



A Collaborating Technical Society
of Engineering New Zealand

RULES OF THE NEW ZEALAND GEOTECHNICAL SOCIETY INCORPORATED

A Collaborating Technical Society of the Institution of Professional Engineers New Zealand Inc, trading as
Engineering New Zealand

SECTION 1 INTERPRETATION

- 1.1 The Society shall be named 'The New Zealand Geotechnical Society Incorporated', hereinafter referred to as "the Society".
- 1.2 Where the terms "the Management Committee", "Chair", "Management Secretary" or "Treasurer" appear in these Rules, they shall refer to either committees or officers of the Society.
- 1.3 Where the term "International Societies" appears in these Rules, it shall refer collectively to the International Society for Soil Mechanics and Geotechnical Engineering, the International Society for Rock Mechanics, and the International Association for Engineering Geology and the Environment.

SECTION 2 OVERVIEW OF THE SOCIETY

- 2.1 The Society was originally formed to represent the International Society for Soil Mechanics and Geotechnical Engineering in New Zealand. Subsequently the Society also became the official body in New Zealand for the International Society for Rock Mechanics and International Association for Engineering Geology and the Environment. The Society participates in the various activities of these International Societies, which are all based on the advancement of education, understanding and application of the respective disciplines. The Society has a close working relationship with the Australian Geomechanics Society and together they form the Australasian region of the International Societies.
- 2.2 The Society is affiliated to Engineering New Zealand as one of its Collaborating Technical Societies. This means that it provides activities in geotechnical engineering and geoscience to Engineering New Zealand's learned societies. The Society has close links to Engineering New Zealand and will endeavour to maintain those ties through its consistent participation in Engineering New Zealand's activities.
- 2.3 The Society seeks through its activities to promote objects as listed below. For example, it seeks to promote the study and knowledge of geotechnical engineering and geoscience, to disseminate that knowledge and to provide a forum for those interested in the field to communicate among themselves and with others outside the field in an effort to promote education and the advancement of both geotechnical engineering and geoscience. The Society's activities include for example, publications and holding technical meetings and conferences.

SECTION 3 PURPOSE OF THE SOCIETY

- 3.1 The objects of the Society are:
 - a) To advance the education and application of soil mechanics, rock mechanics and engineering geology among engineers and scientists.
 - b) To advance the practice and application of these disciplines in engineering.
 - c) To implement the statutes of the respective International Societies in so far as they are applicable in New Zealand.
 - d) To ensure that the learning achieved through the above objectives is communicated to the public as is appropriate.

SECTION 4 QUALIFICATION FOR MEMBERSHIP

4.1 Membership of the Society shall comprise engineers and geoscientists, and others who have suitable qualification or experience, who are interested in the practice and application of soil mechanics, rock mechanics and engineering geology in engineering. ~~On election of~~ Each full member, ~~other than Life Members,~~ must affiliate to at least one of the International Societies.

4.2 Membership of the Society is also open to bona-fide full-time students of any tertiary institution in New Zealand who have an interest in the practice or application of soil mechanics, rock mechanics and engineering geology in engineering. Any such student member shall be encouraged to affiliate to at least one of the International Societies.

4.3 Life Membership may be conferred on any person as an honour for service to the Society, whether or not ~~he or she is~~ they are a current member. Nominations shall be submitted to the Management Committee for consideration and the name of any prospective Life Member circulated to members not less than fourteen days prior to the General Meeting at which such election is to take place.

A life member shall not be required to pay a subscription except where an affiliation to an International Society is desired, but in all other respects shall have the rights and restrictions relating to members.

4.4 Long Service Membership may be conferred on any person who has been a full member of the Society for a continuous period in excess of 40 years. Short breaks in the continuity of membership may be waived at the discretion of the Management Committee. Applications for Long Service Membership shall be made by the member to the Secretary.

A Long Service member shall not be required to pay a subscription except where an affiliation to an International Society is desired, but in all other respects shall have the rights and restrictions relating to members.

