

Incorporated Societies Act 1908

The Institute of Refrigeration, Heating and Air Conditioning Engineers of New Zealand

Inc. (IRHACE) Incorporated

Alteration of Rules

IN THE MATTER

of the Incorporated Societies Act 1908

AND

IN THE MATTER of

**The Institute of Refrigeration, Heating and Air
Conditioning Engineers of New Zealand Inc.
(IRHACE)**

PRESENTED BY

Paul Douglas Town

TO

Registrar of Incorporated Societies

PURSUANT to a resolution of the members of IRHACE (“the Society”) through a duly Notified online, and postal referenda closing 21 May 2013 (as per the Notice of 29 April 2012, the Rules of the Society are hereby altered in accordance with section 13 of the Rules with a complete copy of the Rules approved by 96.1% of eligible and voting members attached below.

Signed on behalf of IRHACE Inc. by three members:

Member

Member

Member

**Rules of the
Institute of Refrigeration, Heating
and Air Conditioning Engineers of
New Zealand (IRHACE) Incorporated**

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Our Purpose, Aims and Powers

1. Name of Society and Registered Office

- 1.1. The name of the Society is **The Institute of Refrigeration, Heating, and Air-Conditioning Engineers of New Zealand Incorporated (IRHACE)**, abbreviated as **IRHACE** (the Society).
- 1.2. In these Rules, the words 'Society' and 'we' are used interchangeably. The words 'us' and 'our' also refer to 'the Society'.
- 1.3. The Society's registered office shall be at a location decided by the Council.

2. Our purpose

- 2.1. The Society originated in 1933 as Refrigeration and Air Conditioning Engineers Inc. to advance the practice, education and technology of the heating, ventilation, air conditioning and refrigeration (HVAC+R) industry. Following the merger with New Zealand Heating and Ventilation Engineers Inc (1955-1989), we were incorporated on the 10th February 1989.
- 2.2. Our operations and conduct are governed by (in order of precedence): the Incorporated Societies Act 1908, other New Zealand legislation, the Society Rules, Society policies (including the Practice Guides) and any other regulations, bylaws and policies that we and the Council or the Council alone may issue.
- 2.3. The Council shall decide on any matter not covered in these Rules.

3. Our aims

- 3.1. Our main aims are to:
 - 3.1.1. promote the economic well-being and quality of life of our members, and of the heating, ventilation, air conditioning and refrigeration industries (our industry), and to improve the economic well-being and quality of life of every New Zealander through:
 - 3.1.1.1. representing and promoting the industry interests of our members
 - 3.1.1.2. advancing and promoting (including the use of standards) the technology used by and activities of those in our industry
 - 3.1.1.3. supporting training and education in the industry
 - 3.1.1.4. promoting a high level of skill, qualifications and continuing professional development
 - 3.1.1.5. promoting the development of practice guides and other industry Standards as the Council thinks is appropriate for and relevant to our industry that members shall follow

- 3.1.1.6. providing a forum for our members, associates and affiliates to discuss and share their knowledge and experience
- 3.1.2. providing a forum where our members, associates and affiliates and members of the public can settle their disputes
- 3.1.3. do anything else that helps us to achieve the above aims.
- 3.2. Without taking away from these main aims, our secondary aims are to:
 - 3.2.1. establish a code of conduct that applies to the Society members
 - 3.2.2. make policies, regulations and bylaws that help to achieve our main aims
 - 3.2.3. agree to act as a Trustee for any person or business with similar interests and aims to ours.

4. Our powers

- 4.1. To further or carry out our aims, we will (as we think desirable):
 - 4.1.1. use our funds to pay costs
 - 4.1.2. employ people
 - 4.1.3. purchase (lease or, hire), exchange, or sell or lease out property, rights or privileges
 - 4.1.4. borrow or raise money by debenture, bonds, mortgage or other means, with or without security. However, we shall use that borrowing power only if members have resolved this by special resolution.
- 4.2 We shall only spend money to further our purposes under law. We shall not allow any member, associate or affiliate to gain financially from how we spend money. This does not preclude members being paid for services provided to the Institute, but any member providing paid services to us shall be approved by Council. Any transactions between the Society and any member, associate or affiliate, or any associated persons, shall be at arms' length and in accordance with normal commercial terms on which the Society would deal with third parties not associated with the Society, and any payments made in respect of such transactions shall be limited to a fair and reasonable reward for services performed, reimbursement of expenses properly incurred, usual professional, business or trade charges, and interest at no more than current commercial rates.

