Version
as at 1 July 2025

Lawyers and Conveyancers Act (Lawyers) Constitution 2008

(SR 2008/216)

Pursuant to section 70 of the Lawyers and Conveyancers Act 2006, the Constitution in the Schedule is the Constitution of the New Zealand Law Society made by the New Zealand Law Society on 18 July 2008.

Contents

		Page
1	Title	1
2	Constitution of the New Zealand Law Society	1
	Schedule	2
	Constitution of the New Zealand Law Society	

1 Title

This is the Lawyers and Conveyancers Act (Lawyers) Constitution 2008.

2 Constitution of the New Zealand Law Society

The Constitution of the New Zealand Law Society is set out in the Schedule.

Note

The Parliamentary Counsel Office has made editorial and format changes to this version using the powers under subpart 2 of Part 3 of the Legislation Act 2019.

Note 4 at the end of this version provides a list of the amendments included in it.

This secondary legislation is administered by the Ministry of Justice.

Schedule
Constitution of the New Zealand Law Society

cl 2

Contents

Page

Part A

[Revoked]

1 Interpretation and commencement *[Revoked]* 3
2 Divisions *[Revoked]* 3
3 Council *[Revoked]* 3
4 President and other officers *[Revoked]* 3
5 Powers of Council *[Revoked]* 3
6 Meetings of Council *[Revoked]* 3
7 Voting *[Revoked]* 4
8 Business of Council *[Revoked]* 4
9 Board *[Revoked]* 4
10 Executive director *[Revoked]* 4
11 Full membership and subscriptions *[Revoked]* 4
12 Meetings of members and notice to members *[Revoked]* 4
13 Notice to members *[Revoked]* 4
14 Committees *[Revoked]* 4
15 Common seal *[Revoked]* 4
16 Honorary members and associate members *[Revoked]* 5
17 Sections *[Revoked]* 5
18 Legal executives' section *[Revoked]* 5
19 Auditor *[Revoked]* 5
20 Funds *[Revoked]* 5

Part B

[Revoked]

1 Interpretation and commencement 5
2 Divisions 7
3 Branches 7
4 Council 8
5 President and other officers 9
6 Powers of Council 14
7 Meetings of Council 14
8 Voting 16
9 Business of Council 18
10 Board 19
11 Executive director 22
12 Full membership and subscriptions 22

13 Meetings of members and notice to members 23
14 Notice to members 23
15 Committees 23
16 Common seal 23
17 Honorary members and associate members 24
18 Sections 24
19 Legal executives' section 25
20 Auditor 25
21 Funds 25

Part A

[Revoked]

Schedule Part A: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

1 Interpretation and commencement

[Revoked]

Schedule Part A rule 1: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

2 Divisions

[Revoked]

Schedule Part A rule 2: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

3 Council

[Revoked]

Schedule Part A rule 3: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

4 President and other officers

[Revoked]

Schedule Part A rule 4: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

5 Powers of Council

[Revoked]

Schedule Part A rule 5: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

6 Meetings of Council

[Revoked]

Schedule Part A rule 6: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

7 Voting

[Revoked]

Schedule Part A rule 7: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

8 Business of Council

[Revoked]

Schedule Part A rule 8: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

9 Board

[Revoked]

Schedule Part A rule 9: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

10 Executive director

[Revoked]

Schedule Part A rule 10: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

11 Full membership and subscriptions

[Revoked]

Schedule Part A rule 11: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

12 Meetings of members and notice to members

[Revoked]

Schedule Part A rule 12: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

13 Notice to members

[Revoked]

Schedule Part A rule 13: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

14 Committees

[Revoked]

Schedule Part A rule 14: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

15 Common seal

[Revoked]

Schedule Part A rule 15: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

16 Honorary members and associate members

[Revoked]

Schedule Part A rule 16: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

17 Sections

[Revoked]

Schedule Part A rule 17: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

18 Legal executives' section

[Revoked]

Schedule Part A rule 18: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

19 Auditor

[Revoked]

Schedule Part A rule 19: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

20 Funds

[Revoked]

Schedule Part A rule 20: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Part B

[Revoked]

Schedule Part B heading: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

1 Interpretation and commencement

1.1 In this Constitution, unless the context otherwise requires—

Act means the Lawyers and Conveyancers Act 2006

Auckland branch means the branch that has within its boundaries the whole of, or the majority of, the district that was, immediately prior to the relevant date, the district of the Auckland District Law Society

Bar Association means the association known as the New Zealand Bar Association | Ngā Ahorangi Motuhake o te Ture