4.5 ~~New Zealand Libraries and m~~Members of the Australian Geomechanics Society ~~as well as New Zealand Libraries~~ may apply to receive all publications of the Society at a subscription rate determined by the Society.

SECTION 5 APPLICATION FOR AND ELECTION TO MEMBERSHIP

5.1 All applications for membership of the Society shall be on the appropriate form published by the Society. Each applicant for membership shall on request supply details of their professional qualifications, address and field of interest in geotechnical engineering. Each applicant must specify the International Society or Societies to which they wish to affiliate, as required by these rules, but may change affiliation on request (refer however to Clauses 9.2 and 9.3 of these Rules regarding subscriptions).

5.2 In the case of a Student Member the application must also be countersigned by the student's Supervisor of Studies who thereby certifies that the applicant is indeed a bone fide full-time student of that Tertiary institution. Membership as a student will expire at the end of the financial year in which the student completes his or her studies or ceases to be a full-time student of any Tertiary institution.

5.3 Admission to membership of the Society shall be subject to the approval of the Management Committee.

SECTION 6 RESIGNATION AND RE-ADMISSION

6.1 Each member, by notice in writing to the Society may resign their membership after payment of all sums due and owing in respect of subscriptions or otherwise.

6.2 Each person who has ceased to be a member may apply at any time for re-admission and the Management Committee may approve re-admission under such conditions as it may see fit to impose.

Commented [RR1]: Life Membership is awarded to a few individuals for exceptional service to the Society. It is not appropriate to make them continue to pay international society fees to maintain their Life Membership of NZGS when they may be retired.

Commented [RR2]: Changed because we expect members to affiliate during the full duration of their membership, not just in the first year.

Commented [RR3]: Updated to more modern inclusive language

Commented [RR4]: Tidied up the wording as the original wording meant that someone had to be a member of the AGS and also a member of New Zealand Libraries to qualify.

SECTION 7 MANAGEMENT OF THE SOCIETY

7.1 The affairs of the Society shall be managed by the Management Committee. ~~The term of the Management Committee shall be from one Annual General Meeting to the next Annual General Meeting.~~

Commented [RR5]: Moved here from section 8, it was in the wrong place. No change to text.

7.2 The Management Committee shall comprise no fewer than 11 and not more than 15 members of the Society, comprising:

- ~~The Chair and-s~~
- ~~Six other persons elected by members of the Society~~
- ~~Up to four co-opted members~~
- ~~Four ex-officio members, being:~~
 - o ~~The Vice-President of the Australasian region of the International Society for Soil Mechanics and Geotechnical Engineering.~~
 - o ~~The Vice-President of the Australasian region of the International Society for Rock Mechanics.~~
 - o ~~The Vice-President of the Australasian region of the International Association for Engineering Geology and the Environment.~~
 - o ~~The immediate past Chair of the Management Committee for the two years following their period as Chair.~~

Commented [RR6]: This is no change from the previous intent of the rules, but tidied up into a single clause to make it easier to follow.

At the time of calling for nominations for election to the Management Committee it shall be brought to the attention of the Society membership that the representation on the Committee should be maintained as broad as possible both geographically and between engineers and geoscientists.

7.3 No fewer than three members of the Management Committee shall be full members of Engineering New Zealand. ~~Where an election results in a committee that does not contain three full members of Engineering New Zealand, the electee with the fewest votes shall be eliminated and replaced with the next highest voted full member of Engineering New Zealand. This process shall be repeated until the full allocation is achieved.~~

Commented [RR7]: Added since this requirement has always been a part of the rules (as shown in the first sentence), but it was never explained how to achieve it so there could have been problems during an election.

