

Edits proposed by the Management Committee are highlighted in **green**.
Edits to comply with the new Incorporated Societies Act 2022 are highlighted in **yellow**.

**CONSTITUTION OF
THE NEW ZEALAND SOCIETY
FOR EARTHQUAKE ENGINEERING INCORPORATED
Amended February 2026**

A Collaborating Technical Society with the Institution of Professional Engineers of
New Zealand Incorporated (Engineering New Zealand)

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 at **Engineering New Zealand at 40 Taranaki Street, Wellington 6011**.

2. OBJECTS

- 2.1 The objectives of the Society shall be to:
 - a) Foster the advancement of the science and practice of earthquake engineering **and allied fields**
 - b) **Facilitate research and support initiatives to address seismic risk and enhance the resilience of the built environment and communities to earthquakes.**
 - c) Retain a close liaison with **Engineering New Zealand** by being a Collaborating Technical Society of the Institution and
 - d) Further the objectives of the International Association for Earthquake Engineering as applicable to New Zealand "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 **that** are conducive or incidental to attaining the aforesaid objectives 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.
- 3.3 Ordinary Member: Ordinary members shall be individuals who fulfil the qualifications for membership.

Optional changes – for tidying Constitution

Required changes for the new Act

- 3.4 Student Member: Student members shall be individuals who fulfil the qualifications for membership and are enrolled in a tertiary institution at the time of membership application, and meet the criteria set by the Society. When tertiary enrolment ceases, Student members will transition to Ordinary members or Young Professional members as applicable.
- 3.5 Young Professional Member: 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.
- 3.6 Fellow: 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:
1. the nominee must have been an Ordinary Member of the Society for at least five years immediately prior to nomination; and
 2. the nominee must be highly respected in some aspects of the fields of earthquake engineering, earthquake phenomena or the effects of earthquakes; and
 3. the nominee must have performed exceptional service to the Society as demonstrated by:
 - a. work on the Management Committee; and/or
 - b. work on one or more of the Society's Bulletins; and/or
 - c. publication in the Society's Bulletin; and/or
 - d. other special contribution which benefits the Society.
- 3.7 Life Member: 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.
- 3.8 Corporate Affiliate: A Corporate Affiliate is not a member of the Society but 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. A Corporate Affiliate shall designate one nominee to represent them in communication with the Society. Such nominees shall NOT enjoy the privileges of Members, including entitlement to vote, access to membership rates, or nomination for Life Membership or Fellow.
- 3.9 Ordinary Members, Young Professional Members, Fellows, and Life Members are classified as "financial members" for the purposes of this constitution.

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 An application for Ordinary, Student or Young Professional membership of the Society or as a Corporate Affiliate shall be made by completing and submitting the form to the Society using the provided form (Membership Application, electronically, by e-mail or by post. 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 Applications for Student membership shall also supply proof of enrolment in a tertiary institution at the time of submitting their membership application. Admission shall be subject to individual consideration by the Management Committee as per Clause 3.4.
- 4.4 Applicants for Young Professional Members shall also supply proof of age at the time of application.
- 4.5 By submitting a Membership Application, the applicant consents to becoming a Member or Corporate Affiliate, and by paying the annual membership or affiliate fees, consents to remaining a Member of the Society.

- 4.6 Fellows: The Management Committee will seek nominations for Fellows and elect Fellows based on meeting the requirements set out in Clause 3.6. Prospective Fellows shall be nominated by three current **financial** 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.

- 4.7 **Life Members: The Management Committee shall elect Life members in accordance with Clause 3.7.**

5 RESIGNATION, MEMBERSHIP FORFEITURE AND RE-ADMISSION

- 5.1 Each member may, by notice in writing to the Society, resign **their** membership after payment of all sums due from **them** in respect of subscriptions or otherwise.
- 5.2 Any member who is adjudicated bankrupt, or who makes a compromise with **their** creditors, or who is convicted of a criminal offence, or who is of unsound mind, shall immediately have **their** membership terminated.
- 5.3 Any member infringing any **Clause of this Constitution** or regulation or mis-conducting **themselves** 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 **their** membership
- 5.4 If the subscription of a member remains unpaid for **six (6)** 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 re-admission 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 Clause 6.3 to 6.4. In addition, the Bulletin Editor for the Society, the Executive Officer, and the Immediate Past President of the Society for the year following their relinquishment of 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, **their** 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 **immediately** 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. **Student members and Corporate Affiliates shall not be eligible for the Management Committee.**
- 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.
- 6.5 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.

