

# **RULES OF THE NEW ZEALAND BAR ASSOCIATION INCORPORATED**

*(Title amended consequentially on resolution of 27 July 1996)*

## **1 NAME**

1.1 The Association shall henceforth be called "The New Zealand Bar Association Incorporated".

*[Rule 1.1 amended by Resolution of 27 July 1996]*

## **2 GENERAL FUNCTIONS OF ASSOCIATION**

2.1 The general functions of the Association shall be

2.1.1 To promote and encourage a strong separate and independent bar:

2.1.2 To promote the interests of barristers and the separate and independent bar, and the interests of the public in relation to legal representation and the operation of the judicial system generally:

2.1.3 To preserve and maintain the independence and integrity of barristers:

2.1.4 To preserve and maintain the independence and integrity of the judiciary:

2.1.5 To promote and encourage a high standard of ethical conduct among barristers:

2.1.6 To promote and encourage a high standard of legal representation and advocacy:

2.1.7 To promote opportunities for the acquisition and dissemination of knowledge of the law, legal procedure, advocacy, and the conduct of litigation:

- 2.1.8 To promote improved access to the Courts and to justice for all persons:
- 2.1.9 To assist in and promote the reform of the law and legal procedure:
- 2.1.10 To discourage and eliminate any form of discrimination among or against barristers of the separate and independent bar:
- 2.1.11 To provide assistance and encouragement to barristers at the commencement of their practice at the separate and independent bar:
- 2.1.12 To provide means for the amicable and expeditious settlement of differences between barristers, and between barristers and solicitors.

### **3 POWERS**

- 3.1 The powers of the Association shall be
  - 3.1.1 To provide or arrange for the provision of services and facilities for barristers, including chambers, and educational and training services and facilities:
  - 3.1.2 To publish, or arrange for the publication of, such material as the Association may consider of benefit to the public, or to barristers, in relation to the practice of the bar and the activities of the Association:
  - 3.1.3 To appoint any barrister or solicitor to perform any work or services for the Association, or to appear before any court, tribunal, or other body in respect of any matter in which the Association is concerned or interested:

- 3.1.4 To make complaints against barristers or other persons for the breach of any rule or ethical requirement relating to the practice of the law and to refer such complaints to such bodies as may be appropriate:
- 3.1.5 To pay the whole or any part of the expenses incurred by members in attending meetings or relating to meetings of the Council of the Association or meetings of any committee of the Council or the Association:
- 3.1.6 To act in combination or association, or otherwise co-operate, with any person or body, whether incorporated or not, and whether in New Zealand or elsewhere, for the purpose of the exercise of any of the Association's functions or powers:
- 3.1.7 To do all such other things as are reasonable, necessary or expedient for or conducive to the exercise or achievement of any of its functions or powers.

#### **4 MEMBERSHIP**

- 4.1 Every holder of a current practising certificate issued by the New Zealand Law Society which entitles him or her to practise as a barrister only may be a Full Member of the Association.

*[Rule 4.1 amended by Resolution of 4 September 2014]*

- 4.2 The following persons may become Associate Members of the Association upon request in writing:

(a) Any New Zealand Judicial Officer.

(b) Any person employed as a Judge's clerk and eligible to hold a practising certificate.

(c) Any person employed in the Crown Law Office, a member or employee of a law firm holding a Crown Solicitor Warrant, and

any employee of the Public Defence Service who holds a practising certificate.

(d) Any person working as a legal academic who does not hold a practising certificate of any kind.

(e) Any person who is enrolled as a barrister and solicitor of the High Court of New Zealand, with the approval of the Council. The Council may grant or refuse its approval on such grounds as it in its sole discretion considers appropriate and may likewise at any time revoke its approval.

(f) Any person having the right to practise law as a Barrister or in a manner similar to a Barrister in any other country with the approval of the Council. The Council may grant or refuse its approval on such grounds as it in its sole discretion considers appropriate and may likewise at any time revoke its approval.

Notwithstanding Rule 24.1, or any resolution passed pursuant to it, the Council may negotiate such levy arrangements as it considers appropriate for membership of groups of associate members.

*[Rule 4.2 amended by Resolution of 4 September 2014]*

4.2B Any person who is enrolled as a barrister or solicitor who at retirement held–

- (1) a practising certificate which entitled him or her to practice as a Barrister (that is, not as a Barrister and Solicitor), which was issued by the New Zealand Law Society but who has since retired from practice and who no longer holds a practising certificate, or:

- (2) office entitling him or her to become a judicial member but who has since retired from such office and who does not hold a practising certificate,

may become a non-practising member of the Association.

*[Rule 4.2B added by Resolution of 22 July 1995 and replaced by Resolution of 16 August 2008]*

*[Rule 4.2B amended by Resolutions of 12 September 2009 and 2 September 2011]*

- 4.3.1 The Association may appoint as an honorary member of the Association, without payment of a levy, any person who is not the holder of a current practising certificate, as an expression of the esteem in which that person is held by members of the bar. Such an appointment may be made in recognition of a person's excellence of advocacy; a career of distinction; a notable forensic achievement or achievements; or outstanding contribution to any one or more of the objectives of the Association.

