

THE NEW ZEALAND SOCIETY ON LARGE DAMS

A Technical Group of The Institution of Professional Engineers New Zealand Inc hereinafter referred to as "The Institution"

SECTION 1: Name

- 1.1 The organisation shall be named the **New Zealand Society on Large Dams**, hereinafter referred to as "The Society".

SECTION 2: Objectives

- 2.1 To promote best practice in the development, operation, maintenance and refurbishment of dams and their associated impoundments throughout New Zealand.
- 2.2 To integrate industry best practice into the regulatory processes associated with the dam and impoundment management industry in New Zealand.
- 2.3 To be recognised as a credible and respected professional body, and the national focus for all matters relating to dams and their associated impoundments in New Zealand.

SECTION 3: Qualification for Membership

- 3.1 Members of the Society shall be individuals (hereinafter referred to as "Members") with a direct personal interest in the technology of dams, their design, construction, operation, maintenance or refurbishment.
- 3.2 Any organisations owning or responsible for a dam or with a substantial interest or involvement in the design, construction, operation, maintenance or refurbishment of dams and any learned body or society with a significant interest in dams may apply to become a Corporate Member of the Society.

Corporate members may take part in the affairs of the Society only through individual Members. Each Corporate member shall have the privilege of proposing suitably qualified individuals (hereinafter referred to as "Nominees") to be Members of the Society and to participate as its representatives in the affairs of the Society. The maximum number of Nominees of any Corporate Member at any time shall be decided from time to time by the Management Committee and *shall not exceed four*.

3.3 Membership Classes

Class	Description
1. Large Corporate	Owners of a significant number of large dams or typically three or more high hazard dams
2. Medium Corporate	Other owners of a number of dams, typically medium hazard dams
3. Small Corporate	Regional, District or City Councils, Consultants, Owners of low hazard dams, contractors or other stakeholders
4. Individual	
5. Life	Available to individuals who the members consider warrant life membership in recognition of their outstanding work within the dam industry
6. Retired	Available to existing members of NZSOLD who have been associated with NZSOLD in some capacity for a period of at least 5 years and who are now retired.

Corporate members will choose the class that is most appropriate to their level of activity in the industry and their commitment to involvement in its management.

SECTION 4: Application for and Admission to Membership

- 4.1 Each application to become a Member of the Society shall be on a form provided by the Society and each applicant shall provide details of his qualifications for membership and address for correspondence. The application shall be signed by the applicant and by their sponsor, who shall be a financial member of the Society.
- 4.2 Each application to become a Corporate Member of the Society shall be on a form provided by the Society and each applicant shall provide details of its interest in becoming a Corporate Member. The application shall give the address for correspondence, be signed by the authorised representative of the organisation and give the names of those individuals who are proposed as Nominees. Separate applications for membership, as prescribed in 4.1 above, shall also be submitted for each such Nominee.
- 4.3 Retired membership is offered to existing members of NZSOLD who have been associated with NZSOLD in some capacity for a period of at least 5 years and who are now retired.
- 4.4 Life membership is available to individuals who the members consider warrant life membership in recognition of their outstanding work within the dam industry
 - 4.4.1 Any three financial members of NZSOLD can recommend to the Management Committee an individual who the members consider warrants life membership in recognition of their outstanding work within the dam industry.
 - 4.4.2 Life membership requires ratification at an Annual or Special General Meeting of NZSOLD following a unanimous recommendation to the meeting from the Management Committee.
- 4.5 Admission to membership shall be subject to the approval of the Board of the Institution on the recommendation of the Management Committee of the Society.

