



RULES OF THE NEW ZEALAND GEOTECHNICAL SOCIETY INCORPORATED

A Collaborating Technical Society of the 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 (ISSMGE), the International Society for Rock Mechanics and Rock Engineering (ISRM), and the International Association for Engineering Geology and the Environment (IAEG).

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 Rock Engineering, 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.
- 2.2 The Society is the National Group of each of the International Societies. The Society acts as a liaison between the membership in New Zealand and the International Associations. As a National Group, the Society has additional obligations imposed by the statutes of each International Society. These obligations include maintaining a register of members and collecting membership subscriptions on behalf of each International Society. In the case of any conflicts between the statutes of the International Societies and the rules of the Society, the rules of the Society shall take precedence.
- 2.3 The Society has a close working relationship with the Australian Geomechanics Society and are both members of the Australasian region of the International Societies.
- 2.4 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.
- 2.5 The Society seeks through its activities to promote objects as listed in Sections 3. For example, it seeks to promote the study and knowledge of geo-professionals, 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.
- 2.6 The registered office of the Society is C/O Engineering New Zealand, PO Box 12 241, Wellington 6144, New Zealand.



SECTION 3 PURPOSE OF THE SOCIETY

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

SECTION 4 QUALIFICATION FOR MEMBERSHIP AND MEMBERSHIP CLASSES

- 4.1 Each member of the Society shall be a member of one of the following classes of membership:
- Member
 - Life member
 - Long-service member
 - Student member
- 4.2 Membership of the Society shall comprise geo-professionals, 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. Each full member, other than Life Members and Long Service Members, must affiliate to at least one of the International Societies.
- 4.3 Membership of the Society is also open to 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. These members will be called Student Members. Any such Student Member shall be encouraged to affiliate to at least one of the International Societies.
- 4.4 Life Membership may be conferred on any person as an honour for service to the Society, regardless of whether 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 at least fourteen (14) days prior to the General Meeting at which the 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 full members.
- 4.5 Long Service Membership may be conferred on any person who has been a full member of the Society for a continuous period exceeding 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.
- 4.6 New Zealand Libraries and members of the Australian Geomechanics Society may apply to receive all publications of the Society at a subscription rate determined by the Society. These parties will not be counted as members of 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 or engineering geology. 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.



- 5.2 In the case of a Student Member, the application must be supported by evidence confirming that applicant is current a 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 A person shall only be made a member of the Society with their consent and supplying the application information referred to in Clause 5.1 shall be treated as indicating that person's consent.
- 5.4 Admission to membership of the Society shall be subject to the approval of the Management Committee. The Management Committee shall provide unsuccessful applicants with an explanation of the basis for its decision. The Management Committee may delegate the authority to approve membership applications to the Secretary or a designated officer, provided all eligibility criteria are met.

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 All Members shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute and shall be answerable to the Management Committee. Management Committee may, at its discretion, suspend the membership of such member or may by written notice terminate the membership of such member.
- 6.3 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.

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 (all references to years in this section relate to the period between Annual General Meetings).
- 7.2 The Management Committee shall comprise no fewer than 11 and not more than 15 voting members of the Society, comprising:
 - The Chair
 - Six other persons elected by members of the Society
 - Up to four co-opted members
 - Four ex-officio members, being:
 - The Vice-President of the Australasian region of the International Society for Soil Mechanics and Geotechnical Engineering (or ISSMGE National Representative, refer Clauses 7.15 and 9.2).
 - The Vice-President of the Australasian region of the International Society for Rock Mechanics and Rock Engineering (or ISRM National Representative, refer Clauses 7.15 and 9.2).
 - The Vice-President of the Australasian region of the International Association for Engineering Geology and the Environment (or IAEG National Representative, refer Clauses 7.15 and 9.2).
 - The immediate past Chair of the Management Committee for the two years following their period as Chair.
- 7.3 When calling for nominations for election to the Management Committee, Society members shall be reminded that representation on the Committee should be as broad as possible, both geographically and between engineers and geoscientists.



- 7.4 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.
- 7.5 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.
- 7.6 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 (i.e. four consecutive years).
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. Upon completing their tenure, the Chair shall serve as an ex-officio member of the Committee in the position of Immediate Past Chair.
- 7.7 A Vice-Chair of the Management Committee shall be elected by and from the members of the future Management Committee for a 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).
- 7.8 A Treasurer shall be elected by and from the members of the future Management Committee for a two-year term. No person shall hold the office of Treasurer for more than two consecutive terms (i.e. four consecutive years). 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.
- 7.9 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:
- a) may be remunerated for services, subject to an employment contract or an agreement for services, and
 - b) shall not be a voting member of the Management Committee if remunerated for their services.
- 7.10 The Management Secretary will be the contact person for the Society, unless otherwise decided and approved by the Management Committee. The Management Secretary is responsible for notifying the Registrar of Incorporated Societies of any changes to the Society's contact person or to the Management Committee that trigger a reporting obligation under the Incorporated Societies Act 2022, within 20 working days of such change.
- 7.11 Each elected member of the Management Committee shall be elected to serve for two years. 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.
- 7.12 Each co-opted member of the Management Committee shall be appointed to serve for one year.



