



ILANZ RULES

Rules of the In-house
Lawyers Association of
New Zealand

Last updated
July 2024

Contents

1. Name	3
2. Limitation	3
3. Objects	3
4. Membership and affiliation	4
5. Membership fees and Levies	6
6. Committee	6
7. Election of Officers and General Committee Members	8
8. Management and Powers	11
9. Executive Committee	13
10. Dismissal of Committee	13
11. Committees and Sub-Committees of the Committee	14
12. Resolutions other than at a General Meeting	14
13. General Meetings	15
14. Dissolution of ILANZ	16
15. Payments	17
16. Substantial Compliance	17
17. Changes to Rules	17

1. Name

- 1.1** The name of this section of the New Zealand Law Society (the **Society**) is the In-house Lawyers Association of New Zealand (**ILANZ**).
- 1.2** The Committee may adopt a trading name for ILANZ with the permission of the Society.

2. Limitation

- 2.1** These Rules are subject to the Constitution of the Society.

3. Objects

- 3.1** ILANZ's objects are to:
 - 3.1.1** provide leadership to in-house lawyers in New Zealand;
 - 3.1.2** provide professional networking opportunities for in-house lawyers;
 - 3.1.3** act as a spokes-organisation for in-house lawyers;
 - 3.1.4** identify member education and development needs and broker opportunities to meet these needs;
 - 3.1.5** provide relevant guidance on emerging national and international trends, issues and best practices relevant to members;
 - 3.1.6** promote the value of in-house lawyers;
 - 3.1.7** promote the multi-faceted roles of in-house lawyers;
 - 3.1.8** promote the roles of and operate as a Section of the Society;
 - 3.1.9** promote diversity and inclusion in the legal profession;
 - 3.1.10** contribute to meeting the needs of the community;
 - 3.1.11** promote or conduct any other activities consistent with the spirit of the foregoing objects; and
 - 3.1.12** further the functions of the Society.

4. Membership and affiliation

4.1 Categories of membership

4.1.1 There are two categories of ILANZ membership. They are:

- (a)** Member of ILANZ; and
- (b)** Associate Member of ILANZ.

4.2 Member of ILANZ

4.2.1 Any person who is a member of the Society, holds a current practising certificate, and who is practising as an in-house lawyer (as defined in Chapter 15 of the Rules of Conduct and Client Care for Lawyers), is eligible to be a Member of ILANZ.

4.2.2 Membership of ILANZ is subject to payment of fee or subscription prescribed by the Society and/or ILANZ.

4.2.3 In conjunction with any membership terms and conditions published by the Society from time to time, the Committee has the power to determine the criteria for becoming a Member of ILANZ and to amend the criteria from time to time.

4.2.4 The Committee may from time to time at its discretion exclude any person from membership of ILANZ.

4.2.5 Only Members of ILANZ may exercise voting rights on resolutions or at general meetings of, or in relation to the affairs or activities of, ILANZ.

4.3 Associate Member of ILANZ

4.3.1 The Committee may from time to time at its discretion admit any of the following to be an Associate Member of ILANZ:

- (a)** An associate member of the Society; or
- (b)** A member of the Society who does not meet the requirement for becoming a Member of ILANZ.

4.3.2 Applicants for associate membership of ILANZ must apply in writing to the Committee and will be enrolled as an Associate Member of ILANZ upon their acceptance by the Committee and on payment of the applicable annual fee (if any).

4.3.3 The Committee, when considering applications to become an Associate Member of ILANZ, will consider whether the applicant has a demonstrated ongoing significant association with in-house legal practice in New Zealand, or is primarily engaged to fill temporary or fixed term in-house legal roles under contracts for service and is not otherwise employed by a law firm or practising on

their own account.

4.3.4 The Committee may create sub-categories of Associate Members of ILANZ at its discretion.

4.3.5 Associate Members of ILANZ shall have-

(a) no voting rights at meetings of ILANZ, its Committee, or sub-committees; and

(b) access to benefits as per their Society membership and entitlement.