Board means the Executive Board of the Law Society

branch means a branch of the Law Society, established and maintained under rule 3

branch council means the council of a branch

Central North Island branch means a branch in the North Island other than the Auckland and Wellington branches

constituent means a branch, section, and body referred to in rule 4.1(d) to (g)

Council means the Council of the Law Society

district law societies means societies constituted under the Law Practitioners Act 1982 which were in existence on 1 August 2008

division means, in relation to the Law Society, a division referred to in rule 2

effective date means 1 August 2008

executive director means the executive director of the Law Society

large firm corporation means a company or incorporated society that the large law firms have formed to represent them, the constitution, structure, and membership of which is for the time being approved by the Council

Law Society means the New Zealand Law Society

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

regulatory division means the division referred to in rule 2.1(a)

relevant branch means, in relation to a vice-president, the branch that nominated or was entitled to nominate that vice-president for appointment or election by the Council

relevant date means 1 February 2009

representative division means the division referred to in rule 2.1(b)

rule means a provision in this Constitution

section means a section of the Law Society, established under rule 18(1)

Wellington branch means the branch that has within its boundaries the whole of, or the majority of, the district that was, immediately prior to the relevant date, the district of the Wellington District Law Society.

1.2 Where this Constitution refers 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 this Constitution, unless the context otherwise requires,—

(a) a word or expression defined in the Act but not defined in this Constitution has the same meaning as it has in the Act; and

(b) **month** means a calendar month; and

(c) words in the singular include the plural, and words in the plural include the singular.

1.4 This Constitution comes into effect on the relevant date.

Schedule rule 1.1 **Bar Association**: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 1.1 **constituent**: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 1.1 **relevant date**: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 1.4: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

2 Divisions

2.1 The Law Society has 2 divisions, namely—

(a) a regulatory division; and

(b) a representative division.

2.2 All assets and funds of the Law Society and all liabilities of the Law Society must remain separated between the 2 divisions, except to the extent that the Act otherwise permits.

2.3 All assets and liabilities of district law societies that, pursuant to section 373(2) of the Act, become the assets and liabilities of the Law Society must be distributed between the 2 divisions in such manner as the Council determines in accordance with the Act.

2.4 The Law Society must maintain separate accounts and must prepare separate annual financial statements for each division.

2.5 The Board must appoint a general manager of the regulatory division and a separate general manager of the representative division.

3 Branches

3.1 Subject to the provisions of rule 3.8, the Law Society must establish and maintain branches throughout the country.

3.2 At the relevant date there will be the same number of branches as the number of district law societies. The boundaries of the branches must initially correspond with the respective boundaries of the district law societies.

3.3 Each branch is to be governed by rules relating to that branch that have been approved by the Council.

3.4 A branch may amend its rules from time to time, but each amendment must have the prior approval of the Council.

3.5 Each branch must have a branch council, consisting of a branch chair or branch president and such other officers as the rules of the particular branch provide. The size and composition of a branch's council will be as prescribed by its rules.

3.6 The branch chair or branch president and the other officers and members of the branch council are to be elected or appointed in the manner prescribed by the rules of the branch.

3.7 Each branch will have such branch subcommittees as the rules of the particular branch prescribe or permit.

3.8 The functions of a branch include—

(a) representing and serving the interests of members of the Law Society who practise in the branch's area; and

(b) upholding the fundamental obligations imposed by the Act on lawyers who provide regulated services; and

(c) appointing a branch representative to the Council; and

(d) the oversight, as required by the Council or Board, of the local performance by the Law Society of regulatory functions under the Act; and

(e) attending to representative functions, including the promotion of collegiality within the branch; and

(f) assisting in and promoting law reform.

3.9 The Council may from time to time vary the number of branches or the boundaries of branches. Before doing so, the Law Society must consult the branch councils of the branches concerned.

4 Council

4.1 The Council of the Law Society consists of—

(a) the Board:

(b) a representative of each branch:

(c) the chair or president of each section or a nominee of that person:

(d) the chair or president of the Bar Association or a nominee of that person:

(e) a representative of the large firm corporation:

(f) a representative of Te Hunga Rōia Māori o Aotearoa (the Māori Law Society):

(g) a representative of the Pacific Lawyers Association.

4.2 A constituent may at any time select a new representative on the Council in place of its previous representative. Immediately after it does so, the constituent must notify the executive director in writing of the name of its new representative.

4.3 The president, any vice-president, or any member of the Board or Council may resign from office and from the Board or Council by notice in writing addressed to the executive director.

4.4 Any vacancy occurring among the members of the Council appointed pursuant to rule 4.1(b), (c), (d), (e), (f), or (g) must be filled by the constituent that appointed the member who has ceased to hold office appointing a replacement member.

Schedule rule 4.1: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 4.3: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 4.4: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

5 President and other officers

5.1 The officers of the Law Society comprise the following:

(a) a president:

(b) 4 vice-presidents, of whom—

(i) 1 is a member practising in the Auckland branch area, is appointed on the nomination of the Auckland branch (Auckland vice-president):

(ii) 1 is a member practising in the Wellington branch area, is appointed on the nomination of the Wellington branch (Wellington vice-president):

(iii) 1 is a member practising in 1 of the Central North Island branch areas, elected on the nomination of a Central North Island branch (Central North Island vice-president):

(iv) 1 is a member practising in the South Island, elected on the nomination of a branch in the South Island (South Island vice-president):

(c) in such circumstances as are prescribed by this Constitution, a president-elect.

President

5.2

(a) The office of president is appointed by the Board, subject to the ratification of Council.

(b) Nomination for the office of president must be made by a member of the Board.

(c) The nominee for the office of president must be both a member of the Board and a lawyer.

(d) All nominations must be in writing and must reach the executive director at least 1 month before the date of the meeting at which the appointment is to be made or any lesser time as approved by the Board, either before or at that meeting.

(e) The term of office of the president is 3 years. The president is not eligible for re-appointment to that office. This provision is subject to paragraph (f).

(f) The Board may, subject to the ratification of the Council, extend the term of office of a president for a period not exceeding 6 months.

Vice-presidents

5.3

(a) The term of office of a vice-president is 3 years, and the vice-president is eligible for re-election to that office except where the further term is immediately after the vice-president has served 3 consecutive terms in that office.

(b) Despite paragraph (a), where the Council considers it is desirable to avoid the terms of office of 3 or more vice-presidents expiring at the same time, the Council may, with the consent of the relevant branch, elect a vice-president for a term of 1 year.

(c) *[Revoked]*

Independent board members

5.3A

(a) The Board must, from time to time, appoint such number of independent board members so that the total number of independent board members is not less than 2 nor more than 4.

(b) The independent board members may be lawyers or lay people.

(c) Despite paragraph (b), at least 1 independent board member must at all times be an individual who has never been a lawyer.

(d) The term of office of an independent board member is 3 years, and the independent board member is eligible for re-appointment to that office except where the further term is immediately after the independent board member has served 3 consecutive terms in that office.

(e) Despite paragraph (d), the Board may appoint an independent board member for a term of 1 year where—

(i) the Board considers it is desirable to avoid the terms of office of 2 or more independent board members expiring at the same time; or

(ii) the Board considers a particular skill or competency is required in respect of a specific project or objective.

President-elect

5.4

(a) Paragraph (b) applies if the Board appoints a president-elect in accordance with rule 5.2(a).

(b) The Council must consider ratification of the Board's appointment of a president-elect at the meeting immediately before the next annual meeting.

(c) If ratification at the meeting referred to in paragraph (b) is not practicable, or the Council declines to ratify the Board's appointment at that meeting, the Council must consider ratification of the Board's appointment of a president-elect at the next meeting of the Council, or at any subsequent meeting before the annual meeting.

(d) The president-elect may hold that office in conjunction with any other office.

(e) Despite rules 8.1 and 10.9, if the president-elect holds that office in conjunction with any other office, the president-elect remains entitled to only 1 vote at the Board and Council and is counted as 1 member for the purposes of quorum.

(f) The president continues in office until the next annual meeting and the president-elect assumes the office of president immediately after that meeting.

(g) However, if the term of office of the president is extended pursuant to rule 5.2(f),—

(i) the term of office of the president-elect is extended for the same period as that of the president; and

(ii) the president-elect assumes the office of the president immediately on the termination of the extended term of office of the president.

Nominations

5.5

(a) Nomination for the office of Auckland vice-president must be made by the Auckland branch.

(b) Nomination for the office of Wellington vice-president must be made by the Wellington branch.

(c) Nomination for the office of Central North Island vice-president must be made by a Central North Island branch.

(d) Nomination for the office of South Island vice-president must be made by a South Island branch.

(e) All nominations must be in writing and must reach the executive director at least 1 month before the date of the meeting at which the election is to be held or any lesser time approved by the Council, either before or at that meeting.

General

5.6 Where, during any term of office, any vacancy occurs in—

(a) the office of president or president-elect, the Council must consider ratification of the Board's appointment of the president or president-elect for the unexpired term of that office:

(b) in the office of vice-president, the Council may elect a person qualified to fill the vacancy for the unexpired term of that office.

