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**Asian Australian Lawyers Association Inc.  
(Reg. No. A0060052T / ARBN 604 922 812)**

**CONSTITUTION**

**As at 28 November 2019**

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## **PART 1      PRELIMINARY**

### **1.      Name**

- 1.1      The name of the incorporated association is "ASIAN AUSTRALIAN LAWYERS ASSOCIATION INC." (**Association**).

### **2.      Purposes**

- 2.1      The purposes of the Association are:
- (a)      to bring together members of the legal profession of Asian heritage and cultural background and others with an interest in Asia;
  - (b)      to provide a cohesive professional network to advocate for, and provide support to, our Members and to benefit from shared learning and experience;
  - (c)      to improve the capability and reputation of the Members in the legal profession through raising public awareness and providing education;
  - (d)      to develop links with Asian legal associations and facilitate and promote access for Members to Asian legal markets;
  - (e)      to promote and facilitate Asian cultural diversity in the senior ranks of the legal profession;
  - (f)      to promote a mutual understanding of Australian and Asian legal systems; and
  - (g)      such other purposes as the Association, by General Meeting, may determine, as an independent, politically unaffiliated and religiously tolerant organisation.

### **3.      Financial Year**

- 3.1      The Financial Year of the Association is each period of 12 months ending on 30 June.

### **4.      Definitions**

- 4.1      In this Constitution:

#### **Absolute Majority:**

- (a)      of the Executive Committee, means a majority of the Executive Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Executive Committee Members present at an Executive Committee Meeting); and
- (b)      of each Branch Committee, means a majority of the relevant Branch Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of relevant Branch Committee Members present at the relevant Branch Committee Meeting).

**Alternate Branch Committee Member** means a person appointed as an alternate Branch Committee Member under Article 98.1.

**Alternate Executive Committee Member** means a person appointed as an alternate Executive Committee Member under Article 68.1.

**Annual Membership Fee** means the renewal membership fee payable by a Member in respect of each Financial Year following the first Financial Year that the person is a Member.

**Annual General Meeting** means a General Meeting convened in accordance with Article 31.

**Appeal Meeting** has the meaning given in Article 24.1.

**Applicant** has the meaning given in Article 9.1.

**Associate Member** means a Member referred to in Article 14.

**Association** has the meaning given in Article 1.1.

**Association Account** has the meaning given in Article 114.1.

**Branch** means a branch of the Association, established under and in accordance with Article 83.

**Branch Account** has the meaning give in Article 114.2.

**Branch Committee** means a sub-committee of the Association, established under and in accordance with Article 83, to manage the Branch.

**Branch Committee Meeting** means a meeting of the Branch Committee held in accordance with this Constitution and the Branch Terms.

**Branch Committee Member** means a member of the Branch Committee elected under Articles 92 and 93.

**Branch Committee Ordinary Resolution** means a resolution that requires not less than 50% of the Branch Committee Members voting at a Branch Committee Meeting, in person, to vote in favour of the resolution.

**Branch Meeting** means a meeting of the Branch Members convened in accordance with Article 43.

**Branch Member**, in respect of a Branch, means a Member who ordinarily resides in the jurisdiction for which the Branch has been established.

**Branch Terms** has the meaning given in Article 84.1.

**Chairperson:**

- (c) of a General Meeting or an Executive Committee Meeting, means the person chairing the meeting as required under Article 56; and
- (d) of a Branch Meeting or Branch Committee Meeting, means the person chairing the meeting as required under Article 87.

**Disciplinary Appeal Meeting** means a General Meeting convened under Article 25.3.

**Disciplinary Meeting** has the meaning given in Article 21.1(c).

**Disciplinary Subcommittee** means the subcommittee appointed under Article 20.1.

**Disputes** has the meaning given in Article 26.1.

**Executive Committee** means the committee having general management of the business of the Association.

**Executive Committee Meeting** means a meeting of the Executive Committee held in accordance with this Constitution.

**Executive Committee Member** means a member of the Executive Committee elected or appointed under Division 3 of Part 6.

**Executive Committee Ordinary Resolution** means a resolution that requires not less than 50% of the Executive Committee Members voting at an Executive Committee Meeting, in person, to vote in favour of the resolution.

**Financial Year** means the 12 month period specified in Article 3.

**General Meeting** means a general meeting of the Members convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a Disciplinary Appeal Meeting.

**Joining Fee** means an initial membership fee payable by a person in respect of the first Financial Year that the person is a Member.

**Member** means a person who becomes a member of the Association in accordance with Article 11.2.

**Member entitled to vote** means a Member who under Article 13.2 is entitled to vote at a General Meeting.

**Membership Application** has the meaning given in Article 9.1.

**Officeholder** has the meaning given in Article 62.1.

**Ordinary Executive Committee Member** means a Member who has been elected to hold office as a member of the Executive Committee in accordance with Article 63.

**Ordinary Resolution** means:

- (a) in respect of a General Meeting, a resolution that requires not less than half of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution; and
- (b) in respect of a Branch Meeting, a resolution that requires not less than half of the Branch Members voting at that Branch Meeting, whether in person or by proxy, to vote in favour of the resolution.

**Special Branch Meeting** means a meeting of the Branch Members, other than a Branch Meeting, convened in accordance with Article 95.4.

**Special General Meeting** means a General Meeting referred to in Article 32.1.

**Special Resolution** means:

- (a) in respect of a General Meeting, a resolution passed in accordance with the requirements set out in Article 40; and
- (b) in respect of a Branch Meeting, a resolution passed in accordance with the requirements set out in Article 49.



**the Act** means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act.

**the Registrar** means the Registrar of Incorporated Associations.

## **PART 2      POWERS OF ASSOCIATION**

### **5.      Powers of Association**

5.1      Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.

5.2      Without limiting Article 5.1, the Association may:

- (a)      acquire, hold and dispose of real or personal property;
- (b)      open and operate accounts with financial institutions;
- (c)      invest its money in any security in which trust monies may lawfully be invested;
- (d)      raise and borrow money on any terms and in any manner as it thinks fit;
- (e)      secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f)      appoint agents to transact business on its behalf;
- (g)      enter into any other contract it considers necessary or desirable.

5.3      The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### **6.      Not for profit organisation**

6.1      The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

6.2      Article 6.1 does not prevent the Association from paying a Member:

- (a)      reimbursement for expenses properly incurred by the Member; or
- (b)      for goods or services provided by the Member,

if this is done in good faith on terms no more favourable than if the Member was not a Member.

## **PART 3      MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1 - Membership**

### **7.      Minimum number of Members**

7.1      The Association must have at least 5 Members.

## **8. Who is eligible to be a member**

8.1 Any person who supports the purposes of the Association is eligible for membership.

## **9. Application for membership**

9.1 To apply to become a member of the Association, a person must submit a written application to the Secretary stating that the person (the **Applicant**):

- (a) wishes to become a member of the Association;
- (b) supports the purposes of the Association; and
- (c) agrees to comply with this Constitution,

**(Membership Application).**

9.2 The Membership Application must be:

- (a) signed by the Applicant or submitted electronically through the Association's website;
- (b) accompanied by the Joining Fee; and
- (c) in such form approved by the Executive Committee (from time to time).

## **10. Consideration of Membership Application**

10.1 As soon as practicable after a Membership Application is received, the Executive Committee must decide by Executive Committee Ordinary Resolution whether to accept or reject the Membership Application.

10.2 The Executive Committee must notify the Applicant in writing of its decision as soon as practicable after the decision is made.

10.3 If the Executive Committee rejects the Membership Application, it must return any money accompanying the Membership Application to the Applicant.

