

CONSTITUTION OF

THE LAW ASSOCIATION OF

NEW ZEALAND

INCORPORATED

6 MARCH 2025

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CONSTITUTION OF THE LAW ASSOCIATION OF NEW ZEALAND INCORPORATED

1. Interpretation

1.1 The following are defined terms used in this Constitution:

Term	Definition
Annual General Meeting	an Annual General Meeting convened under Part 15.
Appointed Councillor	any Councillor in the categories described in Clause 9.1(b)(i) and (ii), collectively.
Appointed Qualified Councillor	the category of Councillor described in Clause 9.1(b)(i).
Appointed Specialist Councillor	the category of Councillor described in Clause 9.1(b)(ii).
Associate Member	the category of Member described in Clauses 5.2(b) and 5.4.
Chief Executive Officer	the person appointed to that office, including any interim or short-term appointee, under Part 21.
Contact Person	a Contact Person for the Registrar of Incorporated Societies appointed by the Chief Executive Officer in compliance with ss.113-116 ISA under Clause 21.4(d).
Council	the Council established under Parts 9-11.
Councillor	a person elected or appointed to the Council in any of the categories described in Clause 9.1(a) and (b).
Elected Councillor	the category of Councillor described in Clause 9.1(a).
ISA	the Incorporated Societies Act 2022.
Members or Member	the Members collectively or individually, in either of the categories described in Clause 5.2.
Members' Meeting	any Annual General Meeting or Special General Meeting convened under Parts 15 or 16.
President	the person elected and serving as President under Parts 12 and 13.
Qualified Member	the category of Member described in Clauses 5.2(a) and 5.3.

Term	Definition
Remote Participation	any facility approved by the Council to enable Members to participate remotely at and vote in Members' Meetings and elections for office, and Remote Participation by Councillors at Council business meetings. Remote Participation includes the use of electronic forms and notices.
Register of Members	the Register of Members maintained by the Chief Executive Officer under Clause 5.8, including the information required by s.79(2) ISA.
Special General Meeting	a Special General Meeting convened under Part 16.
Voter	every Qualified Member eligible to vote at Members' Meetings or in elections for office.
Voting	voting by means of any Voting Facility.
Voting Facility	any facility approved by the Council for Voting by Remote Participation.

1.2 The Council is responsible for determining the proper meaning of this Constitution in the event of a dispute and, subject to the dispute resolution processes in Part 7, any such determination shall be final and binding.

2. **Name**

2.1 The name of this incorporated society is The Law Association of New Zealand Incorporated. It is referred to in this Constitution as **TLANZ**.

3. **Purposes**

3.1 The purposes of TLANZ are to benefit its members by:

- (a) being an 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 professional 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 purposes.

4. Powers of TLANZ

- 4.1 Subject to the ISA and this Constitution, TLANZ shall have the power to do all lawful things that a natural person is capable of doing, consistent with its purposes. Its powers are exercised by the Council under Part 11 and the Chief Executive Officer under Part 21.
- 4.2 Subject to Clause 4.3, TLANZ may carry on any business or investment activity, and may borrow money and give security over TLANZ property, consistently with and for the accomplishment of its purposes.
- 4.3 TLANZ is not empowered to undertake any activity for the financial gain of any of its members that would result in any of its members being, or being deemed to be, associated for financial gain.
- 4.4 TLANZ may indemnify or effect appropriate policies of insurance to indemnify Councillors and officers against any liability they may incur in the course of their duties.

5. Membership

- 5.1 The minimum number of members of TLANZ shall be ten Qualified Members. There is no maximum number.
- 5.2 There are two categories of member, to be known as:
 - (a) Qualified Members; and
 - (b) Associate Members.
- 5.3 Persons are eligible to be Qualified Members if they:
 - (a) hold a current New Zealand lawyers' practising certificate; or
 - (b) have a legal qualification at least at the level of Bachelor of Laws from a university in New Zealand or an equivalent legal qualification from an overseas university.
- 5.4 Persons are eligible to be Associate Members if they are ineligible for membership as Qualified Member but can demonstrate an interest in or engagement with the law.
- 5.5 Qualified Members have all the benefits and privileges of membership, including the entitlement to:
 - (a) participate in the affairs of TLANZ including:
 - (i) speaking and voting at Members' Meetings;

- (ii) nominating or being nominated for the office of President or Elected Councillor; and
- (iii) eligibility for appointment as an Appointed Qualified Councillor; and

(b) receive all other benefits that TLANZ may provide to its members.

