

**CONSTITUTION & RULES OF  
THE NEW ZEALAND SOCIETY  
FOR EARTHQUAKE ENGINEERING INCORPORATED  
Amended April 2015**

A Collaborating Technical Society with the Institution of Professional Engineers,  
New Zealand, Incorporated

**1. NAME**

- 1.1 The Society shall be named,  
"THE NEW ZEALAND SOCIETY FOR  
EARTHQUAKE ENGINEERING  
INCORPORATED",  
(hereinafter referred to as "the Society".)
- 1.2 The Society may be referred to in an  
abbreviated format of NZSEE.
- 1.3 The Society is constituted by resolution dated 7  
May 1973.
- 1.4 The registered office of the Society is C/o  
IPENZ 158 The Terrace Wellington.

**2. OBJECTS**

- 2.1 The objects of the Society shall be to:
  - a) Foster the advancement of the science and  
practice of earthquake engineering
  - b) Retain a close liaison with the Institution of  
Professional Engineers of New Zealand  
Incorporated by being a Collaborating  
Technical Society of the Institution and
  - c) Further the objects of the International  
Association for Earthquake Engineering as  
applicable to New Zealand viz:  
"to promote international cooperation among  
scientists, engineers and other professionals in  
the broad field of earthquake engineering  
through interchange of knowledge, ideas,  
results of research and practical experience."
- 2.2 The Society is established to do all such things  
as are conducive or incidental to attaining the  
aforesaid objects or any of them.
- 2.3 Pecuniary gain is not a purpose of the Society.

**3. QUALIFICATION FOR MEMBERSHIP**

- 3.1 Membership of the Society shall comprise  
professional engineers, scientists and others  
having an interest in earthquake phenomena or  
in the effects of earthquakes.
- 3.2 On admittance to membership members shall  
conduct their affairs ethically and do nothing to  
bring the Society into disrepute.

**4. APPLICATION FOR AND ELECTION  
TO MEMBERSHIP**

- 4.1 Admission to membership of the Society shall  
be subject to the approval of the Management  
Committee.
- 4.2 Ordinary Membership: Ordinary members shall  
be individuals who fulfil the qualifications for  
membership.  
Applications for ordinary membership shall be  
made on a form provided by the Society.  
Applicants shall supply details of their  
occupation, academic qualifications,  
experience and field of interest in earthquake  
engineering or related matters as the  
Management Committee shall decide.

- 4.3 Student Membership: Student members shall be  
individuals who fulfil the qualifications for  
membership and are enrolled in a tertiary  
institution at the time of membership  
application. When tertiary enrolment ceases,  
Student members will transition to Ordinary  
members or Young Professional members.

Applications for student membership shall be  
made on a form provided by the Society.  
Applicants shall supply proof of enrolment in a  
tertiary institution, details of their academic  
qualifications, experience and field of interest  
in earthquake engineering or related matters as  
the Management Committee shall decide.

- 4.4 Young Professional Membership: Young  
Professional members shall be individuals who  
fulfil the qualifications for membership and be  
under 30 years of age at the time of  
membership application. Young Professional  
members will transition to Ordinary members  
when they reach 30 years of age.

Applications for young professional  
membership shall be made on a form provided  
by the Society. Applicants shall supply proof  
of their age, details of their occupation,  
academic qualifications, experience and field  
of interest in earthquake engineering or related  
matters as the Management Committee shall  
decide.

- 4.5 Corporate Members: A Corporate member  
shall be an organisation interested in furthering  
the science and practice of earthquake  
engineering, and the maintaining of a high  
professional standard in all branches of  
earthquake engineering research and practice.

Applications for Corporate membership of the  
Society may be made by an organisation on the  
Corporate Membership Application Form  
provided by the Society. Such applicants shall  
supply contact details, and an outline of the  
extent of their interests in earthquake  
engineering, and shall designate a nominee to  
represent them in Society matters. The  
designated nominee of each Corporate member  
shall enjoy the privileges of an ordinary  
member. When a vote is taken, Corporate  
members are entitled to one vote, which is to  
be cast by the nominee.

- 4.6 Life Members: The Management Committee  
may elect as a "Life Member" any person,  
whether resident in New Zealand or otherwise,  
who has made an extraordinary contribution to  
earthquake engineering in New Zealand or  
elsewhere. A person so elected shall have full  
membership rights of the Society, but shall not  
be required to pay any membership

subscription or base registration fee for the Society's Annual Conference.