SECTION 5: Resignation, Readmission and Forfeiture of Membership

- 5.1 Any Member or Corporate Member may, by notice in writing to the Chief Executive of the Institution, resign from the Society after payment of all sums due for subscriptions or otherwise.
- 5.2 Each person who, or organisation which, has resigned from the Society may apply for readmission and the Board of the Institution, on the recommendation of the Management Committee of the Society, may approve such readmission on conditions it sees fit to impose.
- 5.3 The status of any member who is two years or more in arrears of dues shall be reviewed by the Management Committee, which may recommend his summary forfeiture of membership to the Board of the Institution.
- 5.4 The status of any Corporate Member that is more than one year in arrears of dues shall be reviewed by the Management Committee, which may recommend its summary forfeiture of membership to the Board of the Institution.
- 5.5 Where, in its opinion, any Member or Corporate Member has acted in a manner prejudicial to the interests of the Society the Management Committee may recommend to the Board of the Institution such disciplinary measures, including forfeiture of membership, as it sees fit. Where forfeiture of membership is considered appropriate, the person or organisation so affected shall have the right to be heard by the Board of the Institution.
- 5.6 Where the connection with the Society of the Corporate Member is terminated for any reason the status of the Nominees of the organisation shall be reviewed by the Management Committee, which shall recommend appropriate action on the status to the Board of the Institution.

SECTION 6: Rights and Obligations of Membership

- 6.1 Each Member of the Society in good financial standing shall have the right to receive each year the Annual Report and Statement of Accounts of the Society, an up-to-date membership list and other reports, newsletters etc. the Management Committee may from time to time authorise. In addition each Member shall have the right to attend the Annual and Special General Meetings of the Society and to be heard and vote on all business rightly on the agenda for such meetings and to take part in the ballot for elected members of the Management Committee.
- 6.2 Each Retired Member of the Society shall have the right to receive each year the Annual Report and Statement of Accounts of the Society, an up-to-date membership list and other reports, newsletters etc. the Management Committee may from time to time authorise. In addition each Retired Member shall have the right to attend the Annual and Special General Meetings of the Society and to be heard on all business rightly on the agenda for such meetings.

Retired members have no voting rights within NZSOLD and can not hold management positions within NZSOLD.

The fee for retired membership is set at \$0. Members are able to attend NZSOLD conferences and seminars at no cost for registration. The fee for attendance at any associated tours is to be at the discretion of the conference/seminar organizer

- 6.3 Each Life Member of the Society shall have the right to receive each year the Annual Report and Statement of Accounts of the Society, an up-to-date membership list and other reports, newsletters etc. the Management Committee may from time to time authorise. In addition each Life Member shall have the right to attend the

Annual and Special General Meetings of the Society and to be heard on all business rightly on the agenda for such meetings.

Life members have voting rights within NZSOLD and can hold management positions.

Life members are able to attend NZSOLD conferences and seminars at no cost for registration. The fee for attendance at any associated tours is to be at the discretion of the conference/seminar organiser.

The fee for life membership is set at \$0.

- 6.4 Each Corporate Member of the Society in good financial standing shall have the right to receive each year the Annual Report and Statement of Accounts of the Society, an up-to-date membership list and other reports, newsletters etc. the Management Committee may from time to time authorise. Such reports etc. are additional to those sent to its Nominees.

Corporate Members shall only have the right to participate in the affairs of the Society through their Nominees but their interests shall be directly represented on the Management Committee on the Society as prescribed in Rule 7.1(iii).

- 6.5 Each Member and Corporate Member shall have preferential access to technical information collected by the Society or available through it from ICOLD and the right to take part in any conference or similar technical activity arranged by the Society on terms and conditions the Management Committee from time to time decide.
- 6.6 Each Member and Corporate Member of the Society shall be obliged to support the objectives and act in the interests of the Society, to pay all subscriptions and fees due, and to notify the Society promptly of any change of mailing address.

SECTION 7: Management of Society

- 7.1 The affairs of the Society shall be managed by a committee of up to fourteen Members known as the Management Committee of the New Zealand Society on Large Dams (herein referred to as the “Management Committee”) and comprising:

- (i) One appointee for each Large Corporate Member up to a maximum of six appointees.
- (ii) Three appointees representing other Corporate Members.