7.4 ~~In addition to the elected and co-opted members, the Management Committee shall include the following ex-officio members:~~

- ~~a) The Vice-President for the time being of the Australasian region of the International Society for Soil Mechanics and Geotechnical Engineering.~~
- ~~b) The Vice-President for the time being of the Australasian region of the International Society for Rock Mechanics.~~
- ~~c) The Vice-President for the time being of the Australasian region of the International Association for Engineering Geology and the Environment.~~
- ~~d) The immediate past Chair of the Management Committee for the two years following his/her/their period as Chair.~~

Commented [RR8]: New clause to clarify the role of local representatives as the earlier clause did not reflect how we run the society.

~~Where the current Vice-President for any of the three International Societies is based in Australia, a New Zealand based representative shall be appointed by the Management Committee. This New Zealand representative will represent the Vice-President on the Management Committee and will carry their vote on their behalf.~~

Commented [RR9]: We've always had issues that the three roles must be selected from the new committee, but that committee isn't in place until after the AGM. In the past we've winged it, but it's never been clear who was allowed to vote. This means that the old committee (who know what the person is like to work with) can vote, and the new committee (who'll have to live with the decision for two years) also get to vote.

7.4 ~~The election of Chair, Vice-Chair and Treasurer shall take place in a Management Committee meeting immediately prior to the AGM, and after the results of the election (if one is required) are confirmed. Each member of the current Management Committee, and the newly elected members of the Management Committee for the following year, shall have a single vote.~~

Commented [RR10]: Deleted as superseded by new clause above.

7.5 The Chair of the Management Committee shall be elected by and from the members of the ~~current and future~~ Management Committee for a two year term. No person shall hold the office of Chair for more than two consecutive terms.

Commented [RR11]: In the past fifteen years we've always selected these roles from the past Management Committee to allow continuity of experience – but the rules imply that the person should be elected from the future committee. It's quite possible that in some circumstances none of the committee get re-elected, so we need to allow for this scenario.

If the elected Chair's term ends during or at the start of their tenure, they may be co-opted by the Management Committee for the remainder of their tenure as Chair.

On finishing the role of Chair, the member shall serve as an ex-officio member of the committee in the position of Immediate Past Chair.

If the Chair is elected:

a) after having served 1 year of the 2 year term as an elected member, that person shall automatically be re-elected as a member of the Committee for a further 2 year term after serving 1 year as Chair. After finishing the role of Chair the member shall serve the remaining year on the committee as an elected member concurrently with the position of Immediate past Chair.

b) and is commencing the 2 year term as an elected member, the member shall on finishing the role of Chair serve as an ex-officio member of the committee in the position of immediate past Chair.

7.6 A Vice-Chair of the Management Committee shall be elected by and from the members of the future Management Committee for a one or two year term. No person shall hold the office of "Vice-Chair" for more than two consecutive two year terms (i.e four consecutive years).

7.7 A Treasurer shall be elected by and from the members of the future Management Committee for a one or two year term. No person shall hold the office of Treasurer for more than two consecutive terms. The roles of Vice-chair and Treasurer may be held concurrently by a committee member. The role of Treasurer shall not be held concurrently by the Chair.

7.8 The Management Secretary shall be appointed by the Management Committee for a two year term and may be re-appointed for any number of consecutive years. The Management Secretary may be remunerated for services subject to an employment contract or an agreement for services.

Where the Management Secretary is remunerated for their services, they shall not be a full member of the Management Committee.

7.9 Each elected member of the Management Committee shall be elected to serve for two years. Three of the 6 elected members shall preferably be elected each year.

NEW Where more than half of the elected members end their term at the same AGM, the current committee may decide that either:

a) the three or four electees with the highest number of votes shall be elected for a normal two-year term and the remaining electees elected for a one-year term.

or

b) the person with the most votes be elected for three years and the remaining three or four electees be elected for a normal two year term.

or

c) to use a variant on the above processes to achieve a balanced committee.

The process shall be clearly communicated to the membership prior to election.