- 4.7 **Fellows:** The Management Committee may elect as a Fellow of the Society any person, whether resident in New Zealand or otherwise who, in the Committee's estimation, fulfils all of the following requirements:

a) the nominee must have been a member of the Society for at least five years immediately prior to nomination; and  
b) the nominee must be highly respected in some aspect of the fields of earthquake engineering, earthquake phenomena or the effects of earthquakes; and  
c) the nominee must have performed exceptional service to the Society as demonstrated by:

- work on the Management Committee; and/or
- work on one or more of the Society's Bulletins; and/or
- publication in the Society's Bulletin; and/or
- other special contribution which benefits the Society.

Prospective Fellows shall be nominated by three current members of the Society, who shall submit with their nomination a brief statement supporting the nominee's case for election.

In the event of an initially unsuccessful nomination, the nomination shall stand for three years subsequent to nomination and if not by then successful, shall lapse.

Re-nomination of an unsuccessful candidate shall not be accepted for the three years subsequent to failure of a previous nomination.

NOTE: Normally not more than five percent of the Society's membership shall be Fellows at any one time. The Management Committee shall annually publish a call for nominations and the closing date for nominations.

## **5. RESIGNATION, MEMBERSHIP FORFEITURE AND RE-ADMISSION**

- 5.1 Each member may, by notice in writing to the Society, resign his or her membership after payment of all sums due from him or her in respect of subscriptions or otherwise.
- 5.2 Any member who is adjudicated bankrupt, or who makes a compromise with his or her creditors, or who is convicted of a criminal offence, or who is of unsound mind, shall immediately have his or her membership terminated.
- 5.3 Any member infringing any Rule or regulation or mis-conducting himself or herself, or bringing the Society into disrepute shall be answerable to the Management Committee who may at their discretion suspend such a member or may by a majority of not less than three (3) votes, terminate his or her membership.
- 5.4 If the subscription of a member remains unpaid for 12 months, membership of the Society shall be forfeited.
- 5.5 Each person who has ceased to be a member for any reason may apply for re admission and the Management Committee may approve such

readmission under such conditions as it may see fit to impose.

## **6. MANAGEMENT OF THE SOCIETY**

- 6.1 The affairs of the Society shall be managed by a committee to be known as the Management Committee of the New Zealand Society for Earthquake Engineering Incorporated (herein referred to as the "Management Committee").
- 6.2 Society members shall annually elect nine (9) of their number to the Management Committee as provided for in Rules 6.3 to 6.4. In addition, the Bulletin Editor for the Society and the immediate past President of the Society in the year following his or her relinquishing the office of President shall be members of the Management Committee.
- 6.3 Each nomination for the Management Committee shall be on a form supplied by the Executive Officer, shall be signed by the candidate, his or her proposer and seconder, all of whom shall be financial members of the Society and held membership of the Society for a minimum of one (1) year prior to the nomination being submitted to the Executive Officer. The completed nomination form shall reach the Executive Officer not later than six (6) weeks before the date of Annual General Meeting.
- 6.4 If the number of nominations exceeds nine (9), the names of the Members nominated, together with their biographical detail shall be circulated by electronic notice to each financial Member not later than 21 days before the date of the Annual General Meeting. An electronic mail ballot shall be conducted. Members shall have until seven (7) days prior to the Annual General Meeting to lodge their vote. Members without electronic mail access shall have voting forms mailed to them by the Executive Officer. The completed voting forms must be returned to the Executive Officer within the same timeframe as for electronic voting.
- 6.5 The Management Committee shall appoint from their number the President of the Society, who shall also be Chairperson of the Management Committee. No person shall hold the office of President for more than two (2) consecutive years.
- 6.6 At the beginning of the second year of a President's term, the Management committee shall appoint from their number a President-Elect of the Society.
- 6.7 Each elected member of the Management Committee shall serve for one year. Members may be re-elected but for not more than six (6) consecutive years, or seven (7) consecutive years if elected President in their sixth consecutive year.
- 6.8 The Management Committee may co-opt a financial Member of the Society to fill a casual vacancy, including a vacancy not filled at an election. The criteria for co-option shall be the expertise or involvement in an activity or project to be undertaken under the auspices of the Management Committee and where a simple majority of the Management Committee

agrees that such expertise would assist in the success of the activity or project.

- 6.9 The Management Committee may co-opt further financial members of the Society to serve on the Management Committee, with the same co-option criteria as those in Rule 6.8.
- 6.10 Co-opted members shall have full speaking rights and voting rights at Management Committee meetings.
- 6.11 The Management Committee shall appoint the Executive Officer of the Society whose duties shall include keeping minutes of meetings of the Society and the Management Committee and managing the technical aspects of the society's business. The Executive Officer shall be a member of the Management Committee but shall not have voting rights.

