

ILANZ RULES

Rules of the

In-house Lawyers

Association of New Zealand

Section of the New Zealand Law Society

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RULES OF ILANZ

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1. Name

- 1.1 The name of this section of the New Zealand Law Society (the Society) is the In-house Lawyers Association of New Zealand (ILANZ).
- 1.2 The Committee may adopt a trading name for ILANZ with the permission of the Society.

2. Limitation

These Rules are subject to the Constitution of the Society.

3. Objects

- 3.1 ILANZ's objects are to:
 - Provide leadership to in-house lawyers in New Zealand;
 - Provide professional networking opportunities for in-house lawyers;
 - Act as a spokes-organisation for in-house lawyers;
 - Identify member education and development needs and broker opportunities to meet these needs;
 - Provide relevant guidance on emerging national and international trends, issues and best practices relevant to members;
 - Promote the value of in-house lawyers;
 - Promote the multi-faceted roles of in-house lawyers;
 - Promote the roles of and operate as a Section of the Society;
 - Promote or conduct any other activities consistent with the spirit of the foregoing objects;
 - Further the functions of the Society.

4. Membership and affiliation

4.1 Categories of membership and affiliates

- 4.1.1 There are two categories of membership, full membership and associate membership. There are also Honorary affiliates .

4.2 Full Membership

- 4.2.1 Any person who is a member of the Society, and who is an in-house lawyer (a lawyer employed or engaged by a corporate, government or other organisation not in private practice), is eligible for full membership of ILANZ.
- 4.2.2 The Committee has the power to determine the process of applying for full membership of ILANZ and exercise its power from time to time accordingly.
- 4.2.3 The Committee may from time to time at its discretion exclude any person from full membership of ILANZ.
- 4.2.4 Only full members of ILANZ may exercise voting rights on resolutions or at general meetings of or in relation to the affairs or activities of ILANZ.

4.3 Associate Membership

- 4.3.1 The Committee may from time to time at its discretion admit any person who is an associate member of the Society to associate membership of ILANZ.
- 4.3.2 Applicants for associate membership must apply in writing to the Committee and will be enrolled as associate members upon their acceptance by the Committee and on payment of the annual fee for associate membership (if any).
- 4.3.3 Associate members of ILANZ shall have no voting rights at meetings of or in relation to the affairs or activities of ILANZ.

4.3 A Honorary affiliates

- 4.3A.1 The Committee may from time to time at its discretion confirm any person as an Honorary affiliate of ILANZ, and may withdraw the status of Honorary affiliate for the same reasons set out in Rule 4.4.3 for termination of membership, and following the same process as set out in that Rule.
- 4.3A.2 Applications for Honorary affiliate status must be in writing to the Committee, and the Committee may grant Honorary affiliate status to the applicant on payment of a fee (if any) set by the Committee.
- 4.3A.3 Honorary affiliates of ILANZ have no voting rights at meetings of or in relation to the affairs or activities of ILANZ.

4.4 Membership – General

- 4.4.1 Full membership or associate membership will cease if a full member or associate member no longer qualifies for membership in terms of rules 4.2.1 or 4.3.1 or if any annual membership fee (if applicable) remains unpaid for two calendar months after the due date for payment.

- 4.4.2 A member or associate member may resign at any time by giving notice in writing to the President of ILANZ. There is no entitlement to a refund of the membership fee on resignation.
- 4.4.3 The Committee has power to terminate the membership of any member for conduct prejudicial to the interests of ILANZ or the Society, or for failure to observe the objects of, or meet the standards required by, ILANZ or the Society. This power is not capable of delegation and must not be exercised unless the member concerned has been given on reasonable notice an opportunity to make representations to the Committee in writing or, if the member so desires, in person.
- 4.4.4 Upon termination of a person's membership that person will cease to be entitled to describe himself or herself as a member of ILANZ.
- 4.4.5 Every member is deemed to have agreed to be bound by these Rules, and the Committee will ensure electronic access to these Rules.

5. Membership fees and Levies

- 5.1 Every member must pay to ILANZ such amount as the Committee fixes by way of membership fees or levy (if any).
- 5.2 The Committee may in any year fix a yearly or part yearly membership fee. In fixing any membership fee the Committee is not bound to prescribe a uniform amount applicable to all members and may prescribe differential membership fees in such a manner as may be deemed appropriate.
- 5.3 The Committee may in any year levy a reasonable amount for a stated purpose consistent with the objects of ILANZ.

