

# **Rules of the Society of Construction Law New Zealand Incorporated**

## **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 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 membership (as an 'Honorary Member') for such period as the Council thinks fit, on account of his or her distinction and eminence.  
Honorary 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 not 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 the following:
- a Eight Ordinary Members elected as provided in clause 7.
  - b Such additional persons as may be co-opted by resolution of the Council for such period or periods not exceeding one year as the Council in its discretion shall so decide. 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 Council member. The number of co-opted members shall not exceed two.
- 5.2 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.
- 5.3 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 has acted fraudulently.
- 5.4 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 Council) shall act as chairman.
- 5.5 The quorum for a meeting of the Council shall be five elected members of the Council present in person, including by video or telephone link.
- 5.6 The chairman of any meeting of the Council shall not have an extra or casting vote.
- 5.7 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.
- 5.8 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.
- 5.9 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.
- 5.10 Any Ordinary 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.

- 5.11 Any 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. In the absence of such notice, that member shall be deemed to be resigning from the Council at the 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 each Annual General Meeting. They shall hold office until the first meeting of the Council following the next Annual General Meeting and shall be eligible for re-election. 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.
- 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. They shall hold office until the first meeting of the Council following the next Annual General Meeting and shall be eligible for re-election. 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 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 shall be eligible for re-election and shall be deemed to be standing for re-election.
- 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.

