

# Rules of the New Zealand Society of Notaries Inc.

## 1. INTERPRETATION

1.1 The interpretation sections of the Lawyers and Conveyancers Act 2006 shall apply to these Rules.

1.2 In these Rules unless the context otherwise requires the following expressions shall bear the following meanings:

"Annual General Meeting" "AGM" means the annual meeting of the Society held pursuant to Rule 16.

"Council" means the Council of the New Zealand Society of Notaries Incorporated.

"Faculty Office" means the Faculty Office of the Archbishop of Canterbury.

"In writing" means communication by post, electronic means (including email, and website posting), or advertisement in periodicals, or a combination of these methods.

"ISA" means the Incorporated Societies Act 1908 and all amendments to that Act in force for the time being or any Act passed in substitution for that Act.

"LCA" means the Lawyers and Conveyancers Act 2006 and all amendments to that Act in force for the time being or any Act passed in substitution for that Act.

"Lawyer" means a person who holds a current practising certificate as a barrister or as a barrister and solicitor.

"Member" means a member of the New Zealand Society of Notaries Incorporated.

"Notary" and "Notary Public" means a person holding a faculty to practise as a notary in New Zealand.

"Notary Profession" means all Notaries practising as such within New Zealand.

"President" and "Vice-President" means the persons appointed by the Council in accordance with Rule 11.6 of these rules.

"Oath" means the oath required by Section 7 of the Public Notaries Act 1843 (UK).

"Practising Certificate" means a practising certificate issued under section 39(1) of the LCA.

"Roll" means roll of barristers and solicitors kept by any Registrar under the LCA.

"Rule" means a rule which forms part of these Rules.

"Society" means the New Zealand Society of Notaries Incorporated.

"Special General Meeting" "SGM" means a special meeting of the Society held pursuant to Rule 17.

"Term" means the period from one AGM to the next AGM

"Working day" means any day of the week other than:

- (a) Saturday, Sunday, Waitangi Day, Good Friday, Easter Monday, Anzac Day, the Sovereign's Birthday, and Labour Day; and
- (b) A day in the period commencing on the 24<sup>th</sup> day of December in any year and ending on the 5<sup>th</sup> day of January in the following year, both days inclusive; and
- (c) The day observed as the anniversary of any New Zealand province; and
- (d) A working day shall be deemed to commence at 9.00am and to terminate at 5.00pm.

It is assumed that:

- (i) Where a masculine is used, the feminine is included;
- (ii) Where the singular is used, plural forms of the noun are also inferred; and
- (iii) Headings are a matter of reference and not a part of the rules

Matters not covered in these rules shall be decided upon by the Council.

## 2. **NAME OF THE SOCIETY**

- 2.1 The Society shall be called the "New Zealand Society of Notaries Incorporated".
- 2.2 The Society is constituted by resolution dated 26 August 2011.

## 3. **REGISTERED OFFICE**

- 3.1 The Registered Office of the Society is care of the offices of Jackson Russell Lawyers Level 13, 41 Shortland Street, Auckland, New Zealand.
- 3.2 The Society shall, at all times, have a registered office, and shall keep the Registrar of Incorporated Societies advised of the location of the registered office, in accordance with the requirements of the ISA.

#### 4. **OBJECTS OF THE SOCIETY**

4.1 The objects of the Society are:

- (a) To maintain an incorporated national body to represent the interests of the Notary Profession in New Zealand.
- (b) To assess applicants' suitability for admittance to the Notary Profession and make recommendations to the Faculty Office.
- (c) To ensure the provision of Notarial services of the highest standard by investigating and developing best practice for Notaries including up to date methods such as e-Notarisation.
- (d) To promote and safeguard the interests of Members and the Notary Profession.
- (e) To provide or arrange for the provision of products and services that are of benefit to the Members.
- (f) To provide support to the New Zealand Law Society in the exercise of its regulatory functions under the LCA.
- (g) To maintain and promote a favourable public perception of the Notary Profession.
- (h) To encourage and promote goodwill and regular communication among the Members to more effectively facilitate the achievement of these objects.
- (i) To co-operate and/or affiliate with other organisations of Notaries both national and international and other organisations with similar objects.

4.2 Pecuniary gain is not an object of the Society.

#### 5. **POWERS OF THE SOCIETY**

5.1 Subject to the ISA and to these Rules, the Society shall have power to do every lawful thing that a natural person is capable of doing.

5.2 In particular, and without limiting the generality of Rule 5.1, the Society may carry on or invest in any property or undertaking, borrow money from any suitable source, and give security over the property of the Society in support of that borrowing.

5.3 The Society may employ people for the purposes of the Society as it sees fit on such terms as the Council shall from time to time determine.

5.4 The Society may enter into agreements on behalf of its Members with natural persons, Government Departments, companies and other entities which can facilitate the practice of the Notary Profession.

- 5.5 The Society may assess the suitability of applicants for admittance to the Notary Profession and make recommendations to the Faculty Office.
- 5.6 The Society shall not have power to do anything that is not consistent with or reasonably conducive to the attainment of its objects, or that would result in the Members being deemed to be associated for pecuniary gain as defined by the ISA.

