

# *Governance and Management Charter*

*for*

## **The New Zealand Society for Sustainability Engineering and Science (NZSSES)**

A Technical Interest Group of The Institution of Professional Engineers New Zealand

**Version Dated 5 March 2003**

## Introduction

The New Zealand Society for Sustainability Engineering and Science (NZSSES) is constituted as a Technical Interest Group (TIG) of The Institution of Professional Engineers New Zealand (IPENZ). This document brings together the governance and management documents of the group into an integrated document.

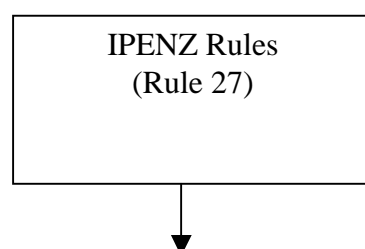
## Objectives

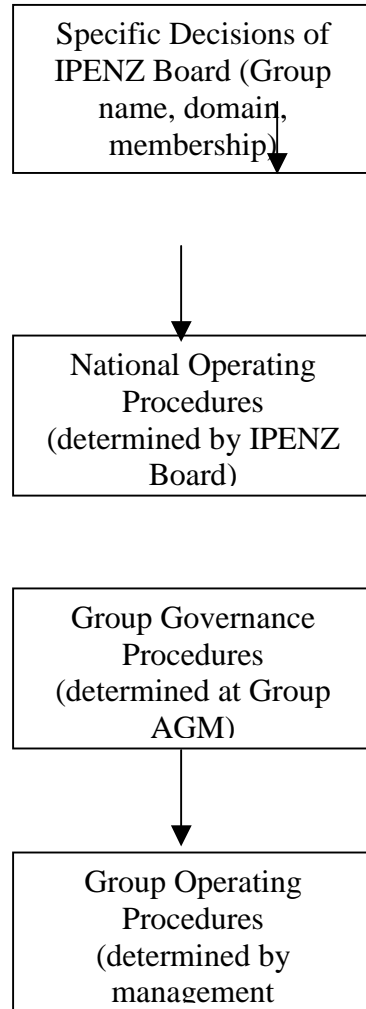
The Object of the Group shall be the advancement of the Object of the Institution within the domain of sustainability engineering and science by:

- (a) informing members of the Group on important national and international developments and issues that lie within the domain of sustainability engineering and science;
- (b) contributing to knowledge development in the domain of sustainability engineering and science;
- (c) supporting the identification of good engineering practice within the sustainability engineering;
- (d) preparing informed comment on public policy issues with the area of sustainability engineering and science; and
- (e) creating a national network amongst members within similar technical interests by regular communication.

## Governance Hierarchy

As a Technical Interest Group of IPENZ, the Society is constituted through the Board of IPENZ through Rule 27 of the IPENZ Rules. This Rule defines the core governance of Technical Interest Groups. This includes membership, management processes, elections, annual meetings and reporting. Specific decisions of the IPENZ Board define the membership, name and objects of the Group. These are normally decided on advice from those members supporting the creation of a Group. Specific financial and membership administration instructions are determined by the Board of IPENZ. The management committee of the Group determines specific governance and management relating to the Group.





### Governance Decisions of the IPENZ Board

Date	Relevant Rule	Decision
11 <sup>th</sup> Feb 2003	27.1.1	Agreed, subject to signatures (which were received on)
11 <sup>th</sup> Feb 2003	27.2	The domain of activity of the Group be sustainability engineering, science and technology
11 <sup>th</sup> Feb 2003	27.3.3	Agreed

### Governance Decisions of the Committee

Date	Relevant Rule	Decision
11/03/03		

### Significant Milestones of Group



Engineers New Zealand

Date	Event
11 <sup>th</sup> Feb 2003	IPENZ Board formally approved creation of the Group

## **Annex One**

Extract from the Rules of the Institution of Professional Engineers New Zealand (IPENZ). Rule 27, the rule applying to the governance and management of Technical and Special Interest Groups. And Appendix One of IPENZ rules-Standing Orders for Meetings.

### **RULE 27      Technical Interest Groups and Special Interest Groups**

#### **27.1      Creation of Technical Interest Groups and Special Interest Groups**

- 27.1.1 On request by twelve or more Financial Members, the Board may create a Technical Interest Group or Special Interest Group as a subsidiary body of the Institution, and specify the domain of activity and name for each Group so created.
- 27.1.2 The Board may agree that the Group be a joint group with another organisation, and if so, declare whether the Institution or the other organisation shall carry responsibility for the activities of the Group.
- 27.1.3 In the event that the responsibility is carried by the other organisation then the Group shall be constructed according to the rules of that organisation for creation, operation and dissolution of such groups, in which case the remainder of these Technical Interest Group and Special Interest Group Rules shall not apply.
- 27.1.4 In the event that any part of Rule 27 is found to be in conflict with other Rules of the Institution then the other Rules of the Institution shall take precedence so that all activities of Technical Interest Groups and Special Interest Groups and their members are in accord with the Rules of the Institution as a whole.

#### **27.2      Object**

- 27.2.1 The Object of each Technical Interest Group shall be the advancement of the Object of the Institution within the domain of activity of the Technical Interest Group, by:
- (f) informing members of the Group on important national and international developments and issues that lie within the domain of activity;
  - (g) contributing to knowledge development in the domain of activity;
  - (h) supporting the identification of good engineering practice within the domain of activity;
  - (i) preparing informed comment on public policy issues within the domain of activity; and
  - (j) creating a national network amongst members with similar technical interests by regular communication.
- 27.2.2 The Object of each Special Interest Group shall be the advancement of the Object of the Institution within the domain of activity of the Special Interest Group, by:

- (a) informing members of the Group on important national and international developments and issues that lie within the domain of activity;
- (b) contributing to knowledge development in the domain of activity;
- (c) supporting the identification of good engineering practice within the domain of activity;
- (d) preparing informed comment on public policy issues within the domain of activity; and
- (e) creating a national network amongst members with similar special interests by regular communication.

### **27.3 Membership**

- 27.3.1 Every Member of the Institution who expresses an interest in joining and who pays the relevant subscription shall be a member of any Group.
- 27.3.2 If the Board has agreed that a Group be a joint group with another organisation, every member of that organisation who expresses an interest to join and who pays the relevant subscription shall be a member of the Group.
- 27.3.3 Subject to permission of the Board, and at the discretion of the National Committee of each Group, other persons expressing an interest in the domain of activity, and whose inclusion adds value to the activities of the Group as a whole, may be invited to become members of the Group, provided that they pay the relevant subscription.
- 27.3.4 Subject to permission of the Board, and at the discretion of the National Committee of each Group, an organisation expressing an interest in the domain of activity, and whose inclusion adds value to the activities of the Group as a whole, may be invited to become an organisational member of the Group, provided that it pays the relevant subscription.
- 27.3.5 Each organisation that is a member of a Group shall be entitled to nominate one or more persons who shall be treated as if they are individual members of the Group, the number of such nominations per organisation being decided from time to time by the National Committee.
- 27.3.6 Every person who is a member or nominated by an organisation that is a member of a Group shall be entitled to attend general meetings of the Group and to vote.
- 27.3.7 Membership of a Group in itself does not confer the rights of Membership of the Institution.
- 27.3.8 Members of a Group who have not paid the subscription within a period of time prescribed by the Board may be removed from membership of the Group at the discretion of the Board.

