

# RULES of the STRUCTURAL ENGINEERING SOCIETY NEW ZEALAND INCORPORATED

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

## **1 The Society**

1.1 The Society shall be named the STRUCTURAL ENGINEERING SOCIETY  
NEW ZEALAND INCORPORATED.

1.2 The Society may be referred to in an abbreviated format as SESOC.

1.3 The Society is constituted by resolution dated 11 July 1999.

1.4 The registered office of the society is C/o IPENZ, 158 The Terrace, Wellington.

## **2 Purposes of Society**

2.1 The purposes of the Society are to:

- Promote excellence in the art, science and practice of structural engineering design.
- Advance and disseminate knowledge relating to structural engineering
- Promote and participate in the education and training of structural engineers.
- Provide a forum for communication about structural engineering issues among members of the Society and to the New Zealand public
- Participate in the development of New Zealand Standards, Codes of Practice and Guidelines related to the design, construction and materials used in structural engineering
- Promote the construction of safe economical structures, built to recognised standards, which are of benefit to all New Zealanders.
- Work with like minded organisations to advance the above purposes.

2.2 Pecuniary gain is not a purpose of the Society.

2.3 The business activities of the Society are limited to within New Zealand.

## **3 Types of Members and Qualification for Membership**

3.1 A Member is either an Ordinary Member or a Life Member

3.2 An Ordinary Member has the rights and responsibilities set out in these rules

3.3 A Life Member is a person who is recognised as providing or having provided significant contribution to the Society or to Structural Engineering. A life Member has all the rights and responsibilities of an Ordinary Member (including the right to vote),

but does not have to pay fees, subscriptions or levies.

3.4 Membership of the Society shall comprise professional engineers, architects, scientists and others seriously interested in the design or construction of structures.

3.5 Prospective members may be required to demonstrate such serious interest to the Management Committee through submission of suitable credentials and/or supporting information should this be deemed necessary.

3.6 Membership shall not be restricted to persons eligible for membership of the Institution.

3.7 Membership must be maintained at or greater than 15 members at all times.

#### **4 Application for and election to membership**

4.1 Each application for Ordinary Membership of the Society shall be forwarded by the applicant in writing or by email to the Membership Secretary on a form provided by the Society. The applicant shall supply such details of his/her occupation, academic qualifications, experience and field of interest as the Management Committee shall require. Applicants must agree to abide by these rules of the Society.

4.2 Admission to membership of the Society shall be at the discretion of the Management Committee which will provide unsuccessful applicants with an explanation of the basis for its decision.

4.3 The Management Committee may elect Life Members.

#### **5 Member's Resignation and Re-admission**

5.1 Any member may, by written notice to the Secretary, resign his/her membership of the Society after payment of all arrears of subscription and other sums owed to the Society.

5.2 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 which may, at its discretion, suspend the membership of such member or may by written notice terminate the membership of such member.

5.3 A person who has ceased to be a member of the Society for any reason may apply to the Secretary for re-admission. Any such re-admission shall be at the discretion of the Management Committee, and may be made conditional on such terms as the Management Committee sees fit to impose.

#### **6 Election and composition of the Management Committee**

6.1 The affairs of the Society shall be managed by the Management Committee of the Structural Engineering Society New Zealand.

6.2 The Management committee shall comprise of no fewer than seven New Zealand resident members elected by general ballot and one member nominated from each of the regional Structural Groups. Where any of the Structural Groups elects not to, or fails to, nominate a member to the Management Committee prior to the general election, then the number of committee members to be chosen by general election shall be increased accordingly. The immediate Past President of the Management Committee shall normally remain on the Management Committee whether by election or ex-officio for a period of one year except where determined otherwise by either that Past President or the Management Committee due to special circumstances.

The Management Committee may co-opt a further two financial members of the Society to serve on the Committee in order to ensure that there is an adequate representation of all relevant disciplines and interests, and representation from the Auckland and Canterbury universities civil engineering departments. There shall be no more than thirteen members of the management committee, not counting the Journal Editor who shall be an ex-officio member of the Management Committee.

6.3 All members of the Management Committee shall have equal voting rights on all issues irrespective of whether the member is elected, co-opted or an ex-officio appointment.

6.4 The elected positions on the Management Committee shall be filled in accordance with the following procedure.

(a) Any financial member of the Society may nominate himself/herself or any other financial member for a position on the Management Committee. The nomination must be made on a form supplied by the Society, must bear the consent in writing of the member nominated, and may be accompanied by brief biographical details of the candidate.