## 6. **MEMBERSHIP**

- 6.1 The minimum number of Members of the Society shall be 15 or such other number as is required by the ISA from time to time, but there shall be no maximum number.
- 6.2 Every Member shall, at all times, act in accordance with the high standards expected of the Notary Profession and, in the public interest where practicable shall maintain reasonable accessibility to the public during normal business hours, always bearing in mind that the Member was commissioned as a Notary to serve the public.
- 6.3 Eligibility for Membership
- (a) An individual who is a practising Notary at the date of the constitution of the Society shall automatically be eligible for membership and the Notaries who signed the application for incorporation of the Society were the initial members.
  - (b) An individual who becomes a Notary after the date of the constitution of the Society is eligible for the purposes of clause 6.4 if he can provide proof that he:
    - (i) is a Lawyer with a current practising certificate; and
    - (ii) has taken the Oath; and
    - (iii) has had the Oath duly registered by the Clerk of the Crown in Chancery.
- 6.4 An eligible applicant may apply for membership. Applications must be directed to the Council, which may make any necessary enquiries and request any further information that may be reasonably required. The Council shall determine whether the applicant satisfies the relevant criteria, and may not decline any application for membership that demonstrably meets those criteria. The Council shall promptly process the application and notify the candidate of the outcome of the application, as soon as a decision has been made.

6.5 Every applicant who is assessed by the Council as suitable for admission to the Notary Profession and recommended by the Council to the Faculty Office as suitable for admission, shall, once he is admitted as a Notary, and before commencing practice as a Notary in New Zealand, provide proof to the Society that he:

- (i) has taken the Oath; and
- (ii) has had the Oath duly registered by the Clerk of the Crown in Chancery;

and shall thereafter be eligible to remain a member of the Society for as long as he shall practise as a Notary in New Zealand.

6.6 The Council shall maintain the register of Members ("Register"). To ensure the reliability of the Register, each Member shall be responsible for informing the Society of any changes to their business address and contact information.

6.7 Once an application for membership is approved under Rule 6.4, that Membership shall not be terminated for want of a Practising Certificate provided that Members without a Practising Certificate must continue to conduct themselves as if bound by all those obligations imposed on practising Lawyers by the LCA.

6.8 Distinguished Members

Distinguished Members are Members who have made a contribution to the Notary Profession that in the opinion of the Council is extraordinary and worthy of special recognition. Distinguished Members are entitled to attend, speak and vote at general meetings, nominate and vote for the Council, and receive all the other benefits that the Society may provide from time to time. They shall be appointed as Distinguished Members for life (subject to the provisions of Rule 7), and they shall not be required to pay any subscription or other levy to the Society.

6.9 Associate Members

Any Member who attains the age of 70 years and who has been a Member of the Society in good standing for not less than 10 consecutive years shall, after retirement from the practice of law, and upon payment of an annual fee to be set by the Council from time to time, be entitled to be placed on the "Retired Members' Roll" and to be known as "Associate Member". Associate Members shall be entitled to all the privileges of other Members of the Society other than rights to vote at general meetings, participate in postal ballots, nominate and vote for the Council, or to hold office. Associate members shall be exempt from the obligation to pay regular dues, fees and assessments other than the annual fee set out above.

6.10 In exceptional circumstances, as determined by the Council, Members may be admitted by the Council as Distinguished Members or Associate Members notwithstanding that they do not meet the applicable criteria for admission to membership in those categories.

- 6.11 The Council may from time to time adopt or impose additional or more stringent criteria for membership of the Society in any of the above categories, and may from time to time modify those additional or more stringent criteria, provided that the criteria that the Council applies shall not be inconsistent with the minimum criteria specified in Rule 6.3 above.

## 7. **TERMINATION OF MEMBERSHIP**

- 7.1 Membership of the Society shall automatically terminate if the Member in question:
- (a) resigns by notice in writing to the Society; or
  - (b) is ineligible to hold a Practising Certificate; or
  - (c) is struck off the Roll in accordance with the LCA; or
  - (d) dies; or
  - (e) his faculty expires, is surrendered, is cancelled or is withdrawn.
- 7.2 The Society acting through the Council may in its absolute discretion terminate a membership of the Society at any time after the Member in question:
- (a) fails to pay the relevant annual fee or subscription or any other sum payable to the Society after being requested in writing to do so by the Council;
  - (b) does not comply with any provision of these Rules or any regulation or bylaw made by the Council pursuant to these Rules after being requested in writing to do so by the Council;
  - (c) ceases to meet the criteria for membership, exclusive of the requirement for a practising certificate, in the opinion of the Council in its absolute discretion;
  - (d) does anything that in the opinion of the Council in its absolute discretion is likely to seriously harm the Society or the Notary Profession in general.
- 7.3 Unless the Council otherwise agrees, termination of membership (voluntarily or compulsorily) shall not relieve the relevant Member of liability to pay any fee, subscription, levy or other sum that has already become due. No candidate for membership who has previously been expelled from the Society for non-payment of a fee, subscription, levy or other sum will be re-admitted to membership until all arrears have been paid in full.
- 7.4 A Member threatened with expulsion under Rules 7.2 (b), (c) or (d) shall be given a reasonable opportunity to explain his conduct before the Council reaches its decision. The Member in question may supply an explanation in writing to the Council, to be received no later than 20 working days after the notification of the

threat of expulsion is sent. In the Council's sole discretion, a verbal exchange may be utilised in addition to or in lieu of the written explanation.

