

THE CONSTITUTION OF THE NEW ZEALAND CHAPTER OF THE ROAD ENGINEERING ASSOCIATION OF ASIA AND AUSTRALASIA

Article I NAME

- 1 The name of the Association Chapter (hereinafter referred to as “the Chapter”) shall be known as The New Zealand Chapter of the ROAD ENGINEERING ASSOCIATION OF ASIA AND AUSTRALASIA INCORPORATED.

Article II REGISTERED OFFICE AND PLACE OF MEETING

- 1 The registered office and place of meeting of the Chapter for the time being and the Permanent Secretariat for the time being, shall be the office of Transit New Zealand, Investment House II, 20-26 Balance Street, Wellington.
- 2 The Committee of the Chapter (hereinafter referred to as “the Committee”) shall have the right, at its discretion, to transfer the registered office or place of meeting or Permanent Secretariat provided such transfer does not occur at a greater frequency than once every two years.
- 3 Notification of any transfer of registered office or Permanent Secretariat shall be given to the Registrar of Incorporated Societies within a period of fourteen (14) days of the date of the decision of the Committee to effect such transfer.

Article III OBJECTS

- 1 The objects of the Chapter shall be those of the parent body of the Road Engineering Association of Asia and Australasia as follows:
 - (a) To promote and advance the science and practice of road engineering and related professions.
 - (b) To encourage communication between persons charged with the technical responsibility for the planning, design, construction and maintenance of roads and allied structures.
 - (c) To obtain and diffuse among the members, information on road engineering and related matters and to print, sell, publish, issue and circulate the records of transactions of the Chapter or any papers, periodicals, books, circulars and other literary undertakings or any extracts therefrom as may seem conducive to any of these objects.
 - (d) To educate and seek to improve, extend and elevate the technical and general knowledge of members and persons concerned with road engineering.
 - (e) To serve as a focal point for exchange of ideas related to road engineering.

- (f) To conduct, encourage and collate research in road engineering.
- (g) To establish, form and maintain an index of available or existing literature and articles of interest in connection with road engineering.
- (h) To co-operate, as may seem conducive to any of these objects, with national and international organisations and to support and supplement their work.

Article IV FINANCIAL YEAR

- 1 The financial year of the Chapter shall be from 1st January to 31st December.

Article V MEMBERSHIP

- 1 Membership of the Chapter shall be open to persons or organisations whose duties or activities are such as to cause them to be interested in the science and practice of road transportation engineering and related professions.
- 2 Membership of the Chapter incorporates compulsory membership of the parent body of the Road Engineering Association of Asia and Australasia.
- 3 Membership of the chapter shall be of six grades as amended from the classifications contained in the constitution of the REAAA, New Zealand Chapter.
- 4 Honorary membership of the parent body REAAA shall automatically entitle honorary membership of the Chapter provided the honorary member is resident in New Zealand.

Article VI MEMBERSHIP QUALIFICATIONS

- 1 The requirements for admission shall be:

(a) *Honorary Membership*

A person of outstanding eminence and long experience in the science and practice of some phase of road engineering and who has contributed outstanding services to the Chapter may be elected to honorary membership by the recommendation of the Committee and the approval by members carrying a simple majority vote by secret ballot.

(b) *Ordinary Membership*

A person who is professionally qualified and who is actively involved in the science and practice of road engineering.

(c) ***Institutional Membership***

A professional institution, association, firm, company, organisation or other similar body whose activities include the science and practice of road engineering or are concerned with road engineering.

(d) ***Affiliate Membership***

An institution, association or organisation whose main objectives are similar to those of the Chapter and who are willing to reciprocate a similar class of membership with the Chapter.

(e) ***Associate Membership***

A person who is keenly interested in the science and practice of road engineering but is not eligible for election to other classes of membership.

(f) ***Corporate Membership***

A professional institution, association, firm, company, organisation, or other similar body with a small number of road engineering practitioners, whose activities include the science and practice of road engineering or are concerned with road engineering.

