



CONSTITUTION  
OF  
CANTERBURY WOMEN'S LEGAL ASSOCIATION INCORPORATED

Adopted at the Annual General Meeting on 25 July 1990 and incorporating the amendments made at the Annual General Meetings of 3 June 1999, 13 April 2011, and 7 May 2015.

Changes that were adopted at the Special General Meeting of [insert date] are those changes that are shown by strikethrough, underlining, and yellow highlight. These changes include a new numbering and heading system.

## 1.0 NAME AND OFFICE

- 1.1 The name of the Association shall be is the Canterbury Women's Legal Association Incorporated, and the office of the Association is the place in Christchurch as the Committee may from time to time determine.

## 2.0 INTERPRETATION

- 2.1 In this constitution, unless the context requires otherwise,

Association means "The Canterbury Women's Legal Association Incorporated"

Committee has the meaning given to that term in clause 7

Financial year means a period of 12 months ending on 31 March

## 3.0 OBJECTS

- 3.1 The objects of the Association are:

- (a) To facilitate and encourage contact and mutual support amongst members;
- (b) To work for the advancement of women in the practice and study of law;
- (c) To work for the reform of the law and its administration, and for advancement of social policy, particularly as it affects women and children;
- (d) To promote the use of women's skills in law;
- (e) To participate as a body in matters of interest to the legal profession including liaison with the Canterbury District Law New Zealand Law Society and the Canterbury-Westland Branch from time to time as appropriate;
- (f) To work for and promote the establishment of organisations with similar objects throughout New Zealand and to affiliate with such organisations;
- (g) To affiliate with and maintain connections with national and international organisations with similar objects;
- (h) To do all such other things as are incidental or conducive to the attainment of the objects herein, and
- (i) Such other objects as the Association shall in General Meeting decide.

- 3.2 The foregoing activities are to be conducted only in furthering the charitable nature of the Association and are not to be construed as authorising the pursuit of any activity which is not part of the charitable nature of the Association. Any private benefit which is conferred on any individual or individuals must be incidental to the pursuit of the charitable nature of the

Association. The duties, powers and discretions of the Committee shall be limited accordingly and shall be restricted to activities carried out in, or provided from, New Zealand.

3.3 The term “charitable nature of the Association” as used in this constitution only includes those purposes which are:

- (a) Charitable in the legal sense, so as not to offend the rule against perpetuities, as now existing, or any similar rule of law which may from time to time replace or modify the existing rule; and
- (b) From time to time regarded as being exclusively charitable for the purpose of the revenue laws of New Zealand; and
- (c) Acceptable for the purpose of obtaining and maintaining registration under the Charities Act 2005 and the Incorporated Societies Act 1908, or any enactment replacing either of those statutes.

3.4 Any income, benefit or advantage shall be applied to the charitable nature of the Association.

3.5 No Committee member or person associated with a Committee member shall derive any income, benefit or advantage from the Association, where they can materially influence the payment of the income, benefit or advantage, except where that income, benefit or advantage is derived from:

- (a) Goods and services provided to the Association rendered in the course of business charged at no greater rate than current market rates; or
- (b) Interest on money lent at no greater rate than current market rates.

3.6 The provisions and effect of this clause shall not be removed from this constitution and must be included and implied into any document replacing this constitution.

#### 4.0 MEMBERSHIP

4.1 There shall be are three classes of members, namely

- (a) Ordinary members;
- (b) Associate members;
- (c) Honorary members.

4.2 Subject to the provisions of this constitution, the following persons shall be are eligible for ordinary membership of the Canterbury Women’s Legal Association –

- (a) Women who agree with the objects of the Association and who –
  - (i) Have been admitted to practice as Barristers and Solicitors of the High Court of New Zealand; and or
  - (ii) Hold a degree in law from any university within New Zealand; and or
  - (iii) Hold a degree in law from any one of such other university or tertiary institutions as the Committee from time to time prescribes.