4.4 Subscribers

4.4.1 A Member of ILANZ or an Associate Member of ILANZ whose membership lapses for any reason will become a Subscriber, unless otherwise advised by ILANZ.

4.4.2 In addition to **Rule 4.4.1**, any other person may apply to become an ILANZ Subscriber.

4.4.3 Subscribers will be subscribed to ILANZ information services and will receive from time to time information about ILANZ and its activities. The provision of any other benefits to Subscribers is -

(a) at the discretion of the Committee in each instance;

(b) may be withdrawn at any time; and

(c) may be subject to the payment of such fees and other conditions as the Committee may prescribe from time to time.

4.4.4 ILANZ Subscribers shall have no voting rights at ILANZ meetings, or in relation to ILANZ affairs or activities.

4.4.5 There is no fee to become or remain a Subscriber, other than any fee payable for membership of the Society, if applicable.

4.5 ILANZ Membership – General

4.5.1 Membership or Associate Membership of ILANZ will cease if a Member of ILANZ or an Associate Member of ILANZ no longer qualifies for membership in terms of **Rule 4.2.1 or 4.3.1** or if any annual membership subscription or fee payable to the Society or to ILANZ (if applicable) remains unpaid for two calendar months after the due date for payment.

4.5.2 A Member of ILANZ or an Associate Member of ILANZ may resign from ILANZ at any time by giving notice in writing to the Society. Any refund of the subscription payable to the Society will be subject to the Society's terms and conditions.

4.5.3 The Committee has power to terminate the membership of any Member of ILANZ or Associate Member of ILANZ for conduct prejudicial to the interests of

ILANZ or the Society, or for failure to observe the objects of, or meet the standards required by, ILANZ or the Society. This power is not capable of delegation and must not be exercised unless the person concerned has been given on reasonable notice an opportunity to make representations to the Committee in writing or, if the member so desires, in person. Termination of Membership of ILANZ or Associate Membership of ILANZ may also result in termination of that person's membership of the Society.

- 4.5.4** Upon termination of a person's membership of ILANZ, or associate membership of ILANZ, that person will cease to be entitled to describe himself or herself as a Member of ILANZ or an Associate Member of ILANZ, respectively.
- 4.5.5** A person's Membership of ILANZ or Associate Membership of ILANZ will be terminated in the event that their membership of the Society is terminated.
- 4.5.6** Every Member of ILANZ or Associate Member of ILANZ is deemed to have agreed to be bound by these Rules, and the Committee will ensure electronic access to these Rules.

5. Membership fees and Levies

- 5.1** Every Member of ILANZ or Associate Member of ILANZ must pay such amount as the Society or the Committee fixes by way of membership subscription, fees, or levy (if any).
- 5.2** The Society or the Committee may in any year levy a reasonable amount for a stated purpose consistent with the objects of the Society and ILANZ. In fixing any levy, the Society or the Committee are not bound to prescribe a uniform amount applicable to all members and may prescribe differential levies in such a manner as may be deemed appropriate.

6. Committee

- 6.1** There will be a Committee of ILANZ (the **Committee**) comprising the four officers of ILANZ, a minimum of four and maximum of seven general Committee members, and any co-opted individuals appointed under **Rule 6.12**.
- 6.2** The four officers of ILANZ are the -
 - 6.2.1** President;
 - 6.2.2** Vice-president;
 - 6.2.3** Treasurer; and
 - 6.2.4** Secretary.

6.3 Officers of ILANZ and general Committee members are appointed through elections conducted in accordance with **Rule 7** of these Rules. The elected officers and general Committee members take office at the annual general meeting and will hold office until a vacancy of the kind set out in **Rule 6.8** arises.

6.4 Nomination and eligibility:

6.4.1 Only a Member of ILANZ is eligible to be nominated for election as an officer or general Committee member of ILANZ.