(b) Nominations on the Society form must reach the Secretary no later than twenty one days prior to the date of the Annual General Meeting. If the number of nominations exceeds seven, the names of Members nominated together with their biographical detail shall be circulated by written notice to each financial Member. An electronic mail ballot will be conducted using the Society's internet facilities or their equivalent. Members will have until seven days prior to the Annual General Meeting to record their vote. Members without electronic mail access may apply to the Secretary for a voting form. Return of the completed voting form to the Secretary must be within the time frame for electronic voting.

(c) The Management Committee shall appoint a Returning Officer who is a financial member of the Society, to supervise the counting of votes. The Returning Officer must neither be a member of the Management Committee nor a candidate for election. The counting of votes may be delegated to employees of IPENZ at the discretion of the Returning Officer, and the result of the general ballot shall be announced at the Annual General Meeting.

6.5 Each member of the Management Committee shall serve for one year, and may be re-elected or re-appointed for any number of consecutive years.

6.6 The Management Committee may appoint a financial member of the Society to

fill any casual vacancy that may occur, including a vacancy not filled by general ballot or at any subsequent Annual General Meeting. Each member appointed to fill such a vacancy shall hold office for the remainder of the term of the member who he/she replaces, or for the term of the vacancy.

6.7 The Management Committee shall, at the first Management Committee meeting after the AGM, appoint a committee member, as President of the Society, who shall act as chairman of the Committee. The President will be expected to remain in office for a period of two years. No person shall hold the office of President for more than four consecutive years. The President's role is to:

- (a) Ensure that the Rules are followed;
- (b) Convene Meetings;
- (c) Chair meetings, deciding who may speak and when;
- (d) Oversee the operation of the Society;
- (e) Give a report on the operation of the Society at each Annual General Meeting;
- (f) Advise the Register of Incorporated Societies of any rule changes, and alterations;
- (g) Receive and reply to correspondence as required by the Management Committee.

6.8 The Management Committee shall appoint a Committee member as Secretary of the Society. The Secretary's role is to:

- (a) Record the minutes of Society meetings and Management Committee meetings;
- (b) Hold the Society's records, documents, and books;
- (c) Arrange the Annual General meeting, Special meetings and the process of the Management Committee General election
- (d) Circulate the Presidents Annual Report to each financial Member of the Society not less than fourteen days before the Annual General Meeting.
- (e) Retain the common seal of the Society

6.9 The Management Committee shall appoint a Committee member as Treasurer of the Society. The Treasurer's role is to:

- (a) Make or authorise payments on behalf of the Society;
- (b) Receive or authorise payments on behalf of the Society;
- (c) Keep, or receive from the financial services provider, a true and accurate record of the Society's account book, so that the Societies financial situation can be clearly understood at any point in time;
- (d) Give a financial report and statement of accounts (including an Income and Expenditure account, Balance sheet, and particulars of all mortgages, charges and securities of any description affecting any of the property of the Society) at each annual General Meeting and more often if either the Management Committee or a majority of the Society decides this at a meeting.
- (e) Provide a financial report to the Management Committee, and/or Executive Committee, as may be requested from time to time;
- (f) Forward the annual financial statements for the Society to the Registrar of Incorporated Societies upon approval by the Members at an Annual General Meeting;
- (g) As authorised by the Management Committee obtain the services of financial service providers, including the Institution, to assist in the handling of financial affairs.

6.10 The Management Committee shall appoint a Committee member as Membership Secretary of the Society. The Membership Secretary's role is to:

- (a) Receive, accept and administer applications for new membership, utilising the services provided by IPENZ.
- (b) Advise applicants of their membership acceptance and welcome them to the Society.
- (c) Keep a register of all members which includes the member's names, addresses, and dates when they became members.
- (d) Attend Executive meetings furnishing a report on new and resigned members and total membership.
- (e) Attend Management Committee meetings furnishing a membership report on membership categories and numbers.
- (f) Plan to increase and promote membership of the Society.
- (g) Respond to requests from members regarding membership issues.

6.11 The Management Committee shall appoint a Journal Editor for the Society. The Journal Editor's role is to solicit, receive, review and publish material in the Society's Journal

