

Rules of the Society of Construction Law New Zealand Incorporated (1627517)
(as amended 2020)

1 Name

1.1 The name of the Society shall be the 'Society of Construction Law New Zealand Incorporated'.

2 Interpretation of Terms

2.1 'Society' shall mean the Society of Construction Law New Zealand Incorporated.

2.2 'Council' shall mean the Council of the Society as provided for under clause 5.

2.3 'Members' shall mean the Members provided for under clause 4.

3 Object

3.1 The object of the Society is to promote, for the public benefit, education, study and research (and publication of the useful results of such research) in the field of construction law and related subjects both in New Zealand and overseas.

3.2 In furtherance of the above object, but not further or otherwise, the Society may engage in the following:

- a Promoting, supporting, organising or participating in conferences, seminars, exhibitions, scholarships, courses, lectures and similar projects.
- b Instigating research and studies and working parties, obtaining information on all aspects of construction law and technology and publishing the useful results thereof.
- c Publishing or communicating by any desirable and effective means information relating to construction law and all matters relating thereto.
- d Establishing relationships, association and liaison with other persons and bodies, both within New Zealand and overseas, with similar or related objects and exchanging information and studies and results concerning all matters relating thereto.
- e Employing agents or servants (not being members of the Council) as may be necessary to further the object of the Society.
- f Subject to such consents as may be required by law, purchasing, selling, mortgaging, charging or leasing any property which may be required for the purposes of the Society.
- g Collecting subscriptions, donations and grants.
- h Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties.
- i Being registered as a charity if so directed by the Council.

4 Members

4.1 There shall be two categories of membership:

- a Ordinary membership.
 - b Honorary Life membership.
- 4.2 Candidates for ordinary membership must declare in writing a serious and active interest in construction law.
- 4.3 Applications for ordinary membership must be in writing addressed to the Treasurer and must be signed by the candidate who shall thereby undertake, if approved for membership, to conform to the Rules of the Society.
- 4.4 The Council shall approve for ordinary membership any suitable person who satisfies the requirements under clauses 4.2 and 4.3.
- 4.5 An approved candidate shall be admitted to ordinary membership (as an 'Ordinary Member') on payment of such annual subscription or proportion thereof as may from time to time be fixed by the Council.
- 4.6 If any Ordinary Member fails to pay his or her subscription within three months after it becomes due, the Secretary shall give notice to the Member of that fact, and if the subscription is not paid within seven days of the date of such notice or within such further time as the Council may allow, such Member may by resolution of the Council be excluded from the Society and shall thereupon cease to be a Member, but shall not thereby cease to be liable for any outstanding subscription.
- 4.7 A Member who has paid his or her subscription up to date may retire from the Society by notice in writing to the Council.
- 4.8 A Member who is in arrears with his or her subscription may retire from membership with the consent of the Council but shall not cease to be liable for such arrears of subscription.
- 4.9 The Council may appoint any person to honorary life membership (as an 'Honorary Life Member'), on account of his or her distinction and eminence and/or in recognition of their contribution to the field of Construction Law. Honorary Life Members:
- a shall not pay any subscription
 - b shall receive notices of and may attend any meeting and take part in any business or function of the Society
 - c may speak at any meeting of the Society
 - d shall have the right to vote at any meeting of the Society.
- 4.10 If it appears to the Council, or shall be represented to the Council in writing signed by three or more Members, that there is reason to believe that a Member has been guilty of conduct which, in the absence of satisfactory explanation, would render such Member unfit to remain a Member, the Council shall send a notice in writing thereof to such Member and shall afford the Member an opportunity of providing an explanation in writing or in person as the Member may elect. If on consideration of such explanation the Council (by a majority of at least three-quarters of the Members of the Council) shall be of the opinion that such Member ought to be excluded from the Society, on the Council resolving accordingly the Member shall cease to be a Member but shall not cease to be liable for any arrears of subscription.

5 Council

5.1 The Society shall be governed by a Council, which shall comprise of nine Members to be elected from and by the Members as provided in clause 7 plus co-opted members of Council as determined by the Council.

5.2 The elected Members of Council represent the following Areas:

- Auckland
- Waikato/Bay of Plenty
- Wellington
- Canterbury
- Otago/Southland

“Areas” means the local government regions as follows:

Auckland – Northland/Auckland

Waikato/Bay of Plenty – Waikato/Bay of Plenty

Wellington – Wellington/Whanganui-Manawatu/Taranaki/Hawkes Bay

Canterbury – Nelson-Marlborough/Canterbury/Westcoast

Otago/Southland – Otago/Southland

5.3 Where there is no member of Council elected from any one of these Areas there may be co-opted by the incoming Council a representative for that Area or Areas for such period or periods not exceeding one year as the Council in its discretion shall so decide. The number of Members co-opted to represent an Area shall not exceed three unless all Members of Council are from one Area in which case the maximum shall be four.

