

RULES OF

THE AUCKLAND DISTRICT LAW SOCIETY INCORPORATED

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Rules of the Auckland District Law Society Incorporated

1. Interpretation

1.1 Unless the context otherwise requires, the following expressions shall have the following meanings in these Rules:

"Annual General Meeting" means an Annual General Meeting described in Rule 21.

"Appointed Councillor" means the category of Councillor described in Rule 11.1(c).

"Appointed Lawyer Councillor" means the category of Councillor described in Rule 11.1(b).

"Ballot" shall be interpreted as including any vote submitted by way of post or remote electronic voting.

"Chief Executive Officer" means the person for the time being appointed to that office in accordance with these Rules and includes any other person for the time being performing the duties of the Chief Executive Officer with the authority of the Council.

"Contributing Member" means the category of member described in Rule 5.2(c).

"Council" means the Council established under Rules 11-13.

"Councillor" means a person elected or appointed to the Council in any of the categories described in Rule 11.1.

"Distinguished Member" means a person with the status of a Distinguished Member under Rule 6.

"Elected Councillor" means the category of Councillor described in Rule 11.1(a).

"ISA" means the Incorporated Societies Act 1908 and all amendments to that Act in force for the time being or any Act passed in substitution for that Act.

"Lawyer Member" means the category of member described in Rule 5.2(a).

"Members" or **"Member"** is a reference to members collectively or individually, in all the categories described in Rule 5.

"Members' Meeting" means any Annual General Meeting or Special General Meeting.

"President" is the person elected President in accordance with Rules 17 and 18.

"Qualified Member" means the category of member described in Rule 5.2(b).

"Remote Electronic Voting" means a facility to enable Members to vote electronically in elections for officers (elected Councillors and President). The term 'remote electronic participation' has the equivalent meaning, for the purpose of facilitating remote participation, including voting, by Members at Members' Meetings. Any remote electronic voting or remote electronic participation, including any contracting arrangement for the operation of any such facility, must be approved by the Council prior to the first occasion on which that facility is to be used.

“Register of Members” is the current Register of Members maintained by the Chief Executive Officer under these Rules.

“Special General Meeting” means a Special General Meeting described in Rule 22.

“Voting” shall be interpreted as including any votes submitted by way of post or remote electronic voting.

1.2 The Council is responsible for determining the proper meaning of these Rules in the event of a dispute and any such determination shall be final and binding.

2. **Name**

2.1 The name of this incorporated society is the Auckland District Law Society Incorporated and is referred to in these Rules as “the Society”.

3. **Objects**

3.1 The objects of the Society are to benefit its members by:

- (a) Being the independent voice of law;
- (b) Assisting its members to uphold and respect the rule of law;
- (c) Empowering its members in particular, and the legal profession in general, to assist the public;
- (d) Fostering collegiality among its members and encouraging other key contributing or beneficial relationships;
- (e) Contributing to the improvement and reform of the law and the support and improvement of the legal institutions in New Zealand;
- (f) Promoting public understanding of the law and public access to the law and institutions of law in New Zealand;
- (g) Providing legal education for the benefit of its members and for the public;
- (h) Providing products and services, consistent with these objects.

4. **Powers of the Society**

4.1 The Society shall have the power to do all lawful things that a natural person is capable of doing, consistent with its objects.

4.2 Without limiting the generality of Rule 4.1, the Society may carry on any business or investment activity for the accomplishment of its objects and may borrow money and give security over Society property for that purpose.

4.3 The Society is not empowered to undertake any activity that would result in its members

being deemed to be (or in fact being) associated for pecuniary gain as defined by the ISA.

4.4 The Society's powers are exercised by and through its Council and its officers elected and appointed in accordance with these Rules.

5. **Membership**

5.1 The minimum number of members of the Society shall be 15 or such other number as is lawfully required. There shall be no maximum number.

5.2 There are three categories of member, to be known as:

- (a) Lawyer Members;
- (b) Qualified Members; and
- (c) Contributing Members.

5.3 Persons are eligible to be Lawyer Members if they hold a current New Zealand practising certificate as a barrister or as a barrister and solicitor.

5.4 Persons are eligible to be Qualified Members if they possess a legal qualification at least at the level of Bachelor of Laws from a university in New Zealand or an equivalent legal qualification from a foreign university, and who are engaged or interested in the law but do not hold a current New Zealand practising certificate.

5.5 Persons are eligible to be Contributing Members if they are ineligible for membership as Lawyer Members or Legally Qualified Members but can demonstrate an interest in or engagement with the law.

5.6 Lawyer Members and Qualified Members have all the benefits and privileges of membership, including:

- (a) The entitlement to speak at and vote at general meetings, to participate in postal ballots, and to nominate and be nominated for the offices of President and Elected or Appointed Lawyer Councillor; and
- (b) The entitlement to receive all other benefits that the Society may provide to its members.

5.7 Contributing Members are entitled to all the benefits of membership except that they may not vote at Members' Meetings, or in elections for the offices of President or Elected Councillor, and they are ineligible for election to the office of President or Elected Councillor.

5.8 Persons applying for membership must do so by submitting the appropriate form to the Chief Executive Officer who is entitled to make such inquiries and request such further information as he or she may require.