10.4 No reason need be given for the rejection of a Membership Application.

## **11. New membership**

11.1 If a Membership Application is approved by the Executive Committee:

- (a) the Executive Committee Ordinary Resolution to accept the Membership Application must be recorded in the minutes of the Executive Committee Meeting; and
- (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, the date of becoming a Member, and the relevant Branch applicable to that Member, in the register of Members.

11.2 A person becomes a Member and, subject to Article 13.2, is entitled to exercise his or her rights of as a Member from the date, whichever is the later, on which:

- (a) the Executive Committee approves the person's Membership Application; or

- (b) the person pays the Joining Fee.

## **12. Annual Membership Fee and Joining Fee**

- 12.1 At an Annual General Meeting, the Association may resolve to:
  - (a) introduce, remove or vary the levels of memberships of the Association for the purpose of prescribing different amounts of the Joining Fee and Annual Membership Fee (which may be based on factors which include (but not limited to) a Member's years of experience, their employment status, whether or not their employer has made a bulk Membership Application, or such other criteria as determined by the Association from time to time);
  - (b) change:
    - (i) the Joining Fee; or
    - (ii) the Annual Membership Fee,  
applicable to prospective and existing Members from the previous Financial Year; or
  - (c) the date for payment of the Annual Membership Fee for the relevant Financial Year.
- 12.2 The Association may determine that a lower Joining Fee and / or Annual Membership Fee is payable by Associate Members.
- 12.3 The Association may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to:
  - (a) the full Joining Fee; or
  - (b) a pro rata Joining Fee based on the remaining part of the Financial Year; or
  - (c) a rebated Annual Membership Fee for the following Financial Year based on the date on which the Member joined the Association; or
  - (d) a fixed amount determined from time to time by the Association.
- 12.4 The rights of a Member (including the right to vote) who has not paid the Annual Membership Fee by the due date are suspended until the Annual Membership Fee is paid.

## **13. General rights of Members**

- 13.1 A Member who is entitled to vote has the right:
  - (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
  - (b) to submit items of business for consideration at a General Meeting (other than a Disciplinary Appeal Meeting);
  - (c) to attend and be heard at General Meetings;
  - (d) to vote at a General Meeting;
  - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under Article 120; and

(f) to inspect the register of Members.

13.2 A Member is entitled to vote if:

- (a) the Member is a Member other than an Associate Member; and
- (b) more than 10 business days have passed since he or she became a Member; and
- (c) the Member's membership rights are not suspended for any reason.

#### **14. Associate Members**

14.1 Associate Members of the Association include:

- (a) any Members under the age of 15 years; and
- (b) any other category of Member as determined by Special Resolution at a General Meeting.

14.2 An Associate Member must not vote but may have other rights as determined by the Executive Committee or by Ordinary Resolution at a General Meeting.

#### **15. Rights not transferable**

15.1 The rights of a Member are not transferable and end when membership ceases.

#### **16. Ceasing membership**

16.1 The person's Membership ceases on resignation, expulsion or death.

16.2 If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

#### **17. Resigning as a Member**

17.1 A Member may resign by notice in writing given to the Association by handing the notice to the Secretary or posting the notice to the registered address of the Association.

17.2 A Member is taken to have resigned if:

- (a) the Member's Annual Membership Fee is more than 12 months in arrears; or
- (b) where no Annual Membership Fee is payable:
  - (i) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
  - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

## **18. Register of Members**

18.1 The Secretary must keep and maintain a register of Members that includes:

- (a) for each current Member:
  - (i) the Member's name;
  - (ii) the address for notice last given by the Member;
  - (iii) the date of becoming a Member;
  - (iv) if the member is an Associate Member, a note to that effect;
  - (v) the Branch applicable to that Member; and
  - (vi) any other information determined by the Executive Committee; and
- (b) for each former Member, the date of ceasing to be a Member.

18.2 Subject to the Act, any Member may, at a reasonable time and free of charge, inspect the register of Members.

## **Division 2 - Disciplinary action**

### **19. Grounds for taking disciplinary action**

19.1 The Association may take disciplinary action against a Member in accordance with this Division if it is determined that the Member:

- (a) has failed to comply with this Constitution or if applicable, any Branch Terms; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has been suspended from practising as a legal practitioner by the relevant regulatory body or refused admission to or removed from any roll of barristers and solicitors admitted to practice in any jurisdiction (or such equivalent action taken in respect of any other profession).

### **20. Disciplinary Subcommittee**

20.1 If the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Executive Committee must appoint a subcommittee (**Disciplinary Subcommittee**) to hear the matter and determine what action, if any, to take against the Member.

20.2 The members of the Disciplinary Subcommittee:

- (a) may be Executive Committee Members, other Members or anyone else; but
- (b) must not be biased against, or in favour of, the Member concerned.

## **21. Notice to Member**

- 21.1 Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
- (a) stating that the Association proposes to take disciplinary action against the Member;
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the Disciplinary Subcommittee intends to consider the disciplinary action (the **Disciplinary Meeting**); and
  - (d) advising the Member that he or she may do one or both of the following:
    - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting;
    - (ii) give a written statement to the Disciplinary Subcommittee at any time before the Disciplinary Meeting; and
  - (e) setting out the Member's appeal rights under Article 23.
- 21.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

## **22. Decision of Disciplinary Subcommittee**

- 22.1 At the Disciplinary Meeting, the Disciplinary Subcommittee must:
- (a) give the Member an opportunity to be heard; and
  - (b) consider any written statement submitted by the Member.
- 22.2 After complying with Article 22.1, the Disciplinary Subcommittee may:
- (a) take no further action against the Member; or
  - (b) subject to Article 22.3:
    - (i) reprimand the Member; or
    - (ii) suspend the membership rights of the Member for a specified period; or
    - (iii) expel the Member from the Association.
- 22.3 The Disciplinary Subcommittee may not fine the Member.
- 22.4 Subject to the Member exercising his or her appeal rights under Article 23, the suspension of membership rights or the expulsion of a Member by the Disciplinary Subcommittee under this Article 22 takes effect immediately after the determination by the Disciplinary Subcommittee under Article 22.2.

## **23. Appeal rights**

23.1 A person whose membership rights have been suspended or who has been expelled from the Association under Article 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

23.2 The notice must be in writing and given:

- (a) to the Disciplinary Subcommittee immediately after the determination by the Disciplinary Subcommittee under Article 22.2 to suspend or expel the Member; or
- (b) to the Secretary not later than 48 hours after the determination by the Disciplinary Subcommittee under Article 22.2.

## **24. Appeal to the Executive Committee**

24.1 If a person has given notice under Article 23.1, an Executive Committee Meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received, for the sole purpose of hearing the appeal to the determination made by the Disciplinary Subcommittee under Article 22.2 (**Appeal Meeting**).

24.2 At the Appeal Meeting:

- (a) no business other than the question of the appeal may be conducted;
- (b) a representative of the Disciplinary Subcommittee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

24.3 The Executive Committee must determine by Executive Committee Ordinary Resolution as to whether the decision by the Disciplinary Subcommittee to suspend or expel the person should be upheld.

## **25. Further Appeal to the Association**

25.1 A person whose membership rights have been suspended or who has been expelled from the Association under Article 22 and upheld by the Executive Committee under Article 24.3 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion to the Association.

25.2 The notice must be in writing and given:

- (a) to the Executive Committee immediately after the Executive Committee has upheld a determination by the Disciplinary Subcommittee under Article 22.2 to suspend or expel the Member; or
- (b) to the Secretary not later than 48 hours after the end of the Appeal Meeting.

25.3 If a person has given notice under Article 25.1, a Disciplinary Appeal Meeting must be convened by the Executive Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

25.4 Notice of the Disciplinary Appeal Meeting must be given to each Member entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
- (b) state:
  - (i) the name of the person against whom the disciplinary action has been taken;
  - (ii) the grounds for taking that action; and
  - (iii) that, at the Disciplinary Appeal Meeting, the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked, by passing a Special Resolution.

25.5 At a Disciplinary Appeal Meeting:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Executive Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
- (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

25.6 After complying with Article 25.5, the Members present and entitled to vote at the Disciplinary Appeal Meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

25.7 A Member may not vote by proxy at the Disciplinary Appeal Meeting.

25.8 The decision is upheld if at least 50% of the Members present and voting at the Disciplinary Appeal Meeting vote in favour of the decision to suspend or expel the relevant Member.

### **Division 3 - Grievance procedure**

#### **26. Application**

26.1 The grievance procedure set out in this Division applies to disputes under this Constitution between:

- (a) a Member and another Member;
- (b) a Member and a Branch Committee;
- (c) a Member and the Executive Committee;
- (d) a Member and the Association;
- (e) a Branch Committee and another Branch Committee or the Executive Committee,

**(Disputes).**

26.2 A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

#### **27. Parties must attempt to resolve the Dispute**

27.1 The parties to a Dispute must attempt to resolve the Dispute between themselves within 14 days of the Dispute coming to the attention of each party.



## **28. Appointment of mediator**

28.1 If the parties to a Dispute are unable to resolve the Dispute between themselves within the time required by Article 27, the parties must within 10 days of the end of such period:

- (a) notify the Executive Committee of the Dispute;
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the Dispute by mediation.

28.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) if the Dispute is between a Member and another Member, a person appointed by the Executive Committee; or
  - (ii) in any other case, a person appointed by the President of the Law Institute of Victoria.

28.3 A mediator appointed by the Executive Committee may be a Member or former Member of the Association but in any case must not be a person who:

- (a) has a personal interest in the Dispute; or
- (b) is biased in favour of or against any party.

## **29. Mediation process**

29.1 The mediator to the Dispute, in conducting the mediation, must:

- (a) give each party every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties throughout the mediation process.

29.2 The mediator must not determine the Dispute.

## **30. Failure to resolve dispute by mediation**

30.1 A party to a Dispute must not commence any court proceedings (except proceedings seeking urgent injunctive or equitable relief) unless it has sought to resolve the Dispute in accordance with Articles 27 to 29.

## **PART 4 GENERAL MEETINGS OF THE ASSOCIATION**

### **31. Annual General Meetings**

- 31.1 The Executive Committee must convene an Annual General Meeting of the Association to be held within 5 months after the end of each Financial Year.
- 31.2 Despite Article 31.1, the Association may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- 31.3 The Executive Committee may determine the date, time and place of the Annual General Meeting.
- 31.4 The ordinary business of the Annual General Meeting is as follows:
- (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
  - (b) to receive and consider:
    - (i) the annual report of the Executive Committee on the activities of the Association during the preceding Financial Year; and
    - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Executive Committee in accordance with Part 7 of the Act;
  - (c) to elect the Executive Committee Members (other than any Branch President and any Branch Secretary);
  - (d) to approve or confirm the matters referred to in Article 12 (where applicable).

*Note: The Branch President and Branch Secretary are appointed in accordance with Article 92.*

- 31.5 The Annual General Meeting may also conduct any other business of which notice has been given in accordance with this Constitution.

### **32. Special General Meetings**

- 32.1 Any General Meeting of the Association, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special General Meeting.
- 32.2 The Executive Committee may convene a Special General Meeting whenever it thinks fit.
- 32.3 No business other than that set out in the notice under Article 34 may be conducted at the meeting.

### **33. Special General Meeting held at request of Members**

- 33.1 The Executive Committee must convene a Special General Meeting if a request to do so is made in accordance with Article 33.2 by at least 10% of the total number of Members.
- 33.2 A request for a Special General Meeting must:
- (a) be in writing;
  - (b) state the business to be considered at the Special General Meeting and any resolutions to be proposed;

- (c) include the names and signatures of the Members requesting the Special General Meeting; and
  - (d) be given to the Secretary.
- 33.3 If the Executive Committee does not convene a Special General Meeting within one month after the date on which the request is made, the Members making the request (or any of them) may convene the Special General Meeting.
- 33.4 A Special General Meeting convened by Members under Article 33.3:
- (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- 33.5 The Association must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under Article 33.3.

#### **34. Notice of General Meetings (other than Disciplinary Appeal Meetings)**

- 34.1 The Secretary (or, in the case of a Special General Meeting convened under Article 33.3, the Members convening the meeting) must give to each Member:
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a General Meeting in any other case.
- 34.2 The notice must:
- (a) specify the date, time and place of the General Meeting; and
  - (b) indicate the general nature of each item of business to be considered at the General Meeting; and
  - (c) if a Special Resolution is to be proposed:
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a Special Resolution; and
  - (d) comply with Article 35.5.
- 34.3 Article 34 does not apply to a Disciplinary Appeal Meeting.

#### **35. Proxies**

- 35.1 A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting other than at a Disciplinary Appeal Meeting.
- 35.2 The appointment of a proxy must be in writing and signed by the Member making the appointment.
- 35.3 The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.

- 35.4 If the Executive Committee has not approved a form for the appointment of a proxy, the Member may use any form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- 35.5 Notice of a General Meeting given to a Member under Article 34 must:
- (a) state that the Member may appoint another Member as a proxy for the meeting; and
  - (b) include a copy of the appointment of a proxy, in the form approved by the Executive Committee or otherwise in accordance with Article 35.4.
- 35.6 A form appointing a proxy must be given to the Chairperson of the General Meeting before or at the commencement of the meeting.
- 35.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **36. Use of technology**

- 36.1 A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 36.2 For the purposes of this Part, a Member participating in a General Meeting as permitted under Article 36.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

### **37. Quorum at General Meetings**

- 37.1 No business may be conducted at a General Meeting unless a quorum of Members is present.
- 37.2 The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Article 36) of 20 Members entitled to vote.
- 37.3 If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
- (a) in the case of a Special General Meeting convened by, or at the request of, Members under Article 33, the meeting must be dissolved, and in which case, the business that was to have been considered at the meeting is taken to have been dealt with;
  - (b) in any other case:
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- 37.4 If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under Article 37.3(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **38. Adjournment of General Meeting**

- 38.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 38.2 Without limiting Article 38.1, a General Meeting may be adjourned:
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the Members more time to consider an item of business.
- 38.3 No business may be conducted on the resumption of an adjourned General Meeting other than the business that remained unfinished when the meeting was adjourned.
- 38.4 Notice of the adjournment of a General Meeting under this Article is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Article 34.

### **39. Voting at General Meetings**

- 39.1 On any question arising at a General Meeting:
- (a) each Member who is entitled to vote has one vote;
  - (b) Members may vote personally or by proxy; and
  - (c) except where a matter must be determined by Special Resolution in accordance with this Constitution or the Act, the question must be decided by Ordinary Resolution.
- 39.2 If votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote.
- 39.3 This Article 39 does not apply to a vote at a Disciplinary Appeal Meeting conducted under Article 25.5.

### **40. Special Resolutions**

- 40.1 A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.
- 40.2 Article 40.1 does not apply to a Disciplinary Appeal Meeting conducted under Article 25.5.

### **41. Determining whether resolution carried**

- 41.1 Subject to Article 41.2, the Chairperson of a General Meeting may, on the basis of a show of hands declare that a resolution has been:
- (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 41.2 If a poll (where votes are cast in writing) is demanded by three or more Members on any question:
- (a) the poll must be taken at the General Meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 41.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 41.4 A poll demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.
- 41.5 Article 41 does not apply to a Disciplinary Appeal Meeting conducted under Article 25.5.