## **7. POWERS AND DUTIES OF THE MANAGEMENT COMMITTEE**

- 7.1 The Management Committee shall be responsible to the members of the Society for the policy and administration of the Society and its powers shall include:
  - a) Publication of information, technical or non-technical, about earthquake engineering.
  - b) Establishment and maintenance of direct communication and liaison with the International Association for Earthquake Engineering, with the Institution of Professional Engineers New Zealand and with any other organisation with objects similar to those of the Society.
  - c) Communication with and representation to any authority responsible for legislation, for regulations or for issuing advisory or mandatory rules of any description which are or which should be affected by earthquake considerations, including the right to make public statements about questions concerned with earthquake engineering and related matters.
  - d) Arrangement of conferences, seminars and symposia.
  - e) Formation of branches and specialist groups.
  - f) Establishment and maintenance of technical libraries, electronic website(s) and information services.
  - g) Initiation and maintenance of or support for research in earthquake engineering and related fields.
  - h) Management of the financial affairs of the Society, including determination of the annual membership subscription rate, the control and investment of the Society's funds, appointment of a financial services provider and the opening and operating of such bank account or accounts as may be deemed necessary for the purposes of the Society.
  - i) The appointment of necessary staff and the determination of their remuneration. Provided however any income, benefit or advantage shall be applied to the objectives of the Society. No member of the Society or any person associated with a member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that member or

associated person of any income, benefit or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction ( being open market value) The provisions and effect of this clause shall not be removed from this Constitution and Rules and shall be included and applied into any document replacing this Constitution and Rules

- j) Determination of applications for membership, including election of Life Members (see 4.4) and Fellows (see 4.5).
  - k) The power to build, purchase, lease, rent, hold and/or furnish any building or premises for the use of the Society and its members and may from time to time dispose of some or any part of it.
  - l) The power to make and give receipts, rebates and other discharges of monies payable to the Society and for the claims and demands of the Society.
  - m) The power to invest and deal with any money of the Society upon such security and in such manner as it thinks fit, and from time to time vary such investments.
  - n) The power to borrow or otherwise raise money in such manner as it thinks fit and to secure repayment by the issue of debentures or by mortgages or charges upon the whole or part of the property and assets of the Society (whether present or future) and to purchase, redeem or pay off any such securities.
- 7.2 The Management Committee shall meet as often as the business of the Society may require, but not less frequently than four times annually, and shall keep minutes of all meetings.
  - 7.3 At meetings of the Management Committee the quorum shall be 5 members.
  - 7.4 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.
  - 7.5 The Management Committee shall prepare an Annual Report which shall be circulated by the Executive Officer to each member of the Society to reach him or her not less than fourteen (14) days before the Annual General Meeting and shall be laid before, and adopted or otherwise, by such meeting.

## **8. FINANCE**

- 8.1 The annual subscription payable by members shall be fixed by the Management Committee from time to time.
- 8.2 The financial and subscription years shall commence in any year on 1 October and end on 30 September of the following year.
- 8.3 Each member of the Society except life members shall pay the annual subscription. The annual subscription shall be due on 1 October in each year of membership.
- 8.4 Any member whose annual subscription remains unpaid for 5 calendar months after becoming due shall be regarded as 'in arrears of

subscription'. The Executive Officer shall write to such persons advising them of the situation and requesting immediate payment. If the subscription remains unpaid one month after receipt of the Executive Officer's letter, all rights of membership shall be suspended until the subscription arrears have been paid, and membership of the Society shall be forfeited in accordance with 5.4.

- 8.5 The Society shall keep proper books of account.
- 8.6 All monies received on account of the Society shall be paid into the account of the Society with its financial services provider and shall be acknowledged by an officer or a paid employee of the Society. All cheques drawn upon the financial services provider of the Society shall be signed in such manner and by such persons as the Management Committee shall from time to time determine. Cheques or other negotiable instruments paid or payable to the Society's financial services provider for collection requiring endorsement of the Society may be endorsed by such person or persons as the Management Committee shall from time to time appoint.
- 8.7 At the end of each financial year the Management Committee shall prepare an Annual Statement of Account which after being certified by the Auditors of the Society shall be circulated by the Executive Officer to each member of the Society to reach him or her not less than fourteen (14) days before the Annual General Meeting and shall be laid before, and adopted or otherwise, by such meeting.
- 8.8 The financial activities of the Society shall be limited to within New Zealand. The Management Committee may from time to time invest and re-invest in such securities and upon such terms as it shall think fit the whole or any part of the funds of the Society which shall not be required for the immediate business of the Society.
- 8.9 If at any time the Society in general meetings shall pass a resolution authorising the Management Committee to borrow money, the Management Committee shall be empowered to borrow for the purposes of the Society such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such resolution and thereupon the Management Committee shall make all such dispositions of the Society property or any part thereof and enter into such agreements in relation to it as the Management Committee may deem proper or giving security for such loans and interest. All members of the Society whether voting on such resolution or not and all persons becoming members of the Society after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution.