6.4.2 All members of an outgoing Committee will notify the Secretary in writing, no later than two weeks prior to the opening of nominations, of their intention to re-run and of the role they intend to nominate themselves for.

6.4.3 Nominations for the role of President will be accepted only from the following:

(a) incumbent Committee members who have been in the roles of a Committee member for at least one year;

(b) if the requirement in sub-rule (a) above cannot be met, other incumbent Committee members;

6.4.4 If the requirement in Rule 6.4.3 cannot be met, the incoming Committee will elect the President from within its ranks.

6.4.5 Rule 6.4 is subject to Rule 6.5.

6.5 Limitation of terms:

Subject to **Rule 6.6**, the term of office of officers of ILANZ and general Committee members is two years, provided that:

6.5.1 no person shall be President of ILANZ for more than two consecutive terms of two years; and

6.5.2 no person shall be a member of the Committee for a total consecutive period longer than 8 years, unless at the end of the 8 year period the person is appointed as a co-opted individual under **Rule 6.12**.

6.6 Irregular length of term:

Where an annual general meeting held in an election year is held later or earlier in the year than the annual general meeting held in the previous election year, the Committee may, by majority vote, amend the length of the then current Committee term in accordance with this rule. The grounds for amending the Committee term must be reasonable (e.g., due to changes to ILANZ conference dates, local or national emergencies or government directives) and the amended Committee term must not be less than 1.5 years or greater than 2.5 years. Where the Committee term is amended in accordance with this rule:

6.6.1 incoming ILANZ officers and general committee members and Members of ILANZ must be notified in writing within 7 days after the amended Committee term is confirmed (including advising of the updated Committee term and the reason for the change); and

6.6.2 despite [Rule 6.3](#), incoming ILANZ officers and general committee members will take office at the end of the amended Committee term.

Vacancies on the Committee

6.7 No vacancy on the Committee caused by a shortage of candidates or otherwise shall invalidate Committee proceedings or actions, provided there is a quorum at Committee meetings.

6.8 Vacancies on the Committee occur upon:

6.8.1 a Committee member resigning or retiring prior to elected Committee members taking office after the next election;

6.8.2 a Committee member no longer being a Member of ILANZ;

6.8.3 the expiry of the term of the member at the next annual general meeting;

6.8.4 death; or

6.8.5 removal in accordance with the provisions of these Rules.

6.9 Despite [Rule 6.8.3](#) where a Committee's term is amended under [Rule 6.6](#), and a vacancy arises under [Rule 6.8](#) during the amended Committee term, the Committee may fill a vacancy in accordance with [Rule 6.9](#), which may include appointing a Committee member elected in accordance with [Rule 7](#), who has not yet taken office.

6.10 The Committee may by appointment fill any vacancy in officers or general Committee members between members taking office after elections, up to the maximum number of officers and general Committee members specified in [Rule 6.1 and 6.2](#). The Committee must be satisfied the individual filling the vacancy is a Member of ILANZ and may specify a term for the filled vacancy, which is no longer than the remaining term of the vacant position. Without limiting [Rule 6.8](#), the Committee may at its discretion terminate the appointment of an individual filling a vacancy.

6.11 Only a Member of ILANZ has the right to vote at Committee meetings or on Committee decisions.

6.12 The Committee shall have the power to, from time to time, appoint up to two (2) co-opted individuals as Committee members for a specified term between members taking office after elections. Without limiting [Rule 6.8](#), the Committee may at its discretion terminate the appointment of a co-opted individual.

7. Election of Officers and General Committee Members

7.1 An election must be held every two years to determine who will be the newly elected

officers and general Committee members.