This clause is subject to Clause 6.4 concerning default on membership fees.

5.6 Associate Members are entitled to all the benefits of membership except that they may not:

- (a) vote at Members' Meetings or be nominated for or vote in elections for the offices of President or Elected Councillor;
- (b) move any motion at an Annual General Meeting under Clause 15.4; or
- (c) join in any request for a Special General Meeting under Clause 16.1(b).

5.7 Persons applying for membership must do so by submitting a completed application form to TLANZ. The Chief Executive Officer is entitled to make such inquiries and request such further relevant information as he or she may require. Any application for membership must include the person's written consent to become a Member of TLANZ.

5.8 The Chief Executive Officer shall maintain a current Register of Members which shall distinguish between the membership categories. The Register must:

- (a) comply with s.79 ISA including a record of the information required under s.79(2); and
- (b) be kept current.

5.9 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 lawfully exercised discretion, accept or refuse the application or may specify the membership category.

5.10 Membership of TLANZ in any category does not confer on a Member any right, title or interest, either legal or equitable, in the property of TLANZ.

5.11 Members in any category may terminate their membership at any time by giving notice in writing to the Chief Executive Officer, in which case the terminating member:

- (a) ceases to be a Member;
- (b) is not entitled to any partial refund of their annual membership fee;
- (c) remains liable for any unpaid membership fees or other sums payable to TLANZ.

- 5.12 A Member may be removed from membership by the Council:
- (a) where, in the opinion of the Council, justifiable cause exists; and
 - (b) after a procedure complying with the principles of natural justice has been followed.
- 5.13 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.
- 5.14 Distinguished Membership is not a category of membership for TLANZ governance purposes but Distinguished Members may also be members under Clause 5.2.

6. **Membership Fees**

- 6.1 Members in all categories shall be required to pay an annual membership fee to be determined by the Council. The annual period of membership commences on a date determined by the Chief Executive Officer, shortly preceding the Annual General Meeting in each year. New members may be admitted 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.
- 6.2 The Council may:
- (a) differentiate between the membership categories, or within the same membership category, in setting annual fees;
 - (b) reduce or waive fees in any circumstances where, in the discretion of the Council, it is appropriate to do so; and
 - (c) offer discounts or promotional incentives to any membership category or any class or individual within the same membership category.
- 6.3 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.
- 6.4 Any Member in default of his or her obligation to pay membership fees is ineligible to submit notices of motion to or vote at Members' Meetings, vote in any election for office, or join in a request for a Special General Meeting under Clause 16.1(b), until such time as payment is received in full. No vote submitted by a Member who is ineligible under this clause shall be counted.

7. **Complaints and Dispute Resolution**

- 7.1 The procedures for dealing with complaints and for the resolution of disputes are the procedures set out in clauses 2-8 in Schedule 2 ISA, in respect of which:
- (a) references to the society and the committee are references to the Council;

- (b) any referral of a complaint to a consensual dispute resolution process under Clause 7(2) of Schedule 2 ISA may be referred to a mediator or facilitator appointed by the Council.

7.2 Any party to a complaint or dispute subject to these procedures who is dissatisfied with the determination made under clause 5(1) of Schedule 2 ISA may, within 20 working days of being notified of that determination, request a review by a subcommittee of the Council to be appointed for that purpose. The procedures followed by the subcommittee in reviewing the determination must comply with the principles of natural justice. The decision of the subcommittee is final.