4.3 Subject to this constitution, the following persons are eligible for Associate membership:

- (a) Women who agree with the objects of the Association and who are either enrolled in a University within New Zealand who are proceeding to a degree in law or are Legal Executives with a current registration from the New Zealand Institute of Legal Executives.
- 4.4 **Subject to this constitution,** Honorary membership may be conferred by the Committee –
- (a) On any person in recognition of meritorious work in any field; **or**
- (b) On any visiting woman lawyer.
- 4.5 An Associate member shall have all the privileges of an Ordinary member but may not vote in relation to motions proposing amendments to this constitution, **and**
- (a) ~~Be nominated or elected as a member of the Committee.~~
- 4.6 An Honorary member shall have all the privileges of an Ordinary member but, unless the honorary membership is conferred with those privileges, may not –
- (a) Vote in relation to motions proposing amendments to this constitution; and
- (b) Be nominated or elected as a member of the Committee.
- 4.7 Applicants for membership shall apply in writing to the Secretary and shall stipulate whether the application is for Ordinary or Associate membership.
- 4.8 The Committee shall have the power to accept or reject applications for Ordinary or Associate membership.
- 4.9 Any applicant whose application has been rejected or any member whose resignation has been requested or who has been suspended or expelled shall –
- (a) Be entitled upon written request of such applicant or member to receive reasons in writing for the decision of the Committee; and
- (b) Have a right of appeal to the Association in General Meeting requested within twenty-one (21) days of the Committee's decision.
- 4.10 Save as in relation to clause ~~3~~ **4.1** or in relation to the rate of annual subscription, the term "member" and "members" when used in this constitution shall include respectively an Ordinary member and an Associate member, and Ordinary members and Associate members.
- 5.0 ~~CESSER~~ CESSATION OF MEMBERSHIP**
- 5.1 Any member may resign from membership by giving to the Secretary notice in writing to that effect and such notice shall take immediate effect.
- 5.2 The Committee may request the resignation of any member who, in the opinion of the Committee, has been acting in a manner harmful to the interests of the Association.
- 5.3 If, in the opinion of the Committee, any member has acted in a manner harmful to the interests of the Association that member may be suspended or expelled by **a four fifths majority of** the Committee provided that –

- (a) The Committee notified the member concerned of the proposed suspension or expulsion and the reasons for it;
- (b) The member concerned is given an opportunity to be heard at the a Committee meeting considering the suspension or expulsion;
- (c) The suspended or expelled member has a right of appeal to a general meeting requested within twenty-one (21) days of the Committee's decision. The Committee shall call a Special General Meeting to consider the appeal.

5.4 The termination of membership for any reason whatsoever shall not prejudice the right of the Association to recover any fees or dues in arrears or unpaid.

5.5 The Committee may cancel the membership of any non-financial member.

5.6 The Committee may annul the Honorary membership of any person at any time.

## **6.0 SUBSCRIPTION**

6.1 The first annual subscriptions shall be fixed at the first Annual General Meeting.

6.2 The Committee may recommend differing rates of subscriptions in respect of different groups classes of member ship to be considered and fixed by the Association in general meeting.

The Association's financial year shall run from 1 April up to and including 31 March of the following year.

6.3 Subscription shall be payable upon application for membership of the Association. The date of application shall be the date on the application form or alternatively the date on which the application is received by the Association. If membership is denied to any applicant then the paid subscription fee shall be refunded to the applicant.

6.4 The first year's subscription for a member shall be payable upon application at the subscription rate as last fixed by the Association, and shall cover the financial year during which the application is made. Thereafter a subscription year coincides with the financial year.

6.5 Subscriptions are payable at the conclusion of the AGM Annual General Meeting in each year and shall cover the financial year in which the AGM Annual General Meeting is held.

6.6 A member whose annual subscription is not paid on 1 July of any financial year shall be deemed to have resigned, unless the Committee in its sole discretion extends the time for payment.

