Version
as at 19 June 2025

Lawyers and Conveyancers Act (New Zealand Society of Conveyancers) Constitution 2008

(SR 2008/243)

Lawyers and Conveyancers Act (New Zealand Society of Conveyancers) Constitution 2008: revoked (with effect on 15 April 2025), on 19 June 2025, by clause 4(a) of the Lawyers and Conveyancers Act (New Zealand Society of Conveyancers) Constitution 2025 (SL 2025/137).

Pursuant to section 87 of the Lawyers and Conveyancers Act 2006, the following is the Constitution of the New Zealand Society of Conveyancers made by the New Zealand Society of Conveyancers on 1 August 2008.

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Constitution

1 Title

This is the Lawyers and Conveyancers Act (New Zealand Society of Conveyancers) Constitution 2008.

2 Constitution of New Zealand Society of Conveyancers

The Constitution of the New Zealand Society of Conveyancers 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

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1 Interpretation

(1) In this Constitution, unless the context otherwise requires,—

Act means the Lawyers and Conveyancers Act 2006

Board means the Executive Board of the Society

Council means the Council of the Society and, until the second annual general meeting, includes the Founding Council except in clauses 9 and 10

councillor means a member of the Council

electronic vote means a vote cast by email or by fax

first annual general meeting means the annual general meeting that is required to be held between 1 July and 30 September in 2009

Founding Council means the Founding Council described in clause 8

second annual general meeting means the annual general meeting that is required to be held between 1 July and 30 September in 2010

Society means the New Zealand Society of Conveyancers.

(2) Unless otherwise stated, all terms and expressions used in this Constitution that have been specifically defined by the Act have the same meaning as in the Act.

Membership

2 Membership

(1) Membership of the Society is voluntary.

(2) There are 4 categories of membership—

(a) full membership, which is available to all conveyancing practitioners:

(b) affiliated membership, which is available to all persons, except lawyers, with an interest in conveyancing but who are not conveyancing practitioners:

(c) student membership, which is available to all students currently engaged in a course of study related to conveyancing:

(d) life membership, which may be granted at the discretion of the Council in recognition of outstanding services to the practice and profession of conveyancing.

(3) Full membership, affiliated membership, and student membership are all subject to payment of the requisite subscription, which will be advised annually by the Society in accordance with clause 6.

(4) Despite subclause (2)(b), the Society has the discretion to allow any person to be an affiliated member who would not otherwise qualify for such membership.

3 Applications for membership

Applications for membership must be made to the Society in the form approved by the Society and be accompanied by payment of the subscription for the category of membership applied for.

4 Declining, suspending, or terminating membership

(1) Membership may be declined, suspended, or terminated by the Society if the person applying for membership or (as the case may be) the existing member—

(a) has his or her application for registration as a conveyancer declined; or

(b) has his or her application for a practising certificate declined; or

(c) has his or her practising certificate suspended or registration cancelled as a result of disciplinary action; or

(d) is found guilty of misconduct or of unsatisfactory conduct; or

(e) is in default on any fee, levy, charge, or subscription owing to the Society; or

(f) is declared unfit or unsuitable for membership for any reason at the discretion of the Society.

(2) The Society's decision in all matters pertaining to membership is final.

5 Resignation of membership

Any member may resign his or her membership of the Society at any time by notice in writing to the Society. The member will be liable to pay the annual subscription that applies to the financial year in which his or her resignation takes effect.

6 Membership subscriptions

(1) The membership subscription for full membership, affiliated membership, and student membership must be determined by resolution at the first meeting of the Council for the remainder of the first year of operation, and advised to members as soon as practicable.

(2) In each subsequent year, the membership subscription for each category of membership described in subclause (1) must be determined by resolution of the Council and advised to all members at least 3 months before 30 June in each year.

(3) All membership subscriptions must be paid by 30 June in each year for the following financial year.

(4) Subclause (3) does not apply to the Society's first year of operation. In the Society's first year of operation a member must pay the membership subscrip-

tion as soon as practicable after that member is advised of the applicable membership subscription.

(5) Payment must be made in accordance with rule 48 of the Lawyers and Conveyancers Act (Conveyancing Practitioners: Conduct and Client Care) Rules 2008.

