

Marlborough Branch Rules

1. Interpretation and commencement

1.1 In these Rules, unless the context otherwise requires:

‘Act’ means the Lawyers and Conveyancers Act 2006;

‘Board’ means the Executive Board of the Law Society;

‘Branch’ means the Marlborough Branch of the New Zealand Law Society;

‘Branch Council’ means the council of the Branch;

‘Branch Office’ means the office of the Branch;

‘Branch Manager’ means the person appointed under Rule 10.1;

‘Commencement Date’ means 1st day of February 2009;

‘Constitution’ means the constitution of the Law Society;

‘Council’ means the council of the Law Society;

‘Law Society’ means the New Zealand Law Society;

‘Local Area’ means the area set out in Schedule 1;

‘Local Member’ means a Member who practises in the Local Area;

‘Member’ means a full member of the Law Society but does not include an honorary member or associate member;

‘Predecessor District Law Society’ means the district law society which had jurisdiction in the Local Area immediately prior to the Commencement Date; and

‘Rules’ means these rules and ‘Rule’ has a corresponding meaning.

1.2 Where these Rules refer to the place or area in which a Member practises, this constitutes a reference to the place or area in which that Member’s principal place of business is situated.

1.3 In these Rules, unless the context otherwise requires:

(a) a word or expression defined in the Act but not defined in these Rules has the same meaning as it has in the Act;

(b) a word or expression defined in the Constitution but not defined in these Rules has the same meaning as it has in the Constitution;

- (c) **month** means a calendar month; and
- (d) words in the singular include the plural, and words in the plural include the singular.

1.4 These Rules come into effect on the Commencement Date.

2 Name and area

2.1 The name of the Branch is the Marlborough Branch of the New Zealand Law Society.

2.2 The area included in the Branch corresponds with that of the Predecessor District Law Society and is set out in Schedule 1.

3 Functions and powers of the Branch

3.1 The functions of the Branch include:

- (a) representing and serving the interests of Local Members;
- (b) upholding the fundamental obligations imposed by the Act on lawyers who provide regulated services;
- (c) appointing a Branch representative to the Council;
- (d) appointing or nominating, as the case may be, a person to or for the office of vice president of the Law Society;
- (e) the oversight, as required by the Council or Board, of the local performance by the Law Society of regulatory functions under the Act;
- (f) attending to representative functions, including the promotion of collegiality within the Branch;
- (g) assisting in and promoting law reform; and
- (h) such other functions as are from time to time delegated to the Branch by the Law Society,

3.2 The Branch has all such powers as:

- (a) are necessary or desirable to carry out the above functions; or
- (b) are delegated to the Branch by the Law Society.

4 Membership

4.1 All Local Members are Members of the Branch.

5 Branch Council

5.1 The Branch Council consists of:

- (a) the Branch President;
- (b) the Branch Vice President;
- (c) such number of ordinary Local Members, being not less than three nor more than 10 as the Branch Council from time to time determines.

- 5.2 The functions of the Branch Council are:
- (a) to ensure the functions of the Branch are properly carried out;
 - (b) to ensure that directives from the Law Society are carried out;
 - (c) to prepare and submit to the Law Society for approval by the Law Society annual business plans and such financial information as the Law Society may require;
 - (d) to establish such committees as it considers appropriate subject always to the approval of the Board;
 - (e) to provide guidance and support in respect of management of the Branch; and
 - (f) generally to carry out all the functions of the Branch.
- 5.3 All of the powers of the Branch are vested in and exercisable by the Branch Council, excepting:
- (a) The power to elect members of the Branch Council; and
 - (b) Such powers (if any) that by these Rules may be exercised only by the Branch in general meeting.
- 5.4 Each member of the Branch Council must be a Local Member.

6 Elections

- 6.1 Elections for the Branch Council must be held each year and must be conducted by electronic or postal votes of Local Members as set out in the following Rules.
- 6.2 The election must be conducted by the Branch Manager, subject to the provisions of Rule 6.15.
- 6.3 Not later than a date to be specified each year by the Law Society, the Branch Manager must call for nominations by notice sent to the Local Members specifying:
- (a) the form which the nomination must take (including the requirement that the form must be signed by two Local Members and with the consent of the nominee endorsed);
 - (b) the date by which nominations must be received by the Branch Manager;
 - (c) the place to which nominations must be sent.
- 6.4
- (a) If the number of candidates nominated for an office equals the number of vacancies, the Branch Manager must declare those nominated, elected.
 - (b) If the number of candidates nominated for an office is less than the number of vacancies, the Branch Manager must declare those nominated elected. Any remaining vacancy will then constitute a casual vacancy and the provisions of clause 7.3 will accordingly apply.
 - (c) If the number of candidates nominated for any office is more than the number of vacancies, an election must be conducted in manner set out in the following Rules.
- 6.5 Where a Local Member entitled to vote has advised the Law Society of an electronic mail (email) address, then:
- (a) by not later than a date to be specified each year by the Law Society, the Branch Manager must send an email to each such Local Member, setting out:
 - (i) the biographical details of each candidate;