## **42. Minutes of General Meeting**

- 42.1 The Executive Committee must ensure that minutes are taken and kept of each General Meeting.
- 42.2 The minutes must record the business considered at the General Meeting, any resolution on which a vote is taken and the result of the vote.
- 42.3 In addition, the minutes of each Annual General Meeting must include:
- (a) the names of the Members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the Meeting under Article 35.6;
  - (c) the financial statements submitted to the Members in accordance with Article 31.4(b)(ii);
  - (d) the certificate signed by two Executive Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 MEETINGS OF THE BRANCH MEMBERS**

### **43. Branch Meetings**

- 43.1 Each Branch Committee must convene a Branch Meeting of its Branch to be held at a time up to 5 business days prior to the Annual General Meeting.
- 43.2 The ordinary business of the Branch Meeting is as follows:

- (a) to confirm the minutes of the previous Branch Meeting; and
- (b) to elect the Branch Committee Members for the relevant Financial Year.

#### **44. Notice of Branch Meetings**

- 44.1 The Branch Secretary must give to each Branch Member at least 14 days' notice of the Branch Meeting.
- 44.2 The notice must:
  - (a) specify the date, time and place of the Branch Meeting;
  - (b) indicate the general nature of each item of business to be considered at the Branch Meeting; and
  - (c) comply with Article 45.5.

#### **45. Proxies**

- 45.1 A Branch Member may appoint another Branch Member as his or her proxy to vote and speak on his or her behalf at a Branch Meeting.
- 45.2 The appointment of a proxy must be in writing and signed by the Branch Member making the appointment.
- 45.3 The Branch Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Branch Member in any matter as he or she sees fit.
- 45.4 If the Branch Committee has not approved a form for the appointment of a proxy, the Branch Member may use any form that clearly identifies the person appointed as the Branch Member's proxy and that has been signed by the Branch Member.
- 45.5 Notice of a Branch Meeting given to a Branch Member under Article 44 must:
  - (a) state that the Branch Member may appoint another Branch Member as a proxy for the Branch Meeting; and
  - (b) include a copy of the appointment of a proxy, in the form approved by the Branch Committee or otherwise in accordance with Article 45.4.
- 45.6 A form appointing a proxy must be given to the Chairperson of the Branch Meeting before or at the commencement of the meeting.
- 45.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Branch Secretary no later than 24 hours before the commencement of the Branch Meeting.

#### **46. Use of technology**

- 46.1 A Branch Member not physically present at a Branch Meeting may be permitted to participate in the meeting by the use of technology that allows that Branch Member and the Branch Members present at the meeting to clearly and simultaneously communicate with each other.

46.2 For the purposes of this Part, a Branch Member participating in a Branch Meeting as permitted under Article 46.1 is taken to be present at the meeting and, if the Branch Member votes at the meeting, is taken to have voted in person.

#### **47. Quorum at Branch Meetings**

47.1 No business may be conducted at a Branch Meeting unless a quorum of Branch Members is present.

47.2 The quorum for a Branch Meeting is the presence (physically, by proxy or as allowed under Article 46) of 5 Members entitled to vote.

47.3 If a quorum is not present within 30 minutes after the notified commencement time of a Branch Meeting:

- (a) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
- (b) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Branch Members as soon as practicable after the meeting.

47.4 If a quorum is not present within 30 minutes after the time to which a Branch Meeting has been adjourned under Article 47.3(b), the Branch Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **48. Voting at Branch Meetings**

48.1 On any question arising at a Branch Meeting:

- (a) each Branch Member who is entitled to vote has one vote;
- (b) Branch Members may vote personally or by proxy; and
- (c) except where a matter must be determined by Special Resolution in accordance with this Constitution or the Branch Terms, the question must be decided by Ordinary Resolution.

48.2 If votes are divided equally on a question, the Chairperson of the Branch Meeting has a second or casting vote.

#### **49. Special Resolutions**

49.1 A Special Resolution is passed if not less than three quarters of the Branch Members voting at a Branch Meeting (whether in person or by proxy) vote in favour of the resolution.

#### **50. Determining whether resolution carried**

50.1 Subject to Article 50.2, the Chairperson of a Branch Meeting may, on the basis of a show of hands declare that a resolution has been:

- (a) carried; or



- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 50.2 If a poll (where votes are cast in writing) is demanded by three or more Branch Members on any question:
- (a) the poll must be taken at a Branch Meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- 50.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 50.4 A poll demanded on any other question must be taken before the close of the Branch Meeting at a time determined by the Chairperson.

## **51. Minutes of Branch Meeting**

- 51.1 The Branch Committee must ensure that minutes are taken and kept of each Branch Meeting.
- 51.2 The minutes must record the business considered at the Branch Meeting, any resolution on which a vote is taken and the result of the vote.
- 51.3 In addition, the minutes of each Branch Meeting must include:
- (a) the names of the Branch Members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the Branch Meeting under Article 45.6.
- 51.4 A signed copy of the minutes of each Branch Meeting must be provided to the Secretary as soon as possible following the Branch Meeting.

## **PART 6 EXECUTIVE COMMITTEE**

### **Division 1 - Powers of Executive Committee**

#### **52. Role and powers**

- 52.1 The business of the Association must be managed by or under the direction of the Executive Committee.
- 52.2 The Executive Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by General Meetings.
- 52.3 The Executive Committee may:
- (a) appoint and remove staff; and
  - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate.

### **53. Delegation**

- 53.1 The Executive Committee may delegate to an Executive Committee Member, a subcommittee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
  - (b) a duty imposed on the Executive Committee by the Act or any other law.
- 53.2 The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.
- 53.3 The Executive Committee may, in writing, revoke a delegation wholly or in part.

## **Division 2 - Composition of Executive Committee and duties of Executive Committee Members**

### **54. Composition of Executive Committee**

- 54.1 The total number of Executive Committee Members on the Executive Committee is set at 15, unless otherwise determined at a General Meeting.
- 54.2 The Executive Committee consists of:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) each Branch President;
  - (f) each Branch Secretary; and
  - (g) Ordinary Executive Committee Members (if any) elected under Article 63.

### **55. General Duties**

- 55.1 As soon as practicable after being elected or appointed to the Executive Committee, each Executive Committee Member must become familiar with this Constitution and the Act.
- 55.2 The Executive Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Executive Committee comply with this Constitution.
- 55.3 Executive Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
- 55.4 Executive Committee Members must exercise their powers and discharge their duties:
- (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.

- 55.5 Executive Committee Members and former Executive Committee Members must not make improper use of:
- (a) their position; or
  - (b) information acquired by virtue of holding their position,
- so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- 55.6 In addition to any duties imposed by this Constitution, an Executive Committee Member must perform any other duties imposed from time to time by:
- (a) Ordinary Resolution or Special Resolution at a General Meeting; or
  - (b) Ordinary Resolution at an Executive Committee Meeting.

## **56. President and Vice-President**

- 56.1 Subject to Article 56.2, the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Executive Committee Meetings.
- 56.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:
- (a) in the case of a General Meeting, a Member elected by the other Members present; or
  - (b) in the case of an Executive Committee Meeting, an Executive Committee Member elected by the other Executive Committee Members present.

## **57. Secretary**

- 57.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 57.2 The Secretary must:
- (a) maintain the register of Members in accordance with Article 18;
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in Article 115.3, all books, documents and securities of the Association in accordance with Articles 117 and 120;
  - (c) subject to the Act and this Constitution, provide Members with access to the register of Members, the minutes of General Meetings and Branch Meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by this Constitution.
- 57.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **58. Treasurer**

- 58.1 The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt;
- (c) make any payments authorised by the Executive Committee or by a General Meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed and electronic transactions approved by at least 2 Executive Committee Members.

58.2 The Treasurer must:

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Executive Committee prior to their submission to the Annual General Meeting of the Association.

