



Rule Change Proposal Form

Proposed Change:

Current Rule

CIBSE NZ is known as The Chartered Institution of Building Services Engineers NZ Incorporated

Proposed Rule

That the Chartered Institution of Building Services Engineers NZ Incorporated re-registers under the rules stated in the Incorporated Societies Act 2022

Intent of Proposal:

The following is an edited summary of content from:

<https://is-register.companiesoffice.govt.nz/help-centre/getting-started/about-incorporated-societies/>

- 1 An incorporated society is a not-for-profit legal entity. This gives your group its own legal identity, separate to that of its members. This means that while the membership may change, the society's identity does not.
- 2 Being incorporated also means the members are not personally liable for the society's debts or other obligations and cannot have a personal interest in any property or assets owned by the society.
- 3 It can lease, rent, buy, and sell property, borrow money and sign contracts in its own name.
- 4 An incorporated society's property (premises, money, trophies etc) is held by the society rather than by its members. No individual member can have a personal interest in any of the society's assets.

- 5 Members aren't usually personally responsible for the society's debts or other obligations. But there are exceptions. Every member involved could be held personally liable, if:
 - a. they have undertaken activities to obtain money for profit that personally benefits those members.
 - b. They have undertaken unlawful activities.
- 6 An incorporated society may be entitled to an income tax exemption.
- 7 An incorporated society can register as a charity under the Charities Act 2005, if its activities and 'objects' qualify.
- 8 Each society must have a constitution that complies with the Incorporated Societies Act 2022.

Existing CIBSE members in New Zealand will be considered members of the re-registered incorporated society, unless they express to the committee, in writing, that they do not wish to be such. Any new CIBSE members will need to provide written confirmation of their wish to become a member of the society. Please note: not being a member of the incorporated society does not affect your CIBSE membership other than it removes the ability to vote on, or suggest amendments to, the society's constitution or its committee members.

Re-registering requires some changes and additions to the existing rules and are shown in the attached Proposed Rules document. These changes are highlighted in red. There are some additional rule changes highlighted in green to :

- i. bring them up to date in line with current CIBSE ANZ practice.
- ii. enhancing succession planning, particularly for younger members.
- iii. timing AGM communications to avoid times when members are on holiday.
- iv. removing gender-based terms.

This proposes that the benefits obtained by re-registering and updating the existing Rules should be maintained.

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