5.9 The Chief Executive Officer shall maintain a current Register of Members which shall

distinguish between the membership categories.

- 5.10 Rules 5.3-5.6 are subject to this Rule. A person's eligibility for membership, in any member category, shall be determined by the Chief Executive Officer on the basis of information disclosed in that person's application or obtained following any inquiry under Rule 5.8. In any case of doubt about a person's eligibility for membership, or about the category of Member to which a person may be admitted, the Chief Executive Officer shall submit the application to the Council which may, at its discretion, accept or refuse the application or may accept the application in a different membership category.

6. Distinguished Members

- 6.1 The honorary status of Distinguished Member may be awarded by the Council to an individual who has made a contribution to the legal profession in New Zealand, or to the institutions of the law in New Zealand which, in the opinion of the Council, is extraordinary and worthy of special recognition.
- 6.2 Distinguished membership is not a category of membership for the Society's administrative or governance purposes but Distinguished Members may also be members in the applicable category under Rule 5.2.
- 6.3 Distinguished Members shall have that status for life.

7. Membership Fees

- 7.1 Members in all categories shall be required to pay to the Society such annual membership fee as may be determined by the Council from time to time. The annual period of membership shall run from a date determined by the Chief Executive Officer, shortly preceding the Annual General Meeting in each year. Persons may be admitted into membership at any time during the year, in which case that person will be required to pay a pro rata membership fee for any part-year.
- 7.2 Membership will automatically be renewed at the commencement of each membership year unless the member ceases to be eligible for membership or gives notice terminating his or her membership.
- 7.3 The Council may differentiate between the membership categories, or within the same membership category, in setting annual fees. The Council has a discretion in the setting of fees and it may reduce or waive fees otherwise payable by law student Contributing Members, retired lawyer Qualified Members, or for any other Member on grounds of financial hardship.
- 7.4 Members may be permitted to pay fees on a monthly, quarterly, or annual basis as authorised by the Chief Executive Officer.
- 7.5 Any Lawyer Member or Qualified Member in default of his or her obligation to pay membership fees or any other sum payable to the Society is ineligible to vote at Members'

Meetings, including any postal ballot, and at any election for President and/or Elected Councillors until such time as payment is received in full.

8. Termination of Membership and Disciplinary Procedures

8.1 Members in any category may terminate their membership at any time by notice in writing to the Chief Executive Officer.

8.2 Subject to Rule 8.3, the Chief Executive Officer may terminate a membership in the event that a Member:

- (a) Fails to pay membership fees or any other sum due to the Society after being requested in writing and given a reasonable opportunity to do so; or
- (b) Is in breach of these Rules in circumstances amounting to misconduct; or
- (c) Ceases to meet the relevant criteria for membership; or
- (d) Is guilty of serious misconduct, in relation to the Society or otherwise, in circumstances in which his or her continuing membership is likely to harm the interests or reputation of the Society or the legal profession.

8.3 Any Member facing expulsion under Rule 8.2 shall be given a reasonable opportunity to provide an explanation to the Chief Executive Officer who shall consider that explanation before deciding whether or not to expel the member. A member who is expelled under Rule 8.2 may request that the decision be reviewed by the Council which shall consider that request following such procedures as it thinks fit. The decision of the Council will be final.

9. Modification, addition or rescission of Rules

9.1 These Rules may be altered, added to, or rescinded by the Lawyer Members and Qualified Members, subject to the following requirements:

- (a) A notice stating the proposed terms and purpose of any proposed alteration or addition, or the reasons for any proposed rescission, shall be given by the Chief Executive Officer to all Members, at least 21 days before the vote is taken;
- (b) Alternatively, notice may be given by notifying the Members of a reference to the proposal on the Society's website;
- (c) If the proposal is to be voted on at a Members' Meeting (rather than by postal ballot), the proposal may be amended during the course of that meeting; and
- (d) No motion to alter, add to or rescind any of these Rules shall be effective unless it is carried by a majority of the membership comprising the Lawyer Members and Qualified Members who are entitled to vote and who vote on the proposal, whether at a Members' Meeting or by postal ballot.

9.2 The procedures to be followed for the alteration, addition to or rescission of any of these Rules shall otherwise be determined by the Rules relating to Members' Meetings, voting, and postal ballots, and no special quorum shall be required.

10. **Regulations and By-Laws**

10.1 The Council may from time to time make such regulations or by-laws concerning the affairs and administration of the Society as it considers necessary or desirable to achieve the objects of the Society, provided the regulations and by-laws are not inconsistent with the ISA or these Rules. The Council may similarly amend or rescind any regulations or by-laws made under this Rule.

10.2 No regulations or by-laws made, rescinded or amended in accordance with Rule 10.1, shall be deemed to constitute an alteration of, addition to or rescission of these Rules.