58.3 The Treasurer must ensure that at least one other Executive Committee Member has access to the accounts and financial records of the Association.

### **Division 3 - Election of Executive Committee Members and tenure of office**

#### **59. Who is eligible to be an Executive Committee Member**

A Member is eligible to be elected or appointed as an Executive Committee Member if the Member:

- (a) is 18 years or over; and
- (b) is entitled to vote at a General Meeting.

#### **60. Positions to be declared vacant**

60.1 This Article applies to:

- (a) the first Annual General Meeting of the Association after its incorporation; or
- (b) any subsequent Annual General Meeting of the Association, after the annual report and financial statements of the Association have been received.

60.2 The Chairperson of the Annual General Meeting must declare all positions on the Executive Committee (other than each Branch President and each Branch Secretary) vacant and hold elections for those positions in accordance with Articles 61 to 64.

#### **61. Nominations**

61.1 Prior to the election of each position on the Executive Committee (other than each Branch President and each Branch Secretary), the Chairperson of the Annual General Meeting must call for nominations to fill that position.

- 61.2 An eligible Member of the Association may:
- (a) nominate himself or herself; or
  - (b) with the Member's consent, be nominated by another Member.
- 61.3 A Member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **62. Election of officeholders**

- 62.1 At the Annual General Meeting, separate elections must be held for each of the following positions (each, an **Officeholder**):
- (a) President;
  - (b) Vice-President;
  - (c) Secretary; and
  - (d) Treasurer.
- 62.2 If only one Member is nominated for the position, the Chairperson of the Annual General Meeting must declare the Member elected to the position.
- 62.3 If more than one Member is nominated, a ballot must be held in accordance with Article 64.
- 62.4 On his or her election, the new President may take over as Chairperson of the Annual General Meeting.

## **63. Election of Ordinary Executive Committee Members**

- 63.1 Subject to Article 54.1, the Annual General Meeting must by Ordinary Resolution decide the number of Ordinary Executive Committee Members (if any) it wishes to hold office for the relevant Financial Year.
- 63.2 A single election may be held to fill all of positions of the Ordinary Executive Committee Members.
- 63.3 If the number of Members nominated for the position of Ordinary Executive Committee Member is less than or equal to the number to be elected (as determined under Article 63.1), the Chairperson of the Annual General Meeting must declare each of those Members to each be elected to the position of Ordinary Executive Committee Member.
- 63.4 If the number of Members nominated for the position of Ordinary Executive Committee Members exceeds the number to be elected (as determined under Article 63.1), a ballot must be held in accordance with Article 64.

## **64. Ballot**

- 64.1 If a ballot is required for the election for a position on the Committee, the Chairperson of the Annual General Meeting must appoint a Member to act as returning officer to conduct the ballot.

- 64.2 The returning officer must not be a Member nominated for the position.
- 64.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 64.4 The election must be by secret ballot.
- 64.5 The returning officer must give a blank piece of paper to:
- (a) each Member present in person; and
  - (b) each proxy appointed by a Member.

*Example: If a Member has been appointed the proxy of 5 other Members, the Member must be given 6 ballot papers—one for the Member and one each for the other Members.*

- 64.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 64.7 If the ballot is for more than one position:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
  - (b) the voter must not write the names of more candidates than the number to be elected.
- 64.8 Ballot papers that do not comply with Article 64.7(b) are not to be counted.
- 64.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 64.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 64.11 If the returning officer is unable to declare the result of an election under Article 64.10 because 2 or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the position in accordance with Articles 64.4 to 64.10 to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

*Examples*

*The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.*

## **65. Term of office**

- 65.1 Subject to Articles 65.3 and 66, an Executive Committee Member holds office until the positions of the Executive Committee (other than the position of Branch President and Branch Secretary) are declared vacant at the next Annual General Meeting.
- 65.2 An Executive Committee Member may be re-elected.
- 65.3 A General Meeting of the Association may:
- (a) remove an Executive Committee Member (other than a Branch President or a Branch Secretary) from office; and

- (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.

65.4 An Executive Committee Member who is the subject of a proposed resolution under Article 65.3(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.

65.5 The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the Executive Committee Member may require that they be read out at the meeting at which the resolution is to be proposed.

## **66. Vacation of office**

66.1 An Executive Committee Member may resign from the Executive Committee by written notice addressed to the Executive Committee.

66.2 A person ceases to be an Executive Committee Member if he or she:

- (a) ceases to be a Member;
- (b) fails to attend 3 consecutive Executive Committee Meetings (other than special or urgent Executive Committee Meetings) without leave of absence under Article 82;
- (c) otherwise ceases to be an Executive Committee Member by operation of section 78 of the Act; or
- (d) has been suspended from practising as a legal practitioner by the relevant regulatory body or refused admission to or removed from any roll of barristers and solicitors admitted to practice in any jurisdiction (or such equivalent action taken in respect of any other profession).

*Note: An Executive Committee member may not hold the office of secretary if they do not reside in Australia.*

## **67. Filling casual vacancies**

67.1 The Executive Committee may appoint an eligible member of the Association to fill a position on the Executive Committee (other than a Branch President or a Branch Secretary) that:

- (a) has become vacant under Article 66; or
- (b) was not filled by election at the last Annual General Meeting.

67.2 If the position of Secretary becomes vacant, the Executive Committee must appoint a Member to the position within 14 days after the vacancy arises.

67.3 Article 65 applies to any Executive Committee Member appointed by the Executive Committee under Articles 67.1 or 67.2.

67.4 The Executive Committee may continue to act despite any vacancy in its composition.

## **68. Alternate Executive Committee Members**

- 68.1 An Executive Committee Member may appoint a Member to be an Alternate Executive Committee Member in that Executive Committee Member's place during such period as the Executive Committee Member thinks fit, if that appointment has been:
- (a) made writing and delivered to the Secretary; and
  - (b) approved by Executive Committee Ordinary Resolution.

## **69. Alternate Executive Committee Member and Meetings**

- 69.1 An Alternate Executive Committee Member is entitled to notice of all Executive Committee Meetings and, if the appointor does not participate in a meeting, the Alternate Executive Committee Member is entitled to participate and vote in the appointor's place.
- 69.2 An Alternate Executive Committee Member is not to be taken into account separately from the appointor in determining the number of Executive Committee Members.

## **70. Alternate Executive Committee Member's powers**

- 70.1 An Alternate Executive Committee Member may:
- (a) exercise all powers of the appointor, except the power to appoint an Alternate Executive Committee Member; and
  - (b) perform all the duties of the appointor, except if the appointor has exercised or performed them.

## **71. Alternate Executive Committee Member responsible for own acts and defaults**

- 71.1 Whilst acting as an Alternate Executive Committee Member, an Alternate Executive Committee Member is:
- (a) an officer of the Association and not the agent of the appointor; and
  - (b) responsible to the exclusion of the appointor for the Alternate Executive Committee Member's own acts and defaults.

## **72. Termination of appointment of Alternate Executive Committee Member**

- 72.1 The appointment of an Alternate Executive Committee Member may be terminated at any time by:
- (a) the Executive Committee by Executive Committee Ordinary Resolution; or
  - (b) the appointor of the Alternate Executive Committee Member,
- even if the period of the appointment of the Alternate Executive Committee Member has not expired.
- 72.2 The appointment of an Alternate Executive Committee Member automatically terminates if the appointor ceases to be an Executive Committee Member.



## **Division 4 - Meetings of Executive Committee**

### **73. Meetings of Executive Committee**

- 73.1 The Executive Committee must meet at least 4 times in each year at the dates, times and places determined by the Executive Committee.
- 73.2 The date, time and place of the first Executive Committee Meeting in each Financial Year must be determined by the Executive Committee Members as soon as practicable after the Annual General Meeting of the Association at which the Executive Committee Members were elected.
- 73.3 Special Executive Committee Meetings may be convened by the President or by any 4 Executive Committee Members.