6. Committee

- 6.1 There will be a Committee of ILANZ (the Committee) comprising the four officers of ILANZ, a minimum of four and maximum of seven general Committee members, and any co-opted individuals appointed under Rule 6.9.
- 6.2 The four officers of ILANZ are the:
- President
 - Vice-president
 - Treasurer
 - Secretary
- 6.3 Officers of ILANZ and general Committee members are appointed through elections conducted in accordance with Rule 6A of these Rules. The elected officers and general Committee members take office at the annual general meeting and will hold office until a vacancy of the kind set out in Rule 6.5A arises. Only a person who has

been a Committee member for at least one year may be nominated for the role of President.

- 6.4 Subject to Rules 6.4A and 6.4B, the term of office of officers of ILANZ and general Committee members is two years, provided that:
- (a) no person shall be President of ILANZ for more than two consecutive terms of two years; and
 - (b) no person shall be a member of the Committee for a total consecutive period longer than 8 years (the 2014 – 2015 year being the first year for the calculation of this 8 year period), unless at the end of the 8 year period the person is appointed as a co-opted individual under Rule 6.9.
- 6.4A Where an AGM held in an election year is held later or earlier in the year than the AGM held in the previous election year, the Committee may, by majority vote, amend the length of the then- current Committee term in accordance with this Rule 6.4A. The grounds for amending the Committee term must be reasonable (e.g., due to changes to ILANZ conference dates, local or national emergencies or government directives) and the amended Committee term must not be less than 1.5 years or greater than 2.5 years. Where the Committee term is amended in accordance with this Rule 6.4A:
- a) incoming ILANZ officers and general committee members and ILANZ members must be notified in writing within 7 days after the amended Committee term is confirmed (including advising of the updated Committee term and the reason for the change); and
 - b) despite Rule 6.3, incoming ILANZ officers and general committee members will take office at the end of the amended Committee term.
- 6.4B Despite Rule 6.5A(d), where a Committee’s term is amended under Rule 6.4A, and a vacancy arises under Rule 6.5A during the amended Committee term, the Committee may fill a vacancy in accordance with Rule 6.6 (which may include appointing a member elected in accordance with Rule 6A who has not yet taken office).
- 6.5 No vacancy on the Committee caused by a shortage of candidates or otherwise shall invalidate Committee proceedings or actions provided there is a quorum (*as set by the Committee under Rule 7.1*) at Committee meetings.
- 6.5 A Vacancies on the Committee occur, in respect of a Committee member (whether an officer of ILANZ or a general Committee member), upon:
- (a) resignation or retirement prior to elected members taking office after the next election;
 - (b) in respect of an elected member, or of a full member of ILANZ appointed under Rule 6.6 (*to fill a vacancy*), no longer qualifying to be a full member of ILANZ, unless the Committee:
 - (i) is satisfied the member is or will become an associate member of ILANZ; and
 - (ii) decides the member may remain on the Committee for a specified period up to the time when an elected member takes office following the next election for that position:
 - (c) in respect of an individual appointed to fill a vacancy who is an associate

member of ILANZ, no longer qualifying to be an associate member:

- (d) the expiry of the term of the member at the next Annual General Meeting;
- (e) death;
- (f) removal in accordance with the provisions of these rules.

6.6 The Committee may by appointment fill any vacancy in officers or general Committee members between members taking office after elections, up to the maximum number of officers and general Committee members specified in Rules 6.1 and 6.2. The Committee must be satisfied the individual filling the vacancy is a full or associate member of ILANZ and may specify a term for the filled vacancy, which is no longer than the remaining term of the vacant position. Without limiting Rule 6.5A, the Committee may at its discretion terminate the appointment of an individual filling a vacancy.

6.7 Only a full member (who is a paid up member if applicable) of ILANZ:

- (a) is eligible to be nominated for election as an Officer or general Committee member of ILANZ.; and
- (b) has the right to vote at Committee meetings or on Committee decisions.