- 7.5 If a Member threatened with expulsion under Rules 7.2 (b), (c) or (d) is subject to disciplinary proceedings under the LCA or any other Act, the Council shall await the outcome of those proceedings before reaching a decision.
- 7.6 A Member who is expelled pursuant to any of Rules 7.2 (b), (c) or (d) may request that the decision be reviewed by the Council, and if the Council agrees to review the matter, it may determine its own procedure as it sees fit, including delegating the decision-making power to a subcommittee and charging an appropriate fee to cover the reasonable expenses incurred as a result.
- 7.7 Instead of terminating a membership under Rule 7.2, the Council may in its sole discretion impose some other penalty or sanction as may be appropriate in the circumstances, including (without limitation) suspension of all or any membership privileges, the imposition of a fine or other monetary penalty, or reprimand. A Member who is subjected to any such penalty or sanction may request that the decision be reviewed by the Council, and if the Council agrees to review the matter, it may determine its own procedure as it sees fit, including delegating the decision-making power to a subcommittee and charging an appropriate fee to cover the reasonable expenses incurred as a result.
- 7.8 The Council may from time to time adopt, modify and revoke regulations or bylaws concerning the disciplinary procedures to be followed and the sanctions or penalties to be imposed in specific situations, and provided those regulations or bylaws are not inconsistent with the ISA or these Rules, the Council and the Member in question shall comply with any such regulations or bylaws which are in force at the time.

## 8. **DISCIPLINARY PROCEDURES**

- 8.1 Any complaint made to the Society against a Member shall be dealt with by the Council in such manner as it deems fit.
- 8.2 The Society shall assist the New Zealand Law Society, wherever practicable, in any complaints relating to a Member who holds a current Practising Certificate.

## 9. **FEES, SUBSCRIPTIONS AND LEVIES**

- 9.1 Members shall be required to pay to the Society such annual membership fees or subscriptions as may be determined by the Council from time to time. Unless the Council determines otherwise, the period of membership of a Member joining the Society shall (subject to Rules 7.1 to 7.6) commence on the date of that Member's admission to membership and end on the following 31 March (or such other date as determined by the Council from time to time), and his membership shall be automatically renewed on the expiry of that period and on each succeeding anniversary of that date until such time as the Member in question ceases to be a Member.

- 9.2 The Council may differentiate between different categories of Members, or within the same category of Members, as to the annual fees or subscriptions that each category of Member shall pay in any given year.
- 9.3 In addition to the annual fees or subscriptions, the Council may decide that the Society requires extra funds to take advantage of some opportunity, or to ward off some threat, or to otherwise achieve the objects of the Society for the benefit of one or more of the Members, the Members as a whole, the Society itself, or the Notary Profession in general. In that event the Council may impose a special levy on the Members or on any specific category of Member and that levy shall be payable by the Members or the relevant category in the manner and at the time or times that the Council directs. These levies may be imposed more than once in any given year, but the total of any such levies imposed in any year shall not exceed 50% of the annual fee or subscription that is payable by the relevant Member in respect of that year.
- 9.4 The Members may be required or permitted to pay fees, subscriptions and levies on a monthly, quarterly, annual or other basis as the Council may determine, and whether by way of automatic payment, direct debit, or any other means. The Society may offer the Members discounts for prompt payment and impose reasonable penalties for late payment.
- 9.5 The Council may also prescribe from time to time the application fees to be paid by applicants for membership of the Society (if any). Application fees may be refundable or non-refundable as the Council directs. Unless the Council determines otherwise, a Member joining the Society at any time during a current financial year shall be required to pay a pro rata proportion of any additional or special levies payable in respect of that year, calculated on a monthly or other periodic basis.
- 9.6 Any Member who has failed to pay his subscription or any other sum payable to the Society when due may have his entitlement to vote at any general meeting or in any postal ballot suspended by the Council until such time as payment is made in full.

## 10. **REGIONAL REPRESENTATIVES**

- 10.1 Council may appoint one or more representatives of the Society around New Zealand to facilitate activities of the Society in particular regions who shall be known as "Regional Representatives".
- 10.2 Council members may be Regional Representatives for their respective regions.
- 10.3 The Council may, in its sole discretion, appoint further Regional Representatives as it deems desirable.

## 11. **THE COUNCIL**

- 11.1 There shall be a Council which shall be responsible for the supervision of the affairs of the Society, for overseeing the activities of any employees, and for all policy decisions, provided that they are consistent with these Rules (as modified



from time to time). Subject to the ISA and these Rules, the Council may do any lawful thing that it considers to be consistent with or incidental or conducive to the attainment of the objects of the Society.

