

<p style="text-align: center;">Rules of the Chartered Institution of Building Services Engineers NZ Incorporated</p>

1.0 Name

- 1.1. The name of the society is Chartered Institution of Building Services Engineers NZ Incorporated - ("the Society").
- 1.2. CIBSE NZ (Incorporated) is a chapter of the ANZ region ("the Region")
- 1.3. The ANZ region is a Region of the Chartered Institution of Building Services Engineers ("the Institution")

2.0 Registered Office

- 2.1 The Registered Office of the Society is [street address].

25 Onepu Lane, Whangaparaoa, Auckland, 0930.

3.0 Rules of Society

The Rules of the Society shall be consistent with the Royal Charter and Bye-Laws of the Chartered Institution of Building Services Engineers, (the Institution) as amended from time to time.

4.0 Purposes of Society

- 4.1 The purposes of the Society are to:

- a) The promotion for the benefit of the public in general of the art, science and practice of such engineering services as are associated with the built environment and with industrial processes, such art, science and practice being hereinafter called "building services engineering"; and,
- b) The advancement of education and research in building services engineering, and the publication of the useful results of such research.

5.0 Activities of Society

- 5.1 Enabling building services engineers to meet and to correspond
- 5.2 Promoting the intellectual welfare of the members by periodic meetings
- 5.3 Reading, considering and discussing matters on relevant engineering services
- 5.4 Arranging visits to works and objects of engineering and scientific interest.
- 5.5 Promoting competence through education, training and registration.
- 5.6 Delivering up-to-date knowledge of the art, science and engineering of the built environment through its membership networks, publications and research
- 5.7 Pecuniary gain is not a purpose of the Society.

5.0 Managing Committee

5.1 The Society shall have a managing committee (“the Committee”) **and will be Officers**, comprising the following persons:

(a) The Chair

(b) **The Deputy Chair**

(c) The Honorary Secretary;

(d) The Honorary Treasurer; and

(e) Such other Members as the Society shall decide.

5.2 The Chair must be a **corporate** member of the Institution.

The maximum term of office is proposed to be 5 years for any of the senior offices under (a) to (d) above. This limit may be extended under especial circumstances and will require agreement by a majority vote by the standing committee members at the time.

6.0 Appointment of Committee Members

6.1 At a Society Meeting, the Members may decide by majority vote:

(a) How large the Committee will be;

(b) Who shall be the **Chairman, Deputy Chairman**, Secretary, and Treasurer.

(c) Whether any Committee Member may hold more than one position as an officer.

7.0 Cessation of Committee Membership

7.1 Persons cease to be Committee Members when:

(a) They resign by giving written notice to the Committee.

(b) They are removed by majority vote of the Society at a Society Meeting.

(c) Their Term expires.

7.2 If a person ceases to be a Committee Member, that person must within one month give to the Committee all Society documents and property.

8.0 Nomination of Committee Members

8.1 At least **four** weeks before the Annual Group Meeting the committee shall cause to be circulated, by post or by electronic means, to all members entitled to vote a list of duly qualified persons whom the committee nominate for the vacancies about to occur in the office of **Chairman, Deputy Chairman**, Honorary Secretary, Honorary Treasurer, and members of the committee at the next Annual Group Meeting. Those members circularised may submit additional nominations in writing to the Honorary Secretary within **14** days of the date of dispatch of the committee's nominations, together with the written consent of such persons to accept office if elected. Only duly qualified persons who have been nominated by members shall be added to the list and the name of the member making the nomination shall follow the name of the candidate on the ballot paper.

8.2 All retiring members of the Committee shall be eligible for re-election.

8.3 If the position of any Committee Member becomes vacant between Annual General Meetings, the Committee may appoint another Society Member to fill that vacancy until the next Annual General Meeting.

8.4 The committee shall have the power to co-opt not more than four additional members to assist in special duties. Co-opted members shall not have a vote.

8.5 If any Committee Member is absent from three consecutive meetings without leave of absence the Chair/President may declare that person's position to be vacant.

9.0 Role of the Committee

9.1 Subject to the rules of the Society ("The Rules"), the role of the Committee is to:

- (a) Administer, manage, and control the Society.
- (b) Carry out the purposes of the Society, and Use Money or Other Assets to do that;
- (c) Manage the Society's financial affairs, including approving the annual financial statements for presentation to the Members at the Annual General Meetings.
- (d) Set accounting policies in line with generally accepted accounting practice.
- (e) Delegate responsibility and co-opt members where necessary.
- (f) Ensure that all Members follow the Rules.
- (h) Decide the times and dates for Meetings, and set the agenda for Meetings.