### **74. Notice of Executive Committee Meetings**

- 74.1 Notice of each Executive Committee Meeting must be given to each Executive Committee Member no later than 7 days before the date of the meeting.
- 74.2 Notice may be given of more than one Executive Committee Meeting at the same time.
- 74.3 The notice must state the date, time and place of the Executive Committee Meeting.
- 74.4 If a special Executive Committee Meeting is convened, the notice must include the general nature of the business to be conducted.

### **75. Urgent Executive Committee Meetings**

- 75.1 In cases of urgency, an Executive Committee Meeting can be held without notice being given in accordance with Article 74 provided that as much notice as practicable is given to each Executive Committee Member by the quickest means practicable.
- 75.2 Any resolution made at such urgent Executive Committee Meeting must be passed by an Absolute Majority of the Executive Committee.

### **76. Procedure and order of business**

- 76.1 The procedure to be followed at an Executive Committee Meeting must be determined from time to time by the Committee.
- 76.2 The order of business may be determined by the Executive Committee Members present at the meeting.

### **77. Use of technology**

- 77.1 An Executive Committee Member who is not physically present at an Executive Committee Meeting may participate in the meeting by the use of technology that allows that Executive Committee Member and the Executive Committee Members present at the meeting to clearly and simultaneously communicate with each other.

77.2 For the purposes of this Part, an Executive Committee Member participating in an Executive Committee Meeting as permitted under Article 77.1 is taken to be present at the Executive Committee Meeting and, if the Executive Committee Member votes at the meeting, is taken to have voted in person.

## **78. Quorum**

78.1 No business may be conducted at an Executive Committee Meeting unless a quorum is present.

78.2 The quorum for an Executive Committee Meeting is the presence (in person or as allowed under Article 77) of:

- (a) one Officeholder (or their respective Alternate Executive Committee Member);
- (b) one of the Branch President or Branch Secretary of each Branch (or their respective Alternate Branch Committee Member); and
- (c) 2 Executive Ordinary Committee Members holding office (or their respective Alternate Executive Committee Member).

78.3 If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee Meeting:

- (a) in the case of a special Executive Committee Meeting, the meeting lapses;
- (b) in any other case, the Executive Committee Meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the Executive Committee Meeting is adjourned must be given in accordance with Article 74.

## **79. Voting**

79.1 On any question arising at an Executive Committee Meeting, each Executive Committee Member present at the meeting has one vote.

79.2 A motion is carried if a majority of Executive Committee Members present at the meeting vote in favour of the motion.

79.3 Article 79.2 does not apply to any motion or question which is required by this Constitution to be passed by an Absolute Majority of the Executive Committee.

79.4 If votes are divided equally on a question, the Chairperson of the Executive Committee Meeting has a second or casting vote.

79.5 Voting by proxy at Executive Committee Meetings is not permitted.

## **80. Conflict of interest**

80.1 An Executive Committee Member who has a material personal interest in a matter being considered at an Executive Committee Meeting must disclose the nature and extent of that interest to the Executive Committee.

80.2 The Executive Committee Member:

- (a) must not be present while the matter is being considered at the Executive Committee Meeting; and
- (b) must not vote on the matter.

80.3 This Article 80 does not apply to a material personal interest:

- (a) that exists only because the Executive Committee Member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the Executive Committee Member has in common with all, or a substantial proportion of, the Members.

## **81. Minutes of Executive Committee Meeting**

81.1 The Executive Committee must ensure that minutes are taken and kept of each Executive Committee Meeting.

81.2 The minutes must record the following:

- (a) the names of the Executive Committee Members in attendance at the Executive Committee Meeting;
- (b) the business considered at the Executive Committee Meeting;
- (c) any resolution on which a vote is taken and the result of the vote; and
- (d) any material personal interest disclosed under Article 80.

## **82. Leave of absence**

82.1 The Executive Committee may grant an Executive Committee Member leave of absence from Executive Committee Meetings for a period not exceeding 3 months.

82.2 The Executive Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Executive Committee Member to seek the leave in advance.

# **PART 7 BRANCH COMMITTEE**

## **Division 1 — Establishment and Powers of Branch Committee**

### **83. Establishment of Branch and Branch Committee**

83.1 The Executive Committee may, by Executive Committee Ordinary Resolution, establish:

- (a) a Branch; and
- (b) a Branch Committee,

from time to time.

#### **84. Powers of Branch and Branch Committee**

- 84.1 The terms of reference of each Branch and each Branch Committee in respect of a jurisdiction, including the scope and area of the Branch and the responsibilities, powers and duties of the Branch Committee, (**Branch Terms**), must be:
- (a) set out in writing;
  - (b) approved by Executive Committee Ordinary Resolution; and
  - (c) ratified and confirmed by Special Resolution at a General Meeting.
- 84.2 To the extent of any inconsistency between this Constitution and any Branch Terms, this Constitution prevails.

### **Division 2 — Composition of Branch Committee**

#### **85. Composition of Branch Committee**

- 85.1 Each Branch Committee consists of:
- (a) a Branch President;
  - (b) a Branch Secretary;
  - (c) Ordinary Branch Committee Members, appointed in accordance with Article 90.
- 85.2 A Branch Committee will initially be determined by the Executive Committee and comprise up to 10 Branch Committee Members, including the Branch President and Branch Secretary.
- 85.3 The Branch Committee may, by Branch Committee Ordinary Resolution, from time to time approve an increase to the number of Branch Committee Members on the Branch Committee.

#### **86. General Duties of the Branch Committee**

- 86.1 As soon as practicable after being appointed to the Branch Committee, each Branch Committee Member must become familiar with the Constitution and the Branch Terms.
- 86.2 Each Branch Committee Members must exercise their powers and discharge their duties in accordance with the Branch Terms and with reasonable care and diligence.
- 86.3 Branch Committee Members must exercise their powers and discharge their duties:
- (a) in accordance with the Branch Terms;
  - (b) in good faith in the best interests of the Association; and
  - (c) for a proper purpose.
- 86.4 Branch Committee Members and former Branch Committee Members must not make improper use of:
- (a) their position; or
  - (b) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

## **87. Branch President**

87.1 Subject to Article 87.2, the Branch President is the Chairperson for all Branch Committee Meetings and Branch Meetings.

87.2 If the Branch President is absent, or is unable to preside, the Chairperson of the relevant meeting must be a Branch Committee Member elected by the other Branch Committee Members present.

87.3 The Branch President, upon his or her appointment, is appointed as an Executive Committee Member.

## **88. Branch Secretary**

88.1 The Branch Secretary must keep and maintain:

- (a) correct books and records relating to the affairs of the Branch, including books and accounts showing the financial affairs of the Branch, including full details of all receipts and expenditures connected with the activities of the Branch; and
- (b) minutes of:
  - (i) the names and members of the Branch Committee present at a Branch Committee Meeting;
  - (ii) all proceedings of Branch Committee Meetings and Branch Meetings, in the manner required under Article 111 and the Branch Terms.

88.2 The Branch Secretary must provide a copy of documents, books and records kept or maintained under Article 88.1 or other documents required to be maintained by the Branch Secretary under the Branch Terms to the Secretary.

88.3 The Branch Secretary, upon his or her appointment, is appointed as an Executive Committee Member.

## **Division 3 — Election of Branch Committee Members and Tenure of Office**

### **89. Who is eligible to be a Branch Committee Member**

89.1 A Branch Member is eligible to be appointed as a Branch Committee Member if the Branch Member:

- (a) is 18 years or over;
- (b) at the date of the appointment, is a current Member entitled to vote; and
- (c) ordinarily resides in the jurisdiction for which the Branch has been established.