*[Rule 4.3.1 amended by Resolution of 16 August 2008]*

- 4.3.2 Honorary membership shall be suspended in respect of any honorary member who takes out a practising certificate.

*[Rule 4.2.3 amended by Resolution of 2 September 2011]*

- 4.4 The Council may request the resignation of any member, including any associate or non-practising or honorary member, or may suspend or expel any such member who it considers has acted in a manner which is prejudicial to the functions and best interests of the separate and Independent Bar or the Association.

*[Rule 4.4 amended by Resolution of 22 July 1995 and Resolution of 2 September 2011]*

- 4.5 Any member whose resignation has been requested or who has been suspended or expelled from the Association shall be entitled

4.5.1 To receive reasons in writing for the decision of the Council upon making a written request for such reasons; and

4.5.2 To appeal in writing to the Association at a general meeting.

4.6 Subject to 4.6A, associate members, non-practising members and honorary members shall not be eligible to become or remain a member of the Council or to nominate or vote for the office of President-Elect or President (in the event of an election for that office being held pursuant to Rule 7.4.4) or for members of the Council or to vote at or requisition meetings of the Association or to receive notice of such meetings. Nor shall non-practising members, associate members and honorary members be regarded as part of a quorum at general meetings.

*[Rule 4.6 inserted by Resolution of 2 September 2011]*

*[Rule 4.6 amended by Resolution of 25 August 2012]*

*[Rule 4.6 amended by Resolution of 7 August 2015]*

4.6A Only associate members are eligible to nominate and vote for an associate member as a member of Council.

*[Rule 4.6A inserted by Resolution of 7 August 2015]*

4.7 The Association may, in accordance with clause 4.8, appoint, any past or current member (from any of the categories of membership provided for in rules 4.1 to 4.3 of these Rules) as a life member, without payment of a levy. Such an appointment will only be made on rare occasions in appreciation for and in recognition of a person's work and service for, efforts on behalf of, and dedication to the Association.

*[Rule 4.7 inserted by Resolution of 16 September 2016]*

4.8 A life member will be appointed by unanimous resolution of the Council.

*[Rule 4.8 inserted by Resolution of 16 September 2016]*

4.9 The appointment of a life member will generally be announced at an annual general meeting of the Association or at other times if special circumstances require it.

*[Rule 4.9 inserted by Resolution of 16 September 2016]*

4.10 A life member shall not be eligible to become or remain a member of the Council or to nominate for the office of President-Elect or President (in the event of an election for that office being held pursuant to Rule 7.4.4) or for members of the Council or to requisition meetings of the Association. A life member shall be entitled to vote at any meeting of the Association and to receive notice of such meetings. A life member will be regarded as part of a quorum at general meetings.

*[Rule 4.10 inserted by Resolution of 16 September 2016]*

## **5 REGISTER OF MEMBERS**

5.1 The name and professional address of every member shall be recorded by the Secretary, and these records shall constitute and be called the Register of Members. The Register of Members at any meeting of the Association shall prima facie be deemed to be a correct and complete list of the members of the Association. The Register of Members shall be amended and corrected by the Secretary as necessary.

5.2 A member changing his or her professional address shall notify the Secretary of his or her new address.

5.3 For the purposes of these Rules the professional address of a member shall be the address at which he or she carries on practice or carries on most of his or her practice.

## **6 COUNCIL**

6.1 The affairs of the Association shall be managed by a Council consisting of the President, the President-Elect (if any), the Past President (if any) and 12 members.

6.2 The 12 members of the Council must include

6.2.1 At least three members whose professional addresses are in Auckland; and

6.2.2 At least two members whose professional addresses are in the Waikato/Bay of Plenty area; and

6.2.3 At least three members whose professional addresses are in Wellington; and

6.2.4 At least two members whose professional addresses are in Canterbury; and

6.2.5 At least one member whose professional address is in the Otago/Southland area.

6.2.6 At least two members who are not Queen's Counsel or Senior Counsel, and who have been in practice as Barristers only for more than five years.

- 6.2.7 At least one member who is a barrister who has been in practice, whether as a barrister only or as a barrister and solicitor, for less than seven years since the date of his or her admission:
- 6.2.8 At least two members who are men and two members who are women:
- 6.2.9 At least two members who, in the opinion of the Council, practise mainly at the criminal bar:
- 6.2.10 One member who is an Associate member.

*[Rules 6.1 & 6.2 amended by Resolution of 4 September 2014]*

- 6.3 If any casual vacancy occurs in the office of the President the President-Elect (if any) shall thereupon assume office as President until the next Annual General Meeting. If there is no President-Elect the Council may appoint a person, whether already a member of the Council or not, to fill the office of President. If the person so appointed is already a member of the Council, the further vacancy so created shall be filled in terms of Rule 6.4. The period served by a President who takes office pursuant to this Rule shall not be counted as a term as President for the purposes of Rule 7.4.2A.