Our membership

5. Promoting the Society

- 5.1. Every member, associate or affiliate shall promote our aims, interests and work. No member or associate shall do anything to harm our reputation.

- 5.2. Every member, associate or affiliate shall keep our business confidential, and will not disclose our business to any person who is not a Society member or associate.
- 5.3. Every member, associate or affiliate shall be bound by the Code of Conduct as set by the Council and published by the Society.

6. Applying for membership admission.

- 6.1. We have members, associates and affiliates in our Society.
- 6.2. The qualifications and/or experience requirements of potential applicants and the application processes they must follow are set out below.
- 6.3. The Council will give an application form to applicants who wish to become a member, associate or affiliate in any of the Membership categories described in Rules 7.1, 7.2, 7.3 and 7.4, 7.7.6, 7.8 and 7.9. Applicants will give all information the Council requests of them. The membership criteria shall be as set out in these Rules, and the Council will use those criteria and relevant current policies adopted by it to consider all applications and to help them decide which applicant or applicants to approve.
- 6.4. The Council shall make the decision on whether or not to admit an applicant as a member or associate or affiliate and will let the applicant know its decision (but shall not be required to provide reasons).

7. MEMBERSHIP CATEGORIES AND PRIVILEGES

MEMBER BY QUALIFICATION: MIRHACE

- 7.1. A member may be qualified by having attained:
 - 7.1.1. education equivalent to a NZ Qualifications Framework level 4 or higher qualification relevant to the industry, and:
 - 7.1.2. currently employed in the industry.

MEMBER BY EXPERIENCE: MIRHACE

- 7.2. A member may be deemed qualified to join by experience by having one or more of the following:
 - 7.2.1. Ten years' experience working in the industry with a minimum of 5 years in a position of responsibility verified by employers or peers and proposed by a current member, or
 - 7.2.2. Any financial member as at the date of approval of these Rules shall be eligible for membership by experience, and
 - 7.2.3. Be currently employed in the industry,

STUDENT MEMBER: SIRHACE

- 7.3. Any person who is studying or working for qualification in the Industry under a training prescription approved by the Council for the duration of their training up to a maximum of 5 years.

FELLOW MEMBER: FIRHACE

- 7.4. Any person who has held the grade of member for a minimum of ten years and is actively employed in the industry, may be eligible for re-grading to the status of Fellow providing that the Council is satisfied he/she hold, or has held, a position of responsibility and has achieved eminence in the industry.
- 7.5. The Council may re-grade a member who has performed outstanding service in the advancement of the Society who has less than ten years membership and whom the Council therefore desires to honour.

RETIRED MEMBER or RETIRED FELLOW MEMBER: RMIRHACE or RFIRHACE

- 7.6. Any member or Fellow who is no longer actively employed in the industry and wishing to remain in the Society may apply to the Council for re-categorising by the Council as a Retired member. Retired members shall retain voting rights and at council discretion, a subsidised subscription may apply as determined from time to time by the Council.

LIFE MEMBER: LMIRHACE

- 7.7. At its sole discretion the Council may confer Life membership on a member who has completed not less than 20 years as a subscribing member of the Society and who in the opinion of the Council has made an outstanding contribution to the Society. Life members shall be exempt from further subscription payments and shall have all the rights and privileges of a financial member.

ASSOCIATE

- 7.8. An associate is a person not eligible for Member grade but has commenced training in refrigeration, heating, and air-conditioning or has other qualifications applicable to engineering.