- 11.2 Subject to Rule 12.16, the Council shall consist of six Councillors, all of whom must be members of the Society.
- 11.3 Councillors may be from any region of New Zealand.
- 11.4 To be eligible to hold office as a Councillor the candidate must have been a practising Notary Public for a continuous period of at least 10 years prior to that person's date of appointment as a Councillor.
- 11.5 The Council shall be elected annually and shall (subject to Rule 11.11) hold office from the conclusion of the AGM at which they are elected until the conclusion of the next AGM.
- 11.6 At its first meeting after each AGM the Council shall appoint the President and the Vice-President from among their number.
- 11.7 No Member shall hold the offices of President and/or Vice-President for more than 8 Terms in aggregate.
- 11.8 If any casual vacancy occurs in the office of President, the Vice-President shall take the office of President.
- 11.9 If any casual vacancy occurs in the office of Vice-President the Council shall appoint a Councillor to fill that vacancy.
- 11.10 If any casual vacancy occurs in the office of members of the Council then the Council may appoint a Member or hold an election to fill that vacancy, such election to be conducted as nearly as the circumstances may allow in the manner set out in Rules 12.1 to 12.16. If the Council fills the vacancy in lieu of holding an election it may exercise its discretion when appointing a replacement.
- 11.11 A Councillor shall cease to be a member of the Council as and from the date when the Councillor:
  - (a) dies or in the opinion of the Council becomes so incapacitated that he is effectively incapable of performing the duties required of a Councillor;
  - (b) ceases to be a Member of the Society;
  - (c) resigns by notice in writing to the President; or
  - (d) is removed from office by a unanimous vote of the other members of the Council.
- 11.12 The Council may co-opt additional suitably qualified people to attend Council meetings and/or assist the Council in the performance of its functions, as and when the Council considers it necessary or desirable.

11.13 All persons appointed to serve on the Council shall be entitled to be reimbursed for any reasonable expenses they may incur in attending or participating in meetings of the Council and any AGM and any SGM.

## 12. **ANNUAL ELECTIONS FOR THE COUNCIL**

12.1 Nominations for all candidates for election to the Council must be in writing signed by two Members with the consent of the nominee endorsed and must reach the Secretary (by one of the methods provided in rule 31.2) not less than 15 working days before the date on which the AGM is to be held.

12.2 No person shall be eligible to serve for more than 8 Terms as a Councillor.

12.3 Notice of the date on which nominations for Council close shall be embodied in or accompany the notice of the AGM.

12.4 If the number of nominees for Council is equal to the number of vacancies, the person chairing the AGM shall declare the nominees elected.

12.5 If the number of nominees for Council is more than the number of vacancies, a postal ballot shall be held.

12.6 The Secretary shall within 5 working days after the date on which nominations close send a voting paper to each Member who is entitled to vote, at the address appearing in the Register of Members.

12.7 Every voting paper shall contain in alphabetical order of surnames a list of all the duly nominated candidates, together with directions for voting. Any Member who satisfies the Secretary that he has not received or has lost or spoiled his voting paper or voting papers shall be entitled to receive a replacement or replacements and complete it or them in the required manner at any time before the closing of the ballot. The voting paper or papers shall reach the Secretary (by one of the methods provided in Rule 31.2) no later than 4.00pm on the day preceding the AGM at which time the ballot shall close. The voting paper shall be in the form from time to time prescribed by the Council. On each voting paper, there must appear:

(a) the name of the voter legibly printed; and

(b) the signature of the voter,

or alternatively, if the Member wishes his voting paper to be unnamed the voting paper must be placed in a sealed envelope and on the back of the envelope there must appear:

(c) the name of the voter legibly printed; and

(d) the signature of the voter

and the envelope must be delivered or posted to the Secretary in accordance with Rule 31.2.

- 12.8 The Secretary shall appoint as scrutineers no fewer than three Members who are not candidates for office.
- 12.9 Immediately after the time fixed for the closing of the ballot, the Secretary shall remove all voting papers where the voter is in default in payment of his subscription for the current year or any other sum owed to the Society or is otherwise ineligible in terms of Rule 20.7.
- 12.10 All voting papers removed in terms of Rule 12.9 and all voting papers delivered to the office of the Secretary after the time specified for the closing of the ballot shall be treated as informal and not counted.
- 12.11 Voting papers shall also be treated as informal and not counted if:
  - (a) the scrutineers consider that the name and signature of the voter does not appear legibly on the voting paper or if sent in a sealed envelope the name and signature of the voter does not appear legibly on the outside of the envelope; or
  - (b) the voter has failed to strike out sufficient names.
- 12.12 The scrutineers, after determining the formality of voting papers, shall count the votes recorded for each candidate.
- 12.13 After the count is completed, the scrutineers shall deliver a certificate of the results, showing the number of valid votes cast for each candidate, to the person chairing the AGM who shall declare the result at that meeting.
- 12.14 If, by reason of any equality of votes given for two or more candidates, the election is not complete, the person chairing the AGM shall decide by lot in such a manner as he may determine which of such candidates shall be elected and thereby complete the election.
- 12.15 If the number of candidates nominated for Council is less than the number of vacancies the person chairing the AGM shall declare those nominated to be elected and shall call for nominations for the remaining vacancies. If nominations exceed the vacancies a secret ballot shall be held at the meeting. No Member may vote by proxy. No Member may demand a poll or a postal ballot.
- 12.16 If, having followed the procedure outlined in Rule 12.15, the number of candidates for Council remains less than the number of vacancies, the Council shall comprise those candidates who are elected.