*[Rule 6.3 amended by Resolution on 16 August 2008]*

- 6.4 If any casual vacancy occurs in the office of member of the Council, the Council may –
- 6.4.1 Appoint a member of the Association to fill that vacancy; or
- 6.4.2 Hold an election to be conducted as nearly as the circumstances may allow in the manner set out in Rule 7 on a date to be fixed by the Council to fill that vacancy.

6.5 The Council may appoint up to 4 of its members to be Vice Presidents of the Association and the persons so appointed shall, along with any President-Elect, assist the President with his or her duties. In making those appointments as Vice President, the Council shall have regard to the desirability of having so far as practicable a Vice President in Auckland, Wellington, the South Island and the provincial areas.

*[Rules 6.5 amended by Resolution of 17 August 2002]*

6.5.1 The Council shall appoint a person, who may be a member of the Association or not, to be the Secretary of the Association and the Council. The Secretary shall be appointed (and may be reappointed) at the first meeting of the Council after the Annual General Meeting of the Association.

*[Rule 6.5 amended by Resolution of 17 August 2002]*

6.6 The Council shall appoint one of its members to be the Treasurer of the Association. The Treasurer shall be appointed (and may be reappointed) at the first meeting of the Council following the Annual General Meeting of the Association.

*[Rule 6.6 amended by Resolution of 17 August 2002]*

6.7 The Council may co-opt up to three members to the Council without regard to the limitation contained in the rules as to the maximum number of Council members who may be elected to the Council or to representative requirements contained in Rule 6.2.1 in any or all of the following events or circumstances.

(1) Where there is a special need for further Council members by virtue of work requirements or special expertise or special projects;

(2) Where it is considered by the Council to be in the interests of the Association.

*[New Rule 6.7 inserted by Resolution on 2 September 2006]*

- 6.8 The Council may appoint an Executive Director (who shall not be a member of the Council but who shall report to it) on a full or part-time basis and at such remuneration and on such terms as may be determined by the Council or by any sub-committee of the Council appointed for that purpose, whose position may or may not include the duties of secretary to the Association as the Council determines.

*[New Rule 6.8 inserted by Resolution on 2 September 2006]*

## **7 ELECTIONS**

- 7.1.1 Nominations for the election to the office of President-Elect (or President in the event of an election for that office being held pursuant to Rule 7.4.4) and all elections to the office of member of the Council must be in writing signed by two members of the Association with the consent of the nominee endorsed, and must be left with the Secretary at least 28 clear days before the date on which the Annual General Meeting is to be held. An election for the office of President-Elect shall be held only at the Annual General Meeting next after the President takes office.

*[Former Rule 7.1.1 replaced by Resolution of 16 August 2008]*

- 7.1.2 Nominations for the office of member of the Council shall not specify any particular category or categories of members as referred to in Rule 6.2.

- 7.1.3 Without derogating from its general powers under Rule 9.6, the Council shall decide which, if any, candidates practise mainly at the criminal bar for the purposes of Rule 6.2.5 following the closing of nominations and in advance of the closing of the ballot if a ballot is required.

- 7.2 Notice of the date on which nominations close shall be embodied in or accompany the notice of the Annual General Meeting.

7.3 At any annual election a member may be a candidate for election to the office of President-Elect (or President in the event of an election for that office being held pursuant to Rule 7.4.4) as well as to the office of member of the Council.

*[Rule 7.3 replaced by Resolution of 16 August 2008]*

7.4.1 The result of the election to the office of President-Elect (or President in the event of an election for that office being held pursuant to Rule 7.4.4) shall be declared first. The person who is elected President-Elect (or President) shall no longer be eligible for election as a member of the Council.

*[Rule 7.4.1 replaced by Resolution of 16 August 2008]*

7.4.2 The person elected as President-Elect shall, without further election, take office as President on 1 October in the year following his or her election as President-Elect, and hold office as President for a term of two years from that date.

*[Rule 7.4.2 replaced by Resolution of 16 August 2008]*

7.4.2A The person who holds office as President shall be eligible to stand as President-Elect, provided however that he or she shall not be so eligible if that would result in that person being President for more than two consecutive terms. *[Rule 7.3 replaced by Resolution of 16 August 2008]*

7.4.3 The President shall hold office until his or her successor takes office.

*[Rule 7.4.3 replaced by Resolution of 16 August 2008]*

7.4.4 The person who holds office as President may relinquish the office prior to the expiry of his term of office by notifying the Secretary in writing not less than two months in advance of the next Annual General Meeting of his or her intention to resign as President at that Annual General Meeting. In that event, an election shall be held at the Annual General Meeting for the office of President,

rather than the office of President-Elect, and the person so elected shall upon election assume the office of President.

*[Rule 7.4.4 replaced by Resolution of 16 August 2008]*

- 7.4.4A Upon the President-Elect assuming office as President pursuant to Rule 7.4.2, the person who previously held the office of President shall, subject to his or her consent, hold office as Past President.