- 6.6 The Management Committee may co-opt a 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.
- 6.7 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 6.6 **or bring additional skills to the committee.**
- 6.8 Co-opted members shall have full speaking rights and voting rights at Management Committee meetings.
- 6.9 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.
- 6.10 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.
- 6.11 The Management Committee shall appoint the Executive Officer of the Society whose duties shall include:
- a) Keeping the membership database up to date with contact details and dates when they become Members.
 - b) Keeping minutes of meetings of the Society and the Management Committee.
 - c) Managing the technical aspects of the Society's business.
 - d) Arrange for storage of the Society's records, documents and books.
 - e) Arrange the General Meetings and the process of the Management Committee general election.
 - f) Circulate the Presidents Annual Report to each Member of the Society not less than seven days before the Annual General Meeting.
 - g) Be the contact person for the Society and advise the Register of Incorporated Societies of any changes to the Society's contact person and changes relating to the Management Committee within 25 working days of that change.
- 6.12 The Executive Officer shall be a member of the Management Committee but shall not have voting rights.
- 6.13 Every member of the Management Committee and the Executive Officer of the Society must be a natural person and shall not be disqualified as per section 47 of the Incorporated Societies Act 2022 once the Society has been registered under the Act. If that person becomes disqualified, they shall present their resignation from the Management Committee role. Management Committee members shall confirm they are not disqualified under the Act, and provide the information required to be provided under the Act.
- a) Officers of the Society must comply with the duties of officers set out in the Incorporated Societies Act 2022, including the duty to act in good faith and in the best interests of the Society; and
 - b) disclose any actual or perceived conflicts of interest; and
 - c) ensure that any personal interest does not improperly influence the exercise of their duties.
- 6.14 Any breach of these duties shall be dealt with in accordance with the Society's dispute resolution procedures (Clause 16).
- 6.15 Any member of the Management Committee may be removed from their role by a resolution of a Special General Meeting of the Society of which prior notice was given in accordance with Clause 10 and which is passed by a three-quarters majority of those voting.

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 **Engineering New Zealand** and with any other organisation with objectives 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, symposia **and webinars**.
- 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 or **contract services** and the determination of their remuneration **or payment**. 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 arm's length transaction (being open market value) The provisions and effect of this clause shall not be removed from this Constitution and shall be included and applied into any document replacing this Constitution.
- j) Determination of applications for membership, including election of Fellows (see Clause 4.6) and Life Members (see Clause 4.7).
- 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 **Voting to confirm decisions by the Management Committee shall be made orally and passed by simple majority. A Committee Member shall lead the motion, and another member shall second it for record.**

- 7.5 Decisions of the Management Committee on the Interpretation of the Constitution of the Society on all matters dealt with in accordance with the Constitution and on matters not provided for in the Constitution shall be final and binding on all members of the Society.
- 7.6 The President 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 3 (three) 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 6 (six) months after they become due, 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 Clause 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 payments by the Society shall be authorised in such manner and by such persons as the Management Committee shall from time to time determine. Amounts paid or payable to the Society 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 them 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, or online, as may be decided by the Management Committee, and not later than 15 months after the previous Annual General Meeting and within 6 months of the Society's balance date, for the following purposes:

- a) To receive the **Annual Report and President's Report.**
 - b) To receive and consider the audited financial statements.
 - c) To receive notice of any disclosures of conflicts of interest made by officers during that period (including a summary of the matters, or types of matters of which those disclosures relate).
 - d) To decide on any resolution which may be duly submitted to the meeting.
- 9.2 Notice of each Annual General Meeting shall be **electronically** circulated to each member to reach him or her not less than fourteen (14) days before such meeting.
- 9.3 Notices of Motions will be called from members 28 days prior to the meeting and must be presented to the President no later than 14 days prior to the Annual General Meeting. The written notice must include a request to introduce the motion and the background and reasons for the motion.
- 9.4 The quorum for an Annual General Meeting shall **be twenty (20) financial** members.
- 9.5 The Society shall keep minutes of all Annual General Meetings.

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 **thirty (30)** financial members proceed to convene a Special General Meeting of the Society. The requisition must state the **objectives** 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 **electronically** 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 **twenty (20)** financial members.
- 10.5 No business shall be transacted at a Special General Meeting other than that specified in the notice convening such meeting.
- 10.6 The Society shall keep minutes of all Special General Meetings.

11 VOTING BY MEMBERS

- 11.1 Votes at a 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 to 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 **Except Student Members, Corporate Affiliates and members disqualified under Clause 11.7,** each member 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 their 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 THE CONSTITUTION OF THE SOCIETY

- 12.1 Members of the Society shall be bound by the Constitution 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 Constitution of the New Zealand Society for Earthquake Engineering Incorporated."

13 GOVERNANCE POLICIES AND STANDING ORDERS

- 13.1 The Society may adopt governance policies or standing orders to regulate the conduct of meetings and the internal procedures of the Society, provided that such policies or standing orders are consistent with this constitution and the Incorporated Societies Act 2022.

14 ALTERATION OF THE CONSTITUTION

- 14.1 Alteration, addition or rescission to the Constitution of the Society shall be by a majority vote of a 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 twenty five (25) working days, of any alteration, addition or rescission of the Constitution, register any such change with the Registrar of Incorporated Societies in accordance with Section 33 of the Incorporated Societies Act 2022 once the Society has been re-registered under the Act.
- 14.4 The Management Committee shall within three (3) months of any alteration, addition or rescission of the Constitution, notify any such change to the Charities Commission in accordance with Section 40 of the Charities Act 2005.