- 7.13 Elected and co-opted members may only serve for 6 consecutive years but are eligible for re-election or re-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 serve up to four years beyond this limit to complete the terms of office as Chair and Immediate Past Chair, respectively.
- 7.14 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 they replace or for the term of the vacancy.
- 7.15 All members of the Management Committee shall have equal voting rights irrespective of whether the members are elected, co-opted, appointed or ex-officio.
- 7.16 The Vice-Presidents of the International Societies are elected by the International Societies. Details of this process are available in the rules of each of the International Societies. Where the current Vice-President for any of the three International Societies is not a New Zealand based member of the Society, a New Zealand based National Representative who is a member of both the Society and the relevant International Society shall be appointed by the Management Committee. This individual will represent the International Society on the Management Committee. The role shall be referred to as [insert International Society name] National Representative.
- 7.17 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.
- 7.18 All decisions made regarding membership of the Management Committee shall be determined on a majority basis with the Chair holding a casting vote if a tie should ensue.

SECTION 8 DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE

- 8.1 All members of the Management Committee shall be deemed to be Officers under the Charities Act 2005 and the Incorporated Societies Act 2022. These members must comply with all applicable requirements under New Zealand law and must either:
 - a) be qualified for appointment under the Charities Act and the Incorporated Societies Act,
 - or
 - b) hold a waiver from the Charities Services (formerly the Charities Commission).
- 8.2 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.
- 8.3 Each member of the Management Committee has the following duties, as defined by the Incorporated Societies Act 2022:
 - a) Act in good faith and in the best interests of the Society
 - b) Exercise powers for proper purposes only
 - c) Comply with the Act and the Rules
 - d) Exercise reasonable care and diligence
 - e) Not create a substantial risk of serious loss to the Society
 - f) Not incur an obligation the officer does not reasonably believe the Society can perform
- 8.4 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:
 - a) Arranging conferences, seminars and symposia.



- b) Publishing bulletins and newsletters.
 - c) Forming geographical branches or specialist groups.
 - d) Establishing and maintaining liaison with other organisations with similar objects.
 - e) Appointing the Management Secretary and any other necessary staff and deciding upon their remuneration.
 - f) Instituting and managing merit awards.
 - g) 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.
 - h) 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.
 - i) 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.
 - j) Keep a register of all members which includes the member's names, contact details, and dates when they became members.
 - k) Appoint the Contact person of the society for the Register of Incorporated Societies.
- 8.5 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.
- 8.6 The responsibilities and powers of the Management Secretary shall be specified by the Management Committee.

SECTION 9 MANAGEMENT OF THE INTERNATIONAL SOCIETIES

- 9.1 As a National Group of the International Societies, the Society has an obligation to represent the members of the International Society on the governing body ("the Council") of each International Society. This is separate from the role of the Vice President, who sits within the executive of the International Society (i.e. the VP has an operational role, not a governance role).
- 9.2 The Management Committee shall select an appropriate person to carry the vote of the New Zealand membership at the Council of each International Society. This person shall be known as the "New Zealand *[insert International Society name]* Council Representative". The person:
- a) shall be a full member of the relevant International Society,
 - b) shall not be a member of the Executive of the relevant International Society (for example, the Vice-President), and
 - c) may be the National Representative of the relevant International Society.
- 9.3 Where the Council Representative is unable to vote at an International Society Council meeting, they may delegate their vote to any other person subject to formal agreement of the NZGS Chair.

SECTION 10 FINANCE

- 10.1 Each full member of the Society shall pay an annual subscription. Subscriptions are on a yearly basis only.
- 10.2 The annual subscription amount shall be determined by the Management Committee and shall be such that the income from subscriptions will cover:
- a) the annual contribution to each International Society,
 - b) other normal expenses of the Society, and
 - c) for each member, the capitation fee(s) for the particular International Society (or Societies) to which the member wishes to affiliate.
- 10.3 Life Members and Long Service Members are exempt from the annual subscription, except



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should such members wish to affiliate to an International Society, in which case they shall pay the annual subscription for their chosen affiliation.

- 10.4 The Management Committee may, at its discretion, set lower subscription fees for Student Members or Members who volunteer on various committees or branch groups. Members who receive lower subscription fees shall be reported at the AGM.
- 10.5 Any member, whose annual subscription has not been paid within six months of the due date, 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.
- 10.6 The Treasurer shall manage all financial dealings of the Society, including monitoring the collection of subscriptions, approval of payments 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.
- 10.7 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.
- 10.8 The funds and property of the Society shall be devoted solely to the promotion of the purposes of the Society.
- 10.9 The Committee shall maintain bank accounts in the name of the Society.
- 10.10 The Committee must ensure that accounting records are kept at all times. These records must:
 - a) correctly record the transactions of the Society,
 - b) allow the Society to produce financial statements that comply with the requirements of the Act,
 - c) be kept in written form or in a form that is easily accessible and convertible into written form, and
 - d) be retained for at least 7 years, in accordance with the Incorporated Societies Act 2022.
- 10.11 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 that meeting. The Annual Statement of Accounts shall be reviewed or audited as required under the Charities Act 2005, the Incorporated Societies Act 2022, or at the discretion of the Management Committee where no legislative requirement applies.
- 10.12 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 that meeting.
- 10.13 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.
- 10.14 The business activities of the Society shall be limited to within New Zealand, except as required to further the interests of the members through activities associated with the International Societies.
- 10.15 Any income, benefit or advantage that does result must be used to advance the charitable purpose of the Society.
- 10.16 No member of the Society, or anyone associated with the member, is allowed to take part in or influence any decision made by the Society in respect of payments to, or on behalf of, the member or associated person of any income, benefit or advantage.



- 10.17 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 11 ANNUAL GENERAL MEETING

- 11.1 An Annual General Meeting of the Society shall be held once in each calendar year, at such time and place as may be decided by the Management Committee, but within six months of the end of the Society's financial year and not later than 15 months after the previous annual general meeting.
- 11.2 Notice of each Annual General Meeting shall be circulated to each member not less than 14 days before such meeting.
- 11.3 There shall be no quorum for the Annual General Meeting.
- 11.4 The business of the Annual General Meeting shall be
- to receive and consider the Annual Report and the Annual Statement of Accounts and the financial statements
 - to receive and confirm the incoming Management Committee.
 - to consider and vote on proposed changes to the Rules of the Society.
- 11.5 The meeting shall be chaired by Chair for the previous year or the Chair's appointee.
- 11.6 A resolution in writing signed by at least 75% of members who would be entitled to vote on the resolution at a General Meeting is as valid as if it had been passed at an Annual General Meeting. Written resolutions must meet the procedural requirements in sections 89 and 90 of the Incorporated Societies Act 2022.
- 11.7 Minutes of the Annual General Meeting must be taken and kept.

SECTION 12 SPECIAL GENERAL MEETING

- 12.1 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. 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.
- 12.2 The quorum for each Special General Meeting shall be ten full financial members.
- 12.3 Minutes of a Special General Meeting must be taken and kept.
- 12.4 A Special General Meeting of the Society must be called by the Management Committee if 50% or more of the members of the Committee are prevented from voting on a matter due to a conflict of interest in accordance with Section 64 of the Incorporated Societies Act 2022 when the Society is reregistered under that Act.
- 12.5 A vote by proxy or post will be taken into account when considering whether quorum has been met for each Special General Meeting.
- 12.6 The meeting shall be chaired by the Chair or the Chair's appointee.

SECTION 13 VOTING AT MEETINGS

- 13.1 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.

- 13.2 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.
- 13.3 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 10 percent of such members present at such meetings may require a secret ballot.
- 13.4 A majority of the members voting shall decide any questions unless the Rules otherwise provide.

SECTION 14 COMPLIANCE WITH THE CODE OF ETHICAL CONDUCT

- 14.1 All members of the Society shall commit to the Code of Ethical Conduct of Engineering New Zealand as they exist at any time.

SECTION 15 COMPLIANCE WITH THE RULES OF THE SOCIETY

- 15.1 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."

- 15.2 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 16 ALTERATION OF RULES

- 16.1 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.
- 16.2 No alteration, addition, decision or substitution which would alter the charitable nature of the Society shall be permitted.

SECTION 17 DISSOLUTION

- 17.1 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.
- 17.2 If the Society is liquidated, or removed from the Register of Incorporated Societies, no distribution shall be made to any Member, and if any property remains after the settlement of the Society's debts and liabilities, that property must be given or transferred to another



organisation for a similar charitable purpose or purposes as defined in section 5(1) of the Charities Act 2005.

SECTION 18 DISPUTES RESOLUTION

- 18.1 Procedures for resolving disputes and other grievances between members as well as between members and the Society shall be in accordance with Clauses 2 to 8 of Schedule 2 of the Incorporated Societies Act 2022.

SECTION 19 COMMON SEAL

- 19.1 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.
- 19.2 The Society will cease to have a common seal once it is reregistered under the Incorporated Societies Act 2022 as it is no longer required under the Act.