7.10 Each co-opted member of the Management Committee shall be appointed to serve for one year.

7.11 Elected and co-opted members may only serve for 6 consecutive years but are eligible for re-election or re-~~cooption~~co-option after at least a one-year stand down period. Only a member in the role of Chair may serve up to two years beyond this limit, and Immediate Past Chair may

Commented [RR12]: Original clause deleted and replaced with a simpler version. This was hard to understand and may have had a loophole resulting in some Chairs only being eligible for one year term. There was also the issue of a Vice-Chair getting to the end of their term and not getting re-elected, threatening the continuity. They still have to be elected by the Management Committee, so there are still good controls in place.

Commented [RR13]: As above

Commented [RR14]: Avoids conflict of interest, brings us into line with other societies, and re-balances the voting committee towards elected members instead of appointed.

Commented [RR15]: Deleted as it is guidance, and not able to be enforced or followed. Replaced with a new longer clause below.

Commented [RR16]: A way to ensure we don't lose the entire committee in one year, and risk continuity as a result.

serve up to four years beyond this limit in order to complete the terms of office as Chair and Immediate Past Chair respectively.

- 7.12 The Management Committee may fill a casual vacancy including a vacancy not filled at an election. Each member appointed to fill such vacancy shall hold office for the remainder of the term of the member of the Committee whom he or she replaces or for the term of the vacancy.
- 7.13 All members of the Management Committee shall have equal voting rights irrespective of whether the members are elected, co-opted, appointed or ex-officio.
- 7.14 Nominations in writing for elected members of the Management Committee shall be on a form supplied by the Society and must be signed by the member nominated and two other financial members. A ballot will be held where the number of nominations exceeds the number of vacancies. The ballot shall be held prior to the Annual General Meeting by electronic voting. Postal voting shall be by arrangement with the Management Secretary.
- 7.15 All decisions made in regard to membership of the Management Committee shall be determined on a majority basis with the ~~Management Secretary~~Chair holding a casting vote if a tie should ensue.

SECTION 8 POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE

- 8.1 ~~The term of the Management Committee shall be from one Annual General Meeting to the next Annual General Meeting.~~ The Management Committee shall meet as often as the business of the Society may require, but no fewer than three times annually. At meetings of the Management Committee the quorum shall be eight members of whom at least three shall be elected members.
- 8.2 The Management Committee shall be responsible to the members of the Society for the policy and administration of the Society. The Management Committee's powers shall include:
- Arranging conferences, seminars and symposia.
 - Publishing bulletins and newsletters.
 - Forming geographical branches or specialist groups.
 - Establishing and maintaining liaison with other organisations with similar objects.
 - Appointing the Management Secretary and any other necessary staff, and deciding upon their remuneration.
 - Instituting and managing merit awards.
 - Purchasing, leasing, renting or otherwise holding any buildings, premises or equipment for the use of the Society and disposing of some or all of it.
 - Borrowing or otherwise raising money in such a manner as it thinks fit and securing repayment by the issue of debentures, mortgages or charges upon the whole or part of the assets of the Society and to purchasing, redeeming or paying off such securities, all of these being subject to a majority vote of members voting at either an Annual General Meeting, Special General Meeting or by ballot.
 - Managing the financial affairs of the Society, including fixing annual subscriptions, controlling and investing Society funds, and opening and operating and closing such bank accounts deemed necessary for the purposes of the Society.
- 8.3 The decisions of the Management Committee on the Interpretation of the Rules of the Society, on all matters dealt with in accordance with such Rules and on matters not provided for in such Rules shall be final and binding on all members of the Society.
- 8.4 The responsibilities and powers of the Management Secretary shall be specified by the Management Committee.
- 8.5 All members of the Management Committee shall be held to be Officers under the Charities Act. These members shall abide by all of the applicable rules under New Zealand law and qualify for appointment in terms of the Charities Act or have a waiver from the Charities Commission.

SECTION 9 FINANCE

Commented [RR17]: Changed to align with normal good practice. I believe that this is a hangover from the time when the Management Secretary was elected, not a paid role.

Commented [RR18]: Moved to a more appropriate section higher up the document.

Commented [RR19]: As we move to more frequent, shorter meetings including online there is an increased risk of mini-meetings that don't include the required number of members.