- 7.2** An election may be held in the year following an election under [Rule 7.1](#), for the purpose of filling one or more vacancies on the Committee, where the decision of the Committee to do so is made prior to the date set for an election by the Society under [Rule 7.5](#).
- 7.3** The election must be conducted by electronic or postal votes of Members of ILANZ as set out in the following Rules.
- 7.4** Subject to the provisions of [Rule 7.17](#), the election must be conducted by the Society.
- 7.5** Not later than a date to be set by the Society in each year in which an election is to be held, the Society must call for nominations from Members of ILANZ by notice sent to them, specifying:
- 7.5.1** the form which the nomination must take;
 - 7.5.2** the date by which nominations must be received by the Society; and
 - 7.5.3** the place to which nominations must be sent.
- 7.6** Where a Member of ILANZ entitled to vote has advised the Society of an electronic mail (email) address, then:
- 7.6.1** by not later than a date to be set by the Society in each year, the Society must send an email to each such member, setting out:
 - (a)** the biographical details of each candidate;
 - (b)** on-line voting papers and details of the procedure for on-line voting in respect of the election, including the closing time for voting; and
 - (c)** such other information as the Society may determine.
 - 7.6.2** The member may then vote on-line, using the on-line voting papers according to the procedure prescribed by the Society.
- 7.7** Where a Member of ILANZ entitled to vote has not advised the Society of an email address then:
- 7.7.1** by not later than a date to be set by the Society in each year, the Society must send to each such member the following:
 - (a)** the biographical details of each candidate;
 - (b)** a voting paper containing a list of all the candidates and directions as to voting including the closing time for voting; and
 - (c)** such other information as the Society may determine; and
 - 7.7.2** after the closing of the ballot, the envelopes containing the voting papers must be opened and the votes recorded for each candidate.

- 7.8** The Society must then collate the postal votes with those votes made by way of on-line voting and set out:
- 7.8.1** the total number of votes received;
 - 7.8.2** the number of votes rejected; and
 - 7.8.3** the total number of valid votes in favour of each candidate.
- 7.9** Votes must be exercised personally and not by proxy. Each member entitled to vote is entitled to one vote only, irrespective of the method of voting chosen. If the Society is satisfied that a member has voted more than once, or the member has not voted in accordance with the relevant prescribed procedures, the member's votes will be invalid.
- 7.10** The Society may appoint one or more scrutineers to assist the Society in respect of the election process.
- 7.11** The election will be on a 'first past the post' basis.
- 7.12** Where, after the closing date for nominations:
- 7.12.1** there is only one candidate for an officer position on the Committee, the candidate will be declared elected to that position.
 - 7.12.2** the number of candidates nominated to general Committee member positions is equal to or less than the number of positions available, the candidates will be declared elected to the relevant positions.
- 7.13** If a person is a candidate for election to more than one office, the result of the election must be declared in the order of offices set out in [Rule 6.2](#) followed by the general Committee members. If the candidate is successfully elected to one of the above offices then his or her candidatures for any remaining offices or as a committee member must be treated as withdrawn.
- 7.14** No election will be invalidated as a result of any Member of ILANZ not receiving either a notice calling for nominations or an on-line voting paper or a postal voting paper.
- 7.15** No election will be invalidated by reason of non-compliance with the time requirements set out in [Rule 7.5 to 7.7](#).
- 7.16** The results of an election must be declared by a date to be set by the Society in the year in which the election is held or as soon after as is reasonably practicable.
- 7.17** The Society may engage a company or organisation ('Election Agent') to conduct the election. In that event, the Election Agent and/or one of its officers will, in relation to the election, carry out all or such of the functions of the Society under [Rule 7.5 to 7.13](#), as are agreed upon with the Society.
- 7.18** Despite the preceding provisions of [Rule 7](#), the Society's Board may, if it considers it impractical or undesirable for a particular election to be conducted on an electronic vote basis, direct that the election be conducted on a postal vote basis in accordance with the provisions of [Rule 7.7](#). In that event, the preceding provisions of [Rule 7](#), with

appropriate modifications, will apply to the election by postal vote.