6.7 A non-financial member shall not be eligible for election to the Committee or appointment to any sub-committee, nor shall be entitled to vote at any General Meeting.

~~6.8 The Committee may cancel the membership of any non-financial member.~~

## 7.0 COMMIITTEE

7.1 The conduct of the affairs of the Association shall be vested in a the Committee. The Committee shall consist of a Convener, a Secretary, and a Treasurer and up to (10) ten other members (ie a total of 13 Committee members). However, no more than two (2) Associate members may be Committee members.

7.2 The Committee shall be elected annually at the Annual General Meeting of the Association and shall, except as provided in clause 7.3 below, hold office until the election of the new Committee at the next Annual General Meeting.

7.3 A Committee member absent from three consecutive Committee meetings, without leave from the Convener, shall cease to be a member of the Committee.

7.4 When a vacancy occurs by death, resignation or otherwise than by the effluxion of time, the Committee may fill such vacancy, normally by appointing the highest-polling non-elected available candidate from the previous Annual General Meeting. If there is no other available candidate from the previous Annual General Meeting, the Committee may appoint such person to be a Committee member (including the Convener, Secretary, or Treasurer) as the Committee thinks fit. An appointed Committee member holds office until the election of the new Committee at the next Annual General Meeting

~~7.5 The composition of the Committee may be altered from time to time by the Association in General Meeting.~~

## 8.0 CONVENER

8.1 The Convener shall prepare and present a written annual report for presentation to the Annual General Meeting of the Association. The Convener may engage in correspondence on behalf of the Committee or the Association and shall provide the Secretary with copies of such correspondence, if requested by the Secretary.

8.2 The office of Convener shall not be held by the same member for more than two consecutive years.

## 9.0 SECRETARY

9.1 The Secretary shall –

- (a) Conduct all correspondence and keep copies of all correspondence of the Association in the current financial year;
- (b) Keep a record of the names, addresses and occupations of all members of the Association;

- (c) Keep such other books and records as the Committee may from time to time determine;
- (d) Keep the minutes of all general meetings of the Association and of all meetings of the Committee.

## **10.0 TREASURER**

10.1 The Treasurer shall cause proper books of account to be maintained. True and accurate entries shall be made of all assets and liabilities and of all the sums of money received and paid by the Association in the management of the Association. The books of account and financial statements shall be maintained and presented with common accounting policies.

10.2 As soon as practicable after the last day of the Financial Year, the Treasurer shall arrange for the preparation of the Association's annual accounts. The annual accounts may, at the discretion of the Committee from year to year, be examined by independent audit and the correctness of the balance sheets and statement of income and expenditure ascertained by the auditor to the Association. The audit shall be carried out in accordance with the standards for audits issued from time to time by Chartered Accountants Australia and New Zealand.

10.3 The annual accounts must be presented to the Annual General Meeting of the Association.

10.4 The Treasurer shall engage in correspondence relating to the position of Treasurer on behalf of the Association and shall provide the Secretary with copies of such correspondence, if requested by the Secretary.

~~The Treasurer shall –~~

~~(a) Keep proper books of account~~

~~(b) Prepare an annual statement of receipts and expenditure for each financial year which shall be signed by the Convener and the Treasurer for presentation to the Annual general meeting~~

## **11.0 CONFLICTS OF INTEREST**

11.1 A conflict of interest exists for a Committee member if the member's interests or duty in a particular matter conflicts, or might conflict, with her duty to the Association.

11.2 When a conflict of interest exists for a Committee member, that member must declare the nature of the conflict or the potential conflict. The member must not take part in deliberations or proceedings including decision-making in relation to the conflict of interest. The member must not be counted in the quorum required for decision-making on the matter for which she has the conflict of interest.