AFFILIATE

- 7.9. An Affiliate can be an individual, consultant, master franchisor / franchisor or person whose business activities influence or impact on our industry and who is supportive of that industry, but who would not otherwise qualify for membership as a Member or Associate.

MEMBERSHIP ACCESS TO SOCIETY INFORMATION AND PROPERTY

- 7.10. A Member is not entitled to inspect or copy the minutes of Council or Council sub-committee meetings or to the Society's records (including the membership register), but is entitled to access information the Society holds about that Member. Where the Society has premises, equipment or other property the Council has the power to control whether and if so the terms on which Members may be permitted access or use the same.

8. Subscriptions and levies

- 8.1. The Council shall set the subscription fee that members, associates and affiliates must pay each year. The Council will set this fee before the start of each calendar year.

- 8.2. A member, associate or affiliate will be considered *Nonfinancial* if they do not pay their annual subscription (including any periodic payment) or any levy within three calendar months of being invoiced for their payment. That *nonfinancial* status does not nullify their obligation to pay their annual subscription.
- 8.3. Only *financial* members, associates and affiliates shall receive the relevant benefits of belonging to the Society and be entitled to attend, speak and vote at Society meetings and vote in ballots under Section 12.
- 8.4. A *Nonfinancial* member, associate or affiliate shall have their Society status terminated if they have not paid their annual subscription within three months of it being due, or such later date as the Council determines.

9. Membership resignation, termination, and re-admission

- 9.1. A member, associate or affiliate may resign their status with us by giving 30 days' written notice to our Council. That resignation will take effect 30 days after we receive the notice.
- 9.2. In certain circumstances, the Council may declare (from the date of that declaration or such date as may be specified) that a member, associate or affiliate is no longer a member, associate or affiliate of the Society. Those circumstances are if that member, associate or affiliate:
 - 9.2.1. ceases to be eligible to be a member, associate or affiliate
 - 9.2.2. breaches our Rules or acts in a way that harms our reputation
 - 9.2.3. is convicted of an indictable offence or offence for which they may be imprisoned
 - 9.2.4. is adjudged bankrupt, makes a composition with creditors.
- 9.3. Following from Subsection 9.2 above, the Council must inquire about the specific circumstances and give the member, associate or affiliate the right to be heard on the matter.
- 9.4. If the matter is not resolved in favour of the member, associate or affiliate, the Council may write a letter to that member, associate or affiliate that:
 - 9.4.1. set outs how the member, associate or affiliate has failed to comply with our Rules or failed in their other duties as members.
 - 9.4.2. invites the member, associate or affiliate to retire within a specified time.
- 9.5. If the member, associate or affiliate chooses not to resign, the Council may suspend their membership and recommend to a Society Meeting that the member be expelled. The member, associate or affiliate has the right to be heard. Members at the Society Meeting can only expel the member, associate or affiliate by ordinary resolution.
- 9.6. Any former member, associate or affiliate:

- 9.6.1 Remains liable to pay any unpaid subscriptions, levies and other fees to the end of our then financial year,
- 9.6.2 Must immediately on cessation of their status with the Society, must cease to represent themselves as having that status and must return all material (documents or property) in their possession that belongs to us including any membership card, certificate, handbook, manual, and other material, and
- 9.6.2 Must within 30 days' of ceasing to be a member, associate or affiliate remove all forms of Society membership identity from all their premises, vehicles, websites, email signatures and stationery.

RE-ADMISSION

- 9.7. Any former member, associate or affiliate may re-apply for membership. They will need to re-apply as though they were a new applicant. The Council will decide on whether to re-admit the former member, associate or affiliate unless that applicant's membership or association was terminated under Subsection 9.2 of these Rules. If this was the case, a Society Meeting will need to approve the former member's, associate's or affiliate's re-admission before the Council can approve them.