15 COMMON SEAL

- 15.1 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.

- 15.2 The Society will cease to have a common seal once it is re-registered under the Incorporated Societies Act 2022.

16 DISPUTE RESOLUTION

- 17.1 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.

1. How complaint is made

- 1) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —

- a) states that the member or officer is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - b) sets out the allegation to which the dispute relates and whom the allegation is against; and
 - c) sets out any other information reasonably required by the Society.
- 2) The Society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
- a) states that the Society is starting a procedure for resolving a dispute in accordance with the Society's constitution; and
 - b) sets out the allegation to which the dispute relates.
- 3) The information given under subclause (1) b) or (2) b) must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- 4) A complaint may be made in any other reasonable manner permitted by the Society's constitution.

2. Person who makes complaint has right to be heard

- 1) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- 2) If the Society makes a complaint —
- a) the Society has a right to be heard before the complaint is resolved or any outcome is determined; and
 - b) an officer may exercise that right on behalf of the Society.
- 3) Without limiting the manner in which the member, officer, or Society may be given the right to be heard, they must be taken to have been given the right if —
- a) they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
 - b) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
 - c) an oral hearing (if any) is held before the decision maker; and
 - d) the member's, officer's, or Society's written statement or submissions (if any) are considered by the decision maker.

3. Person who is subject of complaint has right to be heard

- 1) This clause applies if a complaint involves an allegation that a member, an officer, or the Society (the respondent) —
- a) has engaged in misconduct; or
 - b) has breached, or is likely to breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022; or
 - c) has damaged the rights or interests of a member or the rights or interests of members generally.
- 2) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.
- 3) If the respondent is the Society, an officer may exercise the right on behalf of the society.
- 4) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —
- a) the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and

- b) the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- c) an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- d) an oral hearing (if any) is held before the decision maker; and
- e) the respondent's written statement or submissions (if any) are considered by the decision maker.

4. Investigating and determining dispute

- 1) The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.
- 2) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

5. Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the Society may decide not to proceed further with a complaint if —

- a) the complaint is trivial; or
- b) the complaint does not appear to disclose or involve any allegation of the following kind:
 - i. that a member or an officer has engaged in material misconduct;
 - ii. that a member, an officer, or the Society has materially breached, or is likely to materially breach, a duty under the Society's constitution or bylaws or the Incorporated Societies Act 2022;
 - iii. that a member's rights or interests or members' rights or interests generally have been materially damaged;
- c) the complaint appears to be without foundation or there is no apparent evidence to support it; or
- d) the person who makes the complaint has an insignificant interest in the matter; or
- e) the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- f) there has been an undue delay in making the complaint.

6. Society may refer complaint

- 1. The Society may refer a complaint to —
 - a) a subcommittee or an external person to investigate and report; or
 - b) a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.
- 2. The Society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

7. Decision makers

A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- a) impartial; or
- b) able to consider the matter without a predetermined view.

17 Liquidation or Dissolution

- 17.1 The Society may be voluntarily dissolved by a resolution adopted by a majority of the members at a general meeting called for that purpose. The resolution to wind up if passed at this meeting, must be confirmed at a subsequent general meeting held not earlier than thirty (30) days after the previous meeting.

No member of the Society may receive any part of the Society's property or funds upon dissolution. After satisfaction of all debts and liabilities, the remaining property and funds shall be distributed for charitable purposes within New Zealand.

APPENDIX 1

DEFINITIONS

- **“Act”** means the **Incorporated Societies Act 2022**, including any amendments to it from time to time, and any regulations made under it, or any Act which replaces it and any regulations made under that Act.
- **“Annual General Meeting”** means a meeting of the Members, convened and conducted in accordance with clause 9.
- **“Constitution”** means this constitution as amended from time to time in accordance with clause 14.
- **“Engineering New Zealand”** means The Institution of Professional Engineers New Zealand Incorporated, trading as **Engineering New Zealand Te Ao Rangahau**.
- **“Executive Officer”** means the person appointed by the Management Committee to manage the administrative and technical operations of the Society, subject to the direction of the Management Committee.
- **“Financial Member”** means a person who is a member in the class of Ordinary Member, Life Member, Fellow, Young Professional Member.
- **“General Meeting”** means an Annual General Meeting or Special General Meeting.
- **“Management Committee”** means the committee responsible for the governance of the Society and constitutes the committee for the purposes of the **Incorporated Societies Act 2022**.
- **“Management Committee member”** means a person appointed or elected to the Management Committee in accordance with this Constitution.
- **“Member”** means a person who is a member of The New Zealand Society for Earthquake Engineering, regardless of membership class, unless otherwise stated.
- **“Officer”** has the meaning given in **section 6 of the Incorporated Societies Act 2022** and includes all Management Committee members.
- **“Register of Interests”** means the register of interests of the **Officers maintained in accordance with this Constitution and section 73 of the Act**.
- **“Special General Meeting”** means a meeting of the Members; other than an Annual General Meeting, convened and conducted in accordance with clause 10.