- (ii) electronic voting papers and details of the procedure for electronic voting in respect of the election, including the closing time for voting;
 - (iii) such other information as the Branch Manager may determine.
 - (b) The Local Member may then vote electronically, using the electronic voting papers according to the procedure prescribed by the Branch Manager.
- 6.6 Where a Local Member entitled to vote has not advised the Law Society of an email address then:
- (a) by not later than a date to be specified each year by the Law Society, the Branch Manager must send to each such Local 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 Branch 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.
- 6.7 The Branch Manager must then collate the postal votes with those votes made by way of electronic 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.
- 6.8 Each Local Member is entitled to one vote only, irrespective of the method of voting chosen. If the Branch Manager is satisfied that a Local Member has voted more than once, or the Local Member has not voted in accordance with the relevant prescribed procedures, the Local Member's vote will be invalid.
- 6.9 The Branch Manager may appoint one or more scrutineers or an Election Officer (being a person who is not a candidate for office) to assist the Branch Manager in respect of the election process. On completion of the count the scrutineers are, or the Election Officer is, to prepare a certificate showing the number of valid votes cast for each candidate and deliver the certificate to the chair of the Annual General Meeting to declare the results in accordance with rules 6.10 to 6.13.
- 6.10 The election will be on a 'first past the post' basis. However, if a person is a candidate for election to more than one office in the Branch Council, the result of the election to the higher office must be determined first and if he or she is successful his or her other candidatures must be treated as withdrawn.
- 6.11 If there is an equality of votes cast for two or more candidates, the Branch Manager must decide by lot in such manner as the Branch Manager determines which of such candidates is elected.

- 6.12 No election of members of the Branch Council will be invalidated as a result of any Local Member not receiving either a notice calling for nominations or an electronic voting paper or a postal voting paper.
- 6.13 No election will be invalidated by reason of non-compliance with the time requirements set out in Rules 6.3 to 6.5.
- 6.14 The results of an election must be declared by a date to be specified each year by the Law Society or as soon after as is reasonably practicable.
- 6.15 The Law 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 Branch Manager under Rules 6.5 to 6.12, as are agreed upon.
- 6.16 Despite the preceding provisions of Rule 6, the Board may, if it considers it impractical or undesirable for a particular election or part of a particular election to be conducted on an electronic vote basis, direct that the election or the relevant part of the particular election be conducted on a postal vote basis in accordance with the provisions of Rule 6.6. In that event, the preceding provisions of Rule 6, with appropriate modifications, will apply to the election by postal vote.

7 Term of office

- 7.1 The term of office of the Branch President, the Branch Vice-President and ordinary Branch Council members is from the date of his or her election up to the date on which the results of the next succeeding election are declared.
- 7.2 A member of the Branch Council will cease to hold office if he or she:
- (a) Ceases to be a Member;
 - (b) Is absent from three consecutive meetings of the Branch Council without the Branch Council's consent;
 - (c) Becomes incapable, for any reason, of carrying out his or her duties;
 - (d) Resigns from office; or
 - (e) Is removed by a resolution passed by a two thirds majority of Local Members present at a general meeting of Local Members.
- 7.3 If any casual vacancy occurs in the office of President, Vice President or ordinary member of the Branch Council, the remaining members of the Branch Council must appoint a Local Member to fill the vacancy for the unexpired term of office.

8 Meetings of the Branch Council

- 8.1 The Branch Council must meet as often as required for the proper conduct of the Branch's functions and may regulate its affairs as it thinks fit.
- 8.2 Minutes of all Branch Council meetings must be forwarded to the Law Society.

8.3

- (a) Not less than seven days' prior written notice of each meeting of the Branch Council and of the business to be transacted at that meeting must be given to each member of the Branch Council.
- (b) The period of time specified in paragraph (a) may be abridged by the Branch President or in the absence of the Branch President by the Branch Vice President. The abridgement and the reasons for it must be recorded in the notice of the particular meeting of the Branch Council.

8.4 The Chair at any meeting of the Branch Council will be the Branch President, or in the Branch President's absence, the Branch Vice President. If the Branch President and the Branch Vice President are both absent, the Branch Council must appoint a person to chair the meeting from among its members present at that meeting.

8.5 The quorum for any meeting of the Branch Council is five members of the Branch Council.

8.6

- (a) Any meeting of the Branch Council lapsing for want of a quorum will stand adjourned to the same time and place seven days after the original time, or such later time or other place as the Branch President or, in the absence of the Branch President, the Branch Vice President fix by notice given to all members of the Branch Council within three days after the lapsed meeting.
- (b) The adjourned date specified in paragraph (a) may be abridged by the Branch President or in the absence of the Branch President, by the Branch Vice President. The abridgement and the reason for it must be recorded in the particular meeting of the Branch Council.

8.7 At all meetings of the Branch Council each person attending is entitled to one vote. The Chair has, in addition to a deliberative vote, a casting vote.