11. **Council – composition**

11.1 The Society is governed by a Council comprising the President and not more than 8 and not fewer than 6 Councillors, in the following categories:

- (a) Not more than 5 and not fewer than 4 Elected Councillors being Lawyer Members or Qualified Members ("Elected Councillors");
- (b) One appointed Councillor who is a Lawyer Member ("Appointed Lawyer Councillor"); and
- (c) Not more than 2 and at least 1 Councillor(s), not being a lawyer or legally qualified person but who shall be appointed because he or she possesses in the opinion of the Council suitable skills or experience, in business or otherwise, conducive to the effective governance of the Society and the accomplishment of its objects ("Appointed Councillor(s)").

11.2 For the avoidance of doubt, in addition to the President, the Council shall include at least 4 Elected Councillors, one Appointed Lawyer Councillor and one Appointed Councillor.

11.3 All Councillors must maintain current membership of the Society during their term of office. For that purpose, any Appointed Councillor shall be deemed to be a Qualified Member, notwithstanding that he or she would otherwise be ineligible for membership in that status, except that he or she shall not be eligible to hold office as President or Vice-President.

12. **Council – Tenure**

12.1 Councillors in all the categories described in Rule 11.1 shall serve for a term of 2 years and shall be eligible for re-election or re-appointment, as the case may be, for a maximum of 3 consecutive terms.

12.2 Any Councillor having served 3 consecutive terms shall not be eligible for re-election or re-

appointment within one year of serving as a Councillor.

- 12.3 In the event that a Councillor in any category vacates or is removed from office before the expiry of his or her term, the remaining Councillors will appoint an interim Councillor, and:
- (a) That person is eligible for election or appointment, depending on the status of the office he or she has assumed, at the end of the part-term served by that person; and
 - (b) The part-term served will not be taken into account for the purpose of that Councillor's tenure under Rule 12.1.

13. Council – Mode of election and appointment

- 13.1 Elected Councillors shall be elected in accordance with the procedures for annual elections prescribed in Rule 18.
- 13.2 The Appointed Lawyer Councillors and Appointed Councillors shall be appointed by resolution of the Council as constituted immediately preceding the Annual General Meeting, taking into account:
- (a) The relevant skills and experience of any contemplated appointee;
 - (b) The nature and balance of particular skills or experience available in the existing Council; and
 - (c) The likely contribution of the contemplated appointee.
- 13.3 In attending to the appointment processes, the Council may make such inquiries as it thinks fit and may, at its discretion, advertise for expressions of interest.
- 13.4 There shall be no presumption that an Appointed Lawyer Councillor or Appointed Councillor will be re-appointed upon completion of a 2 year term and such re-appointment will be determined by the Council on its merits.
- 13.5 The appointments or re-appointments of the Appointed Lawyer Councillor and the Appointed Councillor(s) shall be announced at the Annual General Meeting and will take effect from that time.
- 13.6 Appointed Lawyer Councillors and Appointed Councillors shall exclude themselves from any deliberation or vote concerning their own re-appointment.
- 13.7 The Council shall appoint a Vice President from amongst its number at the first business meeting following the Annual General Meeting and that appointment shall be notified to the membership. The Vice President shall have all of the responsibilities of that office specified in these Rules and shall be the President's deputy for all purposes under these Rules.

14. Removal of Councillor from office

14.1 A Councillor may be removed from office by resolution of the majority of the other Councillors in the following circumstances:

- (a) Being an Appointed Lawyer Councillor, where he or she ceases to hold a current practising certificate for a period of more than one month;
- (b) Where he or she is absent from 3 consecutive Council meetings without satisfactory explanation or does not otherwise attend conscientiously to the business of the Council; or
- (c) Where he or she is guilty of misconduct or becomes incompetent to serve on the Council, or it is inappropriate that he or she should continue to do so because of impairment by physical or mental illness, adjudication in bankruptcy, conviction of a crime of dishonesty, or for any other reason which demonstrates his or her unfitness to continue as a Councillor or where his or her continuance as a Councillor would tend to bring the Council or the Society into disrepute.

14.2 The Council may follow such procedures as it thinks fit in the event that a removal from office is contemplated on any of the grounds in this Rule but shall provide the Councillor with an opportunity to be heard in person or by counsel prior to making any decision removing that person from office.

15. Powers of the Council

15.1 The Council is empowered to make decisions and to direct the implementation of its decisions consistently with the powers of the Society described in Rule 4:

15.2.1 In addition, the Council is empowered to:

- (a) Do all things necessary and commercially responsible to accomplish the objects of the Society;
- (b) Approve or reject any Membership application under Rule 5.10;
- (c) Appoint or remove the Chief Executive Officer; and
- (d) Review a decision to expel a Member under Rule 8.3.

