

Definitions

Association means the Auckland Women Lawyers' Association Incorporated.

Committee means the Committee described in clauses 1.a.i.19 to 23; and **Committee Member** means any Member elected to the Committee in accordance with clause 1.a.i.21 or appointed to the Committee in accordance with clause 1.a.i.24, and not removed in accordance with clause 1.a.i.23.

General Meeting means a meeting to which all Members shall be invited to attend.

Member means any person who has:

- i. either:
 - a. applied for membership in accordance with clause 1.a.i.4;
 - b. not had that application rejected in accordance with clause 1.a.i.5;
 - c. paid the requisite fee in accordance with clause 1.a.i.8; and
 - d. not been suspended or expelled in accordance with clause 6; or
- ii. been appointed an Honorary Member in accordance with clause 7.

The Association

1. The name of the Association shall be 'Auckland Women Lawyers' Association'.
2. The objects of the Association are:
 - a. To provide a common meeting ground for the support and advancement of women in law.
 - b. To make suggestions and work for the reform of the law and the administration of the law particularly as it affects women and children.
 - c. To work for the advancement of women.
 - d. To participate as a body in matters of interest to the legal profession.
 - e. To work for and promote the establishment of associations with similar objects throughout New Zealand and to affiliate with such associations.
 - f. To affiliate with and maintain connections with national and international associations with similar objects.
 - g. Such other objects as the Association shall in a General Meeting from time to time decide.

Membership

3. The following people are eligible for membership of the Association:
 - a. Women who have been admitted to practice as Barristers or Solicitors of the High Court of New Zealand.
 - b. Women resident in New Zealand who hold a degree in law from any university or tertiary institution.
 - c. Women enrolled in study towards a degree in law in a university or tertiary institution within New Zealand.

4. Applicants for membership and renewal of membership shall follow whatever process is prescribed by the Committee for the time being.
5. The Committee shall in its sole discretion have the power to reject applications for membership of the Association on the basis that it believes the applicant for membership is likely to act in a manner prejudicial to the interests of the Association, or otherwise bring the Association into disrepute.
6. The Committee shall in its sole discretion have the power to suspend or expel any Member who has been acting in a manner prejudicial to the interests of the Association, or has otherwise brought the Association into disrepute.
7. Honorary Membership may be conferred by the Committee on any woman in recognition of meritorious work in any field. The Committee may annul the Honorary Membership of any person at any time.
8. The membership fee and the duration of membership may be fixed by the Committee. Different membership fees may be used for different groups of members (for example, student members).

General Meetings

9. A General Meeting of the Association may be convened by the Committee at any time.
10. A General Meeting of the Association must be convened by the Committee within 30 days of the Committee receiving a request signed by ten Members.
11. A request in accordance with clause 10 must specify the business to be addressed at the General Meeting.
12. An Annual General Meeting of the Association shall be held in each year being not more than 13 months after the date of the last Annual General Meeting, at such place, date and hour as the Committee shall determine.
13. Notice in writing of the place, date and time of every General Meeting (including Annual General Meetings) shall be sent to Members at least 14 days prior to the Meeting. The notice shall specify:
 - a. The general nature of the business to be addressed at the General Meeting.
 - b. If the election of any Committee Member is to form part of the business of the General Meeting, the last day for receipt of nomination of the candidates.
14. Non-receipt by any Member of any notice of a General Meeting shall not invalidate proceedings at any General Meeting.
15. No business shall be transacted at a General Meeting (including an Annual General Meeting) unless a quorum of members is present. The quorum shall consist of eight Members.
16. If within one half hour from the time appointed for the commencement of a General Meeting (including an Annual General Meeting) a quorum of members is not

present, such General Meeting shall be adjourned to the same day in the following week at the same time and place, or to a day, time and place to be fixed by the President. If a quorum is not present at the subsequent General Meeting then the Members present shall be a quorum.

17. The President for the time being, or in her absence a Committee Member nominated by her, shall be the chairperson at every General Meeting (including an Annual General Meeting). In the absence of the President or her nominee, the Members present at the General Meeting may elect another Member present at the meeting to be the chairperson.
18. Each Member shall have one vote at any General Meeting (including an Annual General Meeting). In the case of equality of votes the chairperson shall have a second vote. A resolution put to the Meeting shall be determined by a show of hands.