Article VII ENTRANCE FEES AND ANNUAL SUBSCRIPTIONS

- 1 The entrance fees and annual subscriptions shall be as listed in Schedule A of the Constitution. Honorary and affiliate members shall not be required to pay entrance fees or annual subscriptions.
- 2 The entrance fees and annual subscriptions in Schedule A may be amended from time to time at an Annual General Meeting of the Chapter or by postal vote of the members of the Chapter for the time being.
- 3 Subscriptions shall be due and payable on the 1st day of January of each year. In the case of a new member, the entrance fee will be waived, however the annual subscription shall be payable as soon as the member has been advised of his/her election as a member and thereafter on the 1st day of each and every calendar year.
- 4 A member elected after the 1st day of July in any year shall pay one-half the subscriptions for that year and thereafter at the full subscription rate on the 1st day of January of each and every calendar year. This reduced subscription rate shall not apply prior to the Inaugural Meeting of the Chapter.
- 5 No candidate who has been elected a member shall be entitled to the privileges of membership until payment of the entrance fee and the first annual subscription has been made. If such entrance fee and subscription are not paid within sixty (60) days after the Secretary has advised the candidate of election as a member, such election shall be void and of no effect whatsoever.

- 6 A member failing to pay subscriptions and/or fulfil his/her financial obligations of any kind whatsoever towards the Chapter for a period of twelve (12) months after they fall due, shall automatically have any rights and privileges temporarily suspended provided that prior written notice by the Secretary has been given to the member at the member's last known address. If after ninety (90) days, the subscription and/or financial obligations remain unpaid, the said member, may at the discretion of the Committee, be deleted/terminated from the roll of membership.
- 7 The Committee shall be further empowered to take any action as in its absolute discretion it deems necessary relating to the payment of subscriptions, entrance fees and all other fees/monies due/owing to the Association.

Article VIII RIGHTS AND PRIVILEGES

- 1 Each ordinary, institutional, corporate and associate member shall be entitled to one vote on each matter submitted to membership vote.
- 2 Institutional members shall have the right to nominate a maximum of ten representatives to participate in the activities of the Chapter.
- 3 Each institutional member shall nominate one of its representatives to exercise its one vote on each matter submitted to membership vote.
- 4 Election to the offices of the Chapter shall be the privilege of the ordinary, associate, corporate and institutional members only.
- 5 Honorary and affiliate members shall be entitled to all rights and privileges of members of the Chapter except the right to vote and hold office in the Chapter.
- 6 Corporate Members shall have the right to nominate a maximum of five representatives to participate in the activities of the chapter.
- 7 Each Corporate Member shall nominate one of its representatives to exercise its one vote on each matter submitted to membership vote.

Article IX VOTE

- 1 Votes at the Inaugural Meeting and any Annual General Meeting will normally be by a show of hand except in the case of election of officers or honorary membership, which shall be by secret ballot.
- 2 Votes may be given either personally or by proxy. A proxy shall be appointed in writing under the hand of the appointer.
- 3 A member may appoint another member as the member's proxy to represent the member at any Annual General Meeting or adjourned general meeting and the proxy shall have all the rights of the member for whom such

member is representing and to vote thereat for such member and for the member for whom the proxy is appointed.

- 4 The proxy form shall be addressed to the Secretary and shall be deposited at the registered office of the Chapter not less than fourteen (14) days before the time of holding the meeting at which the person named in the proxy proposes to attend and vote. Any proxy form received within fourteen (14) days of the meeting shall be void and of no effect whatsoever.
- 5 No member shall be entitled to attend, speak or vote either in person or by proxy at any Annual General Meeting unless all monies (whether subscriptions or otherwise) then due by the member to the Chapter have been paid.
- 6 The instrument appointing a proxy shall be in the following form, or in such other form as the Committee may from time to time approve.

THE NEW ZEALAND CHAPTER OF THE ROAD ENGINEERING ASSOCIATION OF ASIA AND AUSTRALASIA

I,
of
being a member of The New Zealand Chapter of the Road Engineering Association of Asia and Australasia hereby appoint
.....
of
as my proxy to vote for me and on my behalf at the Annual General Meeting (or Extraordinary Meeting) of the Chapter to be held on the day of 2..... and at any adjournment thereof.

As witness my hand this day of 2.....

Signature of Member

Article X APPLICATIONS FOR MEMBERSHIP

- 1 Applications for membership of the Chapter except for membership under Article VI Clause 1(a) of the constitution shall be submitted on the prescribed membership application form as approved by the Committee from time to time. All details required shall be completed in full and submitted to the Secretary who shall cause the application to be placed before the Committee for consideration and approval of membership. Applications received prior to the Inaugural Meeting shall be placed before the Steering Committee responsible for establishing the Chapter for consideration and approval of membership.