The Past President shall hold office until the next election of a person as President-Elect.

A person who consents to holding office as Past President shall not, during the term of his or her office, be eligible for election as a member of Council.

If any casual vacancy occurs in the office of the Past President, the office shall for the remainder of the term remain vacant unless the Council determines otherwise.

*[New sub-rule 7.4.4A inserted by Resolution of 28 August 2010]*

- 7.5 Members of Council shall be elected for a term of one year and are eligible for re-election with no maximum term. For the avoidance of doubt, it is hereby declared that the election of Members of Council at the August 2008 Annual General Meeting shall be held in accordance with this Rule.

*[Rule 7.5 amended by Resolution of 22 February 2002 and replaced by Resolution of 16 August 2008]*

- 7.5.1 The term of office for each member of the Council shall commence on the 1<sup>st</sup> day of October following the date of the Annual General Meeting at which an election of officers is held, or, in the event of Rule 7.6 applying, a declaration of election being made.

*[New sub-rule 7.5.1 inserted by Resolution of 22 February 2002]*

7.6 If the number of candidates for the office of members of the Council is less than, or the same as the number of vacancies, the person chairing the Annual General Meeting shall declare those nominated to be elected. In the event that the number of candidates nominated for office and declared elected is less than the number required for the Council, those persons declared elected shall as soon as practicable after the Meeting hold a meeting of those elected and appoint such person or persons as may be necessary to constitute as far as is possible (but without requiring any elected member to stand down) the Council in accordance with the categories of members set out in Rule 6.2.

7.7 If there is more than one candidate for the office of President-Elect (or President in the event of an election being held for the office of President pursuant to Rule 7.4.4) or if the number of candidates for office of member of the Council is more than the number of vacancies, a ballot shall be held for the election of the President-Elect (or President in the event of an election for that office being held pursuant to Rule 7.4.4) or the members of the Council, as the case may be, in the following manner.

*[Rule 7.7 replaced by Resolution of 16 August 2008]*

*[Rule 7.7 amended by Resolution of 16 September 2016]*

7.7.1 The Secretary shall forthwith after the date on which nominations close, send to each member of the Association at his or her address appearing in the Register of Members a voting paper containing, in alphabetical order of surnames, a list of all the duly nominated candidates together with directions for voting. Any member who satisfies the Secretary that he or she has not received or has lost or spoiled his or her voting paper shall be entitled to receive a voting paper and complete it in the required manner at any time

before the closing of the ballot. The voting paper shall be in the form or to the effect following, with such additions or modifications as the Council may in any particular case deem necessary: –

“Council of the New Zealand Bar Association. Voting paper for the use at election to be held on \_\_\_\_\_ day the \_\_\_\_\_ day of 19\_\_\_\_for (President-Elect and/or a member of the Council as the case may be).

*[Rule 7.7.1 amended by Resolution of 16 August 2008]*

### CANDIDATES

#### Directions:

- (1) The voter must vote for no more candidate(s) than there are vacancies.
- (2) The voter must strike out the name of any candidate for whom he or she does not wish to vote. Any marking through a candidate’s name will be treated as a striking out.
- (3) If the voting paper was received by electronic means, it must be returned by electronic means.
- (4) This voting paper must be enclosed in a sealed envelope with the name of the voter signed and legibly printed on the outside of the flap of the envelope.
- (5) The voting paper must be delivered to the address of the Secretary given on the voting paper not later than 4 p.m. on the day preceding the Annual General Meeting at which time the ballot shall close.”

If there is more than one nomination for Associate member on

Council a separate voting paper will be sent to Associate members only.

*[Rule 7.7.1 amended by Resolution of 4 September 2014]  
[Rule 7.7.1 (3) inserted by Resolution of 16 September 2016]*

7.7.2 Where a voter has advised the Association of an electronic mail (email) address, then:

7.7.2.1 By not later than a date to be specified each year by the Association, the Secretary must send an email to each such voter, setting out:

- (1) the biographical details of each candidate;
- (2) electronic voting papers and details of the procedure for electronic voting in respect of the election, including the closing time for voting;
- (3) Such other information as the Secretary may determine.

7.7.2.2 The voter may then vote electronically, using the electronic voting papers according to the procedure prescribed by the Secretary. Such a vote shall be a voting paper for the purpose of these Rules.

*[Rules 7.7.2, 7.7.2.1 and 7.7.2.2 inserted by Resolution of 16 September 2016]*

7.7.3 Where a voter entitled to vote has not advised the Association of an email address then:

7.7.3.1 by not later than a date to be specified each year by the Association, the Secretary must send to each such voter the following:

- (1) the biographical details of each candidate;

- (2) a voting paper containing in alphabetical order or surnames, a list of all the candidates and also directions as to voting including the closing time for voting; and
- (3) such other information as the Secretary may determine.

7.7.3.2 after the closing of the ballot, the envelopes containing the voting papers must be opened and the votes recorded for each candidate.

