



**RULES OF THE  
NEW ZEALAND LAW SOCIETY  
PROPERTY LAW SECTION**

*January 2020*

**PROPOSED**  
**RULES OF THE PROPERTY LAW SECTION**

<b>Contents</b>	<b>Page</b>
1. Name	1
2. Limitation	1
3. Objects Functions and Powers	1
4. Membership	1
5. Subscriptions	2
6. Executive Committee	2
7. Officers	4
8. Management	4
9. Dismissal of Executive Committee	5
10. Committees of the Executive Committee	5
11. Election of the Executive Committee	5
12. Postal Ballots	7
13. General Meetings	7
14. Finance	8
15. Dissolution of Section	8
16. Changes to Rules	8
17. Section Manager	8

## **1. Name**

- 1.1 The name of the Section is the Property Law Section (the Section) of the New Zealand Law Society (the Society).

## **2. Limitation**

- 2.1 These Rules are subject to the Constitution and any Rules of the Society.

## **3. Objects Functions and Powers**

- 3.1 The objects functions and powers for which the Section is established are:
- 3.1.1 to promote collectively the role of lawyers in property transactions;
  - 3.1.2 to establish a standard of professionalism that can be used by members of the Section to promote themselves as specialist property lawyers;
  - 3.1.3 to promote opportunities both formal and informal for its members to maintain and improve their professional skills and gain expertise in the marketing of their services;
  - 3.1.4 to facilitate and encourage discussion and debate on issues of interest;
  - 3.1.5 to maintain contact with businesses, government ministries and agencies about operational, procedural and legislative issues of relevance to property lawyers;
  - 3.1.6 to engage in activities related to the reform of property law, including the promotion of reform and the making of submissions on proposed legislative changes or other issues relating to property law.
  - 3.1.7 to develop membership benefits and services;
  - 3.1.8 to speak in its own name on property law matters subject to such conditions and restrictions as may be stipulated from time to time by the Society's Board;
  - 3.1.9 to promote the objectives of and operate as a section of the Society;
  - 3.1.10 to promote or conduct any other activities consistent with the spirit of the foregoing objects, functions and powers.

## **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 full member of the New Zealand Law Society is eligible for full membership of the Section.
  - 4.2.2 The Executive Committee may from time to time at its discretion admit any person to full membership of the Section.
- 4.3 Associate membership
- 4.3.1 The Executive Committee may from time to time at its discretion admit any person to associate membership of the Section.
- 4.4 Applicants for full membership must apply in writing to the Executive Committee and will be enrolled as members on payment of the annual membership fee (if any).

- 4.5 Applicants for associate membership must apply in writing to the Executive Committee and will be enrolled as associate members upon their acceptance by the Executive Committee and on payment of the annual fee for associate members.
- 4.6 Only full members of the Section may exercise voting rights at meetings of or in relation to the affairs or activities of the Section.
- 4.7 Membership or associate membership will cease if a 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 remains unpaid for two calendar months after the due date for payment.
- 4.8 A member or associate member may resign at any time by giving notice in writing to the Section Manager. There is no entitlement to a refund of the membership fee on resignation.
- 4.9 The Executive Committee has power to terminate the membership of any member for conduct prejudicial to the interests of the Section, or for failure to observe the objects or meet the standards required by the Section. 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 Executive Committee in writing or, if the member so desires, in person.
- 4.10 Upon termination of a person's membership that person will cease to be entitled to describe himself or herself as a member of the Section.
- 4.11 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. Subscriptions and Levies**

- 5.1 Every member must pay to the Section such amount as the Executive Committee fixes by way of subscription or levy.
- 5.2 The Executive Committee may in any year fix a yearly or part yearly subscription. In fixing any subscription the Executive Committee is not bound to prescribe a uniform amount applicable to all members and may prescribe differential subscriptions in such manner as may be deemed appropriate, with power (inter alia) to fix life subscriptions.
- 5.3 The Executive Committee may in any year levy a reasonable amount for a stated purpose consistent with the objects of the Section.

## **6. Executive Committee**

- 6.1 There will be an Executive Committee of the Section (the Executive Committee).