## **90. Election of Branch Committee Members**

- 90.1 The Branch Committee must have at least 3 Branch Committee Members.
- 90.2 At each annual Branch Meeting following the establishment of the Branch, the Chairperson of the Branch Meeting must declare all positions on the Branch Committee vacant and hold elections for those positions in accordance with Articles 92 and 93.

## **91. Nominations**

- 91.1 Prior to the election of each position, the Chairperson of the Branch Meeting must call for nominations to fill that position.
- 91.2 A Branch Member who satisfies the requirements in Article 89 may:
- (a) nominate himself or herself; or
  - (b) with the relevant Branch Member's consent, be nominated by another Branch Member.

## **92. Election of Branch officeholders**

- 92.1 At the Branch Meeting, separate elections must be held for each of the following positions:
- (a) Branch President;
  - (b) Branch Secretary.
- 92.2 If only one Branch Member is nominated for the position, the Chairperson of the Branch Meeting must declare the Branch Member elected to the position.
- 92.3 If more than one Branch Member is nominated, a ballot must be held in accordance with Article 94.
- 92.4 On his or her election, the new Branch President may take over as Chairperson of the Branch Meeting.

## **93. Election of Ordinary Branch Committee Members**

- 93.1 The Branch Meeting must by Ordinary Resolution decide the number of Ordinary Branch Committee Members (if any) it wishes to hold office for the Financial Year.
- 93.2 A single election may be held to fill all the positions of the Ordinary Branch Committee Members.
- 93.3 If the number of Branch Members nominated for the position of Ordinary Branch Committee Member is less than or equal to the number to be elected (as determined under Article 93.1), the Chairperson of the Branch Meeting must declare each of those Branch Members to each be elected to the position of Ordinary Branch Committee Member.
- 93.4 If the number of Branch Members nominated for the position of Ordinary Branch Committee Members exceeds the number to be elected (as determined under Article 93.1), a ballot must be held in accordance with Article 94.

## **94. Ballot**

- 94.1 If a ballot is required for the election for a position on the Branch Committee, the Chairperson of the Branch Meeting must appoint a Branch Member to act as returning officer to conduct the ballot.
- 94.2 The returning officer must not be a Branch Member nominated for the position.
- 94.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 94.4 The election must be by secret ballot.
- 94.5 The returning officer must give a blank piece of paper to:
- (a) each Branch Member present in person; and
  - (b) each proxy appointed by a Branch Member.
- 94.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 94.7 If the ballot is for more than one position:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- 94.8 Ballot papers that do not comply with Article 94.7(b) are not to be counted.
- 94.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 94.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 94.11 If the returning officer is unable to declare the result of an election under Article 94.10 because 2 or more candidates received the same number of votes, the returning officer must:
- (a) conduct a further election for the position in accordance with Articles 94.4 to 94.10 to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **95. Term of office**

- 95.1 Subject to Articles 95.3 and 96, a Branch Committee Member holds office until the positions of the Branch Committee are declared vacant in accordance with Article 90.2.
- 95.2 A Branch Committee Member may be re-elected.
- 95.3 A Special Branch Meeting may:
- (a) remove a Branch Committee Member from the Branch Committee; and
  - (b) elect a Branch Member to fill the vacant position.

95.4 A Special Branch Meeting may be convened upon a request made in accordance with Article 95.5 by at least 3 Branch Committee Members or 3 Branch Members.

95.5 A request for a Special Branch Meeting must:

- (a) be in writing;
- (b) identify the Branch Committee Member that is proposed to be removed;
- (c) include the names and signatures of the Branch Committee Members or Branch Members requesting the Special Branch Meeting; and
- (d) be given to the Branch Secretary.

95.6 A Branch Committee Member who is the subject of a proposed resolution under Article 95.3(a) may make representations in writing to the Branch Secretary or Branch President (not exceeding a reasonable length) and may request that the representations be provided to the Branch Members.

95.7 The Branch Secretary or the Branch President may give a copy of the representations to each Branch Member or, if they are not so given, the Branch Committee Member may require that they be read out at the Special Branch Meeting at which the resolution is to be proposed.

## **96. Vacation of office**

96.1 A Branch Committee Member may resign from the Branch Committee by written notice addressed to the Executive Committee and the Branch Committee.

96.2 A person ceases to be a Branch Committee Member if he or she:

- (a) ceases to be a Member of the Association;
- (b) fails to attend 3 consecutive Branch Committee Meetings (other than special or urgent committee meetings) without leave of absence under Article 112;
- (c) dies or becomes incapacitated so as to prevent the Branch Committee Member from properly discharging his or her duties to the Association;
- (d) becomes insolvent under administration; or
- (e) has been suspended from practising as a legal practitioner by the relevant regulatory body or refused admission to or removed from any roll of barristers and solicitors admitted to practice in any jurisdiction (or such equivalent action taken in respect of any other profession).

## **97. Filling casual vacancies**

97.1 The Branch Committee may appoint a Branch Member to fill a position on the Branch Committee that:

- (a) has become vacant under Article 96; or
- (b) was not filled by election at the last Branch Meeting.

97.2 The Branch Committee may continue to act despite any vacancy in its composition.



**98. Alternate Branch Committee Members**

98.1 A Branch Committee Member may appoint a Member to be an Alternate Branch Committee Member in that Branch Committee Member's place during such period as the Branch Committee Member thinks fit if that appointment has been:

- (a) made writing and delivered to the Branch Secretary; and
- (b) approved by Branch Committee Ordinary Resolution.

**99. Alternate Branch Committee Member and Meetings**

99.1 An Alternate Branch Committee Member is entitled to notice of all Branch Committee Meetings and, if the appointor does not participate in a meeting, the Alternate Branch Committee Member is entitled to participate and vote in the appointor's place.

99.2 An Alternate Branch Committee Member is not to be taken into account separately from the appointor in determining the number of Branch Committee Members.

**100. Alternate Branch Committee Member's powers**

100.1 An Alternate Branch Committee Member may:

- (a) exercise all powers of the appointor, except the power to appoint an Alternate Branch Committee Member; and
- (b) perform all the duties of the appointor, except if the appointor has exercised or performed them.

**101. Alternate Branch Committee Member responsible for own acts and defaults**

101.1 Whilst acting as an Alternate Branch Committee Member, an Alternate Branch Committee Member:

- (a) is not the agent of the appointor; and
- (b) is responsible to the exclusion of the appointor for the Alternate Branch Committee Member's own acts and defaults.

**102. Termination of appointment of Alternate Branch Committee Member**

102.1 The appointment of an Alternate Branch Committee Member may be terminated at any time by:

- (a) the Branch Committee by Branch Committee Ordinary Resolution; or
- (b) the appointor of the Alternate Branch Committee Member,

even if the period of the appointment of the Alternate Branch Committee Member has not expired.

- 102.2 The appointment of an Alternate Branch Committee Member automatically terminates if the appointor ceases to be a Branch Committee Member.

#### **Division 4 - Meetings of Branch Committees**

##### **103. Meetings of Branch Committees**

- 103.1 Each Branch Committee must meet at least 4 times in each year at the dates, times and places determined by the Branch Committee.
- 103.2 The date, time and place of the first Branch Committee Meeting must be determined by the Branch Committee Members as soon as practicable after the Branch Meeting at which the Branch Committee Members were elected.

##### **104. Notice of Branch Committee Meetings**

- 104.1 Notice of each Branch Committee Meeting must be given to each Branch Committee Member no later than 7 days before the date of the meeting.
- 104.2 Notice may be given of more than one Branch Committee Meeting at the same time.
- 104.3 The notice must state the date, time and place of the Branch Committee Meeting.