5.7

(a) If, in respect of any office, only 1 nomination is made pursuant to rule 5.5 or 5.6, the nominee must be declared elected to that office at the first meeting of the Council following the closing of nominations.

(b) If, in respect of any office, no nomination is received pursuant to rule 5.5 or 5.6, the Council may, at its next meeting following the closing of nominations, on its own motion, fill that office.

(c) If, in respect of any office, more than 1 nomination is made pursuant to rule 5.5 or 5.6, the Council must, immediately following the closing of nominations, elect 1 of the nominees to that office in accordance with rules 8.8 and 8.9.

5.8 The president (except when a president-elect is in office) holds office until a successor is appointed by the Board and ratified by the Council.

5.9 The vice-presidents each hold office until a successor is elected.

5.10 The Board may resolve to remove the president or president-elect from office if the Board has consulted the president or president-elect and the Council about the removal and—

(a) the Board is satisfied that the integrity of the Board or the Council has been seriously compromised because the president or president-elect has neglected their duties as a member of the Board or the Council; or

(b) the president or president-elect has failed to perform their duties under the Act or has not acted consistently with the statutory objectives or functions of the Law Society.

5.11 Where the Board has resolved to remove the president or president-elect from office, the Council must consider ratification of the Board's resolution.

5.12 The Board's resolution to remove the president or president-elect from office must be ratified by the Council in order for that removal to occur.

5.13 The Council may resolve to remove a vice-president if the Council has consulted the member, the Board, and the representative of each branch or all branches (under rule 4.1(b)) eligible to nominate the vice-president (in accordance with rule 5.5) about the removal and—

(a) the Council is satisfied that the integrity of the Board or the Council has been seriously compromised because the vice-president has neglected their duties as a member of the Board or the Council; or

(b) the vice-president has failed to perform their duties under the Act or has not acted consistently with the statutory objectives or functions of the Law Society.

5.14 The Board may resolve to remove an independent board member if the Board has consulted the member about the removal and—

(a) the Board is satisfied that the integrity of the Board has been seriously compromised because the independent board member has neglected their duties as a member of the Board; or

(b) the independent board member has failed to perform their duties under the Act or has not acted consistently with the statutory objectives or functions of the Law Society.

5.15 A president, president-elect, vice-president, or independent board member removed under rules 5.10 to 5.14 is not eligible for election or appointment to any Board position for a period of 3 years.

Schedule rule 5.2: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.3(a): amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.3(c): revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.3A heading: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.3A: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.4: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.5: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.6: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.8: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.9: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.10: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.11: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.12: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.13: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.14: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 5.15: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

6 Powers of Council

6.1 All of the regulatory and representative powers of the Law Society are vested in and may be exercised by the Council, excepting only such powers (if any) that by this Constitution may be exercised only by the Law Society in general meeting.

6.2 Without in any way limiting its general powers in terms of rule 6.1, the Council is entitled to delegate such of its powers as it considers fit on and subject to such terms or conditions as the Council considers fit, and to vary or terminate any such delegation at any time.

6.3 The Council may amend or replace this Constitution in such manner as the Council determines, subject only to the provisions of the Act.

7 Meetings of Council

7.1 The Council must hold—

(a) an annual meeting on such date during the months of March or April as is fixed by the Board; and

(b) 1 other meeting each year on a date fixed by the Board; and

(c) such other meetings as may be summoned by the president or by the Board or on the request of at least 4 members of the Council.

7.2 Meetings of the Council must be held in Wellington unless the president determines that a meeting of the Council should be held in some other place.

7.3 If the Board fails to fix dates for the annual meeting or for any other meeting required pursuant to rule 7.1, the president may fix the date for that meeting.

7.4

(a) Prior written notice of every meeting of the Council must be given by the executive director to each constituent.

(b) The notice must be given not less than 28 days before the meeting, but in the case of a meeting to be held in a manner provided in rule 7.9, notice must be given not less than 7 days before the meeting.

(c) The periods of notice specified in paragraph (b) may be abridged by the president. The abridgement and the reasons for it must be recorded in the notice of the particular meeting.

7.5 At every meeting of the Council, the president or, in the president's absence, a vice-president must chair the meeting. If the president and the vice-presidents are all absent, the Council must elect a person to chair that meeting from among its members present at that meeting.

7.6 At each meeting of the Council, the quorum is 12 members of the Council.

7.7

(a) Any meeting of the Council lapsing for want of a quorum will stand adjourned to such time and place as is fixed by the president, of which

not less than 14 days' notice must be given to all members of the Council and all constituents.

(b) If the president has not caused a notice pursuant to paragraph (a) to be issued within 7 days after the lapsed meeting, the lapsed meeting will stand adjourned to the same time and place 28 days after the original time.