5.3A Where at any time there are fewer than two members of Council (including members of Council co-opted under 5.3) of one gender, the Council shall take steps to co-opt a member(s) from that gender to satisfy this criteria.

5.4 The Council may co-opt up to two further Members to be members of Council in addition to those co-opted under 5.3 and 5.3A for any purpose for which it sees fit. A co-opted member of the Council shall not be eligible for election as President or Vice-President of the Society and, unless he or she is a Member, shall not be eligible to vote as a member of Council.

5.5 The Council shall, subject to the control of any Annual General Meeting or Special General Meeting (but not so as to render invalid any act done by the Council prior to that meeting), conduct and manage all the affairs of the Society and may, on behalf of the Society, exercise all the powers, authorities and discretions of the Society, obtain any concessions, grants, acts or authorisations from any Government or other authority, enter into contracts, and do all such other things as may be necessary for furthering the object of the Society.

5.6 The Council may establish Area Committees in any Area where it is of the view that local membership or regional issues indicate the desirability of such a committee. An Area Committee shall be responsible for liaising with local Members in that Area and the member(s) of Council from the Area concerned in order to further the object of the Society. The Area Committee shall have no powers to expend funds on behalf of the Society unless authorised by resolution of the Council.

5.7 No member of the Council shall be liable to the Society or to any Member for any act or omission as a member of the Council, unless that member of the Council has acted fraudulently.

5.8 At all meetings of the Council, the President of the Society (if he or she is present or, if not,

the Vice-President or other member of the Council chosen by the members of the Council present) shall act as chair.

- 5.9 The quorum for a meeting of the Council shall be any five members of the Council present in person, including by video or telephone link.
- 5.10 The chair of any meeting of the Council shall not have an extra or casting vote.
- 5.11 A vacancy shall occur in the office of an elected member of the Council if:
- a the member dies
 - b the member resigns from the Council
 - c the member retires by rotation
 - d the member ceases for any reason to be a Member
 - e the member is adjudged bankrupt.

A resolution of the Council declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and the grounds of the vacancy stated in the resolution.

- 5.12 Any such vacancy may be filled by appointment by the Council, and the new member so appointed shall hold office until the next Annual General Meeting.
- 5.13 Elections at the Annual General Meetings and by the Council shall take place in accordance with these Rules and such other rules as may be prescribed by the Council from time to time.
- 5.14 Any Ordinary Member or Honorary Life Member, other than an existing elected member of the Council, who wishes to stand for election to the Council at an Annual General Meeting shall notify the Secretary in writing accordingly not less than 21 days prior to the date of that Annual General Meeting.

6 Officers

- 6.1 The Officers of the Society shall be as follows:
- a A President and a Vice-President, who shall be elected members of the Council and shall be elected by the Council at the first meeting of the Council following the Annual General Meeting.
 - b. A Treasurer and Secretary, who shall be either elected or co-opted members of the Council and elected by the Council at the first meeting of the Council following each Annual General Meeting.
 - c. The President shall hold office for a period of two years or thereabouts retiring at the first Council meeting after the Annual General Meeting held two years from their election by the Council. The President is eligible for re-election as a member of the Council after retiring as President.
 - d. The President shall be exempt from Rule 7.1d unless the President has reached the end of the two year term of office.
 - e. Any vacancies in the office of President or Vice-President may be filled by appointment by the Council from the remaining elected members of the Council. The

term of any replacement President or Vice-President shall be the balance of the term of the person they replaced.

- f. Any vacancies in the office of Treasurer or Secretary may be filled by appointment by the Council from the remaining elected or co-opted members of the Council.

6.2 All members of the Council shall be reimbursed for any expenses reasonably incurred on behalf of the Society or in attending to the business of the Council or the Society.

7 Meetings

7.1 Annual General Meeting

- a The Annual General Meeting shall be held within four months of the end of the Society's financial year.
- b The Annual General Meeting shall be held for the purpose of conducting all business usually conducted at an Annual General Meeting, including (but not limited to) the election of Members of the Council to replace those Members resigning or retiring under this clause.
- c At every Annual General Meeting, two of the elected Members of the Council shall retire from office.
- d Subject to rule 6.1d the elected members of the Council to retire shall be the two members, not including any member who may be resigning at the Annual General Meeting, who have held office for the longest periods of time. The period of time a member has held office shall be computed from his or her last election or appointment to the Council. In the event of more than two members having held office for the same period of time, the two members to retire shall be determined either by agreement or by drawing lots.
- e Every elected member of the Council not resigning from the Council at the Annual General Meeting nor standing down by rotation remains on Council.
- f Notice of the Annual General Meeting, specifying the time and place of the meeting, shall be sent to each Member by the Secretary not less than 28 days before the meeting.