6.8 The Committee shall have the power to from time to time appoint up to two (2) co-opted individuals as Committee members for a specified term between members taking office after elections. Without limiting Rule 6.5A, the Committee may at its discretion terminate the appointment of a co-opted individual.

6A Election of Officers and General Committee Members

6A.1 An election must be held every two years to determine who will be the newly elected officers and general Committee members.

6A.1A An election may be held in the year following an election under Rule 6A.1, for the purpose of filling one or more vacancies on the Committee, where the decision of the Committee to do so is made prior to the date set for an election by the Society under Rule 6A.4.

6A.2 The election must be conducted by electronic or postal votes of full members of ILANZ as set out in the following Rules.

6A.3 Subject to the provisions of Rule 6A.15, the election must be conducted by the Society.

6A.4 Not later than a date to be set by the Society in each year in which an election is to be held, the Society must call for nominations from full members of ILANZ by notice sent to them, specifying:

- (a) the form which the nomination must take
- (b) the date by which nominations must be received by the Society
- (c) the place to which nominations must be sent.

- 6A.5 Where a member entitled to vote has advised the Society of an electronic mail (email) address, then:
- (a) by not later than a date to be set by the Society in each year, the Society must send an email to each such member, setting out:
 - (i) the biographical details of each candidate;
 - (ii) on-line voting papers and details of the procedure for on-line voting in respect of the election, including the closing time for voting; and
 - (iii) such other information as the Society may determine.
 - (b) The member may then vote on-line, using the on-line voting papers according to the procedure prescribed by the Society.
- 6A.6 Where a member entitled to vote has not advised the Society of an email address then:
- (a) by not later than a date to be set by the Society in each year, the Society must send to each such member the following:
 - (i) the biographical details of each candidate;
 - (ii) a voting paper containing a list of all the candidates and directions as to voting including the closing time for voting; and
 - (iii) such other information as the Society may determine:
 - (b) after the closing of the ballot, the envelopes containing the voting papers must be opened and the votes recorded for each candidate.
- 6A.7 The Society must then collate the postal votes with those votes made by way of on-line voting and set out:
- (a) the total number of votes received:
 - (b) the number of votes rejected:
 - (c) the total number of valid votes in favour of each candidate.
- 6A.8 Votes must be exercised personally and not by proxy. Each member entitled to vote is entitled to one vote only, irrespective of the method of voting chosen. If the Society is satisfied that a member has voted more than once, or the member has not voted in accordance with the relevant prescribed procedures, the member's votes will be invalid.
- 6A.9 The Society may appoint one or more scrutineers to assist the Society in respect of the election process.
- 6A.10 The election will be on a 'first past the post' basis.

- 6A.10A Where, after the closing date for nominations, -
- (a) there is only one candidate for an officer position on the Committee, the candidate is declared elected to that position:
 - (b) the number of candidates nominated to general Committee member positions is equal to or less than the number positions available, the candidates are declared elected to the relevant positions.
- 6A.11 If a person is a candidate for election to more than one office, the result of the election must be declared in the order of offices set out in Rule 6.2 followed by the general Committee members. If the candidate is successfully elected to one of the above offices then his or her candidatures for any remaining offices or as a committee member must be treated as withdrawn.
- 6A.12 No election will be invalidated as a result of any full member of the Section not receiving either a notice calling for nominations or an on-line voting paper or a postal voting paper.
- 6A.13 No election will be invalidated by reason of non-compliance with the time requirements set out in Rules 6A.4 to 6A.6.
- 6A.14 The results of an election must be declared by a date to be set by the Society in the year in which the election is held or as soon after as is reasonably practicable.
- 6A.15 The Society 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 Society under Rules 6A.5 to 6A.12, as are agreed upon with the Society.
- 6A.16 Despite the preceding provisions of Rule 6A, the Society's Board may, if it considers it impractical or undesirable for a particular election to be conducted on an electronic vote basis, direct that the election be conducted on a postal vote basis in accordance with the provisions of Rule 6A.6. In that event, the preceding provisions of Rule 6A, with appropriate modifications, will apply to the election by postal vote.