(c) The period of notice specified in paragraph (a) may be abridged by the president. The abridgment and the reasons for it must be recorded in the notice of the particular lapsed meeting.

7.8

(a) Any vice-president who is unable to attend a meeting of the Council may appoint in writing any member of the Council as an alternate to act in the place of that vice-president at that meeting of the Council. An alternate is not eligible to chair the meeting pursuant to rule 7.5 unless specifically elected to that post by the Council.

(b) Where a member of the Council referred to in rule 4.1(b), (c), (d), (e), (f), or (g) is unable to attend a meeting of the Council, the constituent that the member represents may appoint an alternate representative to act in the place of that member at that meeting of the Council.

7.9 Despite rule 7.2, the contemporaneous linking together by telephone, video conference, or other electronic means (teleconference meeting) of members of the Council being not less than a quorum constitutes a meeting of the Council so long as the following conditions are met:

(a) all members of the Council must be given notice of a teleconference meeting, and all members attending must be linked for the purposes of the meeting; and

(b) at the commencement of each teleconference meeting, each member of the Council taking part in that meeting must be able to hear each of the other participating members; and

(c) at the commencement of the teleconference meeting, each member of the Council must acknowledge his or her presence for the purpose of the meeting to each other member taking part; and

(d) no member of the 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 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.

7.10

(a) Despite rule 7.2, a resolution in writing signed by not less than 75% of the members of the Council is as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

(b) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the Council.

(c) An email purporting to have been sent by any 1 or more members of the Council is deemed for the purposes of this rule to be a document signed by the member or members purporting to have sent it.

(d) Any resolution made pursuant to this rule must be placed before the next meeting of the Council for confirmation as if it were a minute of a resolution passed at a meeting of the Council duly convened.

7.11 The president or any vice-president is entitled to invite a person to attend any meeting or any part of any meeting of the Council as an observer. With the leave of the meeting the observer may be given the right to speak at the meeting.

7.12 Council must adopt an annual report and annual accounts at a meeting convened under rule 7.1.

Schedule rule 7.8(b): amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 7.10(c): amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 7.12: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

8 Voting

8.1 At all meetings of the Council, except when a poll is demanded, each member of the Council present is entitled to 1 vote. In the case of an equality of votes, the person occupying the chair has, in addition to a deliberative vote, a casting vote.

8.2 Where no poll is demanded, a motion is carried or a candidate is elected by a majority of the votes of the members of the Council present and voting.

8.3 Any member of the Council present at a meeting of the Council may demand that a poll be taken on any motion or series of motions or on any election or elections.

8.4 Where a poll is demanded, Board members have no vote, and the person occupying the chair does not have a casting vote.

8.5 Where a poll is demanded—

(a) subject to rule 8.4, each member of Council has 1 vote; and

(b) in the case of the representative of a branch that has more than 500 members, that representative has 1 additional vote for—

(i) each 500 members in excess of the first 500 members; and

(ii) any additional part of 500 members, where such additional part is in excess of 250 members; and

(c) for the purposes of paragraph (b), the number of members of a branch is deemed to be the number of members who practise within the boundaries of that branch as recorded from time to time in the Law Society's records.

8.6 Where any representative of a branch is entitled on a poll to more than 1 vote, that representative's entitlement may be divided and votes cast both for and against any motion and, in the case of an election, for more than 1 candidate.

8.7 Where a poll is demanded, the motion is carried or a candidate is elected only if—

(a) a majority of the total votes cast are cast in favour; and

(b) the majority of the votes of the representatives of not less than 4 branches are cast in favour.

8.8 Despite rules 8.2 and 8.7, where the number of persons nominated for the offices of president or president-elect exceeds 2, the following voting procedures apply:

(a) a poll may be demanded in respect of any office only before the first ballot for that office:

(b) where a poll is demanded in respect of any office, all ballots at that meeting for that office must be conducted by a poll:

(c) no candidate is elected to any of those offices unless the candidate has received a clear majority:

(d) **clear majority** means—

(i) where no poll has been demanded, a majority of the votes of the members of the Council present and voting; or

(ii) where a poll has been demanded, a majority in accordance with the provisions of rule 8.7:

(e) subject to paragraph (g), where, on the first ballot, no candidate obtains a clear majority, a second ballot must be conducted that excludes the candidate who received the least number of votes in the first ballot:

(f) subject to paragraph (g), where, on a second or subsequent ballot, no candidate obtains a clear majority, subsequent ballots must be conducted that exclude on each subsequent ballot the candidate who in the immediately preceding ballot received the least number of votes:

(g) if, in any ballot conducted between only 2 candidates, neither candidate obtains a clear majority, 1 further ballot between the same 2 candidates must be held at that meeting. If, on the further ballot, neither candidate obtains a clear majority, the election must be declared null and void, and the vacancy created by this declaration filled as a casual vacancy:

(h) when 1 of the candidates receives a clear majority, that candidate is elected to that office.