8. **Amendment to Constitution**

8.1 This Constitution may be amended in accordance with the following requirements and procedures:

- (a) a proposed amendment of the Constitution may be initiated:
 - (i) subject to the timing requirement in Clause 8.1(b), as a notice of motion at a Members' Meeting, submitted by an eligible Qualified Member to the Chief Executive Officer under Clause 15.4 (Annual General Meetings) or 16.1(b) (Special General Meetings); or
 - (ii) by the Council, by calling a Special General Meeting under Clause 16.1(a) ;
- (b) a Member's notice of motion under Clause 8.1(a)(i) shall state the terms and purpose of any proposed amendment and must be received by the Chief Executive Officer and notified to all Members at least 21 days before the date of the meeting at which a vote is to be taken. Notice may be given by referring the Members to the proposed amendment on the TLANZ website;
- (c) the proposed amendment may be amended during the course of the Members' Meeting at which it is being considered; and
- (d) a motion to amend this Constitution shall be carried by a majority of the membership who are entitled to vote and who vote on the proposed amendment.

8.2 The procedures to be followed for the amendment of this Constitution shall otherwise comply with the procedures for the conduct of Members' Meetings and Voting and no special quorum or majority is required.

9. **Council – composition and tenure**

9.1 TLANZ is governed by a Council comprising the President and not more than ten and not fewer than five Councillors, in the following categories:

- (a) not more than five and not fewer than four Elected Councillors being Qualified Members;

- (b) Appointed Councillors who are appointed by the Elected Councillors at the next Council meeting following the Annual General Meeting:
 - (i) not more than three Councillors who are Qualified Members appointed for their specialist expertise or representative status of a sector or interest within the legal profession (**Appointed Qualified Councillors**); and
 - (ii) not more than two Councillors who are not lawyers or legally qualified persons but who are appointed because, in the opinion of the Council, they have suitable skills or experience, conducive to the effective governance of TLANZ and the accomplishment of its purposes (**Appointed Specialist Councillors**).

9.2 The following further terms apply to the Appointed Councillors:

- (a) there is no prescribed minimum number of Appointed Councillors and the Council is properly constituted by the Elected Councillors under clause 9.1(a);
- (b) the tenure of an Appointed Councillor for the purpose of Clause 9.4 begins from the date of that Councillor's appointment;
- (c) a vacancy in the office of Appointed Councillor may be filled by an appointment made by the Council at any time under Clause 9.6;
- (d) Appointed Councillors are not eligible to hold the offices of President or Vice President.

9.3 All Councillors must maintain current membership of TLANZ during their term of office. For that purpose, any Appointed Specialist Councillor shall be deemed to be a Qualified Member, except that he or she shall not be eligible to hold office as President or Vice-President.

9.4 Councillors in all categories described in Clause 9.1 may serve for a term of two years and shall be eligible for re-election or re-appointment for a maximum of three consecutive terms, subject to the Council's discretion to extend the term of an Appointed Councillor for a further term of two years.

9.5 Any Councillor having served three consecutive terms (other than an Appointed Councillor whose term has been extended under Clause 9.4) shall not be eligible for re-election or re-appointment until the Annual General Meeting one year after that Councillor has ceased to serve in that capacity.

9.6 In the event of a vacancy during a Council term, with reference to the permissible Council composition in Clause 9.1, the Council at the time may appoint one or more interim Councillors to fill any vacancy, and:

- (a) the appointee is eligible for election or appointment, depending on the status of the office that person has assumed, at the end of their part-term; and

- (b) the part-term served is not counted for the purpose of that Councillor's tenure in Clause 9.4.
- 9.7 The Council is empowered to act in accordance with this Constitution notwithstanding the inability to comply with the minimum number of Elected Councillors under Clause 9.1 pending any appointment(s) under Clause 9.6.
- 10. **Council – Mode of election or appointment – removal of Councillor from office**
- 10.1 Elected Councillors shall be elected in accordance with the procedures for annual elections in Clause 13.
- 10.2 Subject to an appointment made by the Council to fill a vacancy during a Council term, Appointed Councillors are appointed by resolution of the Council comprising the Elected Councillors constituted at the first business meeting after an Annual General Meeting.
- 10.3 There is no presumption that an Appointed Councillor will be re-appointed upon completion of a two year term and such re-appointment is at the discretion of the Elected Councillors. Appointed Councillors are excluded from any deliberation or vote concerning their own re-appointment.
- 10.4 The appointment or re-appointment of an Appointed Councillor in either category shall be notified to the membership promptly following the appointment and will take effect from the date of the meeting at which the appointment is made.
- 10.5 The Council will appoint a Vice President from amongst the Elected Councillors at its 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 this Constitution and shall be the President's deputy.
- 10.6 The following transitional arrangements apply to Council:
 - (a) the Council shall be constituted in accordance with Clause 9.1 from the next Annual General Meeting after this Constitution is adopted; and
 - (b) any term served by a Councillor in any category prior to the next Annual General Meeting shall count for the purpose of that Councillor's tenure under Clause 9.4.
- 10.7 A Councillor may be removed from office by resolution of the majority of the other Councillors in the following circumstances:
 - (a) being an Appointed Qualified Councillor, where that person is a lawyer and he or she ceases to hold a current New Zealand practising certificate for a period of more than three months;
 - (b) where that Councillor is absent from three consecutive Council meetings without satisfactory explanation or does not otherwise attend conscientiously to the business of Council; or