Our Meetings

10. Annual Meetings

- 10.1. The Council will advise the membership when and where the Annual Meeting will be held each year. The Annual Meeting will be held within six months of the end of the financial year
- 10.2. We will notify the membership of the business to be covered at the Annual Meeting. That notice will be posted at least 20 working days before the Annual Meeting, along with copies of the Annual Report, Statement of Accounts, a list of and information about nominees for office, and notice of any motions (including the Council's recommendations). The Annual Meeting will be held even if the member or associate or affiliate fails to receive the notice.
- 10.3. Any member or associate or affiliate may attend an Annual Meeting; but only financial members can vote.
- 10.4. Twenty-five members, associates or affiliates make a quorum at an Annual Meeting.
- 10.5. The President will chair our Annual Meeting. If the President is absent, the Immediate Past President will chair the meeting. If both are absent, another council member will take on the role at the meeting.
- 10.6. The Annual Report will include:
 - 10.6.1.a report by the President that includes a full list of our activities over the previous year

- 10.6.2. a Statement of our Accounts and the Statement of Accounts of any of our subsidiaries or partially owned entities for the previous financial year provided by the Treasurer.
- 10.6.3. a summary of changes to our current membership policy.
- 10.6.4. the names of those Council members who have resigned or had their appointment terminated in the previous year, and the names of those Council members elected or appointed in the previous year.
- 10.7. Members at the Annual Meeting will appoint a chartered accountant (a member of the New Zealand Institute of Chartered Accountants but not of our Society) to provide an audit, compilation or review as he/she deems appropriate of our annual accounts and to provide a certificate of correctness of those accounts. If the appointed accountant is unable to perform their role, the Council will find and appoint a replacement chartered accountant.

11. Voting at Society Meetings

- 11.1. A Society Meeting is any Annual Meeting or Special Meeting, but not a Council Meeting.
- 11.2. Only currently financial members, associates and affiliates may vote at Society Meetings. They can vote:
 - 11.2.1. in person, as described in 11.3
 - 11.2.2. via electronic voting no later than three working days prior to the Meeting
 - 11.2.3. by postal ballot stating the resolution and their vote faxed or posted to the Society's Registered Office and received no later than three working days prior to the Meeting
 - 11.2.4. by written proxy, and submitted to our Council no less than three working days before the meeting, authorising another member in good standing who is at the meeting to vote on their behalf. No other proxy voting is allowed.
- 11.3. Voting will be by voice, show of hands, or (if the Chair or any member demands) by secret ballot (with each member having one vote).
- 11.4. Except as set out in these Rules, a simple majority of membership attending and voting at the Society Meeting plus the counted postal ballots and electronic voting shall determine the result of a vote.
- 11.5. To determine any issue (including any amendment to these Rules), the Council may resolve to hold a postal and or electronic ballot as described in the procedures set out in Section 12 of these Rules.
- 11.6. In event of a tied result the chair shall have the casting vote.

12. Postal and Electronic Ballots

- 12.1. Only currently financial members, associates and affiliates may vote in any ballot conducted by post or electronically.
- 12.2. We will advise members, associates and affiliates in advance, in writing by post or electronically, how vote counting will work. A postal ballot will be counted if the member returns the ballot to our Registered Office by mail, hand delivery, facsimile, email or using an online ballot so long as it is received at least three days prior to the meeting time or poll closing time indicated.
- 12.3. Our Council will let all members, associates and affiliates know the result of the ballot within three (3) working days of the meeting time or poll closing time indicated.
- 12.4. Every member, associate and affiliate will be bound by the result of a ballot, and the effect will be the same as for a resolution passed at a Society Meeting.

13. Special Meetings

- 13.1. A Special Meeting is any Society Meeting that is not an Annual Meeting.
- 13.2. Members, associates and affiliates can vote on ordinary and special resolutions at Special Meetings and through the ways referred to in Section 12
- 13.3. A Special Meeting can be organised in two ways:
 - 13.3.1. the Council can call a Special Meeting
 - 13.3.2. Not less than 10 per cent of members, associates and affiliates can send a signed requisition to our Council requesting a Special Meeting in which event such a Meeting shall be held within 8 weeks of receipt of the requisition.
- 13.4. Motions raised at Special Meetings must be put forward to all financial members to allow them to vote via postal or electronic ballots conducted in accordance with Section 12 of these Rules on the exact same worded resolutions for the resolution to be binding.