*[Rules 7.7.3, 7.7.3.1 and 7.7.3.2 inserted by Resolution of 16 September 2016]*

7.7.4 The Secretary must then collate the postal votes with those votes made by way of electronic voting and set out:

- (1) the total number of votes received;
- (2) the number of votes rejected;
- (3) the total number of valid votes in favour of each candidate.

*[Rule 7.7.4 inserted by Resolution of 16 September 2016]*

7.7.5 Each voter is entitled to one vote only, irrespective of the method of voting chosen. If the Secretary is satisfied that a voter has voted more than once, or the voter has not voted in accordance with the relevant prescribed procedures, the voter's vote will be invalid.

*[Rule 7.7.5 inserted by Resolution of 16 September 2016]*

7.7.6 The results of an election must be declared by a date to be specified each year by the Association or as soon after as is reasonably practicable.

*[Rule 7.7.6 inserted by Resolution of 16 September 2016]*

7.7.7 The Association may engage a company or organisation (“Election Agent”) to conduct the election. In that event, the Election Agent and/or one of its officers will, in relation to the election, carry out all or such of the functions of the Secretary under Rules 7.7.2 to 7.7.5 as are agreed upon.

*[Rule 7.7.7 inserted by Resolution of 16 September 2016]*

7.7.8 Despite the preceding provisions of Rule 7.7.2, the Council may, if it considers it impractical or undesirable for a particular election or part of a particular election to be conducted on an electronic vote basis, direct that the election or the relevant part of the particular election be conducted on a postal vote basis in accordance with the provisions of Rule 7.7.3. In that event, the preceding provisions of Rule 7.7, with appropriate modifications, will apply to the election by postal vote.

*[Rule 7.7.8 inserted by Resolution of 16 September 2016]*

7.7.9 A voting paper shall be informal in any of the following cases:

7.7.9.1 If the name of the voter does not appear signed or printed legibly on the outside of the flap of the envelope.

7.7.9.2 If the voter is disqualified from voting under Rule 19.1 of these Rules.

7.7.9.3 If the number of candidates whose names have not been struck out is greater than the number of vacancies to be filled.

7.7.9.4 If the envelope containing the voting papers is delivered after the closing of the ballot or the electronic vote is received after the closing of the ballot.

*[Rule 7.7.9.4 amended by Resolution of 16 September 2016]*

- 7.8 The Council shall appoint not fewer than two scrutineers who shall be members of the Association who are not candidates for office.
- 7.9 Between the time fixed for the closing of the ballot and the commencement of the Annual General Meeting the envelopes containing the voting papers shall be opened and all electronic voting results shall be so printed by the Secretary and the scrutineers. The scrutineers shall determine the formality of voting papers in terms of Rule 7.7.2. The Secretary shall notify the scrutineers of the names of all members whose voting papers are informal pursuant to Rule 7.7.2.2. They shall then count the votes recorded for each candidate.
- [Rule 7.9 amended by Resolution of 16 September 2016]*
- 7.10 On completion of the count the scrutineers shall prepare a list showing the number of valid votes cast for each candidate, and list the candidates in the order of the votes cast with the candidate having the most votes being listed first. The list shall be delivered to the person chairing the Annual General Meeting.
- 7.11.1 In the event that the requirements of Rule 6.2 are met, the scrutineers shall certify the list as a list showing the number of valid votes cast for each candidate and the person chairing the meeting shall declare the 10 candidates with the most votes elected.
- 7.11.2 In the event that the requirements of Rule 6.2 are not met, the scrutineers shall eliminate from the list the candidate in the list of the top 10 candidates having the least number of votes whose election is not necessary to meet the requirements of that Rule. The scrutineers shall, if necessary, repeat this exercise until such time as the requirements of Rule 6.2 are met in the list of the top 10 candidates, and shall then certify the amended list as a list showing the number of valid votes cast for each candidate (but

with the names of the candidates who have been eliminated/deleted) and the person chairing the meeting shall declare the 10 candidates with the most votes on that list elected.

7.11.3 In the event that there are not enough candidates to enable the exercise contained in Rule 7.11.2 to be completed so as to meet the requirements of Rule 6.2, the scrutineers shall add back to the list the candidates who were eliminated from the list of top 10 candidates in the order in which they were eliminated until such time as the list comprises 10 candidates.

7.12 The person chairing the meeting shall declare the candidates elected in alphabetical order.

7.13 If, by reason of an equality of votes given for two or more candidates the election is not complete the person chairing the Annual General Meeting shall decide by lot in such a manner as he or she may determine which of such candidates shall be elected and thereby complete the election.

7.14 Any omission on the part of the Secretary to forward a voting paper either by post or email to any member entitled to vote shall not invalidate the election.

*[Rule 7.14 amended by Resolution of 16 September 2016]*

## **8 AUDITORS**

8.1 The Treasurer shall prepare annual accounts of the Association. Such accounts shall be presented to the Annual General Meeting for confirmation.