The outgoing Management Committee shall make appointments after consultation with the Corporate Members concerned, and details of appointments shall be published in the Annual Report. Appointments shall be for the full term of the incoming committee. Subject to Rule 7.4 appointees may be re-appointed.

- (iii) Four Members elected by the Members of the Society for the term of the Committee.
- (iv) At the discretion of the Management Committee up to four additional Members may be co-opted on an annual basis. So far as practicable co-opted members shall be selected so as to maintain a reasonable balance in membership representatives.

The appointed, elected and co-opted members of the Management Committee shall include not less than three Members or Fellows of the Institution. Every appointed, elected or co-opted member shall satisfy the ICOLD criteria for membership of a National Committee.

- (v) In addition to the appointed, elected and co-opted members, the Management Committee shall include the following ex-officio members (who are not required to be Members of the Society) who shall have the right to be heard but not to vote on any matter before the Management Committee:
 - (a) The Vice-President for the time being of ICOLD for the geographical zone in which New Zealand is situated.
 - (b) The immediate past Chairman of the Society for the year following his chairmanship.
 - (c) The Chief Executive of the Institution.
 - (d) The Technical Secretary of the Society.
- 7.2 Candidates for election shall be proposed and seconded by Members of the Society. The Management Committee shall make arrangements it sees fit to ensure equal opportunity for all candidates, secrecy of the ballot and the announcement of the ballot results at the Annual General Meeting.
- 7.3 The Management Committee shall be responsible to the Board of the Institution for conducting the affairs of the Society in accordance with the Code of Ethics of the Institution and shall be the New Zealand National Committee of ICOLD.
- 7.4 Each Management Committee shall hold office for a period of three years, and no individual, **unless a Nominee of Large or Medium Corporate Members**, shall be a member of the Management Committee for more than nine consecutive years. The term of the Committee shall commence at the conclusion of an Annual General Meeting and finish at the conclusion of the Annual General Meeting three years later.
- 7.5 The Management Committee may fill a casual vacancy including a vacancy not filled at an election or for which no appointee has been proposed. Each Member appointed to fill such a vacancy shall hold office for the remainder of the term of the member of the Committee whom he replaces or for the term of the vacancy.
- 7.6 The Management Committee shall elect annually a Chairman and Vice-Chairman from their number. It shall be the responsibility of the retiring Chairman following his period of office to conduct the election for the new Chairman as the first item of business.

No individual shall hold the office of Chairman or the office of Vice Chairman for more than three consecutive years.
- 7.7 The Chairman shall chair the meetings of the Management Committee and the Annual and Special General Meetings at which he is present. When the Chairman is not available, the Vice-Chairman shall officiate. If the Chairman vacates office during his term the Vice-Chairman shall take over as Chairman and the Committee shall elect a new Vice-Chairman.
- 7.8 The Quorum of the Management Committee (excluding ex-officio members) shall be no less than one-half the committee membership subject to the provision that nominees of Special Corporate members comprise not more than one-half the quorum.
- 7.9 The official headquarters of the Society shall be the headquarters of the Institution.
- 7.10 The Chief Executive of the Institution shall be the Secretary/Treasurer of the Society and may delegate to a person or persons nominated by the Management Committee powers and duties agreed between the Chief Executive and the Management Committee.