8.9 Despite the previous provisions of this rule, where, on an election for the office of the Central North Island vice-president or the South Island vice-president, a poll is demanded—

(a) in the case of the Central North Island vice-president, only the representatives of Central North Island branches may vote, and each of those representatives has 1 vote only; and

(b) in the case of the South Island vice-president, only the representatives of South Island branches may vote, and each of those representatives has 1 vote only; and

(c) a candidate is elected only if the votes of a majority of the representatives who are entitled to vote in the election are cast in favour; and

(d) the provisions of rule 8.8(e), (f), (g), and (h), apply with any necessary modifications to the election process.

8.10 Where a poll is demanded, the Council must appoint 2 scrutineers, who may be members of the Council or employees of the Law Society. If a member of the Council is a scrutineer, that member of the Council is not thereby deprived of exercising any vote that the member of the Council is entitled to exercise.

Schedule rule 8.1: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 8.4: amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

9 Business of Council

9.1 Any constituent, the Board, or any member of the Council desiring to bring any matter before a meeting of the Council must give the executive director notice in writing of the matter at least 21 days before the meeting. The executive director must give notice of all such matters to all members of the Council and to all constituents.

9.2 Despite rule 9.1, any matters may be brought before any meeting of the Council with the consent of that meeting of the Council.

9.3 Minutes must be kept of the proceedings of the meetings of the Law Society, of the Council, and of the Board. All minutes of the Council must be placed before the next meeting of the Council for confirmation. All other minutes must be placed before the next meeting of the Board for confirmation. All minutes must record the names of the members attending each meeting.

9.4 Any meeting of the Council may be adjourned from time to time.

9.5 Copies of all minutes prepared for the purposes of rule 9.3, after being approved by the president or, in the absence of the president, the person who occupied the chair at the meeting to which they relate, must be forwarded by

the executive director to each of the constituents and to each member of the Council.

10 Board

10.1 There continues to be a Board, being the body that is referred to in section 70(1)(f) of the Act as the Executive Board of the New Zealand Law Society.

10.2 The Board comprises—

(a) the president; and

(b) the vice-presidents; and

(c) the president-elect (if any); and

(d) 2 to 4 independent board members appointed under rule 5.3A.

10.2A The Board will from time to time identify, and notify the Council of, the appropriate knowledge, skills, and competencies required to be represented across the Board membership, having given due regard to the diversity of thought and experience required of the Board.

10.3 Subject to rule 10.10, meetings of the Board must be held at the offices of the Law Society in Wellington or at such other place as the Board decides.

10.4 Meetings of the Board must be held at such times as the Board determines and at such additional times as the president (or, in the absence of the president, a vice-president) appoints.

10.5

(a) Not less than 7 days prior written notice of each meeting of the Board and of the business to be transacted at that meeting must be given by the executive director to the members of the Board and to each constituent.

(b) The period of notice specified in paragraph (a) may be abridged by—

(i) the president; or

(ii) any 2 of the vice-presidents.

The abridgement and the reasons for it must be recorded in the notice of the particular meeting of the Board.

10.6 At every meeting of the Board, the president or, in the president's absence, a vice-president elected for that purpose by that meeting of the Board must chair the meeting.

10.7 At each meeting of the Board the quorum necessary for the transaction of business is the following:

(a) 4 members of the Board (3 of whom must be lawyers) when the Board has 7 members:

(b) 5 members of the Board (3 of whom must be lawyers) when the Board has 8 members:

(c) 6 members of the Board (4 of whom must be lawyers) when the Board has 9 members:

(d) 7 members of the Board (5 of whom must be lawyers) when the Board has 10 members.

10.8

(a) Any meeting of the Board lapsing for want of a quorum will stand adjourned to the same time and place 7 days after the original time or such later time or other place as the president or, in the absence of the president, any 2 of the vice-presidents fix by notice given to all members of the Board within 3 days after the lapsed meeting.

(b) The adjourned date specified in paragraph (a) may be abridged by—

(i) the president; or

(ii) any 2 of the vice-presidents.

The abridgement and the reasons for it must be recorded in the notice of that particular meeting of the Board.

10.9 At all meetings of the Board each member present is entitled to 1 vote. The person chairing the meeting has, in addition to a deliberative vote, a casting vote.