8.2 At the Annual General Meeting it shall be open to any member to move that the accounts be audited. If a resolution to such effect is passed a chartered accountant in public practice shall be

appointed to audit the accounts of the Association and report on them at the next Annual General Meeting or any Special Meeting called for that purpose. The Council shall pay the auditor his or her proper professional remuneration out of the funds of the Association.

## **9 PROCEEDINGS OF COUNCIL**

9.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. The President, or failing the President the President-Elect, or failing that, a Vice President elected by the Council, or failing that, a member elected by the Council shall be the person chairing each meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the person chairing the meeting shall have a second or casting vote. The President may, and the Secretary on the requisition of any three members of the Council shall, at any time convene a meeting of the Council. It shall not be necessary to give notice of a meeting except to a member's address in the Register of Members.

*[Rule 9.1 replaced by Resolution of 16 August 2008]*

9.2 For the purpose of these Rules the Council shall be deemed to be holding a meeting if the requisite number of members are linked

by a telephone conference call or a video, radio or telecommunications system.

9.3.1 The quorum necessary for the transaction of the business of the Council shall be five.

9.3.2 Notwithstanding Rule 9.3.1 it shall be sufficient if the quorum consists of not less than five members linked by a telephone conference call or a video, radio or telecommunications system.

9.4 Subject to the presence of the necessary quorum, the Council may act notwithstanding any vacancies in its membership, or that it may afterwards be discovered that there was some defect in the election of any member of the Council or that he or she was disqualified.

9.5 The Council may buy real or personal property or sell, lease, mortgage, exchange or otherwise dispose of any real or personal property vested in the Association, and may exercise all such powers of the Association as are not by these Rules required to be exercised by the Association in general meeting.

9.6 The Council shall have the final right to decide any question of interpretation relating to these Rules or any dispute or issue arising under these Rules.

## **10 ADMINISTRATION**

10.1 In addition to the Secretary and Treasurer, any other person or persons deemed necessary for the conduct of the affairs of the Association may from time to time be appointed by the Council upon such terms, including remuneration, as the Council may think fit.

10.2 Any barrister or solicitor appointed to act for the Association pursuant to Rule 3.1.3 shall be paid out of the funds of the Association such a fee or other remuneration as the Council shall determine.

## **11 RESIGNATION**

11.1 Any member of the Council may resign from the Association or the Council by writing to the President or Secretary, and that resignation shall be effective, subject in the case of the President resigning in terms of Rule 7.4.4, as from such time as the Council shall determine.

11.2 Unless the Council otherwise decides, the levy payable under Rule 24 shall not be refundable in whole or in part upon the resignation of any member.

## **12 GENERAL MEETINGS**

12.1 A general meeting of the members of the Association shall be held each year after 1st June and before 30th September. The Council shall decide the date and the venue or venues.

*[Rule 12.1 amended by Resolution of 22 July 1996 and 22 February 2002]*

12.2.1 The abovementioned general meeting shall be called the Annual General Meeting. All other general meetings shall be called Special General Meetings.

12.2.2 The Annual General Meeting may be held at two or more venues as may be determined by the Council providing that each venue is linked by a satisfactory video, radio or telecommunications system, but otherwise shall be held consecutively in Wellington and Auckland or, in any particular year, in such other place as the Council may decide.

*[Rule 12.2.2 amended by Resolution of 22 February 2002]*

12.3 At least 14 clear days' notice specifying the place or places and the time of the Annual General Meeting and the general nature of the business to be transacted at that meeting shall be given to all members of the Association.

12.4 At each Annual General Meeting a report of the Council and financial statement and balance sheet signed by the Association's auditors shall be submitted to the members. The meeting shall also consider any motion by any member of the Association of which notice has been given in accordance with Rule 13. Any business not specified in the notice calling the meeting or in any notice of motion under Rule 13 may be transacted at the meeting by leave of the person chairing the meeting unless, upon the objection of any member, a majority of those present at the meeting decides that such business be not considered or transacted by the meeting.

### **13 NOTICE OF MOTION**

13.1 Subject to the provisions of Rule 27, any member of the Association desiring to move any motion at an Annual General Meeting on any matter not covered by the notice convening the meeting shall notify the Secretary at least ten clear days before the meeting. The Secretary shall then send a copy of the motion with the proposer's name to each member of the Association or, when this is not practicable, shall send a summary of the motion and shall state where the full text of the motion may be seen.

### **14 SPECIAL GENERAL MEETINGS**

14.1 The Council may convene a Special General Meeting of the Association at any time and at any place or places and shall give

reasonable opportunity for all members to attend.

- 14.2 Upon receiving a requisition in writing signed by at least 15 financial members of the Association and specifying the objects of the meeting, the Secretary shall convene a Special General Meeting to be held not less than 10 days nor more than 40 days after the Secretary receives the requisition. Such a requisition shall be deemed not to be signed by a financial member of the Association unless either the member's signature is legible or the member's signature has the member's name printed legibly beside it.
- 14.3 A Special General Meeting may be held at one or more venues as provided for Annual General Meetings in Rule 12.2.2 but otherwise shall be held at such place as the Council may decide.
- 14.4 Subject to the provisions of Rule 27, at least seven clear days' notice of every Special General Meeting specifying the time and place or places of the meeting and the general nature of the business to be transacted at that meeting shall be given to all members of the Association.
- 14.5 No business shall be transacted at any Special General Meeting other than that specified in the notice convening the meeting.