- (c) where the Councillor:
 - (i) becomes incompetent to serve on the Council because of physical or mental illness;
 - (ii) becomes bankrupt; or
 - (iii) for any other reason demonstrates his or her unfitness to continue as a Councillor.

10.8 The Council may follow such procedures as it thinks fit when a removal from office is contemplated on any of the grounds in Clause 10.7 but shall comply with the rules of natural justice including the opportunity of the Councillor to be heard in person or by counsel prior to making any decision.

11. Powers of the Council – role of Chairperson

11.1 The Council is empowered to make decisions and to direct the implementation of its decisions consistently with the powers of TLANZ described in Part 4 including the power to:

- (a) do all things necessary and commercially responsible to accomplish the purposes of TLANZ;
- (b) grant any approval, make any appointment, or make any decision for removal, provided for in this Constitution;
- (c) ensure the proper management and operation of the affairs of TLANZ.

11.2 The President shall be the Chairperson of the Council and will chair all Members' Meetings and all Council business meetings. The Vice President shall be the Deputy Chairperson of the Council.

11.3 The Chairperson shall have a casting vote at Council business meetings.

12. President

12.1 TLANZ shall have an elected President. The tenure of the office of President is two years, for a maximum of two consecutive terms, and elections shall be conducted biennially in accordance with Part 13.

12.2 The role and functions of the President include:

- (a) chairing Council and Members' Meetings;
- (b) representing TLANZ in its engagements with the legal profession and with institutions of the law;
- (c) imparting vision and direction to the Council and TLANZ for the accomplishment of its purposes;

- (d) meeting and hosting guests of TLANZ; and
 - (e) performing all other functions prescribed in this Constitution.
- 12.3 Any Qualified Member eligible to vote at Members' Meetings is eligible to hold the office of President.
- 12.4 In the event of a part-term served by a President because a vacancy occurs during the term of the previous President, under Clause 12.6:
- (a) there must be an election for President under Part 13 at the next Annual General Meeting; and
 - (b) if elected as President at the next Annual General Meeting, any part-term in office is not counted in that President's tenure.
- 12.5 The President will take office at the conclusion of the Annual General Meeting corresponding with his or her election.
- 12.6 The President may be removed from office in the same manner as a Councillor, under Clause 10.7 or by a vote of Members at a Special General Meeting under Part 16. In the event that the President is removed from office, or resigns from or dies in office, the Vice President shall be the interim President until the next Annual General Meeting. In the absence of a Vice-President, the Council shall appoint an Elected Councillor as interim President.
- 12.7 For transitional purposes, a two-year tenure of the office of President shall apply from the first Annual General Meeting after the adoption of this constitution. If the incumbent President is elected, any full year(s) served by that President prior to that Annual General Meeting will be counted as part of that President's tenure in office.
- 13. Elections for President and Elected Councillors**
- 13.1 The procedures in this Part are to be conducted by Remote Participation and Voting Facility. Nominations for candidates for the office of President and for the office of Elected Councillor must be in writing authenticated by two Qualified Members, with the consent of the nominee endorsed, and must be received by the Chief Executive Officer at least 28 days before the date on which the Annual General Meeting is to be held. Notice of the date on which nominations for President and Council close shall be included in the notice of the Annual General Meeting.
- 13.2 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. If the number of nominees for Elected Councillor exceeds the number of vacancies, a vote shall be held and every Voter may cast the same number of votes as there are vacancies for that office.

