

Constitution

Women Lawyers Association of
New South Wales Incorporated
#Y02880-30

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1 Objects of Association

1.1 Objects

The objects of the Association are:

- (a) to provide a common meeting ground for women lawyers;
- (b) to foster growth of a collegiate spirit among women lawyers;
- (c) to make suggestions and work for the reform of the law and the administration of the law particularly as it affects women;
- (d) to assist with such movements for the advancement of women in the legal profession as the Association may from time to time determine;
- (e) to participate as a representative body in matters of interest to the legal profession; and
- (f) such other objectives as the Association determine time to time by Special Resolution.

2 Membership

2.1 Classes of Members

The Members are divided into the following classes:

- (a) Ordinary Members;
- (b) Corporate Members;
- (c) Associate Members;
- (d) Life Members; and
- (e) Honorary Members.

2.2 Ordinary Member

A woman is qualified to be an Ordinary Member of the Association only if:

- (a) the woman was an Ordinary Member of the Association immediately prior to the adoption of this Constitution; or
- (b) the woman:
 - (i) has been admitted to practice as a lawyer in any State or Territory of the Commonwealth of Australia;
 - (ii) is proceeding to qualify for admission as a lawyer in New South Wales;
 - (iii) is undertaking a course of study for a Graduate Diploma of Legal Practice;

- (iv) holds a degree in Law from any University or tertiary institution within the Commonwealth of Australia;
- (v) holds a degree in Law from any one of such other University or tertiary institution as the Committee may from time to time prescribe;
- (vi) has qualified in Law through the Joint Examination Board of the Supreme Court of New South Wales or the Legal Profession Admission Board of New South Wales; or
- (vii) is enrolled as a student in a University or tertiary institution within the State of New South Wales and who is proceeding to a degree in Law.

2.3 Corporate Member

- (a) An organisation is qualified to be a Corporate Member of the Association if it has objects that are consistent with or supportive of the objects of the Association.
- (b) A Corporate Member will be entitled to nominate one authorised person (being a woman) to:
 - (i) act as its delegate and vote at meetings or elections of the Association on the Corporate Member's behalf; and/or
 - (ii) be elected as a member of the Committee, on behalf of the Corporate Member.
- (b) Individuals that fall under a corporate membership will not otherwise have the right to vote at meetings or elections of the Association or to be elected as a member of the Committee unless they are also an Ordinary Member of the Association, in which case they will have the right to vote at meetings or elections of the Association or to be elected as a member of the Committee in their personal capacity and not as a delegate of the Corporate Member.
- (c) For the avoidance of doubt, the Corporate Member's delegate will only be entitled to one vote on behalf of the Corporate Member in meetings or elections of the Association.
- (d) The Committee may from time to time determine the entitlements (if any) of the employees and delegate of a Corporate Member.
- (e) The Committee may resolve to create categories of Corporate Members.

2.4 Associate Member

- (a) A man is qualified to be an Associate Member only if the man:
 - (i) has been admitted to practice as a lawyer in any State or Territory of the Commonwealth of Australia;
 - (ii) is proceeding to qualify for admission as a lