

THE NEW ZEALAND GEOTECHNICAL SOCIETY INC

A Collaborating Technical Group of The Institution of Professional Engineers New Zealand

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RULES OF THE NEW ZEALAND GEOTECHNICAL SOCIETY INCORPORATED

(A Technical Group of the Institution of Professional Engineers New Zealand Inc.)

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", "Chairman", "Management Secretary" or "Treasurer" appear in these Rules, they shall refer to either committees or officers of the Society.
- 1.3 Where the term "Institution" appears in these Rules, it shall refer to the Institution of Professional Engineers New Zealand Incorporated.
- 1.4 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 varying activities of these International Societies which are all based upon the advancement of education and understanding within the relevant areas. 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 the Institution as one of its Collaborating Technical Societies. This means it provides activities in geotechnical engineering and geoscience to the Institution's learned societies. The Society has close links to the Institution and will endeavour to maintain these ties, as it constantly participates within the Institution'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, technical meetings and conferences.

SECTION 3 OBJECTS

- 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.

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- 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 passed on to the public as is appropriate.

SECTION 4 QUALIFICATION FOR MEMBERSHIP

- 4.1 Membership of the Society shall comprise engineers, scientists and others with suitable qualification or experience who are interested in the practice and application of soil mechanics, rock mechanics and engineering geology in engineering. On election each full member 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. On election any such student member shall be encouraged to affiliate to at least one of the International Societies.
- 4.3 It is emphasised that membership is in no way restricted to those eligible for membership of the Institution. The criterion for membership shall be an interest in the objects of the Society.
- 4.4 Life Membership may be conferred on any person as an honour for service to the Society, whether or not he or she is 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.

- 4.5 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 an appropriate form. Each prospective member on request shall supply details of their professional qualifications, address and field of interest in geotechnical engineering. Each candidate must specify the International Society or Societies, they are affiliated, as is required within these rules, but may change affiliation on request. (However see 9.2 and 9.3 below, re subscriptions). A candidate for admission who is not a member of the Institution must produce evidence of acceptable qualifications or experience and each case is to be treated on its merits.
- 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.

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- 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.

SECTION 7 MANAGEMENT OF THE SOCIETY

- 7.1 The affairs of the Society shall be managed by the Management Committee.
- 7.2 The Management Committee shall comprise of not less than 7 and not more than 10 members of the Society. The minimum of seven members shall comprise the Management Secretary and six persons elected by the members of the Society. In addition, the Management Committee may co-opt up to 3 additional members to carry out specific tasks and/or give the Committee a better balance in field of interest, occupational or regional classification.
- At the time of calling for nomination it shall be brought to the attention of the Society membership that the representation on the Committee should be maintained as broad as possible.
- 7.3 Not less than half the members of the Management Committee shall be corporate members of the Institution.
- 7.4 In addition to the elected and co-opted members, the Management Committee shall include the following ex-officio members:
- The Vice-President for the time being of the Australasian region of the International Society for Soil Mechanics and Geotechnical Engineering
 - The Vice-President for the time being of the Australasian region of the International Society for Rock Mechanics.
 - The Vice-President for the time being of the Australasian region of the International Association for Engineering Geology and the Environment.
 - The immediate past Chairman of the Management Committee, for the year following his/her Chairmanship.
- 7.5 The Chairman of the Management Committee shall be elected by and from the members of the Management Committee for a two year term.

If the Chairman is elected:

- 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 Chairman. After finishing the role of Chairman, the member shall serve the remaining year as an elected member concurrent as an Immediate past Chairman on the committee.

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

No person shall hold the office of Chairman for more than two consecutive terms.

- 7.6 A Vice-Chairman of the Management Committee shall be elected by and from the members of the Management Committee for a one or two year term. No person shall hold the office of "Vice-Chairman" for more than two consecutive terms.
- 7.7 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.
- 7.8 Each elected member of the Management Committee shall be elected to serve for two years. Three of the 6 elected members shall be elected each year.
- 7.9 Each co-opted member of the Management Committee shall be appointed to serve for one year.
- 7.10 Elected and co-opted members may only serve for 6 consecutive years but are eligible for re-election or re-cooption after at least a one-year stand down period. Only a member in the role of Chairman or immediate past Chairman may serve up to two years beyond this limit in order to complete the terms of office as Chairman and immediate past Chairman.
- 7.11 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.
- 7.12 All members of the Management Committee shall have equal voting rights irrespective of whether the members are elected, co-opted, appointed or ex-officio.
- 7.13 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 postal 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.
- 7.14 All decisions made in regard to membership of the Management Committee shall be determined on a majority basis with the Management Secretary 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 meet as often as the business of the Society may require, but not less than three times annually.
- 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:
- a) Arranging conferences, seminars or symposia.

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- b) Establishing and maintaining a technical library, publishing bulletins or newsletters and establishing and maintaining a technical service for members and non-members.
- c) Forming 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 pay 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 postal 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.

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

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, except if a Life Member, 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:

- a) The annual contribution to each International Society.
- b) Other normal expenses of the Society.
- c) 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 come due on 1 October for the financial year. Subscriptions are on a yearly basis only. Each new full member joining the Society for the first time shall be given a 50% reduction in his or her 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.

9.3 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.

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- 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 handle all financial dealings of the Society, including 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 the Institution or other suitable body to assist in handling 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 the Society and a record of dates and amounts of subscriptions when these are paid.
- 9.7 a) At the end of each financial year the Management Committee shall prepare an Annual Statement of Accounts which, after being certified by the Auditors, 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.
- b) 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.
- 9.8 The Society shall not intend to make a profit with the intention of passing any profit so made, to some or all of the members.
- 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.
- 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 during the month of February or March 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.

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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, to appoint auditors for the forthcoming year and to receive and confirm the Management Committee.

10.5 The meeting shall be chaired by Chairman for the previous year, or the Chairman'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 not less than ten 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 financial members.

11.4 The meeting shall be chaired by the Chairman or the Chairman's appointee.

SECTION 12 VOTING AT MEETINGS

12.1 Votes at the Annual General Meeting or Special General Meeting shall be by financial 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 such full or student 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 Chairman 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.

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:

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"I believe I am a fit and proper person to be a member of the NZ Geotechnical Society Incorporated and do hereby 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 objects of the Society to the best of my power and ability."

SECTION 14 COMPLIANCE WITH THE RULES OF THE INSTITUTION

14.1 The Society and its members shall comply with the Rules and Code of Ethics of the Institution as they exist at any time, except that where there is 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.

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 shall otherwise shall cease and determine the Society fund 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.