

## **RULES OF THE RIVERS GROUP**

### **ADOPTED AT FIRST AGM HELD ON 27 SEPTEMBER 2010**

The Rivers Group is a Technical Group of the Institution of Professional Engineers New Zealand Incorporated (hereinafter referred to as “the Institution”), and supported by Water New Zealand (the New Zealand Water and Wastes Association, hereinafter referred to as “Water NZ”).

#### **1. NOMENCLATURE**

The Technical Group shall be named the “RIVERS GROUP”.

#### **2. OBJECTS**

The objects of the Rivers Group shall be to provide a forum for those interested in all aspects of rivers, river flood risk management and the operational and environmental issues of catchments and the river environment. The Rivers Group is to incorporate all different fields of practice and interest, (e.g. cultural health, water quality, water quantity, flood management, energy generation, and environment protection) enabling a multi-disciplinary and multi-cultural approach, in an integrated and holistic manner.

Key objects of the Rivers Group are:

- a. To provide a national focus for all matters relating to rivers in New Zealand;
- b. To promote best practice and the sharing of technical knowledge in all aspects of catchment management, flood risk management and river engineering throughout New Zealand.
- c. Promote relevant science and research, disseminate information, hold events and otherwise promote leadership and best practice in river, catchment and flood risk management among professionals, academics, decision makers and the general public.
- d. Provide political and industry leadership towards achieving national consistency in government policies and programmes affecting catchment and river management and flood risk.
- e. To facilitate cross-disciplinary discussion with other professionals involved in catchment management, flood risk management and river management.

- f. To conduct all such lawful activities as are incidental, or conducive to the attainment of the objectives of the Rivers Group and to conduct all the affairs of the Rivers Group in a businesslike manner.
- g. To give effect to the principles of the Treaty of Waitangi.

### **3. QUALIFICATION FOR MEMBERSHIP**

- 3.1 Membership of the Rivers Group shall comprise individuals and organisations with an interest in catchment management and river engineering. The Rivers Group will promote cooperation between the Institution and Water NZ, and among other related interest groups including the New Zealand Hydrological Society, the Water NZ Stormwater SIG, the New Zealand Coastal Society, etc.
- 3.2 Individual membership shall not be restricted to persons eligible for membership of the Institution or Water NZ.
- 3.3 Organisations may join as Corporate Members.

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

- 4.1 Each application for individual membership of the Rivers Group shall be forwarded by the applicant to the Institution (See Rule 6.7) on the current application form. The applicant concerned shall supply such details of their occupation, academic qualifications, experience and fields of interest, as the Management Committee of the Rivers Group may require.
- 4.2 Admission to membership of the Rivers Group shall be at the discretion of the Management Committee.
- 4.3 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 the Rivers Group and/or knowledge and understanding of river catchment management issues or river engineering. A person so elected shall have full membership rights of the Rivers Group, but shall not be required to pay any membership subscription.
- 4.4 The Management Committee may elect as a Corporate Member any organisation that is willing to support the objectives of the Rivers Group and is willing to be bound by the Rules of the Rivers Group.

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

- 5.1 Any member may, by notice in writing to the Institution resign from membership of the Rivers Group after payment of all arrears of subscription and any other sums owed to the Rivers Group.
- 5.2 A person who has ceased to be a member of the Rivers Group for any reason may apply to the Institution for re-admission. Any such re-admission shall be at the discretion of the Management Committee of the Rivers Group, and may be made conditional on such terms as the Management Committee sees fit to impose.
- 5.3 Where, in its opinion, any member has acted in a manner prejudicial to the interests of the Rivers Group, the Management Committee may recommend to

the Institution such disciplinary measures, including forfeiture of membership, as it sees fit.