## **9. ANNUAL GENERAL MEETING**

- 9.1 An Annual General Meeting of the Society shall be held once in each calendar year on such date and at such time and place as may be decided by the Management Committee, but not later than 30<sup>th</sup> April in each year, for the following purposes:
- (a) To receive the report of the President.
  - (b) To consider and receive the statement of accounts and duly audited balance sheet.
  - (c) To decide on any resolution which may be duly submitted to the meeting.
- 9.2 Notice of each Annual General Meeting shall be circulated to each member to reach him or her not less than fourteen (14) days before such meeting.
- 9.3 The quorum for an Annual General Meeting shall be ten (10) financial members.

## **10. SPECIAL GENERAL MEETING**

- 10.1 The Management Committee may, whenever it thinks fit, call a Special General Meeting of the Society.
- 10.2 The Management Committee shall on the requisition of not less than ten (10) financial members proceed to convene a Special General Meeting of the Society. The requisition must state the objects of the meeting and be signed by the requisitionists and deposited with a member of the Management Committee.
- 10.3 Notice of each Special General Meeting and details of the nature of the business to be transacted shall be circulated to each member to reach him or her not less than fourteen (14) days before such meetings.
- 10.4 The quorum for each Special General Meeting shall be ten (10) financial members.
- 10.5 No business shall be transacted at a Special General Meeting other than that specified in the notice convening such meeting.

## **11. VOTING BY MEMBERS**

- 11.1 Votes at an Annual or Special General Meeting may be given either personally or by proxy. Written notice of an appointed proxy shall be prepared and signed by the appointer. Refer Clause 11.5. Proxies may only be assigned to financial members of the Society who are qualified to vote. The proxy shall only be exercised on matters for which due notice has been given. Proxies given by post may be accepted as valid if received by the Executive Officer by the date decided by the Management Committee and advised to members.
- 11.2 Each member not being a member disqualified under Clause 11.7 present either in person or by proxy 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 Chairperson of the meeting may exercise a casting vote in addition to his/her deliberative vote.
- 11.3 Voting on any motion before such meeting shall be subject to recognition of proxies by voice except that any such member present at such meeting may require a show of hands and any ten per centum of such members present at such meeting may require a secret ballot; but at any meeting, and unless the Chairperson of the

meeting is required by the meeting to advise the number of votes cast for and against the motion, a declaration by the Chairperson of the meeting that a resolution put to the meeting has been carried or lost and an entry recorded to that effect in the book of proceedings of the Society shall be conclusive evidence of the fact.

- 11.4 A majority of the votes at any such meeting shall decide any question.
- 11.5 All instruments appointing proxies shall be in writing under the hand of the appointer. The instrument shall be in a form authorised by the Management Committee.
- 11.6 The notice appointing a proxy shall be received by the Executive Officer not less than twenty-four (24) hours before the time of the holding of the meeting.
- 11.7 No member shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any meeting if he or she is "in arrears of subscription" as defined in Clause 8.4.

## **12. COMPLIANCE WITH RULES OF THE SOCIETY**

- 12.1 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: "If admitted to Membership, I agree to abide by the rules of the New Zealand Society for Earthquake Engineering Incorporated."

## **13. STANDING ORDERS FOR MEETINGS**

- 13.1 The Standing Orders of the Society shall be in accordance with the Standing Orders prescribed in Appendix 1.

## **14. ALTERATION OF RULES**

- 14.1 Alteration, addition or rescission to the Rules of the Society shall be by a majority vote of a Special General Meeting of the Society.
- 14.2 No alteration, addition, rescission or substitution that would alter the exclusively charitable nature of the Society shall be permitted.
- 14.3 The Management Committee shall within fourteen (14) days of any alteration, addition or rescission of the Rules, register any such change with the Registrar of Incorporated Societies in accordance with Section 21 of the Incorporated Societies Act 1908.
- 14.4 The Management Committee shall within three (3) months of any alteration, addition or rescission of the Rules, notify any such change to the Charities Commission in accordance with Section 40 of the Charities Act 2005.

## **15. LIQUIDATION**

- 15.1 The Society shall be liquidated and thus cease to continue to operate by decision of the members at a meeting convened for the purpose of considering such proposal. On that happening no member of the Society can participate in any financial surplus remaining and the whole of that surplus, less any professional costs incurred in effecting the

winding up, shall be distributed for charitable purposes within New Zealand.

## **16. COMMON SEAL**

- 16.1 The Society shall have a common seal, which shall be kept in the custody and control of the Executive Officer for the time being of the Society. The Society shall execute any document pursuant to a resolution of the Society passed for that purpose by affixing the common seal in the presence of two members of the Management Committee.