

CLANZ RULES

Rules of the

Corporate Lawyers Association

of

New Zealand

Section of the NZ Law Society

RULES OF CLANZ

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1. Name

- 1.1 The name of this organisation is the Corporate Lawyers Association of New Zealand (CLANZ), being a Section of the New Zealand Law Society (the Society).

2. Limitation

- 2.1 These Rules are subject to the Rules of the Society.

3. Objects

- 3.1 CLANZ'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 brokering 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 objects of and operate as a Section of the NZLS;
- Promote or conduct any other activities consistent with the spirit of the foregoing objects;
- Further the functions of the Society

4. Membership

- 4.1 There are two categories of membership: full membership and associate membership.

4.2 Full membership

- 4.2.1 Any person who is a member of a District Law Society pursuant to section 23 of the Law Practitioners Act 1982, and who is an in-house lawyer (a lawyer employed by a corporate, government or other organisation not in private practice) is eligible for full membership of CLANZ.
- 4.2.2 The Committee shall have the power to determine the process of applying for full membership of CLANZ 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 CLANZ.

4.2.4 The Committee may set an annual membership fee for full members and require the payment of that annual membership fee.

4.2.5 Only full members of CLANZ may exercise voting rights at meetings of or in relation to the affairs or activities of CLANZ.

4.3 Associate Membership

4.3.1 The Committee may from time to time at its discretion admit any person to associate membership of CLANZ.

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 members (if any).

4.3.3 Associate members of CLANZ shall have no voting rights at meetings of or in relation to the affairs or activities of CLANZ.

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 CLANZ. 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 CLANZ, or for failure to observe the objects or meet the standards required by CLANZ. 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 CLANZ.

4.4.5 Every member is deemed to have agreed to be bound by these Rules, and every member is entitled to a copy of the Rules upon request.

5. Membership fees and Levies

5.1 Every member must pay to CLANZ 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 manner as may be deemed appropriate, with power (inter alia) to fix life membership fees.

5.3 The Committee may in any year levy a reasonable amount for a stated purpose consistent with the objects of CLANZ.

6. Committee

- 6.1 There will be a Committee of CLANZ (the Committee) comprising the officers of CLANZ and up to ten (10) other Committee members.
- 6.2 The officers of CLANZ shall be the :
- President
 - Two Vice-presidents
 - Treasurer
 - Secretary
 - Communications Director
 - Conference Director.
- 6.3 At each annual general meeting of CLANZ elections shall be held to determine who shall be the officers and other committee members until the next annual general meeting.
- 6.4 No person shall be president for more than three consecutive years.
- 6.5 No vacancy on the Committee caused by shortage of candidates or otherwise shall invalidate Committee proceedings or actions provided that there is a quorum at Committee meetings.
- 6.6 The Committee may fill any vacancy in office or on the Committee caused by death, resignation or otherwise than by expiry of term, including appointments from time to time between General Meetings, up to the maximum number of officers and committee members specified in Rules 6.1, 6.2 and 6.3
- 6.7 Only a full member (and who is a paid up member if applicable) of CLANZ is eligible to be an Officer of CLANZ.
- 6.8 It is recorded that it is desirable that Committee members be located in various parts of New Zealand in order to promote nation-wide representation of views of members at Committee level in CLANZ.
- 6.9 The Committee shall have the power from time to time appoint up to two (2) co-opted members to the Committee for a term of no more than one year.
- 6.10 The Committee shall be indemnified by CLANZ out of the assets of CLANZ against any personal liability it may incur acting in a lawful manner in the discharge of its duties.

7 Management and Powers

- 7.1 The management and control of the affairs of CLANZ are vested in the Committee.
- 7.1.1 The Committee shall have the powers to do anything consistent with CLANZ objects.

7.1.2 The Committee may:

- (a) without limiting the application of clauses 8.2 and 8.3, delegate in writing any of its powers and functions to its members or its Executive Committee, committees and sub-committees.
- (b) arrange the keeping of minutes and other records of the business of the Section;
- (c) arrange the preparation and submission to the NZLS and to CLANZ members of an annual report (at the discretion of the Committee) in respect of the operations of CLANZ;
- (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 NZLS as requested ;
- (f) promote the objects of CLANZ.