9.2 The Committee has all of the powers of the Society, unless the Committee's power is limited by these Rules, or by a majority decision of the Society.

9.3 All decisions of the Committee shall be by a majority vote. In the event of an equal vote, the Chair/President shall have a casting vote, that is, a second vote.

9.4 Decisions of the Committee bind the Society, unless the Committee's power is limited by these Rules or by a majority decision of the Society.

10.0 Roles of Committee Members

10.1 The ~~Chairman~~ **Chairman** is responsible for:

- (a) Ensuring that the Rules are followed.
- (b) Convening Meetings and establishing whether or not a quorum (half of the Committee) is present.
- (c) Chairing Meetings, deciding who may speak and when.
- (d) Overseeing the operation of the Society.
- (e) Providing a report on the operations of the Society at each Annual General Meeting.

10.2 The Secretary is responsible for:

- (a) Recording the minutes of Meetings;
- (b) Keeping all Society records

- (c) In conjunction with the **Chairman**, liaise between the Society and Chartered Institution of Building Services Engineers headquarters.
- (d) Advise the **Chairman** on procedures for meetings, votes, motions, and application of the rules.
- (e) Maintaining a record of each member's attendance and Regional activities
- (f) Having access to up-to-date information on Society membership on specific requests to CIBSE UK.
- (g) Holding the Society's records, documents, and books except those required for the Treasurer's function.
- (h) Receiving and replying to correspondence as required by the Committee.
- (i) Forwarding the annual financial statements for the Society to the Registrar of Incorporated Societies upon their approval by the Members at an Annual General Meeting.
- (j) Complete and mail to the Region annual information statement on the Chairman, Officers and Committee members prior to 1st May, and supply a report for the Institution's Annual Report.
- (k) Advising the Registrar of Incorporated Societies of any rule changes.

10.3 The Treasurer is responsible for:

- (a) Keeping proper accounting records of the Society's financial transactions to allow the Society's financial position to be readily ascertained; Details of all bank accounts and mandates for their operation must be sent to Headquarters,
- (b) Preparing annual financial statements for presentation at each Annual General Meeting. These statements should be prepared in accordance with the Societies' accounting policies.
- (c) Providing a financial report at each Annual General Meeting with a copy to the Head of Finance at Headquarters.;
- (d) Providing financial information to the Committee as the Committee determines.
- (e) The receipt, safekeeping and disbursement of Society funds as authorised by the Region Committee
- (f) Keeping Society expenditure in line with budget
- (g) Submitting annual returns to Headquarters, and providing any necessary additional information requested based on a financial that year runs from 1 January to 31 December

11.0 Committee Meetings

- 11.1 Committee meetings may be held via video or telephone conference, or other formats as the Committee may decide.
- 11.2 No Committee Meeting may be held unless more than half of the Committee Members attend.
- 11.3 The **Chairman** shall chair Committee Meetings, or if the **Chairman** is absent, the Committee shall elect a Committee Member to chair that meeting.
- 11.4 Decisions of the Committee shall be by majority vote.

11.5 The ~~Chairman~~ or person acting as ~~Chairman~~ has a casting vote, that is, a second vote.

11.6 Only Committee Members present at a Committee Meeting may vote at that Committee Meeting.

11.7 Subject to these Rules, the Committee may regulate its own practices.

11.8 The ~~Chairman~~ or his nominee shall adjourn the meeting if necessary.

11.9 Adjourned Meetings: If within half an hour after the time appointed for a meeting, a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the ~~Chairman~~ / of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. The ~~Chairman~~ may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

12.0 Types of Members

12.1 Membership may comprise different classes of membership as decided by the Committee ~~Institution noted at~~

~~<http://www.cibse.org/membership/help-for-applicants/membership-fact-sheets-and-application-forms>~~

12.2 Members have the rights and responsibilities set out in these Rules.

13.0 Admission of Members

13.1 To become a Member, a person (“the Applicant”) must:

(a) Follow application procedures laid out on the Institutional website

~~<http://www.cibse.org/membership>~~ and

~~<http://www.cibse.org/membership/help-for-applicants/membership-fact-sheets-and-application-forms>~~

(b) Have the qualifications outlined in the Regulations Document

~~<http://www.cibse.org/getmedia/900d9fd8-2505-47dc-9583-fcdfc6e8e82d/Regulations2012.pdf.aspx>~~ Section 1

13.2 **Members shall provide written confirmation of their wish to become members.**

13.3 **Via CIBSE UK**, the Secretary shall keep a register of Society Members (“the Register”), which shall contain the names, postal and email addresses and telephone numbers of all Members and the dates on which they became Members.

