may not delegate any of its powers to a Committee unless
- a. the powers may lawfully be delegated;
 - b. the Committee to which the powers are delegated comprises only elected members of the Trustee Board.
- 41.8 This by-law (By Law 41.1 to 41.7) shall not prevent the delegation of decisions which are of an editorial or technical nature to any

Committee, notwithstanding that it comprises members who are not members of the Trustee Board.

EMPLOYEES AND STAFF OF THE SOCIETY

42. Chief Executive Officer

42.1 The Trustee Board shall appoint a chief executive officer with such title as they may determine.

43. Other staff

43.1 The Trustee Board may employ such other staff as seem to them expedient for the effective administration of the business of the Society.

43.2 Employees who are members of the Society may not serve as members of the Trustee Board or of any Committee while they are in the Society's employ.

44 Agents and advisers

44.1 The Trustee Board may appoint, and terminate the appointment of, financial, legal or other advisers or agents.

45 Notices

45.1 The Rules of the Society shall make provision for the service of notices required to be sent to members, and may include provision for:

- a. circumstances in which service shall be deemed to have been properly effected;
- b. service by electronic or other means.

RULES OF THE SOCIETY

46. Duty to make Rules

46.1 It shall be the duty of the Trustee Board to make Rules for the Society.

46.2 The Rules shall contain such provisions as are required by these by-laws to be made, and may contain such other provisions as seem appropriate to the Trustee save that no rule shall be made which contradicts or is repugnant to any provision of the Supplemental Charter or these by-laws.