8. Management and Powers

8.1 Committee Role and Responsibilities

- 8.1.1** The management and control of the affairs of ILANZ are vested in the Committee, which may regulate its own procedure.
- 8.1.2** The Committee shall have the powers to do anything consistent with these Rules.
- 8.1.3** The Committee may:
- (a)** without limiting the application of **Rule 9**, delegate in writing any of its powers and function to its members or its Executive Committee, committees and sub-committees, or any of its staff employed or engaged through the Society;
 - (b)** arrange the keeping of minutes and other records of the business of ILANZ;
 - (c)** arrange the preparation and submission to the Society and to Members of ILANZ of an annual report (at the discretion of the Committee) in respect of the operations of ILANZ;
 - (d)** arrange the preparation of submissions or reports on law reform or policy issues involving corporate, government, or administrative law or practice;
 - (e)** advise and assist the Society as requested; and
 - (f)** promote the objects of ILANZ.
- 8.1.4** The Committee must arrange an annual general meeting each year.
- 8.1.5** A resolution in writing, sent to all members of the Committee and agreed by a majority, will be as valid as if it had been passed at a meeting of the Committee.

8.2 Quorum

- 8.2.1** At Committee meetings a quorum shall be constituted if at least half of the Committee, of whom at least two officers of ILANZ, are present.

8.3 President's duties

- 8.3.1** The President of ILANZ shall:
- (a)** preside at all meetings of the Committee and at all general meetings of ILANZ (if in attendance);
 - (b)** prepare an annual report to the Society on the work of ILANZ as required;
 - (c)** keep the Society informed of the key programmes and activities of ILANZ as

appropriate; and

- (d) be the contact person for any enquiries from the media, and will make all public statements on behalf of ILANZ, unless delegated by the President to another Committee member or a Member of ILANZ.

8.4 Treasurer's duties

8.4.1 The Treasurer of ILANZ shall:

- (a) coordinate with the Committee the development of ILANZ's annual budget, in accordance with the Society's annual budgeting process;
- (b) obtain updates from the Society in relation to ILANZ reserves and report to the Committee;
- (c) obtain and review the monthly income and expenditure reports from the Society regarding ILANZ's financial position during the year, and report to the Committee;
- (d) carry out a review of the annual financial reporting undertaken by the Society and present ILANZ's accounts to the ILANZ annual general meeting; and
- (e) cooperate with any audits of ILANZ accounts as are required by law, regulation, or Society Rules.

8.5 Secretary's duties

8.5.1 The Secretary of ILANZ shall:

- (a) Manage ILANZ's corporate governance and compliance with these Rules and applicable legislation;
- (b) call meetings as required, including by these Rules;
- (c) ensure that complaints to the ILANZ Committee, relating to any members of the Committee or the operation of ILANZ, are attended to.
- (d) as authorised by the Committee or the President attend generally to the business of ILANZ;
- (e) have oversight of any external party appointed to undertake activities at the request of ILANZ; and
- (f) support any internal person appointed to undertake the administrative management, detailed below in [Rule 8.7](#).

8.6 Financial Management

8.6.1 The Committee will manage ILANZ's financial affairs.

8.6.2 The authority to incur any liability in the name of ILANZ resides with the Committee. Without limiting [Rule 9.2](#), any delegation of authority of the

Committee to incur any liability shall be in writing and approved by the Committee.

8.6.3 The Committee will set any necessary policies from time to time to assist in determining reasonable financial expenditure and reimbursement processes for ILANZ.

8.6.4 The Committee has the power to seek funding or sponsorship from any source and in any manner it considers appropriate.

8.7 Administrative Management

8.7.1 The Committee may be assisted in the administrative management of ILANZ, from time to time, by staff members employed by the Society.