### **27.4 Chairperson and Committee**

- 27.4.1 The affairs of each Group shall be managed by a National Committee chaired by a Chairperson.
  - 27.4.2 The National Committee shall contain no less than two members, in addition to the Chairperson, who are elected pursuant to Rule 27.6.1 and co-opted members, provided that the total number of National Committee members is no more than nine.
  - 27.4.3 The terms of tenure of the positions of Chairperson and National Committee member are one year to the next Annual General Meeting.
  - 27.4.4 No member of a Group shall be prevented from holding office on the National Committee by reason of their prior service on the Committee, save that the prior permission of the Board shall be required in order for a member who has served for three or more one-year terms as Chairperson to be elected to that position for a further term.
  - 27.4.5 Any Group may choose to designate titles for positions within the National Committee to associate them with particular roles.
  - 27.4.6 Any Group National Committee may form sub-committees to perform particular roles, and co-opt members to those sub-committees, provided that all decisions of a sub-committee are subject to ratification by the National Committee.
  - 27.4.7 Decisions of the National Committee are made by majority vote of those present if five or more Committee members are present, or at least two-thirds majority if four or less members are present, there being no casting vote.
- 27.5 Annual Meeting and Receipt of Annual Report**
- 27.5.1 The Financial Year of the Institution shall apply to each Group unless the Board agrees otherwise.
  - 27.5.2 The Annual General Meeting of each Group shall be held within three months of the end of each Financial Year at a time set by the National Committee.
  - 27.5.3 The Chairperson shall present an annual report on activities to the Annual General Meeting, and this will normally be distributed to all Group members.
  - 27.5.4 The National Committee shall prepare a report on Group activities for inclusion in the Institution's Annual Report.
  - 27.5.5 The annual report shall cover activities of the Group and the use of funds by the Group.
- 27.6 Election of Officers**
- 27.6.1 The election of each Group Chairperson and National Committee shall occur at the Annual General Meeting, or failing that by postal ballot of all members as soon as possible thereafter.

- 27.6.2 Only individual persons and not organisations may be elected to the National Committee or as Chairperson.
- 27.6.3 Nominations shall be open for a period not exceeding one month prior to the Annual General Meeting, and shall be closed during the Annual General Meeting of each Group.
- 27.6.4 Nominations must be made by an individual member of the Group who personally, or whose organisation, is a member of the Group, and acceptance of nomination must be verified for a nomination to be valid
- 27.6.5 Candidates must be fully financial at time of election.
- 27.6.6 Members of the Group or nominees of organisations that are members of the Group may be co-opted onto the National Committee of that Group by a two-thirds majority vote of the elected members of the National Committee.

## **27.7 Income and Expenditure**

- 27.7.1 The National Committee of each Group shall recommend membership subscriptions to the Board which shall be sufficient to cover the normal operating expenses of the Group.
- 27.7.2 Subscription income shall be expended only in furtherance of the Object of the Group and in accordance with procedures specified by the Board for ensuring that the Group behaves responsibly towards the Institution as a whole.
- 27.7.3 Groups may charge fees for specific activities for which the costs cannot be met from subscription income provided that the fees charged and the spending of them is in accordance with procedures specified by the Board for ensuring that the Group behaves responsibly towards the Institution as a whole.

## **27.8 Meetings**

- 27.8.1 Meetings of the National Committee and meetings of each Group shall be held as required.
- 27.8.2 Special General Meetings of the Group may be called by the National Committee on its own initiative or at the written request of ten members for the purpose of discussing the performance of the Group.
- 27.8.3 Visitors may be introduced by members to Group meetings subject to the approval of the Chairperson, and such visitors may take part in discussions on the invitation of the Chairperson.
- 27.8.4 The Chairperson of the Group, when present, shall preside at each Group meeting and in his or her absence another member of the National Committee shall preside. If no such member is present then the members of the National Committee present shall appoint a Chairperson from among their members.



27.8.5 A quorum for the National Committee shall be the lesser of three or two-thirds of the total Committee. For a Special General Meeting of the Group the quorum shall be ten members. There shall be no quorum for the Annual General Meeting of the Group.

### **27.9 Publications and Other Outputs of Activity**

Groups may prepare publications and other forms of output within their domain of activity, and release these outside the membership provided that they have been prepared in accordance with procedures specified by the Board for such activities within the Institution.