### 13. **PROCEEDINGS OF COUNCIL**

- 13.1 The Council may meet together for the dispatch of business, adjourn and otherwise regulate its affairs as it thinks fit. The President or failing the President, the Vice-President, or failing the Vice-President, a Councillor elected by the

Council shall be the person chairing each meeting. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the person chairing the meeting shall have a second or casting vote. The President may, or in the President's absence the Vice-President may at any time convene a meeting of the Council.

- 13.2 The quorum necessary for the transaction of the business of the Council shall be 50% of the members of the Council.
- 13.3 Subject to the presence of the necessary quorum, the Council may act notwithstanding any vacancies in its membership or that it may afterwards be discovered that there was some defect in the election of any Councillor or that he was disqualified.
- 13.4 Notice of Council meetings may be given by:
- (a) letter sent to the member's business address; or
  - (b) fax to the member's business fax number; or
  - (c) telephone to the member himself; or
  - (d) e-mail to the member's e-mail address; or
  - (e) any other method approved in writing by the member.
- 13.5 Notwithstanding paragraph 13.1 of this Rule, the contemporaneous linking together by telephone of members of the Council being not less than a quorum shall be deemed to constitute a meeting of the Council so long as the following conditions are met:
- (a) Notice of the meeting shall have been given to all members of the Council in accordance with clause 13.4 hereof and they shall be given the opportunity to be linked by telephone for the purposes of such meeting.
  - (b) At the commencement of each meeting by telephone each Councillor taking part in that meeting by telephone must be able to hear each of the other members taking part.
  - (c) At the commencement of the meeting by telephone each Councillor must acknowledge his presence for the purpose of the meeting to each other member taking part.
  - (d) No Councillor may leave a meeting by disconnecting his telephone unless such member has obtained the express approval of the person chairing the telephone meeting. Each member present at the commencement of the meeting shall be deemed to have formed part of the quorum at all times during the meeting by telephone unless express approval to leave the meeting has been given to that member.

13.6 The Council may make a decision by signed resolution in lieu of a meeting or telephone conference, provided that:

- (a) A copy of the proposed resolution is sent to every Councillor;
- (b) At least 75% of the members of the Council approve the resolution and sign and return their copies of the resolution to the President (by one of the methods provided in rule 31.2).

#### 14. **SUBCOMMITTEES**

14.1 The Council may from time to time create subcommittees for any purposes within the Council's scope of authority, and appoint Councillors and/or Members to serve on those subcommittees. The Council may delegate any of its functions to the subcommittees and shall determine the procedures to be followed by those subcommittees in carrying out those functions.

14.2 Each of the subcommittees shall have a head of their subcommittee appointed by the President, and the head of that subcommittee shall represent the subcommittee on the Council. The President may revoke any such appointment and appoint a substitute person at any time. No such appointment or revocation shall take effect until the President has given notice of the appointment or revocation to the Council.

#### 15. **VALIDITY OF ACTS DONE BY COUNCIL OR SUBCOMMITTEE**

15.1 All acts done and decisions taken by the Council or any subcommittees of the Council shall be valid notwithstanding the fact that there is any defect in the appointment of any member of the Council or relevant subcommittee, or any accidental failure to give notice of a meeting, conference call, postal ballot or written resolution to any member of the Council or relevant subcommittee, provided that there was a quorum in each case. Members of the Council or its subcommittees may participate in the conduct of their business notwithstanding the fact that they may be interested in the outcome of that business in another capacity, provided that they act in good faith and in the best interests of the Society.

#### 16. **ANNUAL GENERAL MEETINGS**

16.1 An AGM of the Members shall be held each year in August or September. The Council shall decide the date and venue. All other general meetings shall be SGMs.

16.2 At least 20 working days notice specifying the place and time of the AGM and the general nature of the business to be transacted at the meeting shall be given to all Members.

16.3 At each AGM the Members shall consider any motion by any Member of which notice has been given in accordance with Rule 16.4. Any business not specified in the notice calling the meeting or in any notice of motion under Rule 16.4 may be transacted by the meeting by leave of the person chairing the meeting unless,

upon the objection of any Member, a majority of those present at the meeting decides that such business should not be considered or transacted by the meeting.

- 16.4 Subject to the provisions of Rule 32.1(a), any Member desiring to move any motion at any AGM on any matter not covered by the notice convening the meeting shall notify the Secretary at least 10 working days before the meeting. The Secretary shall then send a copy of the motion with the proposers name to each Member or when this is not practicable, shall send a summary of the motion and shall state where the full text of the motion may be seen.

## 17. **SPECIAL GENERAL MEETINGS**

- 17.1 The Council may convene an SGM of the Society at any time and shall give reasonable opportunity to attend the meeting to all Members who are entitled to attend.
- 17.2 Upon receiving a requisition in writing signed by at least 10 Members and specifying the objects of the meeting, the Secretary shall convene an SGM to be held not less than ten working days nor more than forty working days after the Secretary receives the requisition. Such a requisition shall be deemed not to be signed by a Member unless either the Member's signature is legible or has the Members name printed legibly, in addition to the Members signature.
- 17.3 Subject to the provisions of Rule 32.1(a), at least ten working days notice of every SGM specifying the time and place of the meeting and the general nature of the business to be transacted at that meeting shall be given to all Members.
- 17.4 No business shall be transacted at any SGM other than that specified in the notice convening the meeting.