8.8 Despite Rule 8.1, the contemporaneous linking together by telephone, video conference, or other electronic means ("Teleconference Meeting") of the members of the Branch Council constitutes a meeting of the Branch Council so long as the following conditions are met:

- (a) All members of the Branch Council must be given notice of a Teleconference Meeting, and all members attending must be linked for the purposes of the meeting;
- (b) At the commencement of each Teleconference Meeting each member of the Branch Council taking part in that meeting must be able to hear each of the other participating members;
- (c) At the commencement of the Teleconference Meeting, each member of the Branch Council must acknowledge his or her presence for the purpose of the meeting to each of the other participating members;
- (d) No member of the Branch Council may cease participating in a meeting by disconnecting himself or herself unless the member has obtained the approval of the person chairing the Teleconference Meeting; and
- (e) Each Branch Council member present at the commencement of the meeting forms part of the quorum at all times during the Teleconference Meeting unless approval to leave the meeting has been given to that member.

- 8.9 Despite Rule 8.1, a resolution in writing signed by not less than 75% of the members of the Branch Council is as valid and effectual as if it had been passed at a meeting of the Branch Council duly convened and held. Any such resolution:
- (a) May consist of several documents in like form, each signed by one or more members of the Branch Council;
 - (b) May consist of a fax or email purporting to have been sent by any one or more members of the Branch Council. The fax or email is deemed for the purposes of this Rule to be a document signed by the member or members of the Branch Council purporting to have sent it;
 - (c) Must be placed before the next meeting of the Branch Council for confirmation as if it were a minute of a resolution passed at a meeting of the Branch Council duly convened.
- 8.10 The Branch President or Branch Vice President is entitled to invite a person to attend any meeting or any part of any meeting of the Branch Council as an observer. With the leave of the meeting the observer may be given the right to speak at the meeting.

9 Meetings of Local Members

- 9.1 The Branch must hold an Annual General Meeting of Local Members on a date not earlier than in February nor later than in June in each year fixed by the Branch Council.
- 9.2 The Branch Council may at any time give notice to the Local Members calling a Special General Meeting of the Branch.
- 9.3 The Branch Council must call a Special General Meeting within 30 days of receiving a request stating the object of the proposed meeting, signed by not less than 1% of the Local Members or 10 Local Members, whichever is the greater.
- 9.4 The Branch Council must send to every Local Member notice of every general meeting, the business to be conducted at the meeting and a proxy form, not less than 14 days prior to the meeting. The accidental omission to send notice of a general meeting to any particular Local Member or Local Members does not invalidate the proceedings at that meeting.
- 9.5 The quorum for any general meeting is 10 Local Members who are present either personally or by proxy.
- 9.6 The Chair at any general meeting will be a member of the Branch Council appointed by the Branch Council.
- 9.7 At the Annual General Meeting Local Members will receive any reports from the Branch Council and conduct any other business notified to Local Members in the notice of meeting.
- 9.8 Each Local Member is entitled to one vote.
- 9.9 Each Local Member may vote either personally or by proxy.
- 9.10 Every person who is appointed a proxy must be a Local Member.

- 9.11 Every appointment of a proxy must be:
- (a) In writing, signed by the appointer and witnessed;
 - (b) Valid for a specified meeting and any adjournments; and
 - (c) Received at the Branch Office at least 48 hours before the time fixed for the commencement of the meeting.
- 9.12 At any general meeting the Chair may require that a poll be taken, and must require a poll where, to the Chair's knowledge, the counting of proxy votes could affect the outcome of a vote.
- 9.13 At a general meeting a poll must be taken where demanded by five Local Members present at the meeting.
- 9.14 Where a poll is required or demanded it must be conducted as the Chair directs.
- 9.15 If there is an equality of votes the Chair will have a casting vote in addition to his or her deliberative vote.
- 9.16 Subject to these Rules, the procedure at any general meeting may be determined by the Branch Council as it thinks fit.

10 Branch management

- 10.1 The Law Society may appoint a Branch Manager to manage the affairs of the Branch. The Branch Manager's appointment may be on a full time or part time basis.
- 10.2 The Branch Council must co-operate in and facilitate the setting up and operation by the Law Society of a Branch Office in the Local Area.
- 10.3 The Law Society, or the Branch Manager, with the prior approval of the Law Society, may engage such other persons to assist in the management and administration of the office of the Branch as are considered desirable, and the Law Society, or the Branch Manager may with the prior approval of the Law Society, terminate the engagement of any of those persons.

11 Alterations to Rules

- 11.1 These Rules may be amended by the Branch Council from time to time, but each amendment must have the prior approval of the Council.
- 11.2 At any general meeting, the Local Members may, subject to the approval of the Council, adopt amendments to these Rules.

12 Transitional

- 12.1 Despite the previous provisions of these Rules, during the period from the Commencement Date up to the date of the Annual General Meeting in 2010:
- (a) the Branch Council will have the same size and composition as that of the council of the Predecessor District Law Society immediately prior to the Commencement Date; and
 - (b) the officers and other council members of the Predecessor District Law Society will remain in office and will comprise the Branch Council.

Schedule 1

Marlborough branch

Blenheim

Kaikoura

Picton