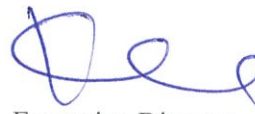


Dated at ^{Naseby}Wellington this 14th day of April 2025.





President.

Dated at Wellington 16th day of April 2025 

Executive Director.

Explanatory note

This note is not part of the secondary legislation but is intended to indicate its general effect.

This secondary legislation, which amends the Constitution of the New Zealand Law Society, comes into force on 1 July 2025.

The amendments provide for—

- the appointment of 2 to 4 independent board members to the Executive Board of the Law Society (the **Board**);
- the inclusion of a president-elect (if any) as a member of the Board;
- an adjustment to the quorum for Board meetings that is based on the number of Board members;
- the Board to identify, and notify the Council of the Law Society (the **Council**) of, the appropriate knowledge, skills, and competencies required to be represented across the Board membership;
- the president of the Board to be appointed by the Board, subject to ratification by the Council;
- the term of office of the president to be 3 years, with no eligibility for further reappointment but subject to an extension not exceeding 6 months;
- the term of office of a vice-president to be 3 years, with eligibility for re-election to 2 further consecutive terms;
- the removal of Board members;
- the removal of a requirement for the executive director to be based in Wellington;
- written resolutions of the Board, similar to the rule that provides for written resolutions of the Council;
- the removal of references to the use of fax;
- the revocation of Part A of the Schedule.

Part B, rule 10—*continued*

across the Board membership, having given due regard to the diversity of thought and experience required of the Board.

Replace rule 10.7 with:

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.

After rule 10.16, insert:

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.

Part B, rule 11

Replace rule 11.3 with:

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.

Revoke rule 11.4.

Part B, rule 14

In rule 14.1(b), delete “by fax.”.

Part B, rule 5—continued

- (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.

Part B, rule 7

In rule 7.8(b), replace “rule 4.1(d), (e), (f), (g), (h), or (i)” with “rule 4.1(b), (c), (d), (e), (f), or (g)”.

In rule 7.10(c), replace “A fax or email” with “An email”.

After rule 7.11, insert:

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

Part B, rule 8

In rule 8.1, replace “the president, the president-elect, the vice-presidents, and each other member” with “each member”.

In rule 8.4, replace “the president, the president-elect, and the vice-presidents” with “Board members”.

Part B, rule 10

Replace rule 10.2 with:

- 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

Part B, rule 5—continued

- (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.

Replace rule 5.6 with:

- 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.

Replace rule 5.8 with:

- 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

Part B, rule 5—continued

- (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.

Replace rule 5.4 with:

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.

Replace rule 5.5 with:

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.

Part B, rule 5

Replace rule 5.2 with:

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.

In rule 5.3(a), replace—

- (a) “2 years” with “3 years”; and
- (b) “4 consecutive years” with “3 consecutive terms”.

Revoke rule 5.3(c).

After rule 5.3, insert:

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—

Schedule
Amendments to Constitution of New Zealand Law Society adopted
on 11 April 2025

cl 3

Part A

Revoke Part A.

Part B heading

Revoke the Part B heading.

Part B, rule 1

In rule 1.1, definition of **Bar Association**, after “New Zealand Bar Association”, insert “| Ngā Ahorangi Motuhake o te Ture”.

In rule 1.1, definition of **constituent**, replace “rule 4.1(f) to (i)” with “rule 4.1(d) to (g)”.

In rule 1.1, replace the definition of **relevant date** with:

relevant date means 1 February 2009

In rule 1.4,—

- (a) replace “This Part of the Constitution” with “This Constitution”; and
- (b) delete “, and on that date Part A of the Constitution ceases to have any further force or effect”.

Part B, rule 4

Replace rule 4.1 with:

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.

In rule 4.3, before “Council”, insert “Board or” in each place.

In rule 4.4, replace “rule 4.1(d), (e), (f), (g), (h), or (i)” with “rule 4.1(b), (c), (d), (e), (f), or (g)”.

Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025

This secondary legislation is made by the New Zealand Law Society under section 70 of the Lawyers and Conveyancers Act 2006.

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Amendments to Constitution of New Zealand Law Society adopted on 11 April 2025

- 1 Title**
This secondary legislation is the Lawyers and Conveyancers Act (Lawyers) Amendments to Constitution 2025.
- 2 Commencement**
This secondary legislation comes into force on 1 July 2025.
- 3 Amendments to Constitution of New Zealand Law Society**
The Schedule sets out amendments—
 - (a) to the Constitution of the New Zealand Law Society as made by the New Zealand Law Society on 18 July 2008 and amended on 9 December 2020; and
 - (b) adopted by the New Zealand Law Society on 11 April 2025.

**Lawyers and Conveyancers Act (Lawyers) Amendments
to Constitution 2025**

Issued under the authority of the Legislation Act 2019.

Date of notification in *Gazette*:

This secondary legislation is administered by the Ministry of Justice.