## **6. MANAGEMENT OF THE RIVERS GROUP**

- 6.1 The affairs of the Rivers Group shall be managed by a committee to be known as the Management Committee of the Rivers Group.
- 6.2 The Management Committee, which will be responsible to the governing Board of the Institution, shall comprise not less than six members. All members shall be financial members of the Rivers Group and shall be elected by the members of the Rivers Group at the Annual General Meeting.
- 6.3 The Chairman of the Management Committee shall be elected by and from members of the Management Committee. No person shall hold the office of Chairman in any one term for more than three consecutive years.
- 6.4 Each member of the Management Committee shall be elected or appointed to serve for one year, but may be re-elected or re-appointed any number of times.
- 6.5 The Management Committee may co-opt further financial members of the Rivers Group to serve on the Committee in order to fill a vacancy not filled at an election, or to ensure that there is an adequate representation of all relevant disciplines and interests.
- 6.6 The Chief Executive of the Institution, or the Chief Executive's appointee, shall be the official Secretary of the Rivers Group. At the request of the Management Committee, and with the approval of the Secretary, these powers may be delegated to a person nominated by the Management Committee.
- 6.7 The Management Committee shall appoint a committee member to perform the functions of an Honorary Secretary (subject to Clause 6.6). In particular, the Honorary Secretary shall keep minutes of all Committee Meetings and General Meetings and shall conduct such correspondence as may be required by the Management Committee.
- 6.8 The Management Committee may appoint a committee member to perform the functions of Honorary Treasurer of the Rivers Group.
- 6.9 At meetings of the Management Committee the quorum shall be the majority of the total numbers of the Committee.

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

- 7.1 The Management Committee shall meet as often as the business of the Rivers Group may require, but not less than four times annually. Meetings may be face to face or by video or telephone conference.
- 7.2 The Management Committee shall be responsible to the members of the Rivers Group for the policy and administration of the Rivers Group and subject to the broad approval of the Institution governing Board, its powers shall include:-
  - a. The management of the affairs of the Rivers Group, including establishing the rate of any annual subscription to be paid by

members. Rate changes shall be approved by majority vote at an annual or special general meeting.

- b. The arrangement of conferences, seminars and symposia.
- c. The development of liaison with existing organisations with similar or related objects.
- d. The publication of a periodic bulletin or newsletter.
- e. The promotion of technical education in areas relating to the objects of the Rivers Group by such means as discussions groups, technical papers and assistance to educational authorities.
- f. Assistance with the preparation of standard specifications, contract procedures, codes of practice and the like.
- g. The promotion of regional and specialist sub-groups.
- h. The preparation of public relations material for promulgation by the Institution and Water NZ.
- i. The encouragement of research in terms of the objects of the Rivers Group.
- j. The expression of the views of the Rivers Group on matters within the Rivers Groups' activities and interests.
- k. The appointment of any necessary staff, and the determination of the conditions of employment and remuneration levels for staff members.

7.3 Subject to the overall jurisdiction of the Institution, the decisions of the Management Committee on the interpretation of the Rules of the Rivers Group, 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 Rivers Group.

7.4 The Management Committee shall prepare an Annual Report, which shall be presented at the Annual General Meeting.

## **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 be the same as the financial year (See 8.1).

8.3 Each member, except life members, shall pay an annual subscription. The annual subscription shall be due on the first day of October.

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 considered a financial member of the Rivers Group until the arrears of the subscription have been paid. When a member has failed to meet the accumulated arrears of subscription by the end of the following financial year, his or her name shall be deleted from the membership list.

8.5 The Rivers Group shall not incur any liability without the specific or general approval of the governing Board of the Institution.

- 8.6 Unless otherwise requested by the Rivers Group, and approved by the Institution, the Institution shall handle all the financial affairs of the Rivers Group, including the collection of subscriptions, and shall keep a separate record of the income received and the expenditure incurred by the Rivers Group.
- 8.7 a) Subject to the conditions of Rule 8.6, at the end of each financial year, the Institution shall prepare an Annual Statement of Accounts which, after being certified by the auditors of the Institution, shall be sent to the Management Committee. The Management Committee shall prepare a Financial Report for the year ended 30 September, which shall be presented at the Annual General Meeting of the Rivers Group.
- b) The Management Committee shall prepare an Annual Report for the year ended 30 September which shall be presented at the Annual General Meeting of the Rivers Group.
- 8.8 In order that the Rivers Group 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(s) of the Rivers Group from any activity that the Rivers Group may undertake.