## 12.0 COMMITTEE POWERS

- 12.1 To achieve the objects of the Association, the Committee shall have in the administration, management and investment of the funds of the Association all the rights, powers and privileges of a natural person, including the employment of professional advisers, agents, officers and staff (which may include a Committee member), and co-opting the services of other persons, as the Committee from time to time think fit.
- 12.2 Subject to the provisions imposed by this constitution, the Committee may deal with the funds of the Association as if the Committee was the absolute owner of and beneficially entitled to the funds of the Association. Accordingly, in addition to any specific powers vested in the Committee by law, the Committee may do any act or thing or procure the doing of any act or thing or enter into any obligation whatever, including without limiting the extensive powers given by this clause, the unrestricted power to borrow and raise money, and to give securities and guarantees.
- 12.3 Without in any way limiting the wide powers conferred by clauses 12.1 and 12.2, the Committee shall:
- (a) Have power to invest the funds of the Association and the income from the funds of the Association not immediately required for the objects of the Association in such manner as the Committee may from time to time determine;
  - (b) Have power to purchase, take on lease, rent, or otherwise acquire any real or personal property;
  - (c) Have power to sell, exchange, maintain, improve, lease, hire, dispose of, manage, control, invest, reserve, or otherwise deal with and turn to account any real or personal property vested in the Association;
  - (d) Have power to make loans to any person, unincorporated body or corporation, whether secured or unsecured upon any terms;
  - (e) Have power to give guarantees in favour of any person, unincorporated body or corporation, whether secured or unsecured and upon any terms;
  - (f) Have power to open and operate trading and savings accounts and other bank accounts of any nature;
  - (g) Have power to carry on business;
  - (h) Have power to employ and monitor managers and staff, and engage agents and appoint representatives;
  - (i) Have power to apply for and acquire licences or permits;
  - (j) Have power to engage in prosecution, defend, and otherwise take any legal action or legal proceedings (including arbitration or mediation) on behalf of the Association or any of its affiliated bodies and for that purpose to expend monies and employ solicitors, counsel and other advisers;
  - (k) Have power to join and affiliate with any person or other organisation of whatever kind and having similar objects so long as that person or other organisation does not have objects that prejudice or contravene the objects of the Association;
  - (l) Have power to promote branches of the Association at any place and to assist such branches either financially or otherwise;

- (m) Have power to edit, print, publish, and distribute magazines, posters, newspapers, books, pamphlets, and other literature;
- (n) Have power to procure the support of other persons by way of the raising of funds from the public generally, or from any other body or organisation, whether charitable or non-charitable;
- (o) To form such sub-committees as it deems fit; and
- (p) To co-opt members to such subcommittees.

12.4 Documents and contractually binding agreements must be signed on behalf of the Association by –

- (a) All of the Committee members acting together; or
- (b) The Convenor or such other officer or employee of the Association who is acting under the authority of a decision of the Committee.

12.5 The Committee has the power to make, vary or repeal any bylaws or rules for the pursuit of the objects of the Association.

~~12.6 The Committee shall have the following powers –~~

- ~~(a) To make, vary or repeal any by laws or rules for the pursuit of the objects of the Association,~~
- ~~(b) To transact the affairs of the Association,~~
- ~~(c) To invest the funds of the Association as authorised by the Constitution.~~

### 13.0 COMMITTEE PROCEDURE

13.1 At meetings of the Committee and any sub-committee each member present, including the Convener (who shall be ex officio a member of any sub-committee), shall have one vote on any matter and in the case of equality of votes the motion shall fail.

13.2 All decisions of the Committee shall be made by a minimum of a two-thirds majority unless otherwise specified in this constitution.

13.3 The Committee may meet together, adjourn or otherwise regulate its meetings as it thinks fit except that the Committee shall meet at least once every two months. This includes the power to meet and make decisions by telephone, facsimile, electronic and other means of communication and by one or more documents in the same or similar form.