## 18. **QUORUM**

- 18.1 No business shall be transacted at any AGM or SGM unless a quorum of Members is present at the time when the meeting proceeds to business. Ten of the Members having the right to vote at the meeting present in person or by proxy shall constitute a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Council may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall constitute a quorum.

## 19. **CHAIR**

- 19.1 The President, or in the absence of the President the Vice-President, shall preside at every meeting of the Society. In the absence of both the President and the Vice-President one of the members of the Council to be chosen by the meeting shall preside and in the absence of the President, the Vice-President and all members of the Council, then some Member to be chosen by the meeting shall

preside. At every meeting the person chairing the meeting shall have a deliberative and casting vote.

- 19.2 In these Rules, a reference to 'the Chair' in relation to a meeting of the Society shall be a reference to the person chairing the meeting in accordance with Rule 19.1.

## 20. **VOTING**

- 20.1 At any general meeting a resolution put to the vote of the meeting shall be decided on either voices or a show of hands (as the Chair in his discretion prefers) unless, before or on the declaration of the result on either voices or a show of hands:
- (a) a poll is demanded by at least 6 Members present in person or by proxy; or
  - (b) a postal ballot is demanded by at least 15 Members present in person or by proxy.
- 20.2 Unless a poll or a postal ballot is so demanded, a declaration by the Chair that a resolution has on the voices or a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of proceedings, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.3 The demand for a poll or a postal ballot may be withdrawn.
- 20.4 If a poll is properly demanded, anyone wishing to demand a postal ballot on the resolution must make that demand at that time. The Chair shall not accept a demand for a postal ballot on the resolution at any later time. If both a poll and a postal ballot are properly demanded, the poll shall not take place and all discussion on the resolution shall be deferred so that a postal ballot may take place.
- 20.5 If a poll is properly demanded and a postal ballot is not, the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20.6 If a postal ballot is properly demanded, the Secretary shall cause such ballot of all Members to be conducted within 20 working days. The result of the postal ballot shall be deemed to be the resolution of the meeting at which the postal ballot was demanded.
- 20.7 No Member shall be entitled to vote on any ballot or at any meeting of the Society or to join in a requisition for a meeting under Rule 17.2 or to join in a demand for a poll or a postal ballot under Rule 20.1 while that Member is in default in payment of any fee or subscription or any other sum owed to the Society. In the case of a postal ballot a Member shall be deemed not to have paid a fee or subscription or any other sum owed to the Society unless he had paid them at least five working days before the day on which the ballot closes.

20.8 If at least 72 hours before the time appointed for an SGM at least 15 Members entitled to vote have given written notice to the Secretary that:

- (a) they intend either to be present at the SGM personally or, being eligible so to do, to appoint a proxy who intends to be present at the SGM personally; and
- (b) they intend to demand (either personally or by proxy) a postal ballot in respect of all business due to be put to the SGM,

then the Council may elect to cancel the SGM and to proceed to a postal ballot in respect of all business due to be put to the SGM. If the Council does so elect, the postal ballot shall be deemed properly demanded and the postal ballot shall proceed in accordance with Rule 21.6.

## 21. **PROXIES**

21.1 At any general meeting of the Members, votes may be cast:

- (a) personally; or
- (b) by proxy.

21.2 The instrument appointing a proxy must be in the form in the Schedule hereto or a form as near thereto as circumstances admit. A proxy form shall be dispatched by the Secretary to all Members entitled to vote, with the notice of meeting and shall contain any resolutions to be put to the meeting of which notice has already been given to the Secretary.

21.3 A proxy form to be valid must be signed by the Member appointing the proxy.

21.4 A proxy must be a Member entitled to vote in accordance with Rule 20.7.

21.5 The signed proxy form must be received by the Secretary (by one of the methods provided in Rule 31.2) not less than 48 hours before the time appointed for the meeting at which the proxy is to be used.

21.6 The proxy form shall be deemed to confer authority to demand or join in demanding a poll or a postal ballot.

## 22. **MINUTES**

22.1 Minutes shall be recorded, in books to be kept for that purpose, of the proceedings of all meetings of the Society and of the Council.

22.2 The minutes shall be recorded by the Secretary and in the absence of the Secretary, a Member appointed at the meeting.



## 23. **RESOLUTIONS BINDING**

- 23.1 All resolutions of the Society shall be passed by the votes of a majority of the Members:
- (a) present at a general meeting; or
  - (b) where a poll is demanded, present at a general meeting or represented by proxy; or
  - (c) where a postal ballot is demanded, voting on such a ballot.
- 23.2 Such resolutions shall be binding on all Members whether they are at the meeting or not or whether they take part in the postal ballot or not.
- 23.3 A declaration by the Chair (or, in the case of a postal ballot, the Secretary) that a resolution has been carried or lost, together with an entry in the minute book of the Society, shall be conclusive evidence of the fact.

## 24. **IRREGULARITY OF MEETING**

- 24.1 If any irregularity occurs in the convening or holding of any general meeting or in any proceedings at or ancillary to any such meeting, and it is not noticed and objected to at the time, all proceedings at that meeting shall be of the same force and validity as if no such irregularity had occurred; but if any irregularity is noticed and objected to at the meeting, the meeting shall decide whether to uphold that objection and the meeting's decision shall be final and conclusive.