## **15 QUORUM**

- 15.1 No business shall be transacted at any Annual General Meeting or Special General Meeting unless 10 members entitled to take part in the proceedings are present or linked up by a video, radio or telecommunications system, as the case may be. If, within half an hour from the time appointed for the meeting, the required number of members is not present or linked up the meeting, if a Special General Meeting shall lapse without prejudice to the

calling of another meeting for the same purpose or, if an Annual General Meeting shall stand adjourned for one week and thence from week to week until the requisite number of members is present or linked up, as the case may be.

## **16 PROXIES**

16.1 Any member may, if entitled to vote, vote by proxy on any question submitted to the decision of a general or special meeting. No person shall be appointed a proxy who is not a member of the Association and entitled to vote at the meeting.

16.2 The letter appointing a proxy must be received by the Secretary not less than 48 hours before the time appointed for the meeting at which the proxy is to be used.

## **17 MINUTES**

17.1 Minutes shall be recorded by or under the direction of the Secretary, in books to be kept for that purpose, of the proceedings of all meetings of the Association and of the Council.

## **18 CHAIR**

18.1 The President shall preside at every general or special meeting of the Association. In the absence of the President, any President-Elect shall preside. In the event of the absence of the President and any President-Elect, one of the Vice Presidents of the Association to be chosen by the meeting shall preside. In the event of the absence of the President and any President-Elect, and any Vice President, one of the members of the Council to be chosen by the meeting shall preside. In the absence of the President, any President-Elect, and all members of the Council, then some member of the Association to be chosen by the meeting shall preside. At every meeting the person chairing the

meeting shall have both a deliberative and a casting vote.

*[Rule 18.1 replaced by Resolution of 16 August 2008]*

## **19 VOTING**

- 19.1 No member shall be entitled to vote on any ballot or at any meeting of the Association nor be eligible for any office or seat on the Council or to join in a requisition for a meeting under Rule 13.2 while his or her levy, or any former levy or other sum payable by him or her to the Association, is unpaid. In the case of a ballot a member shall be deemed not to have paid his or her annual levy unless he or she has paid it at least seven days before the day on which the ballot closes.

*[Rule 19.1 amended by Resolution of 16 September 2016]*

## **20 RESOLUTIONS BINDING**

- 20.1 Subject to Rule 26.1.2, all resolutions of the Association shall be passed by the votes of a majority of the members entitled to vote who are present at a general or special meeting or represented by proxy (in any case where voting by proxy is permitted under Rule 16) and shall be binding on all members whether they are at the meeting or not. A declaration by the person chairing the meeting that a resolution has been carried or lost, together with an entry in the minute book of the Association, shall be conclusive evidence of the fact.

## **21 IRREGULARITY OF MEETING**

- 21.1 If any irregularity occurs in the convening or holding of any general or special 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 validity as if no such irregularity had occurred; but if any

irregularity is noticed and objected to, the meeting shall decide whether to uphold that objection and the meeting's decision shall be final and conclusive.

## **22 MISCONDUCT AND BREACHES OF RULES**

22.1 The Council may of its own motion or on the complaint in writing of any person enquire into the conduct of any member of the Association and/or may refer the complaint to the New Zealand Law Society.

*[Rule 22.1 amended by Resolution of 12 September 2009]*

22.2.1 If the Council decides to deal with the matter and is of the opinion that the case requires to be answered full particulars of the complaint shall be furnished to the member whose conduct is being enquired into or against whom the complaint has been made not less than seven clear days before the day appointed for the investigation. The member concerned may be required either to furnish an explanation in writing or to attend a meeting of the Council at the time and place appointed, with or without counsel, and to make such explanation as the member may think fit.

22.2.2 If the Council, following its enquiry into the matter, is of the opinion that the member has acted unethically or in a manner which is prejudicial to the functions and best interests of the separate and independent bar, it may do one or more of the following things: –

22.2.2.1 Censure the member:

22.2.2.2 Require the member to take such steps as the Council sees fit to redress or rectify the complaint:

22.2.2.3 Expel the member or suspend the member from membership for a specified period:

22.2.2.4 Require the member to resign from the Association.

22.3 When in respect of any complaint against any member the Council is of the opinion that he or she may be guilty of any of the matters contained in s 132 of the Lawyers and Conveyancers Act 2006, the Council shall refer the complaint to the New Zealand Law Society.

*[Rule 22.3 amended by Resolution of 12 September 2009]*

## **23 FINANCE**

23.1 Each financial year shall close on the 31st day of March and the Council shall cause to be prepared as soon as convenient after that date a full statement of the financial transactions of the Association during the preceding year and a full balance sheet showing the financial position of the Association as at the 31<sup>st</sup> day of March in each year for presentation to the Annual General Meeting.