14. Changing or replacing these Rules

- 14.1. These Rules may only be changed or replaced by a special resolution.
- 14.2. Any motion to amend these Rules must include on the ballot the reasons for the proposed amendment and recommendations from the Council on the proposed amendment. A 75 per cent majority of those voting shall be required to pass that motion.

Our governance and management

15. Electing and appointing Council members

- 15.1. Six council members will be elected for two-year terms including the President role.
- 15.2. The President Elect shall be appointed, from current elected councillors, by Council during the first year of the term of the President. The President Elect shall assume the role of President in the new Council at the Society Annual Meeting at the end of the previous President's two year term.
- 15.3. The Immediate Past President is a non-elected position on council.
- 15.4. A council member may put them-self up for election up to a maximum of four successive terms (no council member shall exceed eight successive years in an elected position, excluding the role of Immediate Past President)
- 15.5. To ensure a balance of views and interests on the Council, no more than two Council members can be employed by the same company.
- 15.6. Only financial members may serve as Councillors, except for any co-opted Council members who may serve the time the Council requires their services for or until the next Annual meeting when the co-opted Council member shall be reconfirmed as a councillor. The co-opted council member does not have to be one of our members.
- 15.7. In addition to the six elected Councillors, the Chair of the Climate Control Companies Association (CCCA), or their delegate, shall be a Councillor on the IRHACE Council. That Councillor will have full voting rights for as long as the President of IRHACE or their delegate is on the CCCA Board as a Councillor with full voting rights.
- 15.8. The Council shall have no less than five and no more than nine members at any time.

16. Electing and appointing Councils

- 16.1. Councils will be elected by the process set out below.
 - 16.1.1 Our Council will receive written nominations not less than 30 working days before the Annual Meeting. The nominee will make sure they include the written consent, and their relevant skills and experience
 - 16.1.2 Our Council will post, email or make available online a voting paper to all members not less than 20 working days before the Annual Meeting. That voting paper will list all Council nominees and other information (on one side of an A4 page) as our Council may give on behalf of each nominee to support their nomination.
 - 16.1.3 All candidates must be validly nominated and be of good standing under our Rules. If only one candidate has been nominated for an office and

they meet the skills and experience criteria, our Council will declare that candidate elected. All candidates' names for contested offices will be placed on the ballot alphabetically. The candidates with the highest numbers of votes shall fill the positions available.

- 16.1.4 Our Secretary and one Council appointed member who is not a nominee shall scrutinise the vote count. Voting papers/documents may not be destroyed without a motion to that effect being passed at a society meeting.
- 16.2. All elections and referenda shall be held in a way that offers all our members equal access to vote. Members without access to a secure electronic balloting process will have the option of voting by printed ballot. The ballot form will not recommend a particular vote option. Postal, faxed, and electronic voting shall be counted and held secret until the votes at a Society Meeting (if any) are counted. Then all votes will be tallied in accordance with 16.1.4.
- 16.3. If the position of an elected Council member becomes vacant between Annual Meetings, the Council may fill that vacancy until the next Annual Meeting.
- 16.4. An elected Council member may be removed by a resolution (either in a Society Meeting or via electronic or postal ballot) as long as the Council gives prior notice of such removal in the Notice of Meeting or Ballot, and a majority of the membership vote passes the resolution.

17. How we are managed

- 17.1. The Council will manage the Society from the end of each Annual Meeting until the end of the next. The Council will be accountable to our members when implementing our rules and policies.
- 17.2. The Council may exercise all our powers in a meeting, subject to these Rules and the resolution of members at a Society Meeting, and subject to any applicable law.
- 17.3. The Council will meet regularly and in a way (including by phone, video conference or other format) as it determines and as convened by our President or our Council.
- 17.4. The President shall chair Council meetings. If the President is absent, another Councillor will take this role at the meeting.
- 17.5. The Council may co-opt one or more members to the Council for a specific purpose, or for a limited time, or generally until the next society Meeting.
- 17.6. Half of all Council members (plus one) must be present to make a quorum, and at least three of the Council members present must be Society members.
- 17.7. Only Council members who are present in person or by phone or video link can be counted in the quorum and have a vote.
- 17.8. The Council can only act on a resolution once not less than 51 per cent of Council members have approved the resolution, either by written ballot (email, post, facsimile, or other means) or in person (voice or a show of hands).