## 25. **APPOINTMENT OF OFFICERS**

- 25.1 The Officers of the Society shall comprise the Secretary, the Treasurer, and the Auditor, and any other officer who may be appointed from time to time, either by the Council or by the President with the prior approval of the Council. Until such time as the Secretary and Treasurer are appointed, the President shall perform the functions normally undertaken by a Secretary and Treasurer of an incorporated society.
- 25.2 The Officers shall be appointed for such duration and on such terms and conditions as the Council may decide. Officers may be members of Council.
- 25.3 All Officers shall be accountable to the Council.
- 25.4 Any of the Officers may operate as an independent contractor, providing services to the Society on a contract basis rather than as an employee. Subject to the terms of their service contracts or contracts of service, in addition to any remuneration they may be entitled to, the Officers shall be entitled to be reimbursed for any out-of-pocket expenses they may reasonably incur in the course of performing their duties.

25.5 The Society may maintain a policy or policies of insurance to indemnify the Councillors and Officers in respect of any liability they may incur in the course of or as a result of performing their functions as Councillors and Officers, to the maximum extent permissible by law.

26. **POWERS AND RESPONSIBILITIES OF THE SECRETARY**

26.1 Together with the Treasurer, the Secretary shall be responsible for the day-to-day management of the affairs of the Society and, subject to the terms of his appointment and to any lawful directions given or qualifications imposed by the Council from time to time, shall have full authority to do any lawful thing that he considers to be consistent with or incidental or conducive to the attainment of the objects of the Society.

26.2 In particular, and without limiting the generality of Rule 26.1, the Secretary's powers and responsibilities may include the following:

- (a) To attend all general meetings of the Society and meetings or conference calls of the Council, and keep all minutes of those meetings or conference calls.
- (b) To implement, administer and report the results of all Member postal ballots and all Council postal ballots and written resolutions.
- (c) To implement and carry into effect all decisions of the Members or the Council where that responsibility has not been specifically allocated to some other person.
- (d) To receive process and/or pass on to the appropriate recipient all incoming correspondence and other written or electronic communications relating to the Society, and maintain the files and records of the Society.
- (e) To maintain the register of Members and to comply with all other requirements imposed on the Society by the ISA.
- (f) To prepare immediately prior to each AGM an annual report of the business and proceedings of the Society since the last AGM.
- (g) At the request of the Council, to produce any correspondence, books, records or property of the Society within his possession or control, and on vacating office to deliver to his successor or other authorised person all such correspondence, books, records or property.
- (h) To obey all such lawful instructions and do all such lawful acts and things as may be given or required to be done by the Members, the Council, the ISA and these Rules.
- (i) To do and perform all such other lawful duties as usually pertain to the office of Secretary.

**27. POWERS AND RESPONSIBILITIES OF THE TREASURER**

- 27.1 Together with the Secretary, the Treasurer shall be responsible for the day-to-day management of the affairs of the Society and, subject to the terms of his appointment and to any lawful directions given or qualifications imposed by the Council from time to time, shall have full authority to do any lawful thing consistent with or incidental or conducive to the attainment of the objects of the Society.
- 27.2 In particular, and without limiting the generality of Rule 27.1, the Treasurer's powers and responsibilities may include the following:
- (a) To collect the moneys due to the Society and issue receipts.
  - (b) To deposit all such moneys into a bank account in the name of the Society.
  - (c) To maintain the accounts of the Society.
  - (d) To prepare prior to the AGM the Annual Financial Statement required by the ISA to be submitted to the Members, including a statement of income and expenditure during the last financial year, a statement of the Society's assets and liabilities as at the close of the Last financial year, and a statement of all mortgages, charges and securities affecting the Society's property.
  - (e) To pay all the expenses of the Society.
  - (f) To obey all such lawful instructions and do all such lawful acts and things as may be given or required to be done by the Members, the Council, the ISA and these Rules.
  - (g) To do and perform all such other lawful duties as usually pertain to the office of Treasurer.

**28. INCOME, INVESTMENT AND EXPENDITURE**

- 28.1 The activities of the Society shall be funded from annual fees or subscriptions, and such other sources including levies, donations, grants, bequests, sponsorships, commissions, fees, surpluses from commercial activities, dividends, returns from investments and loans as the Council may determine from time to time.
- 28.2 All income of the Society that is not immediately required to meet expenditure, may be invested in such manner as the President and the Treasurer may see fit.
- 28.3 The funds of the Society may be utilised for any purpose that the President or the Council in their absolute discretion consider to be consistent with the attainment of the objects of the Society, subject to the requirements of the ISA and these Rules.

28.4 All cheques and other similar payment authorities drawn on the Society's bank accounts shall be signed by any two of the Treasurer, the Secretary, the President and the Vice President. Internet banking facilities may be operated by any one of the Treasurer, the Secretary and the President. If any of the abovementioned persons is likely to be absent for an extended period of time, any Councillor may be authorised by the Council to act in their place.