## **9. ANNUAL GENERAL MEETING**

- 9.1 The Annual General Meeting of the Rivers Group shall be held once in each calendar year on a date and at a time and place decided by the Management Committee.
- 9.2 A notice which includes the date, time and place of the Annual General Meeting shall be notified to each financial member not less than 14 days before that meeting.
- 9.3 Ten financial members shall form a quorum for an Annual General Meeting.

## **10. SPECIAL GENERAL MEETING**

- 10.1 A Special General Meeting of the Rivers Group may be called by the Management Committee at any time and shall be called by that Committee within 21 days, if demanded by not less than ten financial members.
- 10.2 A 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 notified to each member not less than 14 days before the meeting.
- 10.3 Ten financial members shall form a quorum for each Special General Meeting.

## **11. VOTING AT MEETINGS**

- 11.1 Only financial individual members of the Rivers Group who are entitled to be present, and who are actually present at any meeting of the Management Committee, or at any general meeting shall have the right to vote on any motion before that meeting.

- 11.2 Each such 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 or her deliberative vote.
- 11.3 Voting on any motion before the meeting shall be by the voices, except that any member entitled to vote at the meeting may request 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.

## **12. COMPLIANCE WITH RULES OF THE RIVERS GROUP**

- 12.1 Members of the Rivers Group shall be bound by the Rules of the Rivers Group and the form of application for membership shall contain a declaration in the following terms to be signed by each applicant:

1. For individual members:

“I wish to apply for membership of the Rivers Group and do hereby agree that, in the event of my admission, I will be governed by the Rules of the Rivers Group for the time being in force, or as they may hereafter be amended, and that I will promote the objects of the Rivers Group as far as may be in my power.”

2. For corporate members:

“As a responsible officer of xxxxxx I am authorised to state that it believes itself to be a proper organisation to be a corporate member of The Rivers Group and that it undertakes that, in the events of its admission, it will be governed by the Rules of the Rivers Group for the time being in force, or as they may hereafter be amended, and that it will promote the objects of the Rivers Group as far as may be in its powers.”

## **13. COMPLIANCE WITH THE RULES OF THE INSTITUTION**

- 13.1 In the exercise of any of the powers vested in the Management Committee by these Rules, the Committee shall ensure that all actions taken comply with the relevant Rules of the Institution.

## **14. ALTERATION OF RULES**

- 14.1 An alteration to the Rules of the Rivers Group may be recommended by a majority vote at an Annual or Special General Meeting of the Rivers Group, and that alteration shall become effective if approved by the governing Board of the Institution.
- 14.2 No addition to, or alteration, or rescission of the rules shall be approved if it in any way affects the winding up rule (15) and, no addition to, or alteration of the winding up rule (15) shall be approved without the approval of the Inland Revenue Department.

- 14.3 No alteration, addition, rescission or substitution, which would alter the charitable nature of the Rivers Group, shall be permitted.

**15. WINDING UP THE RIVERS GROUP**

- 15.1 The dissolution or liquidation of the Rivers Group can be accomplished only by a resolution passed by not less than a two thirds majority of those members present at a Special General Meeting called to consider such a resolution. Members shall be notified in writing of the wording of such a resolution not less than three weeks prior to the Special General Meeting.

- 15.2 After such liquidation is approved, the Management Committee shall make recommendations to the governing Board of the Institution on distribution of the Rivers Group's assets, always provided that no member of the Rivers Group shall in any way benefit from any surplus on winding up. On winding-up, the funds of the Rivers Group shall be distributed for charitable purposes within New Zealand.