7.1.3 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 CLANZ shall:

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

7.2.2 The President may delegate any of his or her powers and functions to any other member of the Committee.

7.3 Treasurer's duties

7.3.1 The Treasurer of CLANZ shall :

- (a) manage the proper collection and disbursement of the funds of CLANZ

- (b) arrange the keeping of all usual and proper books of account
- (c) prepare an annual balance sheet and statements of account in respect of the operations of CLANZ
- (d) prepare regular financial reports to the Committee and the Society as required
- (e) arrange such regular and timely audits of CLANZ accounts as are required by law, regulation or Society's Rules

7.4 Secretary's duties

7.4.1 The Secretary of CLANZ shall:

- (a) keep all books, documents and other property (except money) of CLANZ
- (b) call meetings as required by these Rules
- (c) take minutes of all meetings of the Committee and general meetings of CLANZ
- (d) as authorised by the Committee or the President attend generally to the business of CLANZ
- (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 CLANZ's financial affairs.

7.5.2 The authority to incur any liability in the name of CLANZ resides with the Committee. Any delegation of this authority shall be in writing and approved by the Committee.

7.5.3 The Committee will set policy from time to time to assist in determining reasonable financial expenditure and reimbursement processes for CLANZ.

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 CLANZ shall form the Executive Committee of CLANZ.

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.

- 8.3 The Executive Committee shall have the power from time to time appoint up to one (1) co-opted members of CLANZ to the Executive Committee for a term of no more than one year.
- 8.4 The Executive Committee shall not be entitled to change the objects of CLANZ.

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 disrepute.
- 9.2 The President must then appoint a temporary Committee that must within six months of its creation hold elections where appropriate in accordance with Rule 11.

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 CLANZ.
- 10.2 Only full members of CLANZ are eligible for appointment as convenors of Committees and sub-committees.
- 10.3 Associate members of CLANZ are eligible for appointment to committees and sub-committees.

11 Postal Ballots

- 11.1 The Secretary shall call a postal ballot 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 postal ballot is required
- 11.2 When a postal ballot is called the Secretary shall send to each full member of CLANZ a ballot paper containing:
- (a) such explanatory information as is necessary to assist members to complete the ballot paper;
 - (b) notification of the date by which ballot papers must be returned to the Secretary
 - (c) such other documentation, conditions and directions as the Secretary considers appropriate for the efficient conduct of the ballot

- 11.3 A 75% majority of those voting in the postal ballot is required for a motion to be successful.

12 General Meetings

- 12.1 The Secretary shall call a general meeting 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 meeting is required

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 CLANZ, 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 CLANZ
- 12.3.2 At all meetings the President or in the President's absence, a Committee person elected by the meeting shall take the chair.
- 12.3.3 At all general meetings 20 full members present in person or by proxy in writing and provided to the CLANZ Secretary prior to or at the general meeting shall constitute a quorum. If within 30 minutes after the appointed time a quorum is not present, the meeting shall stand adjourned for 7 days to be resume at either the same venue and time or as designated by the chairperson. 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 present 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 person shall have a casting as well as a deliberative vote. The mode of voting at all general meetings shall be on voices or by show of hands, or if required by the President or chairperson or any 5 full members present shall so require, by ballot.

13 Dissolution of CLANZ

- 13.1 At any general meeting of CLANZ of which notice has been duly given specifying a proposal to wind up as part of the business a 75% majority of those voting may resolve to recommend to the Society that CLANZ be wound up.
- 13.2 If the Society so decides, CLANZ will be wound up and all surplus assets (after payment of the expenses of winding up and the liabilities of CLANZ) 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 the Section 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 CLANZ 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 at an Annual General Meeting or Special General Meeting of members. Such approved changes are to be notified within 21 days to the Society's President and Council for ratification by the Society's Council.
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