## **7 Management Committee powers and duties**

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) The formation and support of regional Structural Groups to satisfy local demands as and when these become apparent;
- (b) The promotion of research activities related to structural engineering and construction processes and techniques;
- (c) The provision of guidance and assistance in the education and practical training of structural designers;
- (d) The management of the financial affairs of the Society, including the determination of the annual membership subscription rate, the control and investment of the Society's funds and the opening, operating and closing of such bank accounts as deemed necessary for the purposes of the Society.
- (e) The power to purchase, lease, rent or otherwise hold any building, premises or equipment for the use of the Society and may from time to time dispose of some or all of it;
- (f) The power to borrow or otherwise raise money in such a manner as it thinks fit and to secure repayment by issue of debentures or by mortgages or charges upon the whole or part of the assets of the Society and to purchase, redeem or pay off such securities.
- (g) The appointment and direction of an Executive Sub-Committee to run the daily regular affairs of the Society. Such Executive shall include the President and any two of the immediate past-president, Secretary, Treasurer, and such other members of the Management Committee as they see fit to include. The minutes and other relevant decisions of this Executive shall be circulated to all Management Committee members. A quorum of the Executive shall be the President and two others.
- (h) The appointment of any necessary staff and the determination of the conditions of employment and remuneration levels for staff members;

- (i) The appointment and direction of a Select Sub Committee to conduct any business, investigate any matter or act on behalf of the Management Committee, as the Management Committee deems necessary for the proper conduct of the business of the Society. The composition of the Select Sub Committee shall be determined by the Management Committee. The Select Sub Committee shall act only within the directive appointing it, which shall be recorded in the minutes of the Management Committee. The Select Sub Committee shall report a summary of its activity to the Management Committee including a detailed statement of accounts on all expenditure.
- (j) Respond to all requests for information from the Registrar of Incorporated Societies.

7.2 The Management Committee shall meet as often as the business of the Society may require but not less frequently than three times annually.

7.3 The decisions of the Management Committee on the interpretation of the Rules of the Society, on all matters dealt with in accordance with these Rules and on matters not provided for in these Rules, shall be final and binding on all members of the Society.

## **8 Finance**

8.1 The financial year shall mean the period which commences on the first day of October in any year and ends on the last day of September in the following year.

8.2 The subscription year shall mean the period which commences on the first day of October in any year and ends on the last day of September in the following year.

8.3 Each member of the Society except Life Members shall pay an annual subscription. The annual subscription shall be due on the first of October each year and shall be paid to the Institution.

8.4 Any member whose annual subscription has not been paid by the first day of April in any subscription year shall cease to be a financial member of the Society until the arrears are paid in full. When a member has failed to meet the accumulated arrears of subscription by the end of the subscription year his/her name shall be deleted from the membership list.

8.5 All payments by the Society must be authorised by the Treasurer and at least one other Executive member.

8.6 The Executive may approve payments for individual initiatives and services up to \$10,000. Where the amount for an individual initiative exceeds this amount, Management Committee approval shall be obtained, excepting regular expenses, e.g. for journal production.

8.7 Where funds are to be held directly by the Society i.e. funds held outside the Institution or any other service provider, withdrawal of such funds shall be approved in writing by at least the Treasurer and President, and shall be paid into the organisations' financial services provider accounts. Signatory requirements shall be the Treasurer, and the

President or another member of Executive. For total withdrawals exceeding \$10,000.00 in any one quarter segment of the calendar year the approval of 75% of the Management Committee must be obtained and documented.

## **9 Annual General Meeting**

9.1 The Annual General Meeting of the Society shall be held once each calendar year on a date and at a time and place decided by the Management Committee.

9.2 A written notice which includes date, time and place of the Annual General Meeting shall be circulated to each financial member not less than 7 days before that meeting.

9.3 The business of the Annual General Meeting shall be to receive and consider the Annual Report and the Annual Statement of Accounts and to receive and confirm the results of the general ballot for membership of the Management Committee. In the event that insufficient nominations have been received by the Secretary to fill the elected positions on the Management Committee, further nominations shall be sought at the Annual General Meeting and where necessary a secret ballot shall be conducted, to fill the vacant elected positions.

9.4 Ten financial members shall form a quorum for the Annual General Meeting.

9.5 In the event that a quorum is not achieved for the Annual General Meeting, then the meeting should proceed to conduct the business of the Annual General Meeting. The meeting, except for the results of the general ballot for membership of the Management Committee shall have no status unless and until ratified at the next meeting of the Management Committee. The members present at the Annual General Meeting plus members present at the Management Committee Meeting (not being the same members) shall at least equal the required quorum for the ratification to have effect.

9.6 The President or appointee shall be Chairman of the meeting and shall conduct its business. The appointee, if there is one, shall normally be the Past President or Secretary at the President's discretion.

## **10 Special General Meeting**

10.1 A Special General Meeting of the Society may be called by the Management Committee at any time, and shall also be called by that Committee within 28 days, if demanded by not less than 10 financial members of the Society.

10.2 A written notice which includes the date, time and place of each Special General Meeting together with details of the business to be transacted at that meeting, shall be circulated to each financial member not less than 14 days before the meeting.