13.4 If a Society Member’s contact details change, that Member shall give the new postal or email address or telephone number to the Secretary.

13.5 Each Society Member shall provide such other details as the Committee requires.

14.0 Cessation of Membership

14.1 Any Member may resign by giving written notice to membership@cibse.org

14.2 If, for any reason whatsoever, the Committee is of the view that a Member is breaching the Rules or acting in a manner inconsistent with the purposes of the Society, the Committee may give written notice of this to the Member and advise them regarding Regulations for Enforcement of Code of Professional conduct Regional rules.

15.0 Obligations of Members

15.1 All Members (and Committee Members) shall promote the purposes of the Society and shall do nothing to bring the Society into disrepute and comply with the Institutional Code of Conduct

16.0 Use of Money and Other Assets

16.1 The Society may only Use Money and Other Assets if:

- (a) It is for a purpose of the Society; and
- (b) That Use has been approved by either the Committee or by majority vote of the Society.
- (c) The organization does not have the purpose of making a profit for a proprietor, member, or shareholder and prohibits a distribution of property in any form to a member, proprietor or shareholder; and has a constitution that prohibits a distribution of property in any form to a member, proprietor or shareholder.

17.0 Joining Fees, Subscriptions and Levies

17.1 Annual fees are outlined on the Institutional web page

<http://www.cibse.org/membership/subscription-rates-and-fees>

17.2 No additional subscription shall be payable by members of a Region in respect of their membership of the Region.

18.0 Additional Powers

18.1 The Society may:

- (a) Employ people for the purposes of the Society.
- (b) Exercise any power a trustee might exercise.
- (c) Invest in any investment that a trustee might invest in.
- (d) Borrow money and provide security for that if authorised by Majority vote at any Society Meeting.
- (e) No member of the organisation or any person associated with any member, shall participate in or materially influence any decision made by the organisation, 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 shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

19.0 Financial Year

19.1 The financial year of the Society begins on the 1st of January of every year and ends on the 31st of December of the next year.

19.2 The accounts of the Society shall be made up to 31 December in each year, independently examined by two members of the Society, and after submission to the Annual Group Meeting of the Region, shall be transmitted to reach the Secretary not later than 30 April.

20.0 Assurance on the Financial Statements

20.1 Not Required

21.0 Society Meetings

21.1 A Society Meeting is either an Annual General Meeting or a Special General Meeting.

21.2 The Society shall hold an Annual General Meeting not later than 30 April in each year, and such Ordinary Meetings as the Society Committee shall decide.

21.3 Special General Meetings of the Society may be convened by the Society committee at any time where required stating the business of the meeting.

21.4 The Secretary shall give:

(a) At least twenty-one days' notice in writing of every Annual Group Meeting (exclusive both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place, the day and the hour of meeting and in the case of special business the general nature of that business shall be given to paid up members of the Society.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or any proceedings at any meeting.

(c) The Chairman may, with the consent of any Annual Group Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn an Annual Group Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Annual Group Meeting other than the business which might have been transacted at the Annual Group Meeting from which the adjournment took place. Whenever an Annual Group Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.

(d) Additionally, the Secretary will provide, appropriate:

(i) A copy of the Chair's Report on the Society's operations and of the Annual Financial Statements as approved by the Committee,

(ii) A list of Nominees for the Committee, and information about those Nominees if it

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has been provided.

(iii) Notice of any motions and the Committee's recommendations about those motions.

21.5 All Members may attend and have one vote on resolutions at Annual Group Meetings.

21.6 No Society Meeting may be held unless at least four of eligible Members attend. (This will constitute a quorum.)

21.7 All Society Meetings shall be chaired by the **Chairman**. If the **Chairman** is absent, the Society shall elect another Committee Member to Chair that meeting. Any person chairing a Society Meeting has a casting vote.