7. Management and Powers

7.1 Committee Role and Responsibilities

- 7.1.1 The management and control of the affairs of ILANZ are vested in the Committee, which may regulate its own procedure.
- 7.1.2 The Committee shall have the powers to do anything consistent with ILANZ objects.
- 7.1.3 The Committee may:
- (a) without limiting the application of clauses 8.1 and 8.2, delegate in writing any of its powers and function to its members or its Executive Committee, committees and sub-committees, or any of its staff employed or engaged through the Society.

- (b) arrange the keeping of minutes and other records of the business of the Section;
- (c) arrange the preparation and submission to the Society and to ILANZ members of an annual report (at the discretion of the Committee) in respect of the operations of ILANZ;
- (d) arrange the preparation of submissions or reports on law reform or policy issues involving corporate, government or administrative law or practice;
- (e) advise and assist the Society as requested;
- (f) promote the objects of ILANZ.

7.1.4 The Committee must arrange an annual general meeting each year.

7.1.5 A resolution in writing, sent to all members of the Committee and agreed by a majority, will be as valid as if it had been passed at a meeting of the Committee.

7.2 President's duties

7.2.1 The President of ILANZ shall:

- (a) preside at all meetings of the Committee and at all general meetings of ILANZ (if in attendance);
- (b) prepare an annual report to the Society on the work of ILANZ as required;
- (c) keep the Society informed of the key programmes and activities of ILANZ as appropriate;
- (d) be the contact person for any enquiries from the media, and to make all public statements on behalf of ILANZ, unless delegated by the President to another Committee member or member.

7.3 Treasurer's duties

7.3.1 The Treasurer of ILANZ shall:

- (a) manage the proper collection and disbursement of the funds of ILANZ;
- (b) arrange the keeping of all usual and proper books of account;
- (c) arrange the preparation of an annual balance sheet and statements of account in respect of the operations of ILANZ;
- (d) arrange the preparation of regular financial reports to the Committee and the Society as required;
- (e) arrange such regular and timely audits of ILANZ accounts as are required by law, regulation or Society Rules.

7.4 Secretary's duties

7.4.1 The Secretary of ILANZ shall:

- (a) keep all books, documents and other property (except money) of ILANZ;
- (b) call meetings as required, including by these Rules;
- (c) take minutes of all meetings of the Committee and general meetings of ILANZ;
- (d) as authorised by the Committee or the President attend generally to the business of ILANZ; and
- (e) supervise any internal or external party as appointed by the Committee to undertake the administration aspects in part or whole of the Secretarial role.

7.5 Financial Management

7.5.1 The Committee will manage ILANZ's financial affairs.

7.5.2 The authority to incur any liability in the name of ILANZ resides with the Committee. Without limiting Rule 8.2, any delegation of authority of the Committee to incur any liability shall be in writing and approved by the Committee.

7.5.3 The Committee will set any necessary policies from time to time to assist in determining reasonable financial expenditure and reimbursement processes for ILANZ.

7.5.4 The Committee has the power to seek funding or sponsorship from any source and in any manner it considers appropriate.

8. Executive Committee

8.1 The officers of ILANZ shall form the Executive Committee of ILANZ, which shall regulate its own procedure.

8.2 The Executive Committee may expressly exercise any of the powers and functions of the Committee except as expressly precluded from doing so by these Rules.

9. Dismissal of Committee

9.1 The Society's President may, following consultation with the Society's Board, dismiss the Committee for cause, being financial mismanagement or behaviour likely to bring the profession into dispute.

9.2 The President must then appoint a temporary Committee pending elections in accordance with Rule 6A.

10. Committees and Sub-Committees of the Committee

10.1 The Committee may establish (and subsequently disestablish) such committees and sub-committees as it considers necessary for fulfilling the objects and achieving the aims and for carrying on the activities of ILANZ.

10.2 Only full members of ILANZ are eligible for appointment as convenors of committees or sub-committees.

10.3 Associate members of ILANZ are eligible for appointment to committees and sub-committees.

11. Resolutions other than at a General Meeting

11.1 The Secretary shall call for voting on a resolution other than at a general meeting, electronically or by a postal ballot, or both, forthwith on:

- (a) instruction from the Committee, or
- (b) Receipt of a requisition in writing signed by any 20% of the full members stating the purposes for which the resolution is required.