7 Membership register

The Board must maintain a register of all current members that includes the following details for each member:

(a) the name, address, and contact details of the member:

(b) the date when he or she became a member:

(c) the type of membership.

Council of Society

8 Founding Council

(1) There will be a Founding Council that will sit from 1 August 2008 until the second annual general meeting of the Society. At the second annual general meeting the Founding Council will be replaced by the duly elected Council.

(2) The Founding Council consists of every person who, immediately before the date on which the Act received the Royal assent, held a licence as a landbroker under section 229 of the Land Transfer Act 1952 and who accepts office as a councillor.

(3) A president and vice-president must be elected by the Founding Council from among its own members, and will hold office during the term of the Founding Council.

(4) If the office of president or vice-president becomes vacant during the term of the Founding Council, the Founding Council must fill the vacancy by appointment from the remaining councillors, whether or not a quorum exists.

(5) Up to 3 additional councillors, who must be full members, life members, or affiliated members, may be appointed at any time during the term of the Founding Council to sit for the duration of the Founding Council if existing councillors consider that this would assist in advancing the interests of the Society. These additional councillors will be appointed by a majority vote of existing councillors.

9 Council

(1) At the second annual general meeting the members must elect a Council consisting of 4 councillors, including a president and vice-president.

(2) Except as provided in subclause (6), all councillors (including the president and vice-president) must be elected at the Society's annual general meeting and take up office on the closure of that meeting.

(3) All councillors (including the president and vice-president) are elected for a period of 1 year.

(4) If the office of president or vice-president becomes vacant between annual general meetings, the Council must fill the vacancy by appointment from remaining councillors whether or not a quorum exists. The appointed person holds office until the next annual general meeting of the Society.

(5) If the office of councillor becomes vacant between annual general meetings, that position may be filled by appointment by the Council from the membership of the Society and for the duration of its current term. The position does not have to be filled unless the vacancy threatens the Council's authority to act because it cannot practically fulfil its requirements to meet a quorum. Any such councillors will be appointed by a majority vote of existing councillors and will hold office until the next annual general meeting of the Society.

(6) Up to 3 additional councillors may be appointed to the Council if existing councillors consider that this would assist in advancing the interests of the Society. Additional councillors will be appointed by a majority vote of existing councillors and will hold office until the next annual general meeting of the Society.

(7) Only full members and life members of the Society are eligible for election or appointment to the Council.

10 Nomination and election of councillors

(1) Six weeks prior to the annual general meeting the Society must call for nominations for election to the Council, including nominations for the offices of president and vice-president. Nominations must be made in writing by 2 full members or life members of the Society (or a combination of the two) and must be received by the Society no less than 4 weeks prior to the date of the annual general meeting.

(2) All nominations must be in the form approved by the Society and must include a written and signed statement by the nominee that he or she is aware of the nomination and consents to being nominated.

(3) Subclause (1) does not apply to the first annual general meeting.

11 Revocation or termination of Council positions (including president and vice-president)

(1) Any councillor (including the president and vice-president) is entitled to retire or resign at any time by notice in writing to the Council.

(2) Any councillor (including the president or vice-president) ceases to be a councillor who—

(a) has his or her application for a practising certificate declined; or

(b) has his or her practising certificate suspended or registration cancelled as a result of disciplinary action; or

(c) is found guilty of misconduct or unsatisfactory conduct; or

(d) is in default on any fee, levy, charge, or subscription owing to the Society; or

(e) fails to declare a significant conflict of interest; or

(f) has his or her membership revoked for any reason.

12 Meetings of Council

(1) The Council must meet at quarterly intervals throughout the year, or more frequently if required by the president.

(2) Council meetings must be called by the president with no later than 1 month's notice unless all councillors agree otherwise.

(3) Councillors must be advised of the time and venue for the meeting and of the matters to be discussed no less than 5 working days before the meeting unless all councillors agree otherwise.

(4) Council meetings may be held by teleconference or video link from time to time where this is a practicable and efficient means of managing the business of the meeting.

(5) The chairperson must ensure that a proper written record is kept of all matters discussed and all resolutions reached and must ensure that these are circulated to all councillors as soon as is reasonably practicable.

13 Procedure at Council meetings

(1) The president normally acts as chairperson at any meeting of the Council, but in the president's absence the vice-president presides.