21.8 On any given motion at a Society Meeting, the **Chairman** shall in good faith determine whether to vote by:

(a) Voices; or

(b) Show of hands

21.9 However, if any Member demands a secret ballot before a vote by voices or show of hands has begun, voting must be by secret ballot. If a secret ballot is held, the **Chairman** will have a casting, that is, second vote.

21.10 The business of an Annual General Meeting shall be:

(a) Receiving any minutes of the previous Society's Meeting(s).

(b) The **Chairman**'s report on the business of the Society.

(c) The Treasurer's report on the finances of the Society, and the Annual Financial Statements.

(d) Election of Committee Members.

(e) Motions to be considered.

(f) General business.

21.11 The **Chairman** or his nominee shall adjourn the meeting if necessary.

21.12 Adjourned Meetings: If within half an hour after the time appointed for a meeting a quorum is not present the meeting, if convened upon requisition of members, shall be dissolved; in any other case it shall stand adjourned to a day, time and place determined by the **Chairman** of the Society, and if at such adjourned meeting a quorum is not present the meeting shall be dissolved without further adjournments. **Chairman** may with the consent of any Society Meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.0 Motions at Society Meetings

22.1 Any Member may request that a motion be voted on (“Member’s Motion”) at a particular Society Meeting, by giving written notice to the Secretary at least 14 days before that meeting. The Member may also provide information in support of the motion (“Member’s Information”). The Committee may in its absolute discretion decide whether or not the Society will vote on the motion. However, if the Member’s Motion is signed by at least 5 eligible Members:

- (a) It must be voted on at the Society Meeting chosen by the Member; and
- (b) The Secretary must give the Member’s Information to all Members at least 7 days before the Society Meeting chosen by the Member; or if the Secretary fails to do this, the Member has the right to raise the motion at the following Society Meeting.

22.2 The Committee may also decide to put forward motions for the Society to vote on (“Committee Motions”) which shall be suitably notified.

23.0 Common seal

23.1 USE OF THE CIBSE LOGO

There are 3 instances when the Hawk logo may be used - the first being of most relevance to members.

- (a) On Site Sign Boards when a corporate member of the Institution has been personally responsible for the building services engineering design associated with the site or building at which they are displayed (and in accordance with the Style Guidance set out in the addendum to CIBSE Practice Note 1
- (b) In publications of the Institution, and articles and documents issued by staff or elected members on behalf of the Institution (including elected members of Regional Committees).
- (c) Use in the form of a rubber stamp issued by the Institution to corporate members for the purpose of certifying drawings and calculations.

23.2 The logo cannot, therefore, be used on headed paper or business cards or on websites.

24.0 Altering the Rules

24.1 The Society may alter or replace these Rules at a Society Meeting by a resolution passed by a two-thirds majority of those Members present and voting. However, no addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affects the non-profit status.

24.2 Any proposed motion to amend or replace these Rules shall be signed by at least 5 eligible Members and given in writing to the Secretary at least 14 days before the Society Meeting at which the motion is to be considered, and accompanied by a written explanation of the reasons for the proposal.

24.3 At least 7 days before the General Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Committee has.

24.4 When a Rule change is approved by a General Meeting no Rule change shall take effect

until the Secretary has filed the changes with the Registrar of Incorporated Societies.

25.0 Bylaws to govern the Society.

25.1 The Society shall comply with the Institution's Charter and By-laws and shall be under the control of the CIBSE Board.

25.2 A copy of the bylaws for the time being, are available at:

<http://www.cibse.org/about-cibse/governance/charter-and-by-laws-and-regulations>

26.0 Winding up

26.1 If the Society is wound up:

- (a) The Society's debts, costs and liabilities shall be paid.
- (b) If upon winding up or dissolution of the organisation there remains after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid or distributed among the members of the organisation but shall be given or transferred to some other organisation or body with similar objects to the first organisation.
- (c) The surplus Money and Other Assets shall be distributed to:

CIBSE
222 Balham High Road
London
SW12 9BS
United Kingdom

Tel +44 (0)20 8675 5211
Fax +44 (0)20 8675 5449

27.0 Definitions and Miscellaneous matters

27.1 In these Rules:

- (a) "Majority vote" means a vote made by more than half of the Members who are present at a Meeting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
- (b) "Money or Other Assets" means any real or personal property or any interest therein, owned or controlled to any extent by the Society.
- (c) "Society Meeting" means any Annual General Meeting, or any Special General Meeting, but not a Committee Meeting.
- (d) "Use Money or Other Assets" means to use, handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with, Money or Other Assets.
- (e) "Written Notice" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.
- (f) It is assumed that;

~~(i) Where a masculine is used, the feminine is included~~

- (ii) Where the singular is used, plural forms of the noun are also inferred.
- (iii) Headings are a matter of reference and not a part of the rules.
- (g) Matters not covered in these rules shall be decided upon by the Committee.