*[Rule 23.1 inserted in place of former Rule 23.1 by Resolution on 2 September 2006]*

23.2 All monies paid to or received by the Association shall be paid to the credit of the Association at the bank or banks appointed by the Council. All cheques drawn on that bank or banks and all withdrawals from that bank or banks shall be signed by such persons as the Council may determine.

23.3 The Council may refund to members of the Association any travelling or other expenses properly incurred in attending meetings of the Council or any committee or subcommittee of the Association or of the Council or in connection with any other business of the Association. The Council may pay the President:

23.3.1 An honorarium and/or

23.3.2 A fixed allowance for general entertainment, travelling and other expenses not specifically refunded to the President pursuant to this Rule.

## **24 LEVIES**

24.1 The Association may, by resolution carried at any Annual General Meeting or Special General Meeting, impose on members an annual levy to be payable in one instalment at a time fixed by the Association or the Council. The instalment shall be recoverable as a debt due to the Association. The Association may, by similar resolution, decide that a levy already imposed shall no longer be payable or may be reduced in amount. The Council shall have a discretion to remit in whole or in part the annual levy of any member who may apply for remission.

24.2 If any member fails to pay the levy within 30 days of the date of the notice advising that the levy is due, his or her membership shall lapse, unless the Council decides to extend the date for payment, in which case his or her membership shall lapse at the expiry of that extended term.

## **25 COMMON SEAL**

25.1 The Common Seal of the Association shall be kept in the custody of the Secretary, or of anyone else the Council may appoint for the purpose. It shall not be affixed to any document except upon a resolution of the Council and in the presence of three members of the Council who shall also sign the document.

## **26 AMENDING RULES**

26.1.1 Subject to Rule 26.1.2, these Rules may be altered or added to at any Annual General Meeting or Special General Meeting. Notice in writing of any proposed alteration or addition and of the terms

of such alterations or addition shall be delivered to the Secretary not less than 20 clear days before the meeting in the case of an Annual General Meeting and together with the requisition for the meeting in the case of a Special General Meeting. Not less than 10 clear days' notice of the proposal to alter or add to the Rules shall be given to the members by the Secretary in accordance with these Rules.

26.1.2 The following Rules, including this Rule, may not be altered or added to unless favoured by not less than three-quarters of the Association's members entitled to vote in terms of Rule 20.1: –

26.1.2.1 Rule 2 relating to the general functions of the Association;

26.1.2.2 Rule 4.1 relating to the qualification for ordinary members;

26.1.2.3 Rules 6.2 and 7.11 relating to the composition and election of the Council;

26.1.2.4 Rule 7.7 relating to the holding of a ballot;  
*[Rule 26.1.2.4 amended by Resolution of 16 September 2016]*

26.1.2.5 Rule 12.2.2 relating to the venue or venues of the Annual General Meeting.

26.1.3 Any other alteration or addition may be passed by a majority of the members entitled to vote.

26.2 A copy of these Rules and any amendments made to them shall be made available to any financial member upon request in writing from that member.

## **27 NOTICES**

27.1 A notice may be given to any member by or on behalf of the Association, or the Council, or Secretary of the Association, either

personally or by sending it or facsimile copying it or emailing it to that member at his or her professional address as recorded in the Registry of Members. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope containing the notice. A notice of a meeting shall be deemed to be effected 24 hours after the letter containing the notice is posted and in any other case at the time at which the notice would be delivered in the ordinary course of post. Where a notice is sent by facsimile, service of that notice shall be deemed to be effected as soon as the notice is sent. Where a notice is sent by email, service of that notice shall be deemed to be effective as soon as the notice is sent. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member shall not invalidate the proceedings at any meeting.

*[Rule 27.1 amended by Resolution of 22 February 2002]*

## **28**

### **WINDING UP**

- (a) The Association shall be wound up if at a General Meeting it passes a resolution requiring the Association to be wound up and if such resolution is confirmed at a subsequent General Meeting called for that purpose and held not earlier than thirty days after the date on which the resolution so to be confirmed was passed.

The surplus assets after payment of the Association's liabilities shall not be paid or distributed amongst the Members of the Association but shall be transferred to some other Association or Associations having for their objects the carrying on of functions similar to those referred to in Clause 2 hereof or shall be held in trust by a trustee or trustees for a similar purpose, and such decision shall be determined by

a majority of such Members as shall be present at the subsequent meeting of the Association as hereinbefore provided.

- (b) In the event of the winding up of the Association by the High Court pursuant to Section 25 of the Incorporated Societies Act 1908 or in the event of the dissolution of the Association by the Registrar pursuant to Section 28 of the said Act the surplus assets after payment of the Association's liabilities and the expenses of winding up or dissolution shall be transferred in the same manner as provided in Rule 28(a).

*[Rule 29 added by Resolution of 14 October 1988]*

*[Former Rule 28 "Transitional provisions and savings" removed by Resolution on 12 September 2009]*