13.4 The Convener may, and the Secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee.

13.5 ~~Four~~ Five Committee members shall be a quorum at Committee meetings. If within 20 minutes from the time appointed for the commencement of a Committee meeting a quorum is not present, the meeting shall be adjourned to a convenient future date, of which the Secretary shall duly notify the members of the Committee who were not present.

## 14.0 MEETINGS

- 14.1 An Annual General Meeting shall be held as soon as is practicable after the end of a financial year but no later than the end of the month of May of each year, at such place, date and hour as the Committee shall determine.
- 14.2 A General Meeting of members may be convened by the Committee at any time.
- 14.3 A General Meeting of members shall be convened by -
- (a) The Secretary upon receipt of a requisition stating the business to be dealt with and signed by five members entitled to vote; or
  - (b) The Secretary upon receipt of a requisition from any applicant or member pursuant to clause 5.3(c).
- 14.4 A General Meeting required pursuant to clause 14.3(a) or 14.3(b) shall be convened within twenty-one **(21)** working days of the date of receipt of the requisition to deal with the business mentioned in the requisition.
- 14.5 Notice in writing of the place, date and hour of every Annual General Meeting and General Meeting shall be posted, **emailed**, or delivered to members at least fourteen (14) days prior to that meeting and the notice shall specify -
- (a) The general nature of the business,
  - (b) If an election of the Committee or any member of the Committee is to form part of the business of the meeting, the last day for receipt of nominations of candidates.
- 14.6 Non-receipt by any member of such notice of meeting shall not invalidate proceedings at any meeting.
- 14.7 No business shall be transacted at any Annual General Meeting or at any General Meeting unless the quorum of members is present. Such quorum shall consist of ten (10) members of the Association entitled to vote.
- 14.8 If within one half hour from the time appointed for the commencement of the Annual General Meeting or at any General Meeting a quorum of members is not present, such meeting shall be adjourned until the same day in the following week at the same hour and place or to a day and place to be fixed by the Convener. Notice of such subsequent meeting shall be given pursuant to clause 14.5 or by such other means as the Committee thinks fit. If a quorum is not present at the subsequent meeting the members present shall be deemed to constitute a quorum.
- 14.9 The Convener for the time being shall be the Chairperson at every Annual General Meeting and General Meeting of the Association. Provided that, in the absence of the Convener, the members present at such meeting may elect some other member present at the meeting to be the Chairperson.

14.10 Each financial member entitled to vote shall have one vote at any meeting of the Association. In the case of equality of votes the motion shall fail. A resolution shall be determined by a show of hands.

## **15.0 LIMITATION OF LIABILITY OF COMMITTEE MEMBERS**

15.1 The Committee members are chargeable respectively only in respect of the money, securities and other assets that they actually receive, or which, but for their own acts, omissions, neglect or defaults they would have received.

15.2 The Committee members are each answerable and responsible respectively only for their own acts, receipts, omissions, neglect and defaults and not for those of each other, or of any other person with whom, or into whose hands, any Association money, securities or other assets has been properly deposited or received by such other person as agent for, or on behalf of, the Committee members.

15.3 Notwithstanding the prudence or otherwise of retaining assets of the Association, no Committee member shall be liable for any loss suffered by the Association by reason of the Committee members retaining any asset of the Association.

15.4 No Committee member or former Committee member acting or purporting to act in the execution of the provisions of this constitution shall be under any personal liability for any loss arising, whether directly or indirectly, from the execution of the Association, which is not attributable to:

(a) The dishonesty of the Committee member;

(b) The dishonesty of the servants of the Committee member; or

(c) A wilful commission or omission by the Committee member or by the servants of the Committee member of any act known by the Committee member or such servants to be a breach of this constitution.

15.5 No Committee member shall be bound to take any proceedings against a Co- Committee member or former Committee member for any breach or alleged breach of the Association committed by a Co- Committee member or former Committee member.