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- 9.1 The financial and subscription years shall be the same, commencing on 1 October and ending on 30 September in the following year.
- 9.2 Each full member of the Society shall pay an annual subscription, the amount of which shall be determined by the Management Committee. The amount shall be such that the income from subscriptions will cover:
- The annual contribution to each International Society.
 - Other normal expenses of the Society.
 - And for each member, the capitation fee(s) for the particular International Society (or Societies) to which the member wishes to affiliate.

The annual subscription shall be due on 1 October for the financial year.

Subscriptions are on a yearly basis only. Each full member joining the Society for the first time shall be given a 50% reduction in membership fee for the first year of membership. This is not to apply to student membership, or the cost of bulletins. No reduction will be given for membership for part of a year, or because of changes in the nominated affiliation during a year.

Life Members and Long Service Members are exempt from the annual subscription, except should such members wish to affiliate to an International Society, in which case they shall pay the annual subscription for their chosen affiliation.

- 9.3 ~~The Management Committee may, at its discretion, set lower subscription fees for Student Members. In the case of Student Members the annual subscription shall be one half of the basic rate set for full Society members. International affiliation fees (excluding the cost of bulletins) or charges shall be payable at one half of the normal rate for full members.~~

- 9.4 Any member, whose annual subscription has not been paid by 1 April, shall be regarded as "in arrears of subscription" and the right of membership may be suspended until the arrears have been paid. If a member is still in arrears at the end of that financial year he or she shall be automatically removed from the list of members.

- 9.5 The Treasurer shall manage all financial dealings of the Society, including monitoring the collection of subscriptions and shall keep a separate record of the accounts of the Society. At the discretion of the Management Committee, the Treasurer may utilise the services of Engineering New Zealand or other suitable body to assist in managing the financial affairs of the Society and the Society shall pay any charges so arising.

- 9.6 The Management Committee shall maintain a record for each member of the Society noting in particular name, address, International Society affiliation, the date when each member joined, and resigned from the Society and a record of dates and amounts of subscriptions and when these are paid.

- 9.7
- At the end of each financial year the Management Committee shall prepare an Annual Statement of Accounts which shall be circulated to each member of the Society not less than 14 days before the Annual General Meeting and shall be laid before such meeting.
 - The Management Committee shall prepare an Annual Report for the financial year, which shall be circulated to each member of the Society not less than 14 days before the Annual General Meeting and shall be laid before such meeting. The Annual Statement of Accounts shall be reviewed or audited periodically at the discretion of the Management Committee.

- 9.8 The Society shall not intend to make a profit. In the event that a surplus is made on a Society activity the surplus shall be passed on to members through future Society activities.

- 9.9 The business activities of the Society shall be limited to within New Zealand.

- 9.10 Any income, benefit or advantage that does result must be used to advance the charitable purpose of the organisation.

Commented [RR20]: Moved these to a separate paragraph. They were incorporated as part of 9.2c, which I assume was a typo.

Commented [RR21]: Amended as we weren't following this rule – our current student membership is free.



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- 9.11 No member of the Society, or anyone associated with the member, is allowed to take part in or influence any decision made by the organisation in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.
- 9.12 Any payments made to a member of the Society, or persons associated with the member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

SECTION 10 ANNUAL GENERAL MEETING

- 10.1 An Annual General Meeting of the Society shall be held once in each calendar year preferably close to the end of the financial year at such time and place as may be decided by the Management Committee.
- 10.2 Notice of each Annual General Meeting shall be circulated to each member not less than 14 days before such meeting.
- 10.3 There shall be no quorum for the Annual General Meeting.
- 10.4 The business of the Annual General Meeting shall be to receive and consider the Annual Report and the Annual Statement of Accounts and to receive and confirm the incoming Management Committee.
- 10.5 The meeting shall be chaired by Chair for the previous year or the Chair's appointee.