SECTION 8: Powers and Duties of Management Committee

- 8.1 The Management Committee shall meet as often as the business of the Society warrants but not less than eight times during its three-year period of the office or less than twice in each calendar year.
- 8.2 The Management Committee shall appoint on terms and for a period, it sees fit a Technical Secretary to handle matters of a generally technical nature on its behalf and under its direction.
- 8.3 The Management Committee shall be responsible to the membership of the Society for the policy and administration of the Society, but its actions shall be subject to the broad approval of the Board of the Institution. The Management Committee shall fix the annual subscription and fees to be paid by Members and Corporate Members and may:
- (a) Undertake or co-operate in tasks within New Zealand or elsewhere on behalf of ICOLD and its committees.
 - (b) Establish and maintain a technical library, publish bulletins or newsletters and establish and maintain a technical service for the membership of the Society and others.
 - (c) Undertake or commission research or investigation into matters relating to dams and impoundments in New Zealand.
 - (d) Arrange conferences, seminars or symposia within New Zealand and attendance at ICOLD and ANCOLD meetings.
 - (e) Form branches or specialist groups.
 - (f) Establish and maintain liaison with other organisations with compatible objectives.
 - (g) Appoint any necessary staff and decide their remuneration.
 - (h) Establish different categories of Corporate Members each with its own annual fee and maximum number of nominees.
- 8.4 The Management Committee may appoint for a period not exceeding its terms of office an Executive comprising the Chairman and one other Committee Member to deal with routine business and urgent matters arising between meetings of the Management Committee. In dealing with such matters, the Executive shall report all matters of substance to the next meeting of the Management Committee for endorsement.
- 8.5 The Management Committee shall take note of and act as it sees fit on all resolutions passed at Annual or Special General Meetings of the Society.
- 8.6 Subject to the Rules and overall jurisdiction of the Institution, the decisions of the Management Committee on the interpretation of the Rules of the Society, on all matters dealt with in accordance with those Rules and on matters not provided for those Rules, shall be final and binding on the membership of the Society.

SECTION 9: Finance

- 9.1 The financial year means the period commencing on 1 October and ending on 30 September of the following year.
- 9.2 The subscription year means the period commencing on 1 October and ending on 30 September of the following year.
- 9.3 The finances of the Society shall be controlled by a budget prepared annually by the Management Committee and adopted by a General meeting. The budget shall provide for the annual contribution to ICOLD, the normal operating expenses of the Society and special tasks the Management Committee may propose to pursue.
- 9.4 Each Corporate Member shall pay an annual fee (inclusive of the subscriptions for its Nominees) and every other Member an annual subscription determined by the Management Committee in accordance with budgetary requirements.

No ex-officio member of the Management Committee shall be required to make a contribution to the Society's funds because of his office.

The annual subscription or annual fee shall become due on 1 October of the year to which the payment applies. Subscriptions and fees are on a yearly basis only, and no reduction will be given for part year or because of changes in category of affiliation during the year.

The Institution will pay on behalf on the Society the annual subscription due to ICOLD.

- 9.5 Any Member or Corporate Member whose annual dues have not been paid by 1 July shall be regarded as "in arrears of dues" and his/her or its rights of membership may be suspended by the Management Committee until the arrears have been paid. Members or Corporate Members in arrears for longer periods are liable to summary forfeiture of membership under Rule 5.3.
- 9.6 The Society shall not incur any liability or expend any money without proper budgetary control and the general approval of the Board of the Institution. Unless otherwise approved or directed by the Board of the Institution all financial transactions for conferences, symposia, meetings etc., shall be through the accounts of the Institution.
- 9.7 In order that the Society may be accorded full charitable status by the Department of Inland Revenue no income, benefit or advantage of any kind shall be derived by any member of the Society from any activity which the Society may undertake.
- 9.8 The Chief Executive of the Institution in his capacity as Secretary/Treasurer of the Society shall handle all financial dealings of the Society, including the collection of subscriptions and fees and shall keep a separate record of the accounts of the Society.
- 9.9 The Chief Executive of the Institution shall maintain and regularly update a record for each Member and for each Corporate Member of the Society, noting in particular, for each Member, name, mailing address, the Corporate Member if any of which he is a nominee, date of joining the Society, and amounts of annual subscription and when these are paid.

For Corporate Members the record shall include name, mailing address, and maximum number of nominees, names year by year of actual nominees and amounts of annual fees and when these are paid.

He shall also prepare an annual membership list in a form acceptable to the Management Committee.