- 17.9. The Council can hold its meetings as it sees fit, so long as those meetings do not contravene Statute, these Rules or Council policy.
- 17.10. The Council may pay any Council member for that member's reasonable expenses so long as they have prior approval and after attaching receipts to an approved Expense Claim Form.
- 17.11. Each Councillor shall, within one calendar month of submitting their resignation or ceasing to hold office, deliver to their successor, to the President or to our Council all material (documents or property) in their possession that belongs to us.
- 17.12. The Council may employ one or more persons or a company to manage the Society's business matters.
- 17.13. The Council or other officer appointed by the Council will keep the Council's Common Seal following incorporation. The Common Seal will only be stamped on a document once the Council has resolved that the President, or other Council member acting as Chair in the Presidents absence, has signed the document.
- 17.14. The Council shall appoint a councillor to the role of Treasurer. The Treasurer shall report our financial position to each Council meeting
- 17.15. The Council shall keep bank accounts in the name of the Society. The Council shall make delegations in writing annually, such delegations to authorise all financial transactions and contractual arrangements, including banking authorities.
- 17.15.2 All money we receive shall be banked within seven days of receiving it.
- 17.15.3 All accounts will be submitted to the Council for approval.
- 17.15.4 Our financial year will start on 1 January and end on 31 December.
- 17.16. No Councillor shall be liable for another Councillor's misdeed or for any loss caused by that misdeed, unless due to their intentional neglect or knowing and wilful compliance.
- 17.17. The society shall indemnify the Council members from any liabilities and costs they incur when carrying out their functions and duties, except if their actions are intentionally negligent. The Society shall provide adequate insurance to satisfy this indemnity.
- 17.18. The Council shall be able, as required, to appoint suitable person(s) to represent the Society on Board of Directors of Companies, training organisations and competency boards and the like.
- 17.19 All Councillors will regularly disclose any current and potential conflict of interest in the Register of Interests (available for members to view at our registered office).

18. Titles and Symbols

- 18.1. Titles and symbols of the society remain the sole property of the society and may be displayed by Members as authorised by Council and for the societies business, correspondence as authorised by Council.
- 18.2. Financial Members may display their membership Certificate as issued by the institute.
- 18.3. Financial Members may display the acronym as described in Section 7 after their own name, according to the classification shown on their membership certificate.
- 18.4. The symbols of the society may not be reproduced in any format without written approval of Council.

19. Our Secretary

- 19.1 The Council shall appoint a Secretary, who will be paid, or work voluntarily as the Council determines. The Secretary is not a Council member.
- 19.2 Our Secretary shall record the minutes of every Council and Society meeting. The minutes from each meeting (confirmed at the next meeting) shall be clear evidence that the meeting was properly called, and be a correct record of what took place. Our Secretary shall use the same process to record the minutes of every Society Meeting. If the Secretary is not available then a Council member shall record the minutes.
- 19.3 Our Secretary shall keep our records and documents, including a register of all members and associates (including their names, postal and email addresses, occupations, and the dates each became a member or associate) at the registered office and in electronic format at a council approved off site facility.
- 19.4 Our Secretary shall handle and answer correspondence, and undertake other tasks as directed by Council.
- 19.5 The Council has the authority to suspend or remove our Secretary from this position.

20. Our Executive Officer

- 20.1. The Council shall appoint an executive officer to manage the operations of the Society as detailed in the “description of duties drafted by Council” for the position and as directed by Council, The executive officer is not a member of the Council and reports to the Council not the Society members and shall:
 - 20.1.1. provide a correct record monthly of our financial position to the Treasurer

21. Our branches

- 21.1. The Council may approve the creation, merger & dissolution of Society branches.
- 21.2. All branches must follow our Rules, Council policies and other policies, by-laws and so on.
- 21.3. Branches must also follow the published Branch Guidelines.
- 21.4. Members will be represented by their local regional branch.