10.10 Despite rule 10.3, the contemporaneous linking together by telephone, video conference, or other electronic means (teleconference meeting) of members of the Board being not less than a quorum constitutes a meeting of the Board so long as the following conditions are met:

(a) all members of the Board must be given notice of a teleconference meeting, and all members attending must be linked for the purposes of the meeting. Notice for the purposes of this rule may be given by telephone; and

(b) at the commencement of each teleconference meeting, each member of the Board taking part in that meeting must be able to hear each of the other participating members; and

(c) at the commencement of the teleconference meeting, each member of the Board must acknowledge his or her presence for the purpose of the meeting to each other member taking part; and

(d) no member of the Board 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 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.

10.11 The principal functions of the Board are to act as the executive body of the Law Society, to manage the affairs of the Law Society, and to implement its functions.

10.12 The Board has—

(a) all the functions and powers that the Council from time to time delegates to the Board; and

(b) the functions and powers conferred on it by this Constitution.

10.13 The Council may at any time revoke any of the powers delegated to the Board.

10.14 The Board must comply with all directions given to it by the Council.

10.15

(a) A vice-president may, after consultation with the relevant branch or branches, appoint in writing a member, not being a Board member, to be the alternate of the vice-president. The alternate must first be approved by a majority of the Board members.

(b) The alternate is entitled to receive notice of meetings of the Board and, during the absence or unavailability of the appointing vice-president, is entitled to attend and vote at meetings of the Board in the place of the appointing vice-president and has all the rights, powers, duties, and authorities of the appointing vice-president except that—

(i) the alternate is not entitled to appoint an alternate; and

(ii) the alternate is not eligible to chair the meeting pursuant to rule 10.6.

10.16 The president or any vice-president is entitled to invite a person, including a representative nominated by a section, to attend any meeting or any part of any meeting of the Board as an observer. With the leave of the meeting the observer may be given the right to speak at the meeting.

10.17

(a) Despite rule 10.3, a resolution in writing signed by not less than 75% of the members of the Board is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

(b) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the Board.

(c) An email purporting to have been sent by any 1 or more members of the Council is deemed for the purposes of this rule to be a document signed by the member or members purporting to have sent it.

(d) Any resolution made pursuant to this rule must be placed before the next meeting of the Board for confirmation as if it were a minute of a resolution passed at a meeting of the Board duly convened.

Schedule 10.2: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 10.2A: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 10.7: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 10.17: inserted, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

11 Executive director

11.1 The Council must appoint an executive director of the Law Society who is the principal executive officer of the Law Society.

11.2 The executive director is accountable to the Board and the Council for all administrative functions of the Law Society.

11.3 The executive director, in addition to being the principal executive officer of the Law Society, must undertake such other duties on behalf of the Law Society as are from time to time determined by the Board.

11.4 *[Revoked]*

Schedule rule 11.3: replaced, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

Schedule rule 11.4: revoked, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

12 Full membership and subscriptions

12.1 Full membership of the Law Society is voluntary and all lawyers are eligible for full membership.

12.2 Membership is obtained by way of application to the Law Society, but all persons who are members at the effective date remain members until their membership ceases pursuant to rule 12.3.

12.3 A person ceases to be a member—

(a) by resigning; or

(b) by ceasing to hold a practising certificate; or

(c) by the Board cancelling that person's membership consequent upon that person's failure to pay a membership subscription within 2 months of the due date or on such other grounds as the Board considers justify cancellation.

12.4 Membership subscriptions from time to time set by the Council must be paid to the Law Society annually within 2 months after members are notified by the Law Society that payment is due.

12.5 Despite rule 12.4, the Board may authorise payment of membership subscriptions by instalments.

12.6 If a person's membership is cancelled by the Board pursuant to rule 12.3(c), that person must not be re-admitted as a member without the prior approval of the Board.

13 Meetings of members and notice to members

13.1 A meeting of members of the Law Society is to be held only on the passing of a resolution of the Council, and that resolution must state the time and place of the meeting, the business to be transacted, and the procedure to be adopted.

13.2 The executive director must, at least 28 days before the date of the meeting, notify all members of the Law Society of such resolution.

13.3 At a meeting of members, each member is entitled to 1 vote.

14 Notice to members

14.1 Where, under this Constitution, notice of any matter is required to be given to members, it is treated as having been given if it is either—

(a) published in any publication of the Law Society authorised by the president for that purpose; or

(b) dispatched to members by post to members' business addresses listed in the Law Society's records, through the DX system, or by email and in any case without necessarily being personally addressed to each individual member.

Schedule rule 14.1(b): amended, on 1 July 2025, by clause 3 of the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73).

