

## **RULES**

of

### **WELLINGTON WOMEN LAWYERS' ASSOCIATION INCORPORATED**

#### **Name**

1. The name of the Society shall be the **WELLINGTON WOMEN LAWYERS' ASSOCIATION INCORPORATED**.

#### **Incorporated Societies Act 1908**

2. The Association shall be registered under the Incorporated Societies Act 1908.

#### **Definitions**

3. "**AGM**" means an annual general meeting.

"**Association**" means **WELLINGTON WOMEN LAWYERS' ASSOCIATION INCORPORATED**.

"**Committee**" means the committee appointed under rule 9.

"**General Meeting**" means an annual general meeting or a special general meeting.

"**Member**" or "**Members**" means a person or persons in one or more of the categories defined in rule 7.1.

"**SGM**" means a special general meeting.

#### **Office**

4. The registered office of the Association shall be at such place in New Zealand as the Association may from time to time determine.

#### **Objects**

- 5.1 The objects of the Association are as follows.

5.1.1 To work for equal opportunity and the advancement of women in the study and practice of law.

5.1.2 To work for the reform of the law and its administration, and for the advancement of social policy, in order to promote and protect the interests of women.

5.1.3 To promote the use of women's skills in law.

5.1.4 To facilitate social contact amongst Members.

- 5.1.5 To work for and promote the establishment of associations with similar objects throughout New Zealand.
  - 5.1.6 To affiliate with and maintain connections with national and international associations with similar objects.
  - 5.1.7 To do all such other things as are incidental or conducive to the attainment of the objects of the Association.
  - 5.1.8 Such other objects as the Association shall in a General Meeting from time to time decide.
- 5.2 Each of the objects 5.1.1 to 5.1.6 shall be equal to and independent of each other.

### **Powers**

- 6.1 The Association shall have the following powers.
- 6.1.1 To purchase, take on, lease, exchange, hire or otherwise acquire any real or personal property, or any rights or privileges.
  - 6.1.2 To raise money by subscriptions and to grant any rights and privileges to subscribers.
  - 6.1.3 To borrow, raise, or secure the payment of money in such manner as the Association thinks fit.
  - 6.1.4 To invest, lend, and deal with the moneys of the Association.
  - 6.1.5 To enter into contracts of employment or contracts for services on such terms as the Association thinks fit.
  - 6.1.6 To make, adopt, vary, and publish rules, bylaws and regulations and to take any steps for enforcing such rules, regulations, bylaws, and conditions.
  - 6.1.7 To receive any gift of money or property whether for any specific purpose or not, but the Association may decline to accept any gift of donation or to take over any property which has annexed to it any condition or obligation not approved by the Association.
  - 6.1.8 To make any grant, donation or gift of money or property, on any terms and conditions whatsoever.
  - 6.1.9 To do anything that is conducive or incidental to the objects of the Association.

### **Membership**

- 7.1 The Membership of the Association shall be comprised of the following categories:
- 7.1.1 Patron.
  - 7.1.2 Life Members.
  - 7.1.3 Sponsors.
  - 7.1.4 Ordinary Members.

- 7.2 The categories of Members are defined as follows:
- 7.2.1 The patron is a woman who is invited by the AGM to be the patron.
  - 7.2.2 A life Member is any woman who, in the opinion of the Association, has given exceptional service in fulfilment of the objects for which the Association is established.
  - 7.2.3 A sponsor is any woman (whether or not a Member) who is considered by the Committee to have given sufficient money, services or donations in kind to become a sponsor.
  - 7.2.4 An ordinary Member is any woman who is associated with or interested in the law.
- 7.3 A woman shall become a Member as follows:
- 7.3.1 The AGM may resolve to invite any woman to become the patron. That woman, if she accepts the invitation, shall be the patron until the following AGM.
  - 7.3.2 Any two ordinary Members may nominate a woman for life Membership. Nomination shall be in writing and shall include reasonable detail as to the candidate's background and why the candidate is considered to have given exceptional service in fulfilment of the objects for which the Association is established.
  - 7.3.3 The candidate shall only be admitted to life Membership upon her nomination being passed by a majority of Members present at a General Meeting.
  - 7.3.4 Any woman to whom rule 7.2.3 applies and who indicates that she wishes to become a sponsor shall become a sponsor until the following AGM unless the Committee decides that she shall be sponsor for some longer period.
  - 7.3.5 Any woman who complies with rule 7.2.4 becomes an ordinary Member by applying to the Association and submitting the appropriate subscription. (This is subject to rule 7.4.3(j).)
- 7.4 Membership shall cease in the following circumstances:
- 7.4.1 A Member resigns by notice in writing. Notice shall take effect from the time of delivery.
  - 7.4.2 A woman shall cease to be a patron or a sponsor at the start of the first AGM after that woman became patron or a sponsor, or, in the case of a woman who has been made a sponsor for some longer time, at the expiry of that time.
  - 7.4.3
    - (a) The Committee resolves by a two-thirds majority to terminate the Membership of a Member whose conduct, in the opinion of the Committee, justifies that course;
    - (b) where, in the opinion of the Committee, the Member's conduct is not sufficient to warrant expulsion, the Committee may resolve by two-thirds majority, to suspend that Member from Membership for any length of time the Committee thinks fit;
    - (c) before a resolution under (a) or (b) is passed, the Member concerned shall receive at least 21 days notice and shall have the right to make