The Committee

19. The operation of the Association shall be carried out by a Committee. The Committee shall consist of the President, a Vice President, a Secretary, a Treasurer, and up to 11 other Members.
20. Every Committee Member must be a Member. For the avoidance of doubt:
 - a. A Committee Member may be elected or appointed in anticipation of them becoming a Member for the time on which they will be on the Committee.
 - b. Suspension or expulsion in accordance with clause 6 of a Member who is a Committee Member will result in automatic removal from the Committee.
21. The Committee may be elected at any General Meeting (including an Annual General Meeting).
22. Except as provided in clause 23, a Member elected to the Committee shall hold office until the election of a new Committee.
23. A Committee Member absent from three consecutive meetings of the Committee, without leave granted by the President, shall cease to be a Committee Member.
24. When a vacancy on the Committee occurs by death, resignation or otherwise, the Committee may fill that vacancy.
25. The Committee will meet, in a **Committee Meeting**, at least once every three months.
26. The Committee may regulate Committee Meetings as it thinks fit.
27. The President may call a Committee Meeting at any time, by providing two business days' notice to the Committee Members.
28. If reasonably requested by a Member, the Secretary must call a Committee Meeting by providing two business days' notice to the Committee Members.

29. Three 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 Committee Meeting shall be adjourned to a convenient future date.
30. 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.
 - d. To co-opt on to the Committee up to two student representatives to act in an advisory capacity to the Committee.
31. The Committee will endeavour to make decisions by consensus at a Committee Meeting. In the absence of a consensus, each Committee Member present at the Committee Meeting shall have one vote on any matter and in the case of equality of votes the President (or in her absence the Committee Member appointed by her to chair the Committee Meeting) shall have a second vote.
32. The Committee may also make decisions through correspondence by email. In the case of a dispute and the absence of a consensus, each Committee Member shall have one vote by email on any matter and in the case of equality of votes the President shall have a second vote.
33. The Secretary shall:
 - a. Keep copies of all correspondence.
 - b. Keep a record of the names and contact details of all Members.
 - c. Keep such other books as the Committee may from time to time determine.
 - d. Maintain the Association's details on the Charities Register or other necessary public registers.
34. The Treasurer shall keep proper books of account and shall prepare an annual statement of receipts and expenditure up to and including the last day of December every year, which shall be signed by the President and the Treasurer and duly presented to the Annual General Meeting.
35. Every three years, beginning in 2020, the Treasurer shall obtain a review of the Association's statement of receipts and expenditure for the previous years. At the option of the Committee, such review may be conducted by Member/s with accountancy qualifications not being Committee Member/s.

Alteration of constitution

36. This constitution shall not be altered except by resolution passed at a General Meeting 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 General Meeting.
 - b. Such resolution shall not pass unless carried by a majority of two thirds of the Members entitled to vote present and voting at that General Meeting.
 - c. No alteration to this Constitution shall have or take effect if a consequence of the alteration would be to alter or derogate from the charitable nature of the Association or result in the Association no longer being eligible for a tax exempt status.

Winding up

37. The Association may be wound up if a resolution requiring the Association to be wound up is passed by a majority of the Members entitled to vote present and voting at a General Meeting.
38. If upon winding up or dissolution of the Association there remains, after the satisfaction of all its liabilities, any property, that property shall not be paid or distributed amongst the Members of the Association but shall be disposed of to charitable purposes in such manner as a General Meeting confirming the resolution for winding up shall decide.

Use of income and management of finances

39. Any income, benefit, or advantage of the Association must be used to advance the charitable purpose of the Association. For the avoidance of doubt:
- a. no Member, or any person associated with a Member, is allowed to take part in or influence any decision made by the Association in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or any income, benefit, or advantage:
 - b. any payments made to a Member, or person associated with a Member, must be for goods and services that advance the charitable purpose of the Association, and must be at reasonable and relative to payments that would be made between unrelated parties;
 - c. any payments made in respect of such transactions referred to above, shall be limited to:
 - i. a fair and reasonable reward for services performed;
 - ii. reimbursement of expenses properly incurred;
 - iii. usual professional, business or trade charges; and
 - iv. interest at no more than current commercial rates.

40. All moneys payable to the Association and all negotiable instruments payable to the Association or its order must as soon as possible after their receipt be paid to the credit of a bank account in the name of the Association.
41. Every payment or withdrawal made by the Association must be approved by not less than any two of the President, Vice-President, Treasurer and Secretary.
42. 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 as approved by the Committee, or such other investment as may be authorised in a General Meeting.
43. The Association shall have the power to borrow money for such purposes and on such terms as authorised in a General Meeting.