16 Council – Chairperson

16.1 The President shall be the chairperson of the Council.

- 16.2 The chairperson will chair all Members' Meetings and all Council business meetings, and will provide such other leadership functions as are appropriate to that office.
- 16.3 The Vice President shall be the deputy chairperson of the Council.
- 16.4 At every Council business meeting the person chairing the meeting, being the chairperson or the deputy chairperson, shall have a casting vote.
- 17. President**
- 17.1 The Society shall have an elected President. Elections shall be conducted annually in accordance with Rule 18.
- 17.2 The role and functions of the President shall include:
- (a) Chairing Council and general meetings;
 - (b) Representing the Society in its engagements with the legal profession and with institutions of the law;
 - (c) Imparting vision and direction to the Council and the Society in the accomplishment of its objects;
 - (d) Meeting and hosting special and distinguished guests of the Society; and
 - (e) Performing all other functions prescribed in these Rules.
- 17.3 Any Lawyer Member or Qualified Member is eligible for the office of President.
- 17.4 A person shall be entitled to serve as President for a maximum of three consecutive 1 year terms. If that person came to the office of President because of a vacancy occurring during the term of the previous President, then (if elected to the office of President at the next election) the prior part-term of office shall not be taken into account for the purpose of this Rule.
- 17.5 The President shall take office at the conclusion of the Annual General Meeting following the date of his or her election.
- 17.6 The President may be removed from office in the same manner as a Councillor, under Rules 14.1 and 14.2.
- 17.7 In the event that the President is removed from office, or resigns from or dies in office, the Vice President shall be the President for the remainder of that term (which shall not be included in any subsequent tenure in accordance with Rule 17.4).

18. Annual Elections for President and Elected Councillors

- 18.1 Nominations for candidates for the office of President and for the office of Elected Councillor must be in writing signed by two Members being Lawyer Members or Qualified Members, with the consent of the nominee endorsed, and must be delivered to the Chief Executive Officer at least 28 days before the date on which the Annual General Meeting is to be held. Any person who is a current Lawyer Member or Qualified Member is eligible for nomination for the office of President and for the office of Elected Councillor. Nominations for candidates under this rule may be submitted electronically if accompanied by the Members' electronic signature or other acceptable form of authentication.
- 18.2 Notice of the date on which nominations for President and Council close shall be included in the notice of the Annual General Meeting.
- 18.3 If the number of nominees for Elected Councillor is equal to or less than the number of vacancies, the chairperson at the Annual General Meeting shall declare the nominees elected.
- 18.4 If the number of nominees for Elected Councillor is more than the number of vacancies, a postal ballot shall be held and every Lawyer Member and Qualified Member entitled to vote (for the purposes of Rule 18 referred to as "voters") shall be entitled to cast the same number of votes as there are vacancies for the office of Elected Councillor. Remote electronic voting may be used for the purpose of this rule, at the Member's option.
- 18.5 If only one person is nominated for President that person shall be confirmed as President at the Annual General Meeting. If there is more than one nominee for President a postal ballot shall be held at the same time as the postal ballot for Council, if any, and every voter shall be entitled to cast one vote for President. Remote electronic voting may be used for the purpose of this rule, at the Member's option.
- 18.6 The Chief Executive Officer shall within 5 working days after the date on which nominations close send voting papers for President and Elected Councillors to each voter at that person's address appearing in the Register of Members. Voters are to be provided with separate voting papers for President and for Elected Councillors. Remote electronic voting shall also be available to each voter.
- 18.7 Every voting paper, and every equivalent document made available for the purpose of remote electronic voting, shall comprise, in alphabetical order of surnames, a list of all the nominated candidates, for President and for Elected Councillor, together with directions for voting.
- 18.8 Any voter who satisfies the Chief Executive Officer that he or she has not received, or has lost or spoiled his or her voting paper or voting papers, or whose remote electronic voting has been rendered incapable of use, shall be entitled to receive a replacement voting paper or substitution of the electronic equivalent at any time before the closing of the ballot.
- 18.9 Completed voting papers and electronic votes must be delivered to the office of the Chief

Executive Officer or received electronically by the Chief Executive Officer or nominated service provider, as the case may be, not later than 4.00pm on the day preceding the Annual General Meeting, at which time the ballot shall close. Voting papers must be submitted in a sealed envelope bearing the name of the voter legibly printed and the voter's signature. Electronic votes must be submitted with such authentication as may be required.

- 18.10 The Chief Executive Officer shall appoint 3 scrutineers being current Lawyer Members or Qualified Members who are not candidates for office.
- 18.11 Immediately after the time fixed for the closing of the ballot, the Chief Executive Officer shall remove all envelopes submitted by voters who are ineligible to vote by reference to Rule 7.5 and those votes shall not be counted. The Chief Executive Officer shall also remove any electronic votes submitted by voters who are ineligible to vote by reference to Rule 7.5 and those electronic votes shall not be counted.
- 18.12 Voting papers, and electronic votes, shall be treated as informal and not counted if:
- (a) In the case of postal votes, the envelope is unsigned or the scrutineers consider that the name of the voter does not appear legibly on the outside of the envelope;
 - (b) In relation to postal and electronic votes, the voter has failed to follow the directions for recording, submitting and authenticating his or her vote, to the extent that his or her voting intention cannot reasonably be determined; or
 - (c) In the opinion of the Chief Executive Officer, there are reasonable grounds for believing that an electronic vote was submitted by a person other than the Member entitled to vote, or his or her proxy, or is otherwise compromised to such an extent as to call into question the integrity of the vote.
- 18.13 The scrutineers shall count the valid postal and electronic votes recorded for each candidate.
- 18.14 After the count is completed, the scrutineers shall deliver a certificate of the results, showing the number of valid votes cast for each candidate, to the chairperson at the Annual General Meeting who shall declare the result at that meeting.
- 18.15 If, by reason of any equality of votes given for two or more candidates, either for President or for Elected Councillor, the election is not completed the chairperson at the Annual General Meeting must decide by lot or in such other manner as the chairperson may determine which of the candidates shall be elected, and thereby complete the election.
- 18.16 A candidate may simultaneously accept nomination for Elected Councillor and for President. If that person is elected as President and, but for this provision would also have been elected as an Elected Councillor, that person shall be excluded from the ballot for Elected Councillor and the other highest polling candidates shall be elected depending on the number of vacancies.
- 18.17 The Chief Executive Officer shall ensure the secure storage of all paper and electronic votes cast under Rule 18 for a sufficient period of time to ensure the availability of the votes for inspection in the event of any challenge or inquiry.

19. Proceedings of Council

- 19.1 Except for December of each year, the Council shall meet monthly, unless the Council resolves otherwise for the conduct of business. Questions arising at any meeting shall be decided by a majority of votes, bearing in mind the possibility of the chairperson's casting vote under Rule 16.4. In addition to monthly business meetings, such other Council meetings may be called as the President may decide, or as may be called on the requisition of any 5 Councillors.
- 19.2 The quorum necessary for the transaction of the business of the Council shall be 5.
- 19.3 Subject to the necessary quorum, the Council may act notwithstanding any vacancies in its membership or that it may afterwards to be determined that there was a defect in the election or appointment of any Councillor.
- 19.4 Councillors are to be given notice of Council meetings in writing, by any means of communication (including email and telephone text) at an address or contact number provided by the Councillor to the Chief Executive Officer for that purpose.
- 19.5 Subject to the approval in advance of the chairperson, an individual Councillor may attend a Council meeting by telephone, in which case his or her participation in the meeting will be otherwise subject to these Rules.
- 19.6 Council meetings may be conducted by teleconference and the Rules for the proceedings of such Council meetings shall apply provided the following conditions are satisfied:
- (a) Notice of the meeting shall have been given to all members of the Council in accordance with Rule 19.4 and they shall be given the opportunity to be linked by telephone for the purposes of such meeting;
 - (b) At the commencement of each meeting by teleconference each Councillor taking part in that meeting by telephone must be able to hear each of the other members taking part;
 - (c) At the commencement of the meeting by teleconference each Councillor must acknowledge his or her presence for the purpose of the meeting to each other Councillor taking part; and
 - (d) No Councillor may leave a meeting unless such Councillor has obtained the express approval of the chairperson. Each Councillor present at the commencement of the meeting shall be deemed to have formed part of the quorum at all times during the meeting by teleconference unless express approval to leave the meeting has been given to that Councillor.
- 19.7 The Council may make a decision by circulated and signed resolution in lieu of a meeting or teleconference, provided that:

- (a) A copy of the proposed resolution is first sent to every Councillor;
- (b) A majority of the Council approves the resolution by returning signed copies of it to the rest of the Council and to the Chief Executive Officer.

20. **Subcommittees**

- 20.1 The Council may from time to time establish subcommittees for any purposes within the Council's authority and may appoint Councillors to serve on those subcommittees. The Council may delegate any of its functions to the subcommittees, except this power of delegation, and shall determine the procedures to be followed by those subcommittees.
- 20.2 Each subcommittee shall have a chairperson appointed by the President, and that person shall represent the subcommittee on the Council. The President may revoke any such appointment and appoint a substitute chairperson at any time by notice in writing to the Council.

21. **Annual General Meetings**

- 21.1 An Annual General Meeting of the Members shall be held each year in February or March (but not later than the 14th day of March or the next working day). The Council shall decide the date and venue. All other Members' Meetings shall be called Special General Meetings. All Members' Meetings shall be convened so as to include a physical meeting and attendance by Members by way of remote participation.
- 21.2 At least 28 clear days notice specifying the place and time of the Annual General Meeting and the nature of the business to be transacted at the meeting shall be given to Members.
- 21.3 At each Annual General Meeting those attending and eligible to vote shall consider any motion by any Lawyer Member or Qualified Member of which notice has been given in accordance with Rule 21.4. Any business not specified in the notice calling the meeting or in any notice of motion under Rule 21.4 may be transacted by the meeting with the leave of the chairperson unless, upon the objection of any Lawyer Member or Qualified Member, a majority of those present and entitled to vote at the meeting decide that such business not be considered or transacted by the meeting.
- 21.4 Any Lawyer Member or any Qualified Member entitled to vote and desiring to move any motion at any Annual General Meeting on any matter not covered by the notice convening that meeting shall notify the Chief Executive Officer at least 10 clear days before the meeting. The Chief Executive Officer shall then send a copy of the motion with the proposer's name to each Member or, where it is not practicable to do so, shall send a summary of the motion with a reference to the full text of the motion on the Society's website.
- 21.5 All Members' Meetings, including Annual General Meetings and Special General Meetings, shall be convened in such a manner as to facilitate attendance and participation by members including those unable to attend the physical meeting. The meeting shall employ such

technology as will best facilitate participation by members remotely, providing the same speaking and voting rights as would be available to a member attending the physical meeting in person.