15 Committees

15.1 The Board may from time to time appoint such committees of such size as the Board considers necessary or desirable for the conduct of the affairs of the Law Society. The committees may include persons who are not members of the Law Society.

15.2 The Board may appoint members to each committee for such terms as the Board from time to time determines.

15.3 The Board may determine the maximum continuous period of service by any member of any committee.

15.4 Unless the Board otherwise decides, the Board must appoint a person to chair each committee.

16 Common seal

16.1 The Common Seal of the Law Society must remain in the custody of the executive director and must be affixed to an instrument only on the resolution of the Council or of the Board, and every instrument to which it is affixed must be signed by—

(a) 1 member of the Board and the executive director; or

(b) 2 members of the Board.

17 Honorary members and associate members

17.1 The Law Society may have honorary members and associate members appointed in accordance with rules or bylaws made by the Council from time to time.

18 Sections

18.1 The Council may from time to time establish sections under such names as it may determine.

18.2 The principal objects of establishing a section are to further the functions and powers of the Law Society and to give members who have a common interest in any area or branch of law, or any legal activity, such as legal employment, law reform, legal education or training, or any other legally associated matter, an opportunity to promote that interest in association with others and through the section to discuss and debate issues of interest, to study legal matters, and to prepare and disseminate reports, studies, and recommendations.

18.3 No section is entitled to make any statement or issue any report in the name of the Law Society but may do so in the name of the section subject to such conditions and restrictions as may be stipulated from time to time by the Council.

18.4 The Law Society must maintain a register of members of each section.

18.5 Any member or (where the section's rules or bylaws provide for membership by associate members of the Law Society) any associate member who wishes to become a member of any section must apply in writing to the Law Society and upon payment of the fee payable for that section, will become a member of that section but subject to any bylaws from time to time in force in respect of that section.

18.6 Membership of a section continues until the first of the following events occurs:

(a) the member ceases for any reason to be a member or associate member of the Law Society; or

(b) the member resigns from the section; or

(c) the member fails to pay any fee from time to time payable for membership of the section within 2 months after the due date for payment; or

(d) the membership is terminated in accordance with the rules or bylaws of the section.

18.7 Each section is entitled to govern and organise its affairs and elect or appoint officers and committees of its members in such manner as its members from time to time determine, but all rules or bylaws regulating any section come into force only upon the resolution of the Board.

19 Legal executives' section

19.1 Legal executives who are associate members of the Law Society are entitled, subject to Council approval, to form a section comprising legal executives.

19.2 Despite rule 8.5(a), if the Council so determines, the representative of the legal executives' section is not entitled to vote on a poll at meetings of the Council.

20 Auditor

20.1 The Council must at each annual meeting elect an auditor.

20.2 The auditor must not be a member of the Law Society.

20.3 The auditor must be a chartered accountant (within the meaning of section 19 of the Institute of Chartered Accountants of New Zealand Act 1996).

20.4 Despite rule 20.3, the Council may elect a firm of chartered accountants as auditor if at least a majority of the partners of that firm are chartered accountants (within the meaning of section 19 of the Institute of Chartered Accountants of New Zealand Act 1996).

20.5 The remuneration of the auditor must be approved by the Board.

21 Funds

21.1 The Law Society must maintain separate bank accounts for each division, and all money received by the Law Society must be paid into the bank account of the appropriate division.

21.2 All payments made by the Law Society must be authorised in such manner as the Board from time to time determines.

Dated at Wellington this 28th day of July 2008.

The Common Seal of the New Zealand Law Society was affixed in the presence of:

[Seal]

John Marshall,
President.

C Grice,
Executive Director.

Issued under the authority of the Legislation Act 2019.
Date of notification in *Gazette*: 31 July 2008.

Notes

1 General

This is a consolidation of the Lawyers and Conveyancers Act (Lawyers) Constitution 2008 that incorporates the amendments made to the legislation so that it shows the law as at its stated date.

2 Legal status

A consolidation is taken to correctly state, as at its stated date, the law enacted or made by the legislation consolidated and by the amendments. This presumption applies unless the contrary is shown.

Section 78 of the Legislation Act 2019 provides that this consolidation, published as an electronic version, is an official version. A printed version of legislation that is produced directly from this official electronic version is also an official version.

3 Editorial and format changes

The Parliamentary Counsel Office makes editorial and format changes to consolidations using the powers under subpart 2 of Part 3 of the Legislation Act 2019. See also PCO editorial conventions for consolidations.

4 Amendments incorporated in this consolidation

Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025 (SL 2025/73)

Wellington, New Zealand:
Published under the authority of the New Zealand Government—2025