SECTION 11 SPECIAL GENERAL MEETING

- 11.1 A Special General Meeting of the Society may be called by the Management Committee at any time and shall be called by the Management Committee if requisitioned by no fewer than ten full financial members.
- 11.2 Notice of each Special General Meeting and of the nature of the business to be transacted thereat shall be circulated to each member not less than 14 days before such meeting.
- 11.3 The quorum for each Special General Meeting shall be ten full financial members.
- 11.4 The meeting shall be chaired by the Chair or the Chair's appointee.

SECTION 12 VOTING AT MEETINGS

- 12.1 Votes at the Annual General Meeting or Special General Meeting shall be by Society members only and may be given in person, by proxy, or (subject to confirmation by the Management Committee) given by post. Written notice of an appointed proxy shall be prepared and signed by the appointee. Proxies may be assigned only to financial members who are qualified to vote. The proxy shall be exercised only for business or matters of which due notice has been given and shall be received by the Management Secretary prior to the commencement of the meeting. Postal votes shall only be valid if received by the Management Secretary by the date advised when calling the vote.
- 12.2 Each member shall have the right to exercise one vote only on each motion before such meeting except that in the case of equality of voting the Chair may exercise a casting vote in addition to his or her deliberative vote.
- 12.3 Voting on any motion before such meeting shall be by voice, except that any such member present at such meeting may require a show of hands and any ten-percent of such members present at such meetings may require a secret ballot.
- 12.4 A majority of the members voting shall decide any questions unless the Rules otherwise provide.



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SECTION 13 COMPLIANCE WITH THE RULES OF THE SOCIETY

13.1 Members of the Society shall be bound by the Rules of the Society and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant:

"I believe I am a fit and proper person to be a member of the NZ Geotechnical Society Incorporated and promise that, in the event of my admission, I will abide by the Rules of the Society that are in force or as they may hereafter be amended and that I will promote the purposes of the Society to the best of my power and ability."

13.2 Failure of a member to abide by either the declaration or the Rules of the Society may result in the member being censured by the Management Committee. Should the Management Committee consider a failure to abide by the Declaration or Rules to be serious the member may be either suspended for a period determined by the Management Committee or removed from the membership.

SECTION 14 COMPLIANCE WITH THE CODE OF ETHICS OF ENGINEERING NEW ZEALAND

14.1 The Society and its members shall comply with the Code of Ethics of Engineering New Zealand as they exist at any time, except that where there is a conflict the Society's Rules shall take precedence.

SECTION 15 ALTERATION OF RULES

15.1 Alteration to the Rules of the Society may be recommended by a majority vote of an Annual General Meeting or a Special General Meeting. The notice of motion for alteration of the Rules shall be given to the Management Secretary not less than one calendar month prior to the meeting. The Management Committee may, at its discretion, require a ballot of Members to ratify any particular Rule alteration recommended at an Annual General Meeting or Special General Meeting.

15.2 No alteration, addition, decision or substitution which would alter the charitable nature of the Society shall be permitted.

SECTION 16 DISSOLUTION

16.1 The dissolution or liquidation of the Society can be accomplished only by a resolution passed by at least two-thirds majority of all members of the Society.

16.2 If, for any reason whatsoever, the Society shall be liquidated, wound up, or otherwise cease, the Society's funds or any part thereof remaining shall, after payment of costs of liquidation, winding up and dissolution and payment of any debts of the Society, be given or transferred to Management Committee for carrying out charitable purposes within New Zealand similar to those set out in these rules, or be applied to any such charitable purposes within New Zealand as the Management Committee may by resolution determine at or before the winding up, failure or dissolution (as the case may be). In default of this provision, then as may be determined by a Judge of the High Court of New Zealand on application by any Member of the Management Committee.

SECTION 17 COMMON SEAL

17.1 The Society shall have a common seal, which shall be kept in the custody and control of the Management Secretary. The Society shall execute any document so required by the Incorporated Societies Act 1908 or pursuant to a resolution of the Society passed for that purpose by fixing the common seal in the presence of two members of the Management Committee.