Article XI RESIGNATION

- 1 A member may at any time by giving notice in writing to the Secretary resign from the Chapter but such member shall continue to be liable to pay to the Chapter all outstanding dues up to the end of the year in which the resignation is submitted.

Article XII EXPULSION

- 1 If in a written and signed communication addressed to the Committee, any member of the Chapter shall be charged with or accused of conduct detrimental to the objects or interest of the Chapter, or that the member has violated the constitution and/or bylaws of the Chapter, the Committee has consider such complaint, accusation or charge. If the Committee after due consideration, considers that the charges are serious enough to warrant expulsion, the member against whom the charges have been made shall be advised of the charges by letter and given the right to reply to the charges within twenty-eight (28) days, be of the opinion that the interests of the Chapter so require, may by letter, invite such member to resign from the Chapter within a time specified in such letter. If the member refuses to resign within the time specified, the Committee shall have the power to expel such member forthwith and take all appropriate steps as the Committee deems necessary to effect the expulsion.
- 2 If such member refuses and/or fails to resign, the question of the member's expulsion shall be submitted to a special meeting of the Committee to be held within twenty-eight (28) days after the date specified in the letter as the date before which the member shall have been invited to resign.

Article XIII MANAGEMENT

- 1 The management of the Chapter shall be vested in the Committee comprising the following:

Chairperson

Two Vice Chairpersons (to be elected from Committee members, one from the North Island and one from the South Island of New Zealand)

Secretary (non voting unless a member)

Treasurer (non voting unless a member)

Committee members numbering no less than a minimum of eight (8) of whom at least three (3) shall be from the North Island and at least three (3) shall be from the South Island of New Zealand.
- 2 The Chairperson, Secretary, Treasurer and no less than a minimum of eight (8) Committee members shall be elected by a postal ballot or at the Annual General meeting following receipt of nominations of members of the Chapter and shall take office at the conclusion of the next following Annual General Meeting except that officers elected at the Inaugural Meeting shall be elected by those financial members present at such meeting. The two vice chairpersons shall be elected initially by Committee members from

within the Committee at the next Committee meeting following the Inaugural Meeting and thereafter following the Annual General Meeting.

- 3 The Committee may co-opt special Committee members for specific purposes and for varying durations during its term of office.
- 4 The Committee may from time to time appoint special committees or sub-committees. The special committees or sub-committees will comprise of members nominated by the Committee.
- 5 The common seal of the Chapter shall remain at all times in the custody of the Secretary for the time being. The seal should be used to authorise documentation from time to time as will be approved by the Committee.
- 6 The financial control of the Chapter's affairs shall the responsibility of the Treasurer for the time being as Article XIV (4) and (5). The Chapter shall establish a bank account at a trading bank approved by the Committee. Payments to the Chapter may be received by the Secretary or the Treasurer but all lodgements to the bank account shall be made by the Secretary or the Treasurer for the time being. Payments by the Chapter for accounts due and payable shall be made by cheque which shall be signed by the Treasurer and one of two (2) Committee members to be appointed as signatories at the next Committee meeting initially following the Inaugural Meeting and thereafter following the Annual General Meeting.
- 7 Investment of surplus funds of the Chapter may only be made on advice of the Treasurer and approval of the Chairperson and then may only be invested in "on call" trading bank investment accounts.
- 8 No member of the Chapter or any person associated with a member shall participate in or materially influence any decision made by the Committee 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 paid shall be reasonable and relative to that which would be paid in arms length transaction (being the open market value).

Article XIV OFFICIALS

- 1 The officers of the Chapter shall comprise Committee members only.
- 2 The Chairperson or in the Chairperson's absence, either of the Vice Chairpersons, as decided by the members present at the meeting, shall preside over all general meetings of the Chapter, or of the Committee. In the absence of the Chairperson and Vice Chairpersons, a temporary presiding officer shall be elected from among the members present.
- 3 The Chairperson shall be a member ex-officio of all committees.
- 4 The Secretary shall, interalia:
 - (a) Keep a complete record of all proceedings and correspondence of the Chapter and of the Committee.

- (b) Send notices of meetings by mail to members of the Chapter or of the Committee as may be required.
- (c) Keep a roll of the members of the Chapter.
- (d) Perform all other duties usually appertaining to the office of Secretary.
- (e) Perform all duties usually assigned to the office of Treasurer, in the event that a Treasurer is not elected.
- (f) Make payments for bills properly approved by the Committee.

5 The Treasurer shall be responsible for the finances of the Chapter. The Treasurer shall keep the accounts of all of the Chapter's financial transactions and shall be responsible for their correctness.