11.2 Where voting is called under Rule 11.1 the Secretary shall send to full members, the resolution and:

- (a) Such explanatory information as is necessary to assist members to vote on the resolution;
- (b) notification of the date by which voting must be completed;
- (c) such other documentation, conditions and directions as the Secretary considers appropriate for the efficient conduct of the voting on the resolution.

11.3 A 75% majority of those voting is required for a resolution to be successful.

11.4 Votes must be exercised personally and not by proxy.

11.5 Votes will be counted by a returning officer appointed by the Committee.

12. General Meetings

12.1 Conduct of General Meeting

12.1.1 The Secretary shall call:

- (a) an annual general meeting of ILANZ members for the purposes of Rule 7.1.3; or
- (b) a special general meeting of ILANZ members within a reasonable time after receipt of a requisition in writing signed by any 20% of the full members stating the purposes for which the meeting is required or upon instruction from the Committee.

12.1.2 A general meeting of ILANZ members may be held either:

- (a) by a number of members who constitute a quorum being assembled together at the place, date and time appointed for the meeting; or

- (b) if determined by the Committee, the meeting may include audio, or audio and visual, communication by which all members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

12.1.3 A proxy of a member appointed validly under Rule 12.3.3 is entitled to attend and be heard at a general meeting as if the proxy were the member.

12.1.4 Where reasonably practicable, electronic and/or postal voting for resolutions at a general meeting may be arranged by the Committee in addition to voting by members present at the meeting under Rule 12.1.2.

12.2 Notice of General Meeting

12.2.1 At least 14 days' notice of a general meeting shall be given to all members of ILANZ, specifying the place, day, time of the meeting, the general nature of the business and terms of any motion to be put to meeting. However the accidental omission to give notice of a meeting to, or non-receipt of such notice by, a member shall not invalidate the proceedings or meeting.

12.3 Procedure at General Meetings

12.3.1 All general meetings will be open to members of ILANZ.

12.3.2 The chair at general meetings is the President, or in the President's absence the Vice-President, or in the Vice-President's absence, a Committee member.

12.3.3 At all general meetings a quorum shall be constituted if 20 full ILANZ members are present in person or by proxy in writing (to a member present) or have exercised their vote electronically or by post (where available) and, in the case of proxies and electronic votes, the proxy document or electronic vote has been provided to the ILANZ Secretary prior to or at the general meeting. If within 30 minutes after the appointed time a quorum is not present, the meeting shall stand adjourned for 7 days to be resumed at either the same venue and time or as designated by the chair. If at the adjourned meeting a quorum is not present at the time appointed, the meeting shall be dissolved.

12.3.4 Every full member voting electronically (where available) or present in person or present by proxy at a general meeting shall be entitled on every motion to one vote and in case of equality of votes the President or chair shall have a casting as well as a deliberative vote. The mode of voting by members present in person (including the proxies they hold) at all general meetings shall be on voices or by show of hands, or if required by the President or chair or any 5 full members present, by ballot.

13. Dissolution of ILANZ

- 13.1 At any general meeting of ILANZ of which notice has been duly given specifying a proposal to wind up ILANZ, a 75% majority of those voting may resolve to recommend to the Society that ILANZ be wound up.
- 13.2 If the Society so decides, ILANZ will be wound up and all surplus assets (after payment of the expenses of winding up and the liabilities of ILANZ) shall be applied for the advancement of law in New Zealand by distributing them to non-profit organisations in New Zealand as nominated in the resolution to wind-up, or in the event of no nominees then to the Society.

14 Payments

- 14.1 Any person who is an officer, Committee member or member of ILANZ is not precluded from receiving any payment or fee which the Committee resolves should be paid to the person for work other than normal Committee work, but such person shall not vote on that resolution.

15. Substantial Compliance

- 15.1 Substantial compliance with these Rules shall be sufficient compliance notwithstanding that it may not be exact compliance.

16 Changes to Rules

- 16.1 The ILANZ Committee may amend, repeal or add to the rules, only if 75% majority of the Committee vote in favour of the change.
- 16.2 Any changes are to be approved by resolution under Rule 11 or at a general meeting under Rule 12. Such approved changes are to be notified within 21 days to the Society's President and Board for ratification by the Society's Board.