7.2 Special General Meetings

- a A Special General Meeting may be called by the Council at any time.
- b Notice of the Special General Meeting, specifying the motion to be considered and the time and place of the meeting, shall be sent to each Member by the Secretary not less than 21 days prior to the meeting.
- c Ten or more Members may at any time, by notice in writing to the Secretary, signed by those Members, require the Council to call a Special General Meeting to consider any motion.
- d The Council shall call a Special General Meeting to consider the motion, such meeting to be held no later than two months from the date of receipt by the Secretary of the notice.

- e Notice of the Special General Meeting, specifying the motion to be considered, the Members requiring the meeting, and the time and place of the meeting, shall be sent to each Member by the Secretary not less than 21 days prior to the meeting.
- f No business shall be transacted at any Special General Meeting other than the motion of which notice has been given.

7.3 General

- a At any Annual General Meeting or Special General Meeting of the Society, the President (if he or she is present or, if not, the Vice-President or other member chosen by the Council) shall act as chair.
- b The quorum for an Annual General Meeting or Special General Meeting shall be 10 Members present in person.
- c Except where some other majority is required by these Rules, all questions at any Annual General Meeting or Special General Meeting shall be decided by a bare majority of the Members present in person or by proxy and who vote, and the chair of the meeting shall have an extra or casting vote.
- d Every Annual General Meeting or Special General Meeting shall have power to adjourn to a future time.
- e Whenever an Annual General Meeting or Special General Meeting is adjourned to a future time, written notice thereof shall be sent to each Member.
- f Proxies for voting at any Annual General Meeting or Special General Meeting may be called for and administered in such manner as may be determined by the Council in respect of that meeting.
- g If any circumstance occurs beyond the Council's control rendering the normal operation of the business of the Society impracticable, then the Council may take such steps as are reasonably required in relation to that part of the business of the Society during such period as the circumstance persists. This includes postponing an Annual General Meeting or Special General Meeting or holding either online. Such circumstances include:
 - (i) an act of any government or competent authority,
 - (ii) an outbreak, epidemic or pandemic of disease, or
 - (iii) natural or other disaster.

This overrides any other rules to the contrary.

8 Accounts

- 8.1 The Society's financial year shall be the year ending on 31 March in each year.
- 8.2 The Council shall cause true accounts to be kept of:
 - a the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place.

b the assets and liabilities of the Society.

8.3 The accounts shall be kept at the registered office of the Society or at such other place or places as the Council may think fit, or may from time to time be held by the Treasurer, and shall at all reasonable times be open to the inspection of the Council.

8.4 The accounts shall be open to the inspection of Members at the registered office of the Society at any reasonable time, subject to reasonable notice and to any other restrictions which may from time to time be imposed by the Society at any Annual General Meeting or Special General Meeting.

8.5 The Council shall lay before the Society at the Annual General Meeting an account of the receipts and expenditure and the assets and liabilities of the Society as at the end of the prior financial year.

8.6 All sums of money not immediately required for the business of the Society shall from time to time be deposited in a bank or otherwise invested as directed by the Council. Money of the Society required to be invested shall be invested in any investments from time to time authorised by the Council for the investment of trust funds.

9 Notices

9.1 A notice may be given to any Member by delivering the notice to the Member personally or by sending it to the Member at the Member's last-known postal or email address. When a notice is sent by post or email, it shall be deemed to have been received at the time at which the notice would in the normal course of events have been expected to have been received.

10 Bylaws

10.1 The Council may from time to time make bylaws, not inconsistent with these Rules, as it may think fit more effectively to achieve the object of the Society, and any bylaws for the time being in force of which notice has been given to the Members shall be binding all Members.

11 Alteration of Rules

11.1 These Rules may be altered by resolution of an Annual General Meeting or Special General Meeting passed by a majority of at least two-thirds of the Members present at the meeting in person or by proxy and who vote, and the chair of the meeting shall have an extra or casting vote.

11.2 If the Society shall have been registered as a charity, no alteration to clauses 3 or 12 of these Rules, or to this clause 11, shall have effect unless and until approved in writing by the Inland Revenue Department and the Charities Commissioner or other authority having charitable jurisdiction (to the extent that their approvals may be required), and no alteration shall be made which would cause the Society to cease to be a charity.

12 Dissolution

12.1 The Society may be dissolved by resolution of a Special General Meeting passed by the same majority and in the same manner as is required for alteration of the Rules. Upon dissolution, after satisfaction of liabilities, the assets shall be applied to such charitable purpose similar to the object of the Society as the meeting may select or, in absence of

such selection, for some other charitable purpose.

These are the Rules of the Society of Construction Law New Zealand Incorporated (as altered by resolution passed by at least two-thirds of the Members of the Society present and voting at the Special General Meeting of the Society held at Auckland on 23 June 2020).