Article XV TENURE OF OFFICE, NOMINATION AND ELECTION OF OFFICERS

1 The tenure of office of the officers of the Committee members shall be a period of not less than two (2) years and not more than six (6) years (falling within the Chapter's financial year in terms of Article IV herein), beginning immediately after their election at the Inaugural Meeting and thereafter at any Annual General Meeting, except that the positions of Secretary and Treasurer, when filled by persons who are not members, have no finite term so long as they continue to be re-elected.

2 The Committee shall not later than forty-two (42) days prior to a scheduled Annual General Meeting invite nominations for Chairperson, Secretary, Treasurer and ordinary Committee members where such office(s) is/are vacant or the officer holder has or will have completed the minimum two (2) year term in the current financial year. Each nomination shall be made on the prescribed nomination form, which must show the written consent of the member nominated and must be sponsored by not less than two (2) members. The retiring Committee may nominate one or more candidate(s) for any office for the purpose of the ballot where such office(s) is/are vacant or the officer holder has or will have completed the minimum two (2) year term in the current financial year. The names of any of the officer(s) of the Committee who remain in office having served less than two (2) years in that position in terms of Article XV Clause 1 herein, together with the names of any of the candidates nominated by the Committee for the remaining office(s) shall be clearly printed on the nomination form distributed to members.

3 At the Inaugural Meeting of the Chapter, nominations for the positions of Chairperson, Secretary, Treasurer and Committee members will be invited from those financial members present at such meeting.

4 Where insufficient nominations have been received from members by the due date, the incoming Committee may at its discretion elect any qualified eligible member to fill any vacancy. Any nomination received after the due date shall be void and of no effect whatsoever.

- 5 The Chairperson, Vice Chairpersons, and ordinary Committee members shall fore with retire at the conclusion of their term of office as Article XV Clause 1.
- 6 The Committee shall not less than twenty-one (21) days before the Annual General Meeting send by post to all members entitled to vote, a ballot paper on which appears the names of all of the candidates nominated for each office that is vacant or is eligible for re-election. The voting ballot paper shall be returned to the Secretary in a sealed envelope so as to reach the Secretary not less than seven (7) days before the Annual General Meeting. In the case where only one nomination is received for a particular office on the Committee, the candidate nominated shall be deemed to be elected unopposed and agreed to by all the members unanimously and a ballot will not be necessary. Any voting ballot paper received within seven (7) days of the Annual General Meeting shall be void and of no effect whatsoever.

The Committee shall appoint three (3) or more scrutineers from among the members who are not candidates for the election for the purpose of scrutinising the ballot. The scrutineers shall certify and report the results of the ballot to the Annual General Meeting.

At the Inaugural Meeting three (3) or more scrutineers from among those present at the meeting who are not candidates for the election shall be appointed for the purpose of scrutinising the ballot. The scrutineers shall certify and report the results of the ballot to the Inaugural Meeting.

- 7 In the event that any office of the Committee becomes vacant during a Committee term, the Committee at its sole discretion may appoint any qualified/eligible member of the Chapter to fill the vacancy until the next Annual General Meeting.

Article XVI MEETINGS OF THE CHAPTER

- 1 The Annual General Meeting of the Chapter for the tallying of ballots for the election of officers and the transaction of the general business of the Chapter shall be held at such time as the Committee shall deem advisable in accordance with Article XV Clause 1. The Secretary shall notify each member in writing of the time and place at least twenty-eight (28) days in advance of the meeting. The Annual General Meeting shall be held no later than 30th April in any one year subject to the discretion of the Committee who may delay the AGM by up to 3 months if the meeting is attached to a national conference.
- 2 The Inaugural Meeting of the Chapter will be held at a time and place to be advised, not later than Friday, 6 September 1996. All financial members of the Chapter shall be advised in writing of the date and location of the Inaugural Meeting twenty-eight (28) days prior to such meeting by the Acting Secretary of the Steering Committee responsible for establishing the Chapter. Financial members who join the Chapter less than twenty-eight (28) days prior to the date of the Inaugural Meeting shall be advised of the date and location of the Inaugural Meeting by the Acting Secretary of the

Steering Committee at the time of invoicing of the annual subscription and entrance fee.