- 13.3 If there is only one nominee for President that person shall be confirmed as President at the Annual General Meeting. If there is more than one nominee for President, a vote shall be held at the same time and in the same manner as the vote for Elected Councillors, if any, and every Voter shall be entitled to cast one vote for President.
- 13.4 If an election in either category is necessary, the Chief Executive Officer shall, within five working days after the date on which nominations close, send a Voting Facility to each voter at that person's email or other electronic address appearing in the Register of Members. The Voting Facility shall comprise, in alphabetical order of surnames, a list of all the nominated candidates, for President or for Elected Councillor, and directions for voting.
- 13.5 Votes must be received by the specified Voting Facility service provider not later than 4.00pm on the day preceding the Annual General Meeting, at which time the vote will close.
- 13.6 The Chief Executive Officer shall appoint two scrutineers being Qualified Members who are eligible to vote and who are not candidates for office.
- 13.7 Votes shall be treated as informal and not counted if, in the opinion of the scrutineers, there are reasonable grounds for believing that a vote was not submitted by a Voter or their proxy, or is otherwise compromised so as to call into question the integrity of the vote.
- 13.8 The scrutineers shall supervise the recording and counting of votes. On being satisfied about the accuracy of the result, they shall deliver to the Chairperson of the Annual General Meeting a certificate showing the number of valid votes cast for each candidate and the result will be declared at that meeting.
- 13.9 If there is a tied voted, either for President or for Elected Councillor, the Chairperson at the Annual General Meeting must direct the Chief Executive Officer to arrange a vote between the tied candidates, to be conducted as soon as possible after the Annual General Meeting. Except that any notice period may be determined at the discretion of the Chief Executive Officer, the same requirements and procedures for the initial election will apply.
- 13.10 A candidate may simultaneously accept nomination for Elected Councillor and for President. If elected as President, that person shall be ineligible to be an Elected Councillor and the next highest polling candidate, not otherwise elected, shall be elected.
- 13.11 The Chief Executive Officer shall arrange the secure electronic storage of all votes cast under this Part for a sufficient period of time to ensure the availability of a record of the votes for inspection in the event of any challenge or inquiry.

14. Proceedings of Council - Subcommittees and delegation

- 14.1 The Council will meet regularly as required for the responsible conduct of business. In addition to regular business meetings, the Council may meet at any time at the direction of the President or as may be requested by any four Councillors. Resolutions shall be decided by a majority of votes, subject to the possibility of the Chairperson's casting vote under Clause 11.3.
- 14.2 The quorum necessary for the transaction of Council business and passing resolutions is a majority of Councillors as the Council is constituted at the time, including Councillors attending the meeting in person or by Remote Participation. Subject to the necessary quorum, the Council's decisions and resolutions are valid notwithstanding any vacancy in its membership or where it is subsequently determined that there was a defect in the election or appointment of any Councillor.
- 14.3 Council meetings will generally be conducted in person but may be conducted wholly or partly by Remote Participation at the direction of the Chairperson. The Council may decide individual matters of business by Remote Participation, in which case the same quorum and majority requirements will apply.
- 14.4 The Council may appoint subcommittees for any purpose of Council business or the efficient conduct of the affairs of TLANZ, and may delegate any of its functions to a subcommittee, except this power of delegation. The Council may appoint one or more members to a subcommittee, not being Councillors, because of their relevant knowledge and experience. Each subcommittee shall have a Chairperson appointed by the President. The Council may revoke any such appointment or dissolve a subcommittee by notice in writing.
- 14.5 Minutes shall be recorded concerning all business meetings of the Council, and any matters of business conducted by Remote Participation, by a Secretary appointed for that purpose.

15. Annual General Meetings

- 15.1 An Annual General Meeting 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, where a physical meeting is convened, the venue. All other Members' Meetings are Special General Meetings under to Part 16. Members' Meetings may be convened entirely by remote participation, at the direction of the Council, or may be convened as a physical meeting also with Remote Participation. There is no facility for a resolution to be passed in lieu of a meeting under s.89 ISA.
- 15.2 Members must be given at least 28 days' notice specifying the place (if applicable) and time of the Annual General Meeting, the nature of the business to be transacted at the meeting, and the means of accessing Remote Participation.
- 15.3 In addition to any business notified to the Members in the notice of the Annual General Meeting, or any notice of motion under Clause 15.4, other business may be transacted at the meeting only with the leave of the Chairperson.