8.7.2 Administration tasks to support ILANZ may include:

- (a)** keeping all books, documents, and other property (except money) of ILANZ;
- (b)** facilitating meetings as required, including under these Rules;
- (c)** facilitating financial management of ILANZ accounts and supporting the ILANZ Treasurer;
- (d)** taking minutes of all meetings of the Committee and general meetings of ILANZ, issuing general notices to Members of ILANZ and Associate Members of ILANZ, and supporting the ILANZ Secretary; and
- (e)** attending generally to the business of ILANZ, as authorised by the Committee or the President.

9. Executive Committee

9.1 The officers of ILANZ shall form the Executive Committee of ILANZ, which shall regulate its own procedure.

9.2 The Executive Committee may expressly exercise any of the powers and functions of the Committee except as expressly precluded from doing so by these Rules.

10. Dismissal of Committee

10.1 The Society's President may, following consultation with the Society's Board, dismiss the Committee for cause, being financial mismanagement or behaviour likely to bring the profession into dispute.

10.2 The President must then appoint a temporary Committee pending elections in

accordance with [Rule 7](#).

11. Committees and Sub-Committees of the Committee

- 11.1** The Committee may establish (and subsequently disestablish) such committees and sub-committees as it considers necessary for fulfilling the objects and achieving the aims and for carrying on the activities of ILANZ.
- 11.2** Only Members of ILANZ are eligible for appointment as convenors of committees or sub-committees.
- 11.3** Associate Members of ILANZ are eligible for appointment to committees and sub-committees.
- 11.4** The Committee may invite non-members of the Committee to hold advisory roles on committees and sub-committees. Such advisory roles will have no voting rights.

12. Resolutions other than at a General Meeting

- 12.1** The Secretary shall call for voting on a resolution other than at a general meeting, electronically or by a postal ballot, or both, forthwith on:
 - 12.1.1** instruction from the Committee, or
 - 12.1.2** Receipt of a requisition in writing signed by any 20% of Members of ILANZ stating the purposes for which the resolution is required.
- 12.2** Where voting is called under [Rule 12.1](#) the Secretary shall send the resolution to Members of ILANZ and:
 - 12.2.1** Such explanatory information as is necessary to assist members to vote on the resolution;
 - 12.2.2** notification of the date by which voting must be completed;
 - 12.2.3** such other documentation, conditions, and directions as the Secretary considers appropriate for the efficient conduct of the voting on the resolution.
- 12.3** A 75% majority of those voting is required for a resolution to be successful.
- 12.4** Votes must be exercised personally and not by proxy.
- 12.5** Votes will be counted by a returning officer appointed by the Committee.

13. General Meetings

13.1 Conduct of General Meeting

13.1.1 The Secretary shall call:

- (a) an annual general meeting of ILANZ for the purposes of [Rule 8.1.4](#); or
- (b) a special general meeting of ILANZ members within a reasonable time after receipt of a requisition in writing signed by any 20% of Members of ILANZ stating the purposes for which the meeting is required or upon instruction from the Committee.

13.1.2 A general meeting of ILANZ may be held either:

- (a) by a number of Members of ILANZ who constitute a quorum being assembled together at the place, date, and time appointed for the meeting; or
- (b) if determined by the Committee, the meeting may include audio, or audio and visual, communication by which all individuals participating and constituting a quorum can simultaneously hear each other throughout the meeting.

13.2 Members' access to general meetings

13.2.1 All Members of ILANZ and Associate Members of ILANZ are entitled to attend and be heard at its general meetings, either in person or via a virtual meeting platform and/or by hybrid means.

13.2.2 Where the general meeting is held together with an ILANZ conference or another event to which entrance is upon payment of a fee, Members of ILANZ and Associate Members of ILANZ will be entitled to attend the general meeting at no charge.

13.2.3 In accordance with [Rule 13.1.2](#) and where reasonably practicable, members' access to the general meeting by way of virtual meeting platform may be arranged by the Committee, in addition to physical attendance of members present at the meeting.