28.5 The Council may pay the President, the Secretary and/or the Treasurer:

- (a) an honorarium: and/or
- (b) a fixed allowance for general entertainment, travelling and other expenses not specifically refunded to that person pursuant to these Rules.

## 29. **ACCOUNTS**

29.1 The Financial Year of the Society ends on 31 March in each calendar year and the accounts of the Society shall be made up as at that date.

29.2 Unless the Members resolve otherwise in respect of any particular financial year, the accounts and the Annual Financial Statement shall not be audited by the Auditor.

29.3 The Annual Financial Statement shall be distributed by the Secretary to the Members at least 10 working days before the AGM in each year.

## 30. **COMMON SEAL**

30.1 The Society shall have a common seal, which shall be kept in the custody of the President, and shall not be affixed to any document or instrument except as authorised by a resolution of the Council. Any document or instrument to which the seal is affixed shall also be signed by any two current Councillors, or by one Councillor and the President.

## 31. **NOTICES**

31.1 A notice may be given to any Member by or on behalf of the Society, or the Council, or the Secretary, or the Treasurer by:

- (a) letter sent to the Member's business address; or
- (b) fax to the Member's business fax number; or
- (c) telephone to the Member himself; or
- (d) e-mail to the Member's e-mail address; or
- (e) any other method approved in writing by the Member.

- 31.2 A notice (including any notice required to be given or received pursuant to these Rules) may be given to the Society, the Council, the President, the Secretary, or the Treasurer by:
- (a) letter delivered to the address of the Society shown on the Society's website; or
  - (b) letter posted to the postal address of the Society shown on the Society's website; or
  - (c) e-mail to the Society's e-mail address shown on the Society's website; or
  - (d) facsimile to the Society's fax number shown on the Society's website; or
  - (e) any other method approved and notified in writing by the Secretary or President from time to time.

A document to be signed by a Member if signed, scanned and emailed in accordance with subparagraph (c) of this clause will satisfy the requirements of these Rules.

- 31.3 The accidental omission to give notice of a meeting or postal ballot to or the non-receipt of notice of a meeting or postal ballot by any Member shall not invalidate the proceedings at the meeting or the result of the postal ballot.

## 32. **MODIFICATION AND INTERPRETATION OF THESE RULES**

- 32.1 These Rules may be altered, added to or rescinded by the Members, subject to the following conditions:
- (a) A notice stating the general tenor of any proposed alteration or addition, or the reasons for any proposed rescission, shall be given to each Member who is entitled to vote at least 15 working days before the vote is to be taken.
  - (b) If the proposal is to be voted on at a meeting of the Members (as opposed to a postal ballot), the proposal may be amended during the course of the meeting.
  - (c) No motion to alter, add to or rescind any of these Rules shall be effective unless it is carried by a majority of the Members who are entitled to vote and who vote on the proposal.
  - (d) In the event of any dispute, doubt or difference arising as to the interpretation or application of these Rules or any of them, the decision of the Council (having first sought legal advice if considered appropriate) shall be final and binding.

## 33. **REGULATIONS AND BY-LAWS**

- 33.1 The Council may from time to time make such regulations or by-laws concerning the affairs of the Society as it considers necessary or desirable to better achieve

the objects of the Society, provided the regulations and by-laws are not inconsistent with the ISA or these Rules as modified from time to time.

33.2 Any such regulations and by-laws may be amended or rescinded by the Council, subject to the requirements set out in Rule 33.1.

33.3 No regulations or by-laws made in accordance with Rule 33.1 or amended or rescinded in accordance with Rule 33.2, shall be deemed to constitute an alteration of, addition to or rescission of these Rules or any of them.

34. **LIQUIDATION**

34.1 The Society may be put into liquidation in the manner provided by section 24 or section 25 of the ISA.

34.2 Upon any such liquidation, the assets of the Society shall, after payment of all liabilities, be disposed of in such manner as the Members shall determine, provided that they shall not be divided amongst the Members but shall be distributed amongst some body or bodies having similar aims to those of the Society.

## Schedule 1

### PROXY FORM

I \_\_\_\_\_, of \_\_\_\_\_  
 being a member of the New Zealand Society of Notaries Incorporated, hereby appoint  
 \_\_\_\_\_ of \_\_\_\_\_, or failing  
 him, \_\_\_\_\_ of \_\_\_\_\_,  
 as my proxy to vote for me at the [annual or special as the case may be] general  
 meeting of the Society to be held on \_\_\_\_\_, and at any adjournment  
 thereof.

My proxy shall vote on my behalf as follows:

[Here list the resolutions to be put to the meeting, numbered. Beside each resolution,  
 insert FOR or AGAINST]

[Signature of Member]

#### Note to person appointing proxy

1. You should tick the appropriate box to indicate how you want your proxy to vote on each resolution, should a poll be demanded.
2. If you fail to tick either box with respect to any resolution, your proxy will vote on that resolution as he thinks fit.
3. In the event that further resolutions come before the meeting in accordance with the Society's rules, your proxy will vote on them as he thinks fit.
4. Your proxy must be a member of the Society who is himself entitled to vote at the meeting.
5. If a postal ballot on any resolution is properly demanded, this form confers no authority on your proxy to vote on your behalf in any such ballot. In that eventuality, you will be sent a ballot paper.