22. **Special General Meetings**

- 22.1 The Council may convene a Special General Meeting at any time and shall give all Members reasonable opportunity to attend the meeting.
- 22.2 Upon receiving a requisition in writing signed by 25 Lawyer Members and/or Qualified Members (including any requisition submitted in an appropriate electronic form), specifying the objects of the meeting, the Chief Executive Officer shall convene a Special General Meeting to be held not less than ten days nor more than forty days after the Chief Executive Officer receives the requisition. Such a requisition must be signed by each Lawyer and/or Qualified Member with his or her name also printed legibly or must be properly authorised by that person in an appropriate electronic form.
- 22.3 Subject to Rule 9.1(a) (concerning meetings relating to the modification, or addition or rescission of the Rules) at least 10 days notice of every Special General Meeting specifying the time and place of the meeting and the general nature of the business to be transacted shall be given to the Members.
- 22.4 No business shall be transacted at any Special General Meeting other than that specified in the notice convening the meeting.

23. **Quorum**

- 23.1 No business shall be transacted at any Member's meeting unless a quorum comprising Lawyer and/or Qualified Members is present at the time when the meeting proceeds to business. 25 Lawyer Members and/or Qualified Members entitled to vote at the meeting and present in person shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Lawyer Members and/or Qualified Members, shall be dissolved.
- 23.2 In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Lawyer and/or Qualified Members present shall constitute a quorum.
- 23.3 For the purpose of determining a quorum, all Members attending by means of remote electronic participation shall be counted.

24. **Voting**

- 24.1 At any meeting convened under these Rules a resolution put to the vote of the meeting shall be decided either on voices or a show of hands (as the chairperson in his or her discretion decides), and any votes cast by Members attending by way of remote electronic

participation, unless, before or on the declaration of the result:

- (a) A poll is demanded by at least 6 Lawyer Members and/or Qualified Members present in person, by remote participation, or by proxy; or
 - (b) A postal ballot is demanded by at least 25 Lawyer Members and/or Qualified Members present in person, by remote participation, or by proxy.
- 24.2 Unless a poll or a postal ballot is so demanded, a declaration by the chairperson that a resolution on voices or a show of hands has been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 24.3 The demand for a poll or a postal ballot may be withdrawn.
- 24.4 If both a poll and a postal ballot are properly demanded, there shall be a postal ballot.
- 24.5 If a poll is properly demanded and a postal ballot is not, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A poll is conducted by means of a secret ballot, on paper, conducted in a manner directed by the chairperson.
- 24.6 If a postal ballot is properly demanded, the Chief Executive Officer shall cause such ballot of all Lawyer Members and Qualified Members be conducted within 28 days by means of paper and electronic votes. The result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.
- 24.7 No Lawyer Member or Qualified Member shall be entitled to vote on any ballot or at any Members' Meeting or to join in a requisition for a meeting under Rule 22.2 or to join in a demand for a poll or a postal ballot under Rule 24.1 while that member is in default in payment of any fees or any other sum owing to the Society.
- 24.8 If at least 72 hours before the time appointed for a Special General Meeting at least 25 Lawyer Members and/or Qualified Members entitled to vote have given notice to the Chief Executive Officer that:
- (a) They intend either to be present at the Special General Meeting personally or, being eligible so to do, to appoint a proxy who intends to be present at the Special General Meeting personally; and
 - (b) They intend to demand (either personally or by proxy) a postal ballot in respect of all business due to be put to the Special General Meeting;

then the Council may decide to cancel the Special General Meeting and to proceed to a postal ballot in respect of all business due to be put at that meeting. Alternatively, the Council may decide to continue with the Special General Meeting subject to the business of that meeting being determined by the postal ballot.

25. Postal ballot at direction of Council:

- 25.1 This Rule applies separately from and in addition to the Rules relating to the conduct of business at the Annual General Meeting or by way of Special General Meeting, under Rules 21 and 22.
- 25.2 At any time, the Council may initiate a postal ballot on any issue or decision the Council in its discretion considers to be of sufficient importance to warrant a vote by the members.
- 25.3 At the direction of the Council under this Rule, the Chief Executive Officer shall cause a postal ballot to be conducted in the following manner:
- (a) As soon as practicable after being directed by the Council to do so, a voting paper stating the matter in issue and the resolution to be voted on shall be sent to every member (by post or electronic medium at the option of the Chief Executive Officer);
 - (b) The Chief Executive Officer shall consult with and be guided by the Council concerning the form and content of the voting paper;
 - (c) The voting paper shall be accompanied by directions concerning the manner and timing of voting, and the close of the ballot;
 - (d) Immediately following the closure of the ballot, the votes shall be counted by scrutineers appointed for that purpose, consistently with the procedures in Rules 18.10–18.13, and the result shall be notified by the Chief Executive Officer to the Council and subsequently published to the members.
- 25.4 The Council may convene one or more meetings for the purpose of considering the subject-matter of any postal ballot directed under this rule, at such times and locations as it thinks fit. Any such meeting shall be informal and consultative, with opportunity for discussion and questions, and is not a Members' meeting convened under Rule 22. Members shall be entitled to attend any such meeting by way of remote electronic participation.
- 25.5 No Lawyer Member or Qualified Member shall be entitled to vote in any postal ballot initiated under this Rule while that member is in default in payment of any fees and any other sum owing to the Society.
- 25.6 For the avoidance of doubt, any resolution passed by means of a postal ballot conducted under this Rule is a binding resolution under Rule 29 in the same manner as if the resolution had been passed at a members' meeting.