### **6.2 Membership**

- 6.2.1 The Executive Committee comprises:

- (a) 9 ordinary members ("Ordinary Members").
- (b) Any members co-opted in accordance with Rule 6.2.3 ("Co-opted Members").
- (c) Whilst and so long as the President of the Society so determines, the President or his or her nominee, is an ex-officio member. The President is entitled at any time to remove his or her nominee and, if desired, to replace the nominee by another nominee or by himself or herself.

- 6.2.2 Only a full member of the Section is eligible to be an Ordinary Member.
- 6.2.3 The Executive Committee may from time to time appoint Co-opted Members for such terms, not exceeding 3 years, as the Executive Committee on each occasion determines. At no time may the number of Co-opted Members exceed 3.

6.3 Rotation of ordinary members:

- 6.3.1 Each year, an election must be held to fill at least 3 vacancies in the Ordinary Members. The vacancies will be as follows:
  - (a) Any vacancy which has not been filled by the Executive Committee pursuant to Rule 6.4.3.
  - (b) The vacancy arising from the expiration of the term of office of any person appointed by the Executive Committee pursuant to Rule 6.4.3.
  - (c) If the vacancies under paragraph (a) and (b) are less than 3, then such number of the Ordinary Members must retire as is necessary to create 3 vacancies. The Ordinary Members to retire will be those who have been longest in office since their appointment or last election. If two or more of those Ordinary Members were appointed or last elected on the same day, the Ordinary Members to retire will (unless they otherwise agree among themselves) be determined by lot. An Ordinary Member retiring by rotation is eligible for re-election and will remain in office until the announcement of the results of the election, or where Rules 11.4(a) or (b) apply, until the date referred to in Rule 11.13.

6.4 Vacancies

- 6.4.1 An Ordinary Member who is absent without leave for 3 consecutive meetings of the Executive Committee will immediately cease to be a member of the Executive Committee.
- 6.4.2 If any Ordinary member:
  - (a) Dies; or
  - (b) Resigns by written notice addressed to the Section Manager; or
  - (c) Ceases to be a full member of the Section; or
  - (d) Ceases to be a member of the Executive Committee pursuant to Rule 6.4.1his or her office will immediately become vacant and the vacancy will be a casual vacancy.
- 6.4.3 The Executive Committee has power to appoint any eligible person to fill any casual vacancy in the Ordinary Members. Any person so appointed will hold office only until the next following election but will then be eligible for election.

6.5 Meetings

- 6.5.1 Within forty working days after every election the Section Manager must call a meeting of the Executive Committee. The President (or his or her nominee) will take the chair at that meeting to conduct elections for the position of Chair, Deputy Chair, and Treasurer. When a Chair has been elected he or she will take the chair.
- 6.5.2 The Executive Committee will meet at such times and places (or by telephone or video conference) as may be determined by the Chair or upon the requisition in writing of any two members of the Executive Committee.
- 6.5.3 Reasonable notice of every such meeting must be given by the Section Manager to every member of the Executive Committee.
- 6.5.4 The Executive Committee may determine its own procedure at its meetings and five members present will constitute a quorum. In the case of an equality of votes the Chair will have a casting as well as a deliberative vote.

## **7. Officers**

7.1 The officers of the Section are the Chair, the Deputy Chair, and the Treasurer.

## **8. Management**

8.1. The management and control of the affairs of the Section are vested in the Executive Committee.

8.1.1 It will be the duty of the Executive Committee generally to conduct the affairs of the Section, and in particular to:

- (a) arrange the keeping of minutes and other records of the business of the Section;
- (b) arrange the preparation and submission to the Society of an annual report in respect of the operations of the Section;
- (c) provide the Society's Board with financial reports;
- (d) under delegation from the Society's Board, arrange the preparation of the Society's submissions or reports on law reform or policy issues involving property law or practice;
- (e) advise and assist the Society as requested;
- (f) promote the objects of the Section.

8.1.2 The Executive Committee may:

- (a) recommend to the Society's Board the adoption of by-laws not inconsistent with these Rules for the conduct of the affairs of the Section; and
- (b) subject to those Rules, delegate any of its powers and functions to its members or its committees.

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

8.2 It will be the duty of the Chair to:

- (a) preside at all meetings of the Executive Committee and at all general meetings of the Section;
- (b) prepare an annual report to the Society on the work of the Section;
- (c) keep the Society's Board informed of the programmes and activities of the Section;
- (d) be the contact person for any enquiries from the media, and make all public statements on behalf of the Section.