(2) The quorum of the Council is 3 councillors, of whom at least 1 must be the president or the vice-president.

(3) The Council may regulate its own proceedings.

14 Voting at Council meeting

(1) Every councillor has the right to vote at all meetings of the Council and has 1 vote, except that, if the circumstances require it, the chairperson also has a casting vote.

(2) All decisions of the Council must be made by majority vote.

(3) At all meetings of the Council, voting is determined first on the voices of councillors, or, if the chairperson so directs, then on a show of hands.

(4) If any 2 councillors so request, a secret ballot must be held instead.

(5) Any councillor who has a conflict of interest in respect of the matter to be voted on must disqualify himself or herself from voting.

Board of Society

15 Board

(1) There is a Board of the Society consisting of 4 councillors including the president and vice-president.

(2) The president and vice-president are automatically board members. The remaining board members must be chosen by the Council.

(3) Board members hold tenure on the Board during their tenure as councillors.

(4) If any board member has his or her membership of the Society terminated or is removed from the Council for any of the reasons described in clause 11, he or she will also immediately cease to be a board member.

(5) Where any board member resigns from the Board he or she may remain on the Council as a councillor.

(6) Up to 3 additional board members may be appointed to the Board by the Council if the councillors consider that this would assist in advancing the interests of the Society. Additional councillors may be appointed by majority vote of the councillors on the Council.

16 Meetings of Board

(1) The Board must meet at quarterly intervals throughout the year, or more frequently if required by the president.

(2) Board meetings must be called by the president with no later than 1 month's notice unless all board members agree otherwise.

(3) Board members must be advised of the time and venue for the meeting and of the matters to be discussed no less than 5 working days before the meeting unless all board members agree otherwise.

(4) Board meetings may be held by teleconference or video link from time to time where this is a practicable and efficient means of managing the business of the meeting.

(5) The chairperson must ensure that a proper written record is kept of all matters discussed and all resolutions reached and must ensure that these are circulated to all board members as soon as is reasonably practicable.

17 Procedure at Board meetings

(1) The president normally acts as chairperson at any meeting of the Board, but in the president's absence the vice-president acts as chairperson.

(2) The quorum of the Board is 3 board members, of whom at least 1 must be the president or the vice-president.

(3) The Board may regulate its own proceedings.

18 Voting at Board meetings

(1) Every board member has the right to vote at all meetings of the Board and has 1 vote, except that, if the circumstances require it, the chairperson also has a casting vote.

(2) All decisions of the Board must be made by majority vote.

(3) At all meetings of the Board, voting is determined first on the voices of board members, or, if the chairperson so directs, then on a show of hands.

(4) If any 2 board members so request, a secret ballot of the board members must be held instead.

(5) Any board member who has a conflict of interest in respect of the matter to be voted on must disqualify himself or herself from voting.

General meetings of Society

19 Annual general meetings

(1) The Society must hold its first annual general meeting no later than 30 September 2009, and must then hold an annual general meeting no later than 30 September every following year.

(2) The annual general meeting must be open to all members.

(3) At least 6 weeks prior to the annual general meeting the president must—

- (a) notify all members of the date, time, and venue of the meeting; and
- (b) call for nominees for election to the Council and to the offices of president and vice-president in accordance with clause 10; and
- (c) invite members to nominate further matters for discussion at the meeting.

(4) All matters nominated by members for discussion at the annual general meeting must be—

- (a) notified to the president in writing; and
- (b) accompanied by the signatures of at least 4 members indicating their support for the matter to be placed on the agenda; and
- (c) received by the president at least 4 weeks prior to the meeting.

(5) Three weeks prior to the annual general meeting the president must notify all members of—

- (a) the matters to be discussed at the annual general meeting; and
- (b) the nominees for election to the Council and to the offices of president and vice-president; and
- (c) the voting procedure for members who wish to vote through a representative, by post, or electronically.

(6) Subclause (3)(b) does not apply to the first annual general meeting.

20 Agenda

(1) The following matters must be on the agenda for consideration at every annual general meeting:

(a) the Society's annual accounts:

(b) the Society's annual report:

(c) the election of a new Council for the coming year in accordance with the provisions of clause 10:

(d) any further matters properly raised by members in accordance with clause 19(4):

(e) any other matters identified by the Council as requiring consideration by the Society.

(2) Subclause (1)(c) does not apply to the first annual general meeting.

21 Special general meetings

(1) In the event that a matter of sufficient magnitude arises and requires resolution by the members of the Society as a whole prior to the next annual general meeting, the president may call a special general meeting for that purpose.

(2) At least 2 weeks prior to the special general meeting the president must—

(a) notify all members of the date, time, and venue of the meeting; and

(b) the matters to be discussed; and

(c) the voting procedure for members who wish to vote through a representative, by post, or electronically.

22 Procedure at general meetings

(1) The president normally acts as chairperson at any general meeting, but in the president's absence the vice-president acts as chairperson. In the event that the vice-president is also absent the Council must choose a councillor to act as chairperson.

(2) Subject to subclause (1), the outgoing president or outgoing vice-president (as the case may be) acts as chairperson for the duration of the meeting.

(3) The chairperson of the general meeting must cause minutes to be made of all matters discussed and all resolutions reached and must ensure that these are circulated to all members as soon as is reasonably practicable after the general meeting.

23 Quorum for special general meeting

At least 40% of all members who have the right to vote must be present before a special general meeting can take place.

24 Voting at general meeting

(1) Every full member and life member has the right to vote at all general meetings of the Society and each of those members has 1 vote.

(2) Every affiliated member has the right to vote at all general meetings of the Society up to, but not including, the second annual general meeting.

(3) The chairperson at any general meeting has 1 ordinary vote and, if the circumstances require it, 1 casting vote.

(4) All decisions must be made by majority vote.

(5) All councillors (including the president and vice-president) must be elected by a majority of all members at the annual general meeting by secret ballot. Votes must be taken and counted so that the new Council, president, and vice-president can be announced at the conclusion of the annual general meeting.

(6) If there are insufficient nominees for election to the Council, including the offices of president and vice-president, then the president may call for nominees from the floor of the annual general meeting.

(7) If there is only 1 nominee for the position of president, that nominee is declared elected.

(8) If there is only 1 nominee for the position of vice-president, that nominee is declared elected.

(9) If the number of nominees for the Council is the same as the number of positions available on the Council (excluding the president and vice-president who will automatically become members of the Council), those nominees are declared elected.

(10) All other matters requiring resolution by members who have the right to vote at the general meeting (except those matters set down in subclauses (5) to (9)) must be determined first on the voices of members who have the right to vote, or if the chairperson so directs, then on a show of hands.

(11) If any 2 members request it, a secret ballot of the members who have the right to vote must be held instead.

(12) For the purposes of this clause, a member who nominates a representative, in accordance with clause 25(3), to vote on his or her behalf at the general meeting is deemed to be present.

25 Other forms of voting

(1) Members who are unable to attend a general meeting but who have the right to vote may cast a postal or electronic vote, provided that it is in the approved form.

(2) Postal or electronic votes must be received by the Society no later than 5 working days prior to the date of the general meeting.

(3) Alternatively, a member who has the right to vote but who is unable to be present may nominate a representative to vote on his or her behalf. This must be done in the approved form and must be duly signed by the person who will be absent. Only full or life members may act as representatives.

(4) All postal or electronic votes properly received by the Society will be counted by the time of the general meeting. At the general meeting these votes will be combined with the outcome of the votes made by members who are present and have the right to vote.

Powers and functions

26 Powers of Council

(1) In addition to powers vested directly in the Council by the Act, any regulations made under the Act, and any other enactment or rule of law, and in this Constitution all of the regulatory and representative powers of the Society as set down in these instruments are vested in, and may be exercised by, the Council.

(2) The Council may delegate any of its powers, either generally or specifically, and on any terms and conditions as it thinks fit to any other person.

(3) A delegation may be varied or revoked at any time.

(4) The Council must not delegate the general power of delegation.

27 Establishment of committees

(1) The Council may establish committees for the purposes of carrying out specified tasks or functions within the Society and may delegate all or any of the powers described in clause 26 to those committees.

(2) The Council may co-opt members to serve on any committees if it considers that to be an effective and desirable means of ensuring that the business of the Society is properly progressed.

(3) No committee has the power to further delegate its tasks or functions or to co-opt members.

28 Powers and functions of Board

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

(2) The Board has—

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

(b) the powers and functions conferred on it by the Act, any regulations made under the Act, and in this Constitution.