##### **105. Urgent Branch Committee Meetings**

- 105.1 In cases of urgency, a Branch Committee Meeting can be held without notice being given in accordance with Article 104 provided that as much notice as practicable is given to each Branch Committee Member by the quickest means practicable.
- 105.2 Any resolution made at the Branch Committee Meeting convened under Article 105.1 must be passed by an Absolute Majority of the Branch Committee.
- 105.3 The only business that may be conducted at the Branch Committee Meeting convened under Article 105.1 is the business for which that meeting is convened.

##### **106. Procedure and order of business of Branch Committee**

- 106.1 The procedure to be followed at a Branch Committee Meeting must be determined from time to time by the Branch Committee.
- 106.2 The order of business may be determined by the Branch Committee Members present at that meeting.

##### **107. Use of technology**

- 107.1 A Branch Committee Member who is not physically present at a Branch Committee Meeting may participate in the meeting by the use of technology that allows that Branch Committee Member and the Branch Committee Members present at the meeting to clearly and simultaneously communicate with each other.

107.2 For the purposes of this Part, a Branch Committee Member participating in a Branch Committee Meeting as permitted under Article 107.1 is taken to be present at the meeting and, if the member votes at the Branch Committee Meeting, is taken to have voted in person.

## **108. Quorum**

108.1 No business may be conducted at a Branch Committee Meeting unless a quorum is present.

108.2 The quorum for a Branch Committee Meeting is the presence (in person or as allowed under Article 107) of 3 Branch Committee Members holding office, including at least one of the Branch President or the Branch Secretary (or their respective Alternate Branch Committee Member).

108.3 If a quorum is not present within 30 minutes after the notified commencement time of a Branch Committee Meeting, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Article 104.

## **109. Voting**

109.1 On any question arising at a Branch Committee Meeting, each Branch Committee Member present at the meeting has one vote.

109.2 A resolution is passed if a majority of Branch Committee Members present at the meeting vote in favour of the resolution.

109.3 Article 109.2 does not apply to any resolution which is required by this Constitution or the applicable Branch Terms to be passed by an Absolute Majority of the Branch Committee.

109.4 If votes are divided equally on a resolution, the Chairperson of the Branch Committee Meeting has a second or casting vote.

## **110. Conflict of interest**

110.1 A Branch Committee Member who has a material personal interest in a matter being considered at a Branch Committee Meeting must disclose the nature and extent of that interest to the Branch Committee.

110.2 The Branch Committee Member:

(a) must not be present while the matter is being considered at the Branch Committee Meeting; and

(b) must not vote on the matter.

110.3 This Article 110 does not apply to a material personal interest:

(a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or

(b) that the Branch Committee Member has in common with all, or a substantial proportion of, the Members.

## **111. Minutes of Branch Committee Meeting**

- 111.1 The Branch Committee must ensure that minutes are taken and kept of each Branch Committee Meeting.
- 111.2 The Branch Secretary is responsible for ensuring that the minutes record the following:
- (a) the names of the Branch Committee Members in attendance at the Branch Committee Meeting;
  - (b) the business considered at the Branch Committee Meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under Article 110.
- 111.3 A signed copy of the minutes of each Branch Committee Meeting must be provided to the Secretary as soon as possible following the Branch Committee Meeting.

## **112. Leave of absence**

- 112.1 The Branch Committee may grant a Branch Committee Member leave of absence from Branch Committee Meetings for a period not exceeding 3 months.
- 112.2 Notice of a grant of a leave of absence in respect of a Branch Committee Member must promptly be notified to the Branch Committee.
- 112.3 The Branch Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Branch Committee Member to seek the leave in advance.

## **PART 8 FINANCIAL MATTERS**

### **113. Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive Committee.

### **114. Management of funds**

- 114.1 Subject to Article 114.2, the Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited (**Association Account**).
- 114.2 The Branch Terms may provide that the Association may open a separate account with a financial institution from which certain expenditure of the relevant Branch of the Association is made and into which certain revenue of the Branch's revenue is deposited (**Branch Account**).
- 114.3 Subject to any restrictions imposed by a General Meeting, the Executive Committee may approve expenditure on behalf of the Association.

- 114.4 The Executive Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- 114.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed and electronic transactions approved by 2 Executive Committee Members.
- 114.6 All funds:
- (a) of the Association (other than funds which may be deposited into the Branch Account in accordance with the Branch Terms) must be deposited into the Association Account; and
  - (b) which may be deposited into the Branch Account in accordance with the Branch Terms must be deposited into the Branch Account,
- no later than 5 working days after receipt.
- 114.7 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## **115. Financial records**

- 115.1 The Association must keep financial records that:
- (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- 115.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- 115.3 The Treasurer must keep in his or her custody, or under his or her control:
- (a) the financial records for the current Financial Year; and
  - (b) any other financial records as authorised by the Committee.
- 115.4 Each Branch Committee must ensure that the Treasurer is promptly provided with all information required to enable the Association and the Treasurer to comply with Articles 115.1 to 115.3 (inclusive).

## **116. Financial statements**

- 116.1 For each Financial Year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 116.2 Without limiting Article 116.1, those requirements include:
- (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Executive Committee;
  - (d) the submission of the financial statements to the Annual General Meeting of the Association; and

- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

116.3 Each Branch Committee must ensure that the Treasurer is promptly provided with all information required to enable the Association to comply with Articles 115.1 and 115.2.

## **PART 9      GENERAL MATTERS**

### **117. Common seal**

117.1 The Association may have a common seal.

117.2 If the Association has a common seal:

- (a) the name of the Association must appear in legible characters on the common seal;
- (b) a document may only be sealed with the common seal by the authority of the Executive Committee and the sealing must be witnessed by the signatures of two Executive Committee Members; and
- (c) the common seal must be kept in the custody of the Secretary.

### **118. Registered address**

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Executive Committee; or
- (b) if the Executive Committee has not determined an address to be the registered address, the postal address of the Secretary.

### **119. Notice requirements**

119.1 Any notice required to be given to a Member (in its capacity as a Member, Executive Committee Member or Branch Committee Member) under this Constitution may be given:

- (a) by handing the notice to the Member personally; or
- (b) by sending it by post to the Member at the address recorded for the Member on the register of Members; or
- (c) by email or facsimile transmission to the email address or facsimile number notified by the Member to the Secretary.

119.2 Article 119.1 does not apply to notice given under Article 75.

119.3 Any notice required to be given to the Association, the Executive Committee or a Branch Committee may be given:

- (a) by handing the notice to the Secretary; or
- (b) by sending the notice by post to the registered address; or
- (c) by leaving the notice at the registered address; or

- (d) if the Executive Committee determines that it is appropriate in the circumstances:
  - (i) by email to the email address of the Association or the Secretary; or
  - (ii) by facsimile transmission to the facsimile number of the Association.

## **120. Custody and inspection of books and records**

120.1 Members may on request inspect free of charge:

- (a) the register of Members;
- (b) the minutes of General Meetings or Branch Meetings;
- (c) relevant documents of the Association, including minutes of Executive Committee Meetings and Branch Committee Meetings.

120.2 The Executive Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

120.3 The Executive Committee must on request make copies of this Constitution available to Members and Applicants for membership free of charge.

120.4 Subject to Article 120.2, a Member may make a copy of any of the other records of the Association referred to in this Article 120 and the Association may charge a reasonable fee for provision of a copy of such a record.

120.5 For purposes of this Article 120:

**relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records; and
- (d) records and documents relating to transactions, dealings, business or property of the Association.

## **121. Winding up and cancellation**

121.1 The Association may be wound up voluntarily by Special Resolution.

121.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

121.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

121.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

**122. Alteration of this Constitution**

This Constitution may only be altered by Special Resolution of a General Meeting.

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