- 15.4 Any Qualified Member entitled to vote may move any motion at an Annual General Meeting on any matter not addressed in the notice convening that meeting, by giving the Chief Executive Officer notice of the proposed motion at least ten days before the meeting. The Chief Executive Officer shall then promptly notify the motion and the proposer's name to the Members or may refer the Members to the notice of motion on the TLANZ website. This clause is subject to the different timing requirement in Clause 8.1(b) for any notice of motion to amend this Constitution.
- 15.5 The information given to Members at the Annual General Meeting must include:
- (a) an annual report on the operations and affairs of TLANZ during the most recently completed accounting period;
 - (b) the financial statements of TLANZ for that period; and
 - (c) notice of disclosures of interest made under s.63 ISA during that period.
- 15.6 The quorum for and voting procedures at Annual General Meetings are specified in Parts 17-20.
- 15.7 Minutes of all proceedings at Annual General Meetings shall be recorded by a Secretary appointed by the Chief Executive Officer for that purpose.
16. **Special General Meetings**
- 16.1 A Special General Meeting may be convened:
- (a) at the direction of the Council; or
 - (b) by the Members, by request in writing (including any electronic equivalent) stating the intended business of the meeting and authorised by at least 25 Qualified Members, delivered to the Chief Executive Officer.
- 16.2 Subject to Clause 8.1(b) concerning the timing of notification for proposed amendments to this Constitution, the Chief Executive Officer must give at least ten days' notice of every Special General Meeting to the Members specifying the nature of the business to be conducted and the time and, if applicable, location of the meeting. No business shall be conducted at a Special General Meeting other than the business specified in the notice convening the meeting.
- 16.3 The quorum for and voting procedures at Special General Meetings are specified in Parts 17-20.
- 16.4 Minutes of all proceedings at Special General Meetings shall be recorded by a Secretary appointed by the Chief Executive Officer for that purpose.

17. Quorum – Members’ Meetings

17.1 No business shall be transacted at any Member's meeting unless there is a quorum of 25 Qualified Members entitled to vote, attending in person or by Remote Participation (including any Qualified Members attending by proxy) at the time the Chairperson begins conducting the business of the meeting.

17.2 If, within 15 minutes from the time appointed for the meeting a quorum is not present:

(a) any meeting convened at the request of the Members under Clause 16.1(b) shall be dissolved and any proposed resolution is lost;

(b) in the case of any Annual General Meeting or any Special General Meeting convened by the Council under Clause 16.1(a), the meeting shall stand adjourned to a date specified by the Council and notified to the Members. No quorum will be required for any such reconvened meeting.

18. Voting

18.1 At any Members’ Meeting a resolution put to the vote of the meeting shall be decided on voices or a show of hands by those present at the meeting in person and/or by votes submitted through a Voting Facility. Any resolution is passed when carried by a majority of Members attending in person or by Remote Participation, or by proxy.

18.2 A declaration by the Chairperson that a resolution has been carried or lost, and a corresponding entry in the minute book, is conclusive evidence of the vote, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

18.3 Any Qualified Member’s entitlement to vote is subject to Clause 6.4.

19. Proxies

19.1 At any Members' Meeting, votes in person or by Voting Facility may be cast:

(a) personally by the Member; or

(b) by proxy appointed by the Member.

19.2 A proxy form will be provided by the Chief Executive Officer to all Members entitled to vote, with the notice of any Members’ Meeting and:

(a) a completed proxy form must be authenticated by the Member appointing the proxy;

(b) a proxy must be a Qualified Member eligible to vote at the meeting;

(c) the authenticated 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 exercised.

20. Irregularity of Members' Meeting

- 20.1 In the event of an apparent irregularity in the calling of a Members' Meeting, the Chairperson shall determine how to proceed and whether to continue with, abandon, or reschedule the meeting, depending on the materiality and relevance of the irregularity.
- 20.2 An accidental omission to give notice of a meeting to a Member, or failure to receive notice of a meeting by a Member, does not invalidate the proceedings at that meeting.