a written submission and to give an oral submission not exceeding 15 minutes at the meeting at which the proposed resolution is considered;

- (d) a resolution under (a) or (b) shall not take effect until 21 days after it is passed or, if the Member concerned appeals pursuant to (e), until the conclusion of the General Meeting at which the appeal is considered;
- (e) the Member concerned shall have a right of appeal to a General Meeting, provided she notifies the Committee that she appeals within 21 days of the resolution under (a) or (b) being passed, the day on which such notice is given shall, for the purposes of (f), be called the "**notice day**";
- (f) an appeal under (e) shall be considered at the AGM, or, if the AGM will not be held within 1 month of the notice day, at a SGM called for that purpose held within 1 month of the notice day;
- (g) a majority of the Members present at that General Meeting may pass a resolution quashing the resolution made under (a) or (b);
- (h) a Member who is suspended or expelled shall not be eligible for any refund of any subscription;
- (i) the Membership of a Member who is suspended shall recommence at the end of the period for which the Member was suspended;
- (j) a Member who is expelled may subsequently become the patron, a sponsor, or an ordinary Member only if so authorised by the Committee, and for the avoidance of doubt, may become a life Member in accordance with rules 7.3.2 and 7.3.3.

7.4.4 The Member is deemed to have resigned under rule 8.4.

## **Subscriptions**

- 8.1 The subscription or subscriptions payable by ordinary Members shall be fixed by the AGM.
- 8.2 The AGM may fix different subscriptions for different groups of ordinary Members. It shall be in the absolute discretion of the AGM to decide what constitutes a group of ordinary Members.
- 8.3 Subscriptions are payable at the conclusion of the AGM in each year and shall cover the period from 1 April in that year to 31 March in the next year.
- 8.4 A Member whose subscription is outstanding 4 months after the AGM shall be deemed to have resigned, unless the Committee in its sole discretion extends the time for payment, or waives payment in full or in part in cases of hardship.
- 8.5 In the event of a person joining the Association on or after 1 December in any year, the subscription payable by that Member for that year shall be one-half of the full year's subscription that would otherwise apply to that Member.

## Committee

- 9.1 The affairs of the Association, unless specifically required to be conducted by the General Meeting, shall be conducted by the Committee. The Committee shall consist of a convenor, and a maximum of thirteen other members.
- 9.2 The convenor shall be a Member nominated for that office and elected at the AGM. The other Committee members shall be Members who are nominated for those offices and elected at the AGM.
- 9.3 Retirement of Committee members.
- 9.3.1 The Committee members shall be deemed to have retired at the following AGM.
- 9.3.2 All retiring Committee members shall hold office until the dissolution of the AGM at which they retire.
- 9.3.3 All retiring Committee members shall be eligible for re-election without being nominated provided that the office of convenor shall not be held by the same person for more than three consecutive years.
- 9.4 Any Committee member may at any time resign from the Committee by notifying the Committee.
- 9.5 A Committee member who is a Member and whose Membership ceases for any reason (including suspension) pursuant to rule 7.4 shall be deemed to have resigned from the Committee, with effect from the date of cessation of Membership.
- 9.6 A casual vacancy occurs when the Committee, for any reason, has less than 14 members.
- 9.7 A casual vacancy may be filled by the Committee appointing any Member to fill that vacancy.
- 9.8 Any person appointed to fill a casual vacancy shall be deemed to have retired at the following AGM, provided that the Committee may resolve to remove that person from the Committee at any time.
- 9.9 The Committee may delegate any of its functions or powers to any member of the Committee. Such delegation shall be on such terms and conditions as the Committee thinks fit. Unless otherwise specified, a delegation shall continue until revoked by the Committee.
- 9.10 The Committee may appoint sub-committees and may delegate to any sub-committee any of its functions and powers. Members of sub-committees need not be Members. The Committee may appoint a chairperson for any sub-committee, otherwise the sub-committee may from time to time appoint one of its number as chairperson. Sub-committees may regulate their own procedure. A sub-committee is, at all times, subject to the direction of the Committee. The Committee may dissolve any sub-committee at any time.
- 9.11 The Committee shall meet and otherwise regulate its procedure as it thinks fit, provided that the Committee shall meet at least once every two months.
- 9.12 The convenor may, or on the requisition of a Committee member shall, at any time summon a meeting of the Committee.