Winding up the Society

22. Winding up

- 22.1. The Society may be wound up under the provisions of the Incorporated Societies Act 1908.
- 22.2. If the Society is wound up, any surplus assets (after payment of all debts, costs, and liabilities) shall be distributed to an New Zealand organisation with similar aims as determined by resolution to wind up. None of our members will receive any distribution.

Appendix: Interpretation and Definitions

Interpretation

In these Rules:

- 22.2.1. headings are for navigation only and do not change the structure or content of these Rules
- 22.2.2. the singular of a noun also covers its plural
- (b) the words 'Society' and 'we' are used interchangeably, and the words 'us' and 'our' also refer to 'the Society'
- (c) the words 'education' and 'training' are used interchangeably
- (d) except as noted otherwise, references to Sections and Subsections are to Sections and Subsections of these Rules
- (e) any reference to a statute, regulation or other statutory instrument includes any amended, re-enacted or substituted statute, regulation or other statutory instrument.

Definitions

Annual Meeting	means the meeting that takes place once a year within six months of the balance date (financial year end) unless a written resolution is signed (may be via separate fax or emailed copies of the same resolution) by at least 75 per cent of members.
Branch Guidelines	Means the current guidelines (policies) published by the Council to which IRHACE Branches must adhere
Code of Conduct	means the code of conduct as determined by the Council.
Council	means the board of directors of the Society.
Councillor	means a properly elected and appointed member of the board of directors known as the Council.
Executive Officer	means a person contracted to manage the operations of the Society who is not a member of the Council and reports to the Council not the Society members.
Financial Year	means the 12 months ending on 31 December in each year or other date as the Society determines by ordinary resolution.
Majority vote	means a vote made by more than half of the Society members who are present at a Society Meeting and those who have validly submitted proxy votes, by postal or electronic voting and who are entitled to vote and voting at that Meeting upon a resolution put to that Meeting.
member in good standing	means a Member, Associate or Affiliate who has accepted an offer of membership, has paid all monies owed, and is not currently subject to any sanction imposed by the Council or the Society.
membership criteria	means the membership criteria as determined by the Council.
<i>Nonfinancial</i>	means any member, associate or affiliate who fails to pay their annual subscription (including any periodic payment) when due for payment.
Ordinary resolution	means a resolution passed in favour by more than 50 per cent of the votes cast by members at a society meeting by voice or show of hands and including any proxy votes, electronic ballots and faxed and postal ballots received,

	validly submitted.
Post	Communication via letter or parcel sent via the postal service or, as appropriate, electronically.
Practice Guide	means a standard way of doing things that technicians and engineers can use in the absence of a Code of Practice or Standard. Practice guides are used to maintain quality as an alternative to mandatory legislated standards
Secretary	means a secretary who is preferably a member of the Chartered Secretaries of New Zealand (CSNZ) and who is not a Council member. The secretary has no voting rights and is typically an Executive Officer.
Society	means the Institute of Refrigeration, Heating, and Air Conditioning Engineers of New Zealand Incorporated , abbreviated to IRHACE .
Society Meeting	means any Annual Meeting or Special Meeting, but not a Council Meeting.
Special Meeting	means any Society Meeting that is not an Annual Meeting.
Special resolution	A Special resolution is a resolution passed by a 75 per cent majority of membership present and voting including any proxy votes, electronic ballots and faxed and postal ballots received, validly submitted.
Treasurer	Means a Council member, elected or co-opted, who has financial expertise sufficient to review the financial accounts, liaise with the external accounting providers (whether bookkeepers or chartered accountants) and answer any queries the Council or Society may have in regard to the accounting of Society funds
Written Notice	means communication from the Society to any member, associate, and Affiliate, such communication to be by post, electronic means (including but not limited to email, online forum, and website posting), advertisement in periodicals, or combination.