15.6 Each Committee member or former Committee member shall be entitled to a full and complete indemnity from the Association for any personal liability which that Committee member may incur in any way arising out of or in connection with that Committee member acting or purporting to act as a Committee member of the Association, provided such liability is not attributable to that Committee member's own dishonesty, or the dishonesty of the servants of the Committee members or to the wilful commission or omission by that Committee member or by servants of the Committee member of any act known by that Committee member to be a breach of this constitution.

## 16.0 FUNDS

16.1 All moneys and or negotiable instruments paid to the Association or its order shall as soon as possible after its receipt be paid to the credit of a bank account in the name of the Association. All moneys received by the Association shall promptly be paid into an account in the name of the Association at such bank as the Committee shall from time to time in writing appoint.

16.2 Each cheque or withdrawal form shall be signed by No money may be withdrawn from the account except under the authority of a decision of the Committee and being signed by not less than two of the Convener, Treasurer, Secretary and one member nominated by the Association Committee.

Funds of the Association may be invested by placing on deposit in any bank, savings bank or deposit company and carrying on business in new Zealand, in or upon government securities in New Zealand, in or upon any mortgage of real estate in New Zealand or any other security approved by law for the investment of trust funds as approved by the Committee or such other investment as may be authorised by the Association in General Meeting from time to time.

The Association shall have the power to borrow money for such purposes and on such terms as the Association in General Meeting shall think fit.

16.3 The Committee in investing any part of the funds of the Association shall not be under any obligation or duty to diversify investments. The Committee shall have no liability to a donor or to any person in respect of the investment of the funds of the Association , including in respect of any loss of income or capital suffered by the Association, except in the case of wilful default or dishonesty.

## 17.0 ALTERATION OF THE CONSTITUTION

17.1 This Constitution shall not be altered except by resolution passed by a General meeting of the Association in the following way –

- (a) Notice of the proposed resolution must be given in writing to the Secretary who shall include such proposed resolution in full in the notice summoning the meeting; and
- (b) Such resolution shall not pass unless carried by a majority of two-thirds of the members entitled to vote present and voting at the meeting.

17.2 Notice of any modification or variation of this constitution under this clause must be given to Charities Services (or other entity which provides such services) in accordance with the Charities Act 2005 and to the Registrar of Incorporated Societies in accordance with the Incorporated Societies Act 1908.

## 18.0 WINDING –UP

The Association may be wound up if a resolution requiring it to be wound up is passed at a General Meeting of the Association by a majority of the members entitled to vote are present and voting at that meeting.

If upon winding up or dissolution of the Association there remains, after the satisfaction of all its liability, any property, the same shall not be paid or distributed amongst the members of the Association but shall be disposed of in such manner as a General meeting confirming the resolution for winding up shall decide.

18.1 The Association may be wound up at any time on the passing of a resolution to wind up carried by all of the Committee members who are acting in such capacity at that time, and who are all present and voting at a meeting called for the purpose.

18.2 If at any time the objects of the Association shall fail, or if for any other reason those purposes shall become wholly frustrated and incapable of being carried out, then and in such case the Committee members shall proceed to wind up the Association.

18.3 Upon a winding up for any reason, the remaining funds (after payment of all liabilities and expenses) shall be transferred and distributed to such charitable organisation(s) in New Zealand which is determined by the Committee to have similar objects to this Association, but failing that, then to such other charitable organisation(s) in New Zealand which is determined by the Committee, in their absolute discretion, in writing. Any charitable organisation which benefits under this clause 18.3 must be registered under the Charities Act 2005 (or any enactment replacing that statute) as at the date on which such benefit passes to the organisation.

## 19.0 COMMON SEAL

19.1 The Association shall have a common seal which shall be kept in the custody of the Secretary and shall not be affixed to any documents or instrument except in pursuance of a resolution of the Committee and in the presence of two of the following persons – the Convener, the Secretary and one other member of the Committee nominated for this purpose who shall sign every document on instrument to which the seal is affixed.

The alteration of the constitution was passed at a Special General Meeting on 1 November 2017

Signed (by three members):