- 9.13 Notice of every meeting of the Committee shall be given to each Committee member by the convenor at least 48 hours before the time fixed for the meeting, but in the case of urgency a meeting may be called on shorter notice. Accidental failure to give a Committee member notice of a meeting shall not invalidate the meeting.
- 9.14 The quorum at each Committee meeting shall be 4.
- 9.15 At meetings of the Committee, each Committee member shall have one vote. There shall be no casting vote. If there is an equality of votes, the motion shall fail.
- 9.16 The actions of a Committee member who has acted without the authority of the Committee may be ratified by the Committee at a subsequent meeting.
- 9.17 When a matter arises, and it is for any reason not possible or practical to deal with it at a Committee meeting, a Committee member may take action in respect of that matter if a majority of the Committee consent to that action. The consent of a majority of the Committee may be obtained by any means including, but not limited to, telephone and facsimile.
- 9.18 When action is taken pursuant to rule 9,17, the action taken shall be disclosed at the next Committee meeting.
- 9.19 The Committee shall:
- 9.19.1 conduct all correspondence;
  - 9.19.2 keep a record of the names and addresses of all Members;
  - 9.19.3 prepare an annual statement of receipts and expenditure for the financial year of the Association, and present that statement to the AGM.

## **Finance**

- 10.1 The Committee shall have the power to open bank accounts. All moneys received by the Association shall be banked in an account in the name of the Association as soon as possible after receipt.
- 10.2 The Committee shall control the bank accounts of the Association, and shall decide from time to time the manner in which, and the persons by whom, cheques and other banking documents shall be signed, provided that cheques and other banking documents shall be signed by at least 2 Committee members.
- 10.3 The financial year for the Association shall be from 1 April to 31 March in the following year.
- 10.4 An auditor may be elected at the AGM. Any person who holds accounting qualifications, and who is not a Committee member at the time of the AGM or who is not standing for the Committee at the AGM, is eligible to be elected as auditor. The AGM shall also decide whether any auditor so elected shall be remunerated and on what basis or in what amount. If an auditor is elected, he or she shall audit the accounts for that financial year and shall hold office until the next AGM. An auditor shall be eligible for re-election.

### **Common Seal**

- 11.1 The Association shall have a common seal.
- 11.2 Where the common seal of the Association is to be affixed to any document, it shall be affixed to that document, pursuant to a resolution of the Committee, and witnessed by the convenor, and one other Committee member.

### **Annual General Meeting**

- 12.1 The AGM shall be held not later than 13 months after the date of the last AGM at a date, time and place to be appointed by the Committee.
- 12.2 14 days' notice of the AGM shall be given by notice posted to the last known address of each Member.
- 12.3 Notice given under rule 12.2 shall specify with reasonable particularity the business that it is proposed will be transacted at the meeting, including any proposal to alter these rules.
- 12.4 An accidental failure to give any Member notice under rule 12.2 shall not invalidate the AGM.
- 12.5 Nomination for membership of the Committee may be made by any Member, either in writing given to the Association prior to the AGM, or at the AGM. The nominator shall indicate for which office the candidate is being nominated.
- 12.6 The AGM shall consider any nominations for life Membership that are received by the Association at any time before the start of the AGM.
- 12.7 The names of all sponsors shall be disclosed at the AGM.
- 12.8 The chairperson of the AGM shall be the convenor, or any person appointed by her.