26. Proxies

- 26.1 At any Members' Meeting, votes may be cast:

- (a) Personally; or
 - (b) By proxy.
- 26.2 A proxy form shall be dispatched by the Chief Executive Officer to all Lawyer Members and Qualified Members entitled to vote, with the notice of meeting, and shall include any resolutions to be put to the meeting of which notice has already been given to the Chief Executive Officer.
- 26.3 A completed proxy form must be signed by the Lawyer Member or Qualified Member appointing the proxy.
- 26.4 A proxy must be a Lawyer Member or Qualified Member entitled to vote in accordance with these Rules.
- 26.5 The signed proxy form must be received by the Chief Executive Officer at least 48 hours before the time appointed for the meeting at which the proxy is to be submitted.
- 26.6 The proxy form shall be deemed to confer on the proxy authority to demand or join in demanding a poll or a postal ballot.
- 26.7 For the avoidance of doubt, a Member voting as a proxy for another Member shall be entitled to do so by way of voting in any form.
- 27. Contracting out operation of remote electronic voting and participation**
- 27.1 Subject to Rule 27.2, the operation of any remote electronic voting or participation may be contracted out to a suitable service provider.
- 27.2 Notwithstanding any such contracting arrangement, the Chief Executive Officer and the scrutineers shall continue to exercise supervision of and control over all procedures relating to the conduct of meetings and elections as required by these rules.
- 28. Minutes**
- 28.1 Minutes shall be recorded in a minute book concerning all proceedings of Members' Meetings and business meetings of the Council.
- 28.2 The Chief Executive Officer shall be responsible for the Secretary taking the minutes.
- 29. Resolutions Binding**
- 29.1 All resolutions of the Society shall be passed by the votes of a majority of the Lawyer Members and/or Qualified Members:
- (a) Present at a general meeting; or
 - (b) Where a poll is demanded, present at a general meeting or represented by proxy; or

(c) Where a postal ballot is demanded, voting on such a ballot.

29.2 Such resolutions shall be binding on all Members whether they are at the meeting or not or whether they participate in the postal ballot or not.

29.3 A declaration by the chairperson (or, in the case of a postal ballot, the Chief Executive Officer) that a resolution has been carried or lost, together with an entry in the minute book, shall be conclusive evidence of the fact.

30. **Irregularity of Meeting**

30.1 If any irregularity occurs in the convening or holding of any Members' Meeting or in any proceedings at or ancillary to any such meeting, and it is not noticed and objected to at the time, all proceedings at that meeting shall be of the same force and effect as if no such irregularity had occurred.

30.2 However, if any irregularity is noticed and objected to at the meeting, the meeting shall decide whether to uphold that objection and the decision of the meeting shall be final and conclusive.

31. **Appointment of Officers**

31.1 The officers of the Society shall comprise the Chief Executive Officer, and any other officer who may be appointed from time to time. Unless the Council resolves otherwise, the Chief Executive Officer shall perform the functions normally undertaken by a secretary and treasurer of an incorporated society.

31.2 The officers shall be appointed for such duration and on such terms and conditions as the Council may decide. Unless the Council decides otherwise, the Chief Executive Officer may be a Lawyer Member or Qualified Member, but shall not be eligible to vote for or hold office as a Councillor or as President, to vote at Members' Meetings or in a postal ballot under Rule 25, or to join in a requisition or demand under Rules 22.2 or 24.1.

31.3 The Chief Executive Officer shall be accountable to the Council, and unless the Council resolves otherwise, any other officers shall be accountable to the Chief Executive Officer.

31.4 Any officer other than the Chief Executive Officer may operate as an independent contractor, providing services to the Society on a contract basis rather than as an employee. In addition to any remuneration to which an officer may be entitled, he or she shall be entitled to be reimbursed for any out-of-pocket expenses incurred in the business of the Society.

31.5 The Society shall maintain a suitable policy or policies of insurance to indemnify the Councillors and officers against any liability they may incur in the course of their duties.

32. **Powers and Responsibilities of Chief Executive Officer**

32.1 The Chief Executive Officer shall be responsible for the day-to-day management of the affairs of the Society and, subject to the terms of his or her appointment and to any directions given

or qualifications imposed by the Council from time to time, shall have full authority to do anything that he or she considers to be consistent with or incidental or conducive to the attainment of the objects of the Society.