### **27.10 Representation**

At all times and in all forms of output that it creates, each Group must present and represent itself as either a Technical Interest Group or a Special Interest Group of the Institution, except that in cases where the Board has agreed that the Group be a joint group with another organisation the Group may also present and represent itself in relation to that other organisation.

### **27.11 Dissolution of a Group**

27.11.1 The Board, either acting alone or in conjunction with any other organisation with which the Group is a joint Group, may dissolve a Group provided that at least one of the following criteria is satisfied:

- (a) The members of the Group request the dissolution, as determined by a 75% majority of those present at a Special General Meeting called for the purpose of discussing a motion for dissolution.
- (b) The Board and any other organisation with whom the Group is a joint Group are of the view that the Group is non-viable as evidenced by poor financial performance, lack of activity, or failure to form a National Committee for an extended period of time.
- (c) The Board has agreed that the Group be a joint group with another organisation, and that organisation requests dissolution.

27.11.2 In expending any unspent Group funds, in so far as is reasonably possible, the Board must follow any direction previously given by the Group for the use of the funds.

(extract from IPENZ rules)

### **Standing Orders for Meetings**

#### **1. General**

- (a) General meetings of the Institution, meetings of the Board and committees appointed by the Board, annual general meetings of Practice Colleges, Technical Interest Groups, Special Interest Groups, Branches or Chapters shall be conducted in accordance with Rules 17, 18 and 19 and the following Standing Orders.

- (b) Except as provided in the Rules these Standing Orders are not binding on other meetings of any Institution committees, or on meetings of Practice Colleges, Technical Interest Groups, Special Interest Groups, Branches or Chapters. Any body not covered may, however, adopt them if it chooses.

## **2. Chairperson**

- (a) At each general meeting or meeting of the Board, the President, or in his or her absence the Deputy President, shall take the chair.
- (b) At each meeting of a Committee or at Annual General Meetings of Practice Colleges, Technical Interest Groups, Special Interest Groups, Branches or Chapters the designated Chairperson or, in his or her absence, the Deputy Chairperson shall take the chair.
- (c) In the above cases if the specified officers are not present a meeting shall elect its own Chairperson.

## **3. Minutes**

Minutes of each meeting of the Board or general meeting of the Institution shall be kept by the Chief Executive and at each meeting the minutes of the previous meeting of a like nature shall be submitted to the meeting for approval and then signed by the Chairperson, before any other business is transacted.

## **4. Order of Business**

Except as provided herein the order in which business is transacted at each meeting shall be at the discretion of the Chairperson.

## **5. Motions**

- (a) Except with the permission of the Chairperson each motion or amendment shall be in writing.
- (b) Each motion or amendment not seconded shall lapse without discussion and shall not be recorded in the minutes except by the permission of the meeting.
- (c) After each motion or amendment has been moved and seconded it shall not be withdrawn without the permission of the meeting.
- (d) Except with the permission of the meeting no motion or amendment shall be proposed which in the opinion of the Chairperson is the same in substance as any motion or amendment which during the same meeting has been resolved in the affirmative or negative.

- (e) Where no specific procedure is laid down the Chairperson shall refuse to accept a motion to rescind any resolution or other vote if he or she considers that insufficient notice has been given to members.
- (f) Before putting each motion or amendment to the vote the Chairperson shall clearly state such motion or amendment.

## **6. Amendments**

- (a) A motion may be amended by leaving out words; by leaving out certain words and substituting other words; by inserting words; or by adding words.
- (b) Each amendment shall be relevant to the original motion.
- (c) No amendment may be accepted that produces a direct negative of the motion.
- (d) Amendments to a motion may be moved without notice.
- (e) Amendments may be moved in any order considered satisfactory by the Chairperson.
- (f) When an amendment has been carried, such amendment shall become the substantive motion and shall be open to amendment accordingly.
- (g) At the discretion of the Chairperson amendments to an amendment shall be allowed.