### **Special General Meeting**

- 13.1 A SGM may be called at any time:
  - 13.1.1 by the Committee;
  - 13.1.2 by a requisition signed by five Members which states the business to be transacted. On receiving such a requisition, the Committee shall call the SGM within 7 days of receipt of the requisition, failing which one or more of the Members signing the requisition shall have the power to call the SGM.
- 13.2 14 days' notice of a SGM and the business to be transacted at the SGM shall be given by notice posted to the last known address of each Member.
- 13.3 A Member or Members calling a SGM pursuant to rule 13.1.2 shall be given access to the Membership list for the purpose of giving notice pursuant to rule 13.2 and all costs of giving such notice shall be met by the Association.
- 13.4 No business other than that specified in the notice under rule 13.2 shall be conducted at a SGM.

- 13.5 An accidental failure to give any Member notice under rule 13.2 shall not invalidate the SGM.
- 13.6 The chairperson of a SGM shall be the convenor, or any person appointed by her.

### **Quorum at General Meetings**

- 14.1 The quorum for any General Meeting shall be 10 Members.
- 14.2 If within one half hour from the time appointed for the General Meeting a quorum is not present, the meeting shall be adjourned to a date fixed by the chairperson. If a quorum is not present at the subsequent meeting the Members present shall be deemed to form a quorum.

### **Voting at General Meetings**

- 15.1 At every General Meeting, every Member present or represented by a proxy shall have one vote.
- 15.2 In the event of an equality of votes, the motion shall fail.
- 15.3 A resolution put to the vote shall be decided on the voices unless a show of hands is demanded by any Member and unless a poll is demanded (before or on the declaration of the result of the voices or of the show of hands).
- 15.4 Unless a poll is demanded, a declaration shall be made by the chairperson that a resolution has either on the voices or on a show of hands been carried, or carried unanimously, or by a particular majority, and an entry to that effect in the minutes of the Meeting shall be conclusive evidence of that fact.
- 15.5 A demand for a poll may be withdrawn.
- 15.6 If a poll is duly demanded, it shall be taken in such manner as the chairperson directs, and the results of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question upon which a poll is demanded.

### **Alteration to the Rules**

- 16.1 These rules may be revoked, amended, added to or a completely new set of rules substituted in their place at the AGM or at any SGM convened for the purpose, where the motion is passed by a two-thirds majority of Members present.
- 16.2 Any resolution under rule 16.1 shall take effect as from the date of registration with the Registrar of Incorporated Societies.
- 16.3 Notice of every motion under rule 16.1 intended to be moved at a General Meeting shall be sent to the Association at least 21 days prior to the Meeting.

**Proxies**

- 17.1 A Member may appoint a proxy to vote on her behalf at any General Meeting.
- 17.2 A proxy appointed pursuant to rule 17.1 must be a Member.
- 17.3 A Committee member may appoint a proxy to vote on her behalf at any Committee meeting.
- 17.4 A proxy appointed pursuant to rule 17.3 must be a Committee member.
- 17.5 Any Member or Committee member who appoints a proxy pursuant to rule 17.1 or rule 17.3 shall notify a Committee member of the appointment and the name of the proxy, before the General Meeting or the Committee meeting for which the appointment of the proxy applies.
- 17.6 These rules shall apply to the proxy as if the proxy were the Member or Committee member whom the proxy represents.

**Openness**

- 18.1 Subject to rule 18.2, any Member may attend any meeting of the Committee and may inspect the minutes of any meeting of the Committee or the Association, or any other document or paper held by the Association.
- 18.2 The Committee may, for any reason, refuse to allow a Member access to any meeting, minutes (other than those of a General Meeting) or document.

**Winding Up**

- 19.1 The Association may be wound up by a resolution passed by a simple majority of the Members present and entitled to vote at a General Meeting. The resolution shall be confirmed at a subsequent General Meeting held not earlier than 30 days after the date on which the resolution to be confirmed was passed.
- 19.2 Alternatively, the Association may apply to the Registrar to be dissolved.
- 19.3 Upon a winding up, or in anticipation of dissolution, the assets of the Association (after payment of all costs, debts and liabilities) shall be distributed according to a resolution of a majority of Members provided that the distribution resolution shall provide for a charitable organisation or organisations in New Zealand having the same or similar objects as the Association.
- 19.4 If the assets of the Association cannot be disposed of in accordance with rule 19.3, then such assets may be disposed of in accordance with the Incorporated Societies Act 1908.

**Matters not provided for**

- 20.1 In the event of any question arising which is not provided for in these rules, such question shall, subject to the provisions of the Incorporated Societies Act 1908, be decided by the Committee.