21. Appointment, powers and responsibilities of Chief Executive Officer

- 21.1 The Council will appoint a Chief Executive Officer, to be employed or contracted on such terms and conditions as the Council may decide. The Chief Executive Officer may be a Member but shall not be eligible to hold office as a Councillor or President or to join in a request under Clause 16.1(b).
- 21.2 The Chief Executive Officer is accountable to the Council and shall be responsible for all executive functions and oversight of TLANZ. All other TLANZ employees or contractors are accountable to the Chief Executive Officer.
- 21.3 The Chief Executive Officer is responsible for the day-to-day management of the affairs of TLANZ under the authority of the Council and, subject to the terms of his or her appointment and to any directions given by the Council, shall have authority to do anything consistent with or conducive to the attainment of the purposes of TLANZ.
- 21.4 Without limiting the generality of Clauses 21.2 and 21.3, the Chief Executive Officer's powers and responsibilities include:
- (a) preparation for Members' Meetings and Council business meetings in accordance with this Constitution, and appointing a Secretary to keep minutes at those meetings;
 - (b) administering elections at Members' Meetings and reporting the results of votes;
 - (c) maintaining appropriate policies of insurance including policies to indemnify the Councillors and officers of TLANZ against any liability they may incur in the course of their duties; and
 - (d) appointing, and keeping current at least one and not more than three contact persons in compliance with ss.113-116 ISA. The Chief Executive Officer may be a contact person.
- 21.5 The Chief Executive Officer may, in consultation with the Council, delegate any of these powers and responsibilities to another officer or employee of TLANZ where it is necessary and appropriate to do so.

22. Income, Investment and Expenditure

- 22.1 The activities of TLANZ shall be funded from annual fees and such other sources including surpluses from commercial activities, returns on investments, and loans, as the Council may determine.
- 22.2 All income of TLANZ that is not immediately required to meet expenditure may be invested by the Chief Executive Officer, in consultation with the Council. Any investment occurring other than in the routine management of TLANZ's affairs must be approved by the Council.
- 22.3 Banking facilities may be operated by any two of; the Chief Executive Officer, the President, Vice President, or the senior accountant or any assistant accountant of TLANZ approved the Chief Executive Officer. If any authorised person is likely to be absent for an extended period, any Councillor may be authorised by the Council to act in their place.
- 22.4 The Council may pay the President, the Vice President, and any Councillor:
- (a) an honorarium; and/or
 - (b) an allowance for any expenses incurred in the performance of their duties not otherwise refunded to that person.

23. Accounts

- 23.1 The financial year of TLANZ ends on 30 September in each calendar year and the accounts of TLANZ shall be prepared as at that date. The accounts and annual financial statements shall be audited by an auditor approved by the Members at the Annual General Meeting.
- 23.2 The annual financial statement will be notified to the Members at least 14 days before the Annual General Meeting by reference to the TLANZ website.

24. Registered Office

- 24.1 TLANZ's registered office is at Floor 18, Vero Centre, 48 Shortland Street, Auckland Central 1010, New Zealand, or such other location as shall be notified to the Members and to the Registrar of Incorporated Societies.

25. Notices

- 25.1 Notices may be given to Members by email or any other electronic medium which could reasonably be expected to give actual notice to the Member.
- 25.2 Notice is deemed to be given if it is delivered to an email address or any other social media account given by the Member in his or her membership application or any updated notice of that Member's contact details.

26. Removal from Register or Liquidation

- 26.1 TLANZ may be removed from the Register of Incorporated Societies or put into liquidation, depending on the circumstances, in the manner provided in Part 5 Subparts 1 or 4 ISA.

- 26.2 Upon any such removal from the Register or liquidation the assets of TLANZ shall, after payment of all liabilities, be disposed of in a manner approved by the Members at a Members' Meeting and:
- (a) shall be distributed to one or more not-for-profit entities, as that term is defined in s.5(3) ISA, having similar purposes to those of TLANZ concerning the promotion of the interests of the law and the legal profession in New Zealand;
 - (b) shall not be divided amongst the Members.