10.3 Ten financial members shall form a quorum for each Special General Meeting. If a quorum is not attained the meeting shall be abandoned.

10.4 The President or appointee shall be Chairman of the meeting and shall conduct its business. The appointee, if there is one, shall normally be the Past President or Secretary at the President's discretion.

## **11 Voting at Meetings**

11.1 Votes at the Annual General Meeting or a Special General Meeting shall be by financial members and Life members only and may be given either personally or by proxy or, by decision of the Management Committee, may be given by post. Proxies may be assigned only to financial members of the Society who are qualified to vote. The proxy shall be exercised only for business or matters of which due notice has been given. Votes given by post will be accepted as valid if received by the Secretary by the date decided by the management Committee and advised to members when calling for their postal vote.

11.2 Each member and Life member shall have the right to exercise only one vote on each motion before the meeting except that, when the votes are equally divided, the Chairman may exercise a casting vote in addition to his/her deliberative vote.

11.3 Voting on any motion before the meeting shall, except in the case of postal voting and subject to recognition of proxies, be by voices, except that any member entitled to vote at a meeting may require a show of hands and any ten per centum of such members may require a secret ballot. When a secret ballot is necessary, scrutineers for that ballot shall be elected by the meeting.

11.4 A simple majority of the members voting shall decide any question, unless the Rules provide otherwise.

11.5 All instruments appointing proxies shall be in writing under the hand of the appointee. The instrument shall be in a form authorised by the Management Committee and incorporating words designed to cover the requirements of the Rules and the business in hand. The notice appointing a proxy shall be received by the Secretary not less than 24 hours before the commencement of the meeting to which it applies, otherwise it shall be invalid.

## **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. "In the event of my election to membership of the Society I will at all times, abide by the Rules of the Society and endeavour to promote the purposes of the Society"

## **13 Standing Orders**

13.1 There are no standing orders of the Society

## **14 Alterations to Rules**

14.1 4.1 Alteration, addition to, substitution or rescission to the Rules of the Society shall be by majority vote of a Special General Meeting of the Society providing that written notice setting out such alterations, additions to, substitution or rescissions has been circulated to financial members in accordance with Rule 10.2.

14.2 No alteration, addition to, substitution or rescission of the Rules shall be approved by the Society if it in any way affects winding up Rule 15 and,

14.3 No alteration or addition to the winding up Rule 15 shall be approved by the Society without the approval of the Inland Revenue department.

14.4 No alteration, addition to, substitution or rescission of the Rules which would alter the charitable nature of the Society shall be permitted.

14.5 Within 7 days after the Society has approved the amended Rules the Management Committee shall register the amendment with the Register of Incorporated Societies in accordance with Section 21 of the Incorporated Societies Act 1908.

## **15 Winding up the Society**

15.1 Members of the Society may voluntarily put the Society into liquidation by resolving with a simple majority at a Special General Meeting called for that purpose, to put the Society into liquidation and appointing a liquidator.

15.2 A second Special General Meeting must be held no earlier than 30 days after the meeting at which the initial resolution was passed. A resolution must be passed at this second meeting by simple majority confirming the previous resolution. At the second meeting the members decide the distribution of assets to other charitable organisations within New Zealand and the liquidation commences.

## **16 Common Seal**

16.1 The Society shall have a common seal which shall be kept in the custody and control of the Secretary for the time being of the Society. The Society shall execute any document so required by the Incorporated Societies Act 1908 or pursuant to a resolution of the Society passes for that purpose by fixing the common seal in the presence of 2 members of the Management Committee.

### **Definitions in these Rules:**

- “Institution” means the Institution of Professional Engineers New Zealand Incorporated often abbreviated to IPENZ.
- “Committee” means the Management Committee of the Society
- “Committee Meeting” means a meeting of the Committee
- “Committee Member” means any Member who is on the Committee

- “Executive” means a sub committee of the Management Committee appointed to run the regular daily affairs of the Society.
- “Majority vote” means a vote made by more than half the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- “Meeting” means any Annual General Meeting, any Special Meeting, and any Committee Meeting.
- “Money or Other Assets” means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- “Payment” means any transfer of legal tender by cash, electronic transfer, bank cheque, or any other means of paying legal tender, and includes payment by personal cheque.
- “Rules” means these rules, being the Rules of the Society.
- “Society meeting” means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- “Use Money or Other Assets” means to use, handle, invest, transfer, give, apply, expend, dispose of, or any other way deal with, Money or Other Assets.
- “Written Notice” means hand-written, printed or electronic communication of words or a combination of these methods.

This amended constitution was approved at the Society Special General Meeting on 10 June 2010