- 9.10 At the end of each financial year the Chief Executive of the Institution shall prepare an Annual Statement of accounts which, after being certified by the Auditors of the Institution, shall be posted to the membership of the Society not less than 21 days before the Annual General Meeting and shall be laid before that meeting. In addition, he shall supply an interim Statement of Accounts to the Management Committee as agreed with the Committee.
- 9.11 The Management Committee shall have prepared an Annual Report for the year ended 30 November, which shall be posted to the membership of the Society not less than 21 days before the Annual General Meeting and shall be laid before that meeting. In addition the Management Committee shall have prepared a short statement for inclusion in the Annual Report of the Institution and shall formally submit to the Institution the Annual Report and Statement of Accounts as approved by the Annual General Meeting.

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 a time and place decided by the Management Committee.
- 10.2 Notice of each Annual General Meeting shall be posted to each Member, Corporate Member and Special Corporate Member not less than 21 days before the meeting.
- 10.3 There shall be no quorum for the Annual General Meeting.

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 that 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 by it shall be posted to each Member, Corporate Member and Special Corporate Member not less than 21 days before the meeting.
- 11.3 The place of a Special General Meeting shall be the Headquarters of the Institution or some other convenient place in the City of Wellington the Management Committee decides.
- 11.4 The quorum for a Special General Meeting shall be ten financial Members.

SECTION 12: Voting at Meetings

- 12.1 Only Members of the Society rightfully present at a meeting of the Management Committee or a General Meeting shall have the right to vote on a motion before that meeting.
- 12.2 A Member shall have the right to exercise one vote only on a motion before a meeting, except that in the case of equality of voting the Chairman may exercise a casting vote in addition to his deliberate vote.
- 12.3 Voting on a motion before a meeting shall be by the voices, except that a Member present at a meeting may require a show of hands and ten percent of the Members present at a meeting may require a secret ballot.
- 12.4 A majority of the Members voting shall decide a question unless the Rules otherwise provide.

SECTION 13: Compliance with Rules of Society

13.1 The Membership of the Society shall be bound by the Rules of the Society and the application form for membership shall contain a declaration in the following terms to be signed by each applicant.

(a) For Members:

“I believe myself to be a proper person to be Member of the New Zealand Society on Large Dams and do hereby promise that, in the event of my admission, I will be governed by the Rules of the Society for the time being in force or as they may hereafter be amended and that I will promote the objectives of the Society as far as may be in my power”.

(b) For Corporate Members:

“As a responsible officer of (name or organisation) I am authorised to state that it believes itself to be a proper organisation to be a Corporate Member of the New Zealand Society on Large Dams and that it undertakes that, in the event of its admission, it will be governed by the Rules of the Society for the time being in force or as they may hereafter be amended and that it will promote the objectives of the Society as far as may be in its powers”.

SECTION 14: Compliance with Rules of Institution

14.1 The Society and its membership shall comply with the Rules of the Institution as they exist at any time, in particular the following sections:

(a) Section 11.10, referring to the need for obtaining the permission of the Board of the Institution in connection with the making of representation or entering into negotiations.

(b) Section 17, referring to the establishment, recognition and operation of Divisions and Technical Groups.

SECTION 15: Standing Orders for Meetings

15.1 The Standing Orders of the Society shall be those of the Institution and are set out in Appendix 1 of the Rules of the Institution.

SECTION 16: Alteration of Rules

16.1 Alteration to the Rules of the Society may be recommended by a majority vote at an Annual General Meeting or a postal ballot of the Members of the Society, and such alterations shall become effective if approved by the Board of the Institution. No alteration, addition, rescission or substitution that would alter the charitable nature to the Society shall be permitted.

SECTION 17: Dissolution

17.1 The dissolution of the Society can be accomplished only by a resolution passed by at least two-thirds of all members of the Society.

17.2 On winding-up, the funds of the Society shall be distributed for charitable purposes within New Zealand.