28. Dispute Resolution

(a) Types of Disputes

- (i) an officer or a member has engaged in misconduct, or
- (ii) a member's rights or interests have been damaged, or
- (iii) there has been (or is likely to be) a breach by members, officers, or the society of a duty under —
 - your society's constitution or its bylaws, or
 - the Incorporated Societies Act 2022.

(b) How complaint is made

- (i) A member or an officer may make a complaint by giving to the committee (or a complaints subcommittee) a notice in writing that —
 - states that the member or officer is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - sets out the allegation to which the dispute relates and whom the allegation is against; and
 - sets out any other information reasonably required by the society.
- (ii) The society may make a complaint involving an allegation against a member or an officer by giving to the member or officer a notice in writing that —
 - states that the society is starting a procedure for resolving a dispute in accordance with the society's constitution; and
 - sets out the allegation to which the dispute relates.
- (iii) The information given under subclause 1b. or 2b. must be enough to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable them to prepare a response.
- (iv) A complaint may be made in any other reasonable manner permitted by the society's constitution.

(c) Person who makes complaint has right to be heard

- (i) A member or an officer who makes a complaint has a right to be heard before the complaint is resolved or any outcome is determined.
- (ii) If the society makes a complaint —
 - the society has a right to be heard before the complaint is resolved or any outcome is determined; and

- an officer may exercise that right on behalf of the society.

(iii) Without limiting the manner in which the member, officer, or society may be given the right to be heard, they must be taken to have been given the right if —

- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the member's, officer's, or society's written statement or submissions (if any) are considered by the decision maker.

(d) Person who is subject of complaint has right to be heard

(i) This clause applies if a complaint involves an allegation that a member, an officer, or the society (the respondent) —

- has engaged in misconduct; or
- has breached, or is likely to breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022; or
- has damaged the rights or interests of a member or the rights or interests of members generally.

(ii) The respondent has a right to be heard before the complaint is resolved or any outcome is determined.

(iii) If the respondent is the society, an officer may exercise the right on behalf of the society.

(iv) Without limiting the manner in which a respondent may be given a right to be heard, a respondent must be taken to have been given the right if —

- the respondent is fairly advised of all allegations concerning the respondent, with sufficient details and time given to enable the respondent to prepare a response; and
- the respondent has a reasonable opportunity to be heard in writing or at an oral hearing (if one is held); and
- an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing; and
- an oral hearing (if any) is held before the decision maker; and
- the respondent's written statement or submissions (if any) are considered by the decision maker.

(e) Investigating and determining dispute

(i) The society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint made in accordance with its constitution, ensure that the dispute is investigated and determined.

(ii) Disputes must be dealt with under the constitution in a fair, efficient, and effective manner.

(f) Society may decide not to proceed further with complaint

Despite the clause 'Investigating and determining dispute' above, the society may decide not to proceed further with a complaint if —

- the complaint is trivial; or
- the complaint does not appear to disclose or involve any allegation of the following kind:
 - that a member or an officer has engaged in material misconduct:
 - that a member, an officer, or the society has materially breached, or is likely to materially breach, a duty under the society's constitution or bylaws or the Incorporated Societies Act 2022:
 - that a member's rights or interests or members' rights or interests generally have been materially damaged:
- the complaint appears to be without foundation or there is no apparent evidence to support it; or
- the person who makes the complaint has an insignificant interest in the matter; or
- the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the constitution; or
- there has been an undue delay in making the complaint.

(g) Society may refer complaint

(i) The society may refer a complaint to —

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

(ii) The society may, with the consent of all parties to a complaint, refer the complaint to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

(h) Decision makers

(i) A person may not act as a decision maker in relation to a complaint if 2 or more members of the committee or a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be —

- impartial; or
- able to consider the matter without a predetermined view.