- 3 Extraordinary General Meetings of the Chapter may be called at any time upon written request of a majority of the Committee or upon the written request of not less than ten (10) percent of the members of the Chapter.
- 4 The Secretary shall in writing give to the members of the Chapter at least twenty-eight (28) days notice of any Extraordinary General Meeting. Such notice shall be sent to every member at his/her last known address and shall state the time and place where it will be held and the objects/business that will be brought before it. No business/matters shall be brought forward at any such meeting unless the requisite notice of same shall have been duly given as herein provided.
- 5 Fifteen members (including nominated members from institutional and corporate members) present shall constitute a quorum at meetings of the Chapter.

Article XVII MEETINGS OF THE COMMITTEE

- 1 A meeting of the Committee shall be held immediately following the Inaugural Meeting and thereafter following the Annual General Meeting of the Chapter and as often thereafter as the Committee may see fit and so order.
- 2 For the purpose of a Committee meeting, five (5) eligible voting Committee members shall form a quorum.
- 3 If less than 50% of the Committee members are present at the meeting, then the approval of the resolutions proposed or discussed thereat shall not be valid unless notice is sent by post to every Committee member and approved within the time specified in the notice by not less than 50% of the Committee members.
- 4 If five (5) or more Committee members in writing suggest/propose certain resolutions, the Secretary shall prepare and send to all Committee members of their last known place of address the proposed resolutions by way of circular. The resolution shall be approved if within the time stipulated in the circular it is approved by not less than 50% of the Committee members.
- 5 A failure on the part of any Committee member to give a reply in respect of the proposed resolutions in Clause 3 or Clause 4 of Article XVII herein within the time specified in the letter/notice/circular shall be deemed an approval on the part of that Committee member.

Article XVIII AUDITORS

- 1 An audit or review of the annual report is not required if the following conditions are met;
 - a) The Financial Statements of the Chapter be prepared by;

- 1) A Chartered Accountant being a member of the New Zealand Institute of Chartered Accountants, and
- 2) the financial statements shall be prepared in accordance with the Service Engagement Standard No. 2 Compilation of Financial Information issued by New Zealand Institute of Chartered Accountants, and
- 3) the Chartered Accountant shall produce the financial statements for the subsequent Annual General Meeting, and
- 4) shall be appointed at each Annual General Meeting.

Article XIX AMENDMENTS

- 1 This constitution may be wholly or in part replaced, repealed, substituted, added to or otherwise amended at any Annual General Meeting or at an Extraordinary General Meeting of members specially convened for such purpose.
- 2 Any proposal under this article shall be given in writing and shall be deemed to be a proposal for an extraordinary resolution at any Annual General Meeting or an Extraordinary General Meeting of members. Proposals shall be decided at any Annual General or Extraordinary General Meeting by a simple majority vote. The express notice of such proposal shall be given by the Secretary to all members at least twenty-eight (28) days before the aforementioned meeting.
- 3 No such proposal shall be deemed to have been passed unless it is carried by a majority of at least two-thirds (2/3) of the votes cast with the exception of proposals in respect of Schedule A of this constitution, which shall be subjected to a simple majority of the votes cast. Any approved proposal shall take effect from the date on which the Registrar of Incorporated Societies accepts and registers the amendment.
- 4 The Inland Revenue Department shall be informed of any proposal under this article that affects Article III, the objects of the Chapter, Clause 8 of Article XIII, the personal benefit clause or Clause 3 of Article XX, the winding up clause.

Article XX DISSOLUTION

- 1 The Chapter may be wound up in terms of the Incorporated Societies Act 1908.
- 2 The proposal to dissolve the Chapter shall be deemed to have been passed if carried by a majority of members entitled to vote at the Extraordinary General Meeting including votes by proxy.
- 3 In the event of the Chapter being dissolved, all liabilities legally due by the Chapter shall be fully discharged, and any surplus fund thereon remaining shall be distributed to the benevolent fund of the Institution of Professional Engineers New Zealand.

SCHEDULE A

MEMBERSHIP FEES

1 **Entrance Fees**

Ordinary and Associate Members	RM 50.00
Corporate Members	RM 550.00
Institutional Members	RM 1,100.00

Note: *At the Annual General Meeting held on 24 March 2000 it was moved and approved that no entrance fees be charged for new members. It was also noted that entrance fees will still be payable to the REAAA Parent Body by the New Zealand Chapter.*

2 **Annual Subscriptions (Association and Chapter inclusive) plus GST**

Ordinary and Associate Members	NZ\$65.00
Corporate Members	NZ\$675.00
Institutional Members	NZ\$1,350.00