## **7. Debate**

- (a) Except with the permission of the Chairperson each member shall rise to speak and shall speak only upon or to introduce a motion or amendment or upon a question of order, but not otherwise.
- (b) If the Chairperson rises a member speaking shall resume his or her seat and no member shall rise or attempt to speak until the Chairperson has resumed his or her seat.
- (c) All remarks shall be addressed to the Chairperson.
- (d) Except with the permission of the Chairperson no member may speak twice to a question before a meeting except:
  - (i) In explanation of some material point on which the member claims to have been misunderstood, but the member shall not introduce any fresh matter;
  - (ii) That unless otherwise provided a reply shall be allowed to a member who has moved a substantive motion, but not to a member who has moved an amendment. No fresh matter may be introduced during such reply; or

- (iii) To move an amendment.
- (e) The Chairperson may at his or her discretion at any stage of the meeting impose a time limit on speakers, whether generally or on the speakers to any particular motion or amendment then before the meeting.
- (f) A debate may be interrupted at any time by a question of order, by want of a quorum, by any of the formal motions noted in Clause 9, or by a motion for the reading of a document relevant to the motion or amendment.

## **8. Voting**

- (a) Voting at meetings shall be conducted in accordance with Rule 19. The Rules may not be suspended or varied.
- (b) When a secret ballot is necessary, scrutineers for such ballot shall be elected by the meeting.

## **9. Formal Motions**

- (a) The following formal motions may be moved at any time. The Chairperson may refuse to accept any such motion if he or she considers it premature except formal motion (v):
  - (i) "That the question is now put."
  - (ii) "That the meeting proceed to the next business."
  - (iii) "That the meeting do now adjourn."
  - (iv) "That the meeting do now adjourn to (place and time)."
  - (v) "That the question be not now put."
- (b) A formal motion relating to a motion or amendment may not be moved or seconded by a person who has taken part in the debate on such motion or amendment.
- (c) Formal motions (i), (ii) or (iii) when moved and seconded and accepted by the Chairperson shall be immediately put without debate or amendment.
- (d) If formal motion (i) is carried and the question before the meeting is a motion the mover of such motion may reply after which such motion shall be immediately put.
- (e) When formal motion (iv) has been moved and seconded and accepted by the Chairperson, the place and time only may be debated and amended. Discussion of the motion or amendment previously before the meeting shall be suspended while such formal motion is dealt with.

- (f) Formal motion (v) may be moved only in connection with a substantive motion and not with an amendment. When such formal motion has been moved and seconded it shall be debated in conjunction with the substantive motion before the meeting. When the debate terminates the Chairperson shall first put the formal motion. If such motion is carried the meeting shall proceed to the next business without voting on the substantive motion. If the formal motion is lost the substantive motion shall be put without further debate.

## **10. Points of Order and Procedure**

- (a) A member may at any time rise and address the Chairperson on a point of order, but shall confine his or her remarks to the point of order raised and shall interrupt a speech only when such necessity arises.
- (b) When any question of order or procedure shall arise it shall immediately be taken into consideration and decided by the Chairperson and the matter under discussion shall be suspended until the decision of the Chairperson has been given, which decision shall not be open to discussion at that meeting.
- (c) All questions of order or procedure not provided for in these Standing Orders shall be decided by the Chairperson.

## **11. Adjournment**

A meeting may be adjourned only by its own resolution except that the Chairperson may adjourn a meeting on the occasion of disorder or disturbance and shall do if there is less than a quorum present.

## **12. Committee**

- (a) A meeting may by a duly carried resolution resolve itself into committee.
- (b) In committee each member may speak as often as he or she desires. The decision arrived at in committee shall be submitted as substantive motions after the meeting has resumed.

## **13. Suspension of Standing Orders**

Any Standing Order may be suspended by the assent of not less than two-thirds of the members present. The voting rules may not be suspended or varied.