32.2 In particular, and without limiting the generality of Rule 32.1, the Chief Executive Officer's powers and responsibilities include the following:

- (a) To attend and act as secretary at all Members' Meetings and business meetings of the Council, and keep all minutes of those meetings;
- (b) To implement, administer and report the results of all postal ballots and written resolutions;
- (c) To implement and carry into effect all decisions of the Council or the Lawyer Members and Qualified Members expressed through a resolution, where that responsibility has not specifically been given to another person;
- (d) To receive, process and/or pass on to the appropriate recipient all incoming correspondence and other written or electronic communications relating to the Society, and maintain the files and records of the Society;
- (e) To maintain the Register of Members and to ensure compliance with the requirements of the ISA;
- (f) To prepare immediately prior to each Annual General Meeting an annual report of the business and proceedings of the Society since the last Annual General Meeting;
- (g) At the request of the Council, to produce any correspondence, books, records or property of the Society within his or her possession or control, and on vacating office, to deliver to his or her successor or other authorised person all such correspondence, books, records or property;
- (h) To collect all moneys due to the Society and issue receipts;
- (i) To deposit all such moneys into a bank account in the name of the Society;
- (j) To maintain the accounts of the Society;
- (k) To prepare prior to the Annual General Meeting the annual financial statement required by the ISA to be submitted to the members, including a statement of income and expenditure during the last financial year, a statement of the Society's assets and liabilities as at the close of the last financial year, and a statement of all mortgages, charges and securities affecting the Society's property;
- (l) To pay all the expenses of the Society;

- (m) To employ and manage the staff of the Society;
 - (n) To do and perform all such other lawful duties as usually pertain to the office of Chief Executive Officer; and
 - (o) To make and supervise the arrangements for implementing any remote electronic voting or participation approved by the Council.
- 32.3 The Chief Executive Officer shall be entitled to participate in the affairs of the Society, in his or her capacity as a Member, except for his or her ineligibility to hold office as President or Councillor.
- 32.4 The Chief Executive Officer may, upon giving notice to the Council, delegate any of his or her duties to a suitable senior officer of the Society during periods of leave.
- 33. Income, Investment and Expenditure**
- 33.1 The activities of the Society shall be funded from annual fees and such other sources including donations, grants, bequests, sponsorships, commissions, fees, rent, surpluses from commercial activities, dividends, returns from investments and loans as the Council may determine from time to time.
- 33.2 All income of the Society that is not immediately required to meet expenditure may be invested in such manner as the Chief Executive Officer may think fit, at the direction of the Council. Any investment occurring other than in the routine management of the Society's affairs must be approved by the Council.
- 33.3 The funds of the Society may be utilised for any purpose that the Chief Executive Officer or the Council in their discretion consider to be consistent with the attainment of the objects of the Society, subject to the requirements of the ISA and these Rules.
- 33.4 Internet banking facilities may be operated by any two of the Chief Executive Officer, the President, the Society's senior accountant, and the senior accountant's assistant. All cheques and other similar payment authorities drawn on the Society's bank accounts shall be signed by any two of the Chief Executive Officer, the Society's senior accountant, and the President. If any such person is likely to be absent for an extended period of time, the Vice President, and if necessary any Councillor, may be authorised by the Council to act in their place.
- 33.5 The Council may pay the President, the Vice President, and any Councillor:
- (a) An honorarium; and/or
 - (b) An allowance for general entertainment, travelling and other expenses not otherwise refunded to that person.

34. Accounts

34.1 The financial year of the Society shall expire on 30 September in each calendar year and the accounts of the Society shall be prepared as at that date.

34.2 Subject to any valid resolution to the contrary, the accounts and the annual financial statement shall be audited.

34.3 The annual financial statement shall either be distributed to the Members at least 14 days before the Annual General Meeting in each year, or notice shall be given to the Members concerning access to the annual financial statement on the Society's website, at the discretion of the Chief Executive Officer.

35. Common Seal

35.1 The Society shall have a common seal, which shall be kept by the Chief Executive Officer, and shall not be affixed to any document or instrument except as authorised by resolution of the Council. Any document or instrument to which the seal is affixed shall also be signed by any two Councillors in any category, or by one Councillor and the Chief Executive Officer.

36. Registered Office

36.1 The Society's registered office is at Chancery Chambers, 2 Chancery Street, Auckland 1010 or such other location as shall be notified to the Members and to the Registrar of Incorporated Societies.

37. Notices

37.1 Notices may be given to Members by:

- (a) Letter sent to the Member's address notified in his or her membership application or renewal; or
- (b) Fax to the Member's fax number; or
- (c) Telephone to the Member himself or herself; or
- (d) Email to the Member's email address; or
- (e) Any other method authorised in writing by the Member.

37.2 Notice shall be deemed to be given if it is delivered to an address (including an email address) given by the Member in his/her membership application or any updated notice of that Member's contact details.

37.3 The accidental omission to give notice of a Members' Meeting or postal ballot to or the non-receipt of notice of a meeting or postal ballot by any Member shall not invalidate the proceedings at the meeting or the result of any postal ballot.

38. **Liquidation**

- 38.1 The Society may be put into liquidation in the manner provided by section 24 or section 25 of the ISA.
- 38.2 Upon any such liquidation the assets of the Society shall, after payment of all liabilities, be disposed of in such a manner as a majority of the members who have been members for a continuous period of not less than three (3) years shall determine at a meeting called for the purpose, provided that the assets shall not be divided amongst the members but shall be distributed amongst some body or bodies having similar aims to those of the Society.
- 38.3 For the avoidance of doubt, in accordance with s.377(1) of the Lawyers and Conveyancers Act 2006 the Society may not divide among the Members, upon dissolution, any or all of its property.