(3) The Board must comply with all directions given to it by the Council.

(4) The Board may employ staff to assist in exercising its powers and undertaking its functions as described in subclause (1).

Assets and accounts

29 Financial year

The Society's financial year runs from 1 July to 30 June.

30 Assets and accounts

(1) The assets and accounts of the Society must be divided according to its regulatory and representative functions.

(2) The Society's accounts must show how its regulatory and representative functions respectively have been managed and kept separate throughout the year.

31 Management of assets and accounts

(1) All moneys received through fees, levies, or other charges imposed to support the Society's regulatory functions must be placed into a separate account and applied to those functions.

(2) All moneys received through subscriptions or other charges charged to members of the Society to support the Society's representative functions must be placed into a separate account and applied to those functions.

(3) All assets purchased or owned by the Society must be accounted for by reference to the function that they support and, if they span both the Society's regulatory and representative functions, must be divided and accounted for in the proportion attributable to each function respectively.

(4) Any debts and liabilities incurred must be accounted for in terms of the function that they support and, if they span both the Society's regulatory and representative functions, must be divided and accounted for in the proportion attributable to each function respectively.

(5) No person may secure any personal profit as a result of the management of the Society's accounts, except that any professional adviser may be properly recompensed for his or her professional services where these have been provided at the request of the Council or the Board.

(6) All members of the Society have a right to view the accounts at all reasonable times, and may at any reasonable time require an independent audit of the accounts to be carried out, at their own cost.

32 Audit of accounts

(1) The Society's accounts must be audited every year prior to the annual general meeting by an independent auditor appointed by the Council and who is a member of the Institute of Chartered Accountants of New Zealand.

(2) Despite subclause (1), the Council may elect a firm of chartered accountants as auditor if at least a majority of the partners of that firm are members of the Institute of Chartered Accountants of New Zealand.

(3) The remuneration of the auditor must be approved by the Council.

(4) The audited accounts must be presented at the annual general meeting.

Miscellaneous

33 Common seal

(1) The Council must provide for the safe custody of the common seal of the Society.

(2) The common seal must not be affixed to any document except under a resolution of the Council, or of a committee of the Council acting with the authority of the Council.

(3) The execution of any document so sealed must be attested to by 2 councillors, one of whom must be either the president or the vice-president.

(4) Each use of the common seal must be recorded in a register kept for that purpose.

34 Main office

(1) The Society must operate out of a main office as determined by the Council from time to time.

(2) The Society must ensure that all members know where the Society's main office is situated, and that members can contact the Society at the main office at all reasonable times.

35 Records

(1) The Board and Council must ensure that all records, accounts, and other documentation kept by them on behalf of the Society are kept in a safe and secure manner at the Society's main office.

(2) Subclause (1) does not prevent councillors, board members, or employees of the Society removing certain materials from the Society's main office for brief periods of time as necessitated by their work on the Society's behalf.

36 Notifications

(1) All formal notifications to the Society, the Council, or the Board must be made to the main office of the Society.

(2) All formal notifications required to be made by the Society, the Council, or the Board, or any other person performing duties on behalf of the Society to any member or members may be made by post, email, or such other means of communication as is deemed necessary and expedient in the circumstances.

37 Reimbursement of expenses

Board members, councillors, and other persons acting on behalf of the Society are entitled to reimbursement from the Society of all actual and reasonable expenses incurred by them in the performance of their duties on behalf of the Society, provided that prior approval regarding the expenditure has been obtained from the president or a person appointed by the president for this purpose.

38 Amendment of constitution

This constitution may not be amended except by a resolution passed by a general meeting of the Society, and provided that members have been given 3 weeks' notice of the proposed amendment, and provided that at least two-thirds of the votes cast are in favour of the amendment.

Dated at Christchurch this 1st day of August 2008.

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

[Seal]

Lester Dempster,
President.

Kim Matheson,
Councillor.

Issued under the authority of the Legislation Act 2019.
Date of notification in *Gazette*: 7 August 2008.

Notes

1 General

This is a consolidation of the Lawyers and Conveyancers Act (New Zealand Society of Conveyancers) 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 (New Zealand Society of Conveyancers) Constitution 2025 (SL 2025/137): clause 4(a)

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