13.2.4 Where reasonably practicable, voting via a virtual meeting platform may be arranged by the Committee for Members of ILANZ, in addition to voting in person by those Members of ILANZ who physically attend the meeting on-site.

13.2.5 A proxy of an absent Member of ILANZ appointed validly under [Rule 13.4.2](#) is entitled to attend and be heard at a general meeting as if the proxy were the absent Member of ILANZ.

13.3 Notice of General Meeting

13.3.1 Notice of a general meeting shall be given to all Members of ILANZ and

Associate Members of ILANZ, at least 14 days before the general meeting. The notice will specify the place, day, time of the meeting, the general nature of the business, and terms of any motion to be put to the meeting.

- 13.3.2** The accidental omission to give notice of a general meeting to, or non-receipt of such notice by, a Member of ILANZ or an Associate Member of ILANZ shall not invalidate the proceedings or meeting.

13.4 Procedure at General Meetings

- 13.4.1** The chair at general meetings is the President, or in the President's absence the Vice-President, or in the Vice-President's absence, a Committee member.

- 13.4.2** At all general meetings a quorum shall be constituted if 20 Members of ILANZ are

- (a) present in person; or
- (b) via a virtual meeting platform; or
- (c) by proxy in writing (to a member present);
- (d) or have exercised their vote electronically or by post (where available).

- 13.4.3** Votes by proxy or electronic votes must be provided to the ILANZ Secretary prior to the opening of the general meeting.

- 13.4.4** If within 30 minutes after the appointed time a quorum is not present, the meeting shall stand adjourned for 7 days to be resumed at either the same venue and time or as designated by the chair. If at the adjourned meeting a quorum is not present at the time appointed, the meeting shall be dissolved.

- 13.4.5** Every Member of ILANZ voting electronically (where available) or present in person or present via a virtual meeting platform or by proxy at a general meeting, shall be entitled on every motion to one vote and in case of equality of votes the President or chair shall have a casting vote. The mode of voting by Members of ILANZ present in person (including the proxies they hold) or via a virtual meeting platform at all general meetings shall be on voices or by show of hands, or if required by the President or chair or any 5 Members of ILANZ present, by ballot.

14. Dissolution of ILANZ

- 14.1** At any general meeting of ILANZ of which notice has been duly given specifying a proposal to wind up ILANZ as a section of the Society, a 75% majority of those voting may resolve to recommend to the Society that ILANZ be wound up as a section of the Society.

- 14.2** Where a proposal is put to the general meeting of ILANZ in accordance with [Rule 14.1](#), the Committee may also file a report examining alternative forms of membership body for ILANZ, in the event the Society decides to wind up ILANZ as a section of the Society.
- 14.3** If the Society so decides, ILANZ will be wound up and all surplus assets (after payment of the expenses of winding up and the liabilities of ILANZ) shall be applied for the advancement of in-house legal practice in New Zealand by distributing them to non-profit organisations in New Zealand as nominated in the resolution to wind-up, or in the event of no nominees then to the Society.

15. Payments

- 15.1** Any person who is an officer, Committee member or member of ILANZ is not precluded from receiving any payment or fee which the Committee resolves should be paid to the person for work other than normal Committee work, but such person shall not vote on that resolution.

16. Substantial Compliance

- 16.1** Substantial compliance with these Rules shall be sufficient compliance notwithstanding that it may not be exact compliance.
- 16.2** The Committee shall have the power to decide any question of interpretation relating to these Rules, or any dispute or issue arising under these Rules, provided such interpretation is constituent with the Constitution.

17. Changes to Rules

- 17.1** The ILANZ Committee may amend, repeal, or add to these Rules, only if at least 75% of all Committee members vote in favour of the change.
- 17.2** Any changes are to be approved by resolution under [Rule 12](#) or at a general meeting under [Rule 13](#). Such approved changes are to be notified within 21 days to the Society's President and Board for ratification by the Society's Board.