8.2.1 The Chair may delegate any of his or her powers and functions to the Section Manager or to any other member of the Executive Committee or to the convener of any of the Section's committees.

8.3 The Section Manager will act as secretary to the Section, but if at any time there is no Section Manager the Executive Committee may appoint a secretary on such terms and conditions as it thinks fit.

8.4 Any report or recommendation of the Executive Committee or other committee of the Section will become effective as a report or recommendation of the Society only if and when it is approved by the Society's Board.

8.5 Every member of the Executive Committee or any other committee of the Section will be entitled to be reimbursed out of the funds of the Section for all out of pocket expenses (including travel expenses) which the member has reasonably incurred in connection with any business of the Section.

## **9. Dismissal of Executive Committee**

- 9.1 The Society's President may, following consultation with the Society's Board, dismiss the Executive Committee for cause, being financial mismanagement or behaviour likely to bring the profession or the Society into disrepute.
- 9.2 The President must then appoint a temporary Executive Committee that must within six months of its creation hold elections where appropriate in accordance with Rule 11.

## **10. Committees of the Executive Committee**

- 10.1 The Executive Committee may establish (and subsequently disestablish) such committees or subcommittees as it considers necessary or desirable for fulfilling the objects and achieving the aims and for carrying on the activities of the Section.
- 10.1.1 Only full members of the Section are eligible for appointment as conveners of committees.
- 10.1.2 Associate members of the Section are eligible for appointment to committees.

## **11. Election of the Executive Committee**

- 11.1 Elections to the Executive Committee will be conducted by electronic or postal votes of full members of the Section as set out in the following Rules.
- 11.2 Subject to the provisions of Rule 11.14, the election must be conducted by the Section Manager.
- 11.3 Not later than a date that is specified by the Law Society each year in which an election is to be held, the Section Manager must call for nominations by notice sent to the full members of the Section, specifying:
- (a) the form which the nomination must take;
  - (b) the date by which nominations must be received by the Section Manager; and
  - (c) the place to which nominations must be sent.
- 11.4
- (a) If the number of candidates nominated equals the number of vacancies, the Section Manager must declare those nominated elected.
  - (b) If the number of candidates nominated is less than the number of vacancies, the Section Manager must declare those nominated elected. Any remaining vacancy will then constitute a casual vacancy and the provisions of Rule 6.4.3 will accordingly apply.
  - (c) If the number of candidates nominated is more than the number of vacancies, an election must be conducted in manner set out in the following Rules.
- 11.5 Where a member entitled to vote has advised the Law Society of an electronic mail (email) address, then:
- (a) by not later than a date that is specified by the Law Society each year, the Section Manager 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;
    - (iii) such other information as the Section Manager may determine.

- (b) The member may then vote on-line, using the on-line voting papers according to the procedure prescribed by the Section Manager.
- 11.6 Where a member entitled to vote has not advised the Law Society of an email address then:
  - (a) by not later than a date that is specified by the Law Society each year, the Section Manager must send to each such member the following:
    - (i) the biographical details of each candidate;
    - (ii) a voting paper containing in alphabetical order of surnames, a list of all the candidates and also directions as to voting including the closing time for voting; and
    - (iii) such other information as the Section Manager 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.
- 11.7 The Section Manager must then collate the postal votes with those votes made by way of on-line voting and set out:
  - (i) the total number of votes received;
  - (ii) the number of votes rejected; and
  - (iii) the total number of valid votes in favour of each candidate.
- 11.8 Each member entitled to vote is entitled to one vote only, irrespective of the method of voting chosen. If the Section Manager 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 vote will be invalid.
- 11.9 The Section Manager may appoint one or more scrutineers to assist the Section Manager in respect of the election process.
- 11.10 The election of members of the Executive Committee will be on a 'first past the post' basis.
- 11.11 No election of members of the Executive Committee 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.
- 11.12 No election will be invalidated by reason of non-compliance with the time requirements set out in Rules 11.3 to 11.6.
- 11.13 The results of an election must be declared by a date that is specified by the Law Society, or as soon after as is reasonably practicable.
- 11.14 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 Section Manager under Rules 11.5 to 11.11, as are agreed upon.
- 11.15 Despite the preceding provisions of Rule 11, 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 11.6. In that event, the preceding provisions of Rule 11, with appropriate modifications, will apply to the election by postal vote.

## **12. Ballots**

- 12.1 The Section Manager must call for a postal or an on-line ballot forthwith upon:
- (a) instruction from the Executive Committee; or
  - (b) receipt of a requisition in writing signed by not less than twenty per cent of all full members stating the purposes for which such a ballot is required.
- 12.2 When a postal ballot is to take place the Section Manager must send to each full member of the Section 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 Section Manager;
  - (c) such other documentation as the Section Manager or Chair may determine.
- 12.3 When an on-line ballot is to take place, the provisions of Rules 11.5 to 11.15 and 12.2 will apply, with appropriate modification.

## **13. General Meetings**

- 13.1. The Section Manager must call a general meeting forthwith upon:
- (a) instruction from the Executive Committee; or
  - (b) receipt of a requisition in writing signed by not less than twenty per cent of all full members stating the purposes for which such meeting is required.
- 13.2 Notice of general meetings
- 13.2.1 At least fourteen clear days notice of a General Meeting must be given to all members of the Section, specifying the place, day and time of the meeting, the general nature of the business and terms of any motion to be put to the meeting. The accidental omission to give notice of a meeting to, or non-receipt of the notice by, a member will not invalidate the proceedings of any meeting.
- 13.3 Procedure at general meetings
- 13.3.1 All general meetings will be open to all members of the Section.
- 13.3.2 At all general meetings the Chair or Deputy Chair or if both are absent a member of the Executive Committee elected by the meeting will take the chair.
- 13.3.3 At all meetings fifteen full members present in person or by proxy will constitute a quorum. If within 30 minutes after the time appointed a quorum is not present, the meeting will stand adjourned for seven days to resume at the same time and place and if at the adjourned meeting a quorum is not present at the time appointed the meeting will not take place.
- 13.3.4 A full member may appoint a proxy for a meeting. The proxy is entitled to attend and be heard at the meeting as if the proxy were a full member.
- 13.3.5 A proxy must be appointed by notice in writing signed by, or in the case of an electronic notice sent by, the full member. The notice must be received by the Section Manager no later than an hour before the meeting begins.
- 13.3.6 Every full member present or present by proxy at a general meeting will be entitled on every motion to one vote and in the case of an equality of votes the Chair will have a casting as well as a deliberative vote. The mode of voting on all questions at all general meetings will be on the voices or by show of hands, or, if the Chair or any three full members present so require, by poll.

## **14. Finance**

- 14.1 The Executive Committee will manage the Section's financial affairs.
- 14.1.1 With the consent of the Society, the accounts for the Section may be maintained, operated and audited as part of the Society's accounts.
- 14.1.2 The Executive Committee must not open any bank or other account without prior notification in writing to the Society's Treasurer. The Executive Committee must appoint at least two signatories to each account.
- 14.2 The Section may present an annual application for funding to the Society at such time as requested by the Treasurer of the Society and in any event in time for approval by the Society's Board before the commencement of the Society's financial year.
- 14.3 No officer or member of the Section other than the Chair or Deputy Chair will have authority to incur any liability in the name of the Section.

## **15. Dissolution of Section**

- 15.1 At any general meeting of the Section of which notice has been duly given specifying a proposal to wind up as part of the business a three-fourths majority of those voting may resolve to recommend to the Society that the Section be wound up.
- 15.2 If the Society so decides, the Section will be wound up and all surplus funds and assets (after payment of the expenses of winding up and the liabilities of the Section) shall either:
- (a) pass to the Society; or
- (b) be applied for the advancement of property law in New Zealand by distributing them to non-profit organisations in New Zealand in either case as provided in the resolution to wind-up.

## **16. Changes to Rules**

- 16.1 The Section may recommend to the Society's Board that these Rules be amended but such recommendation may be made only if it is supported by three-fourths of the votes on a postal or on-line ballot of all full members of the Section.

## **17. Section Manager**

- 17.1 In these Rules, unless the context otherwise requires the term 'Section Manager' means the person appointed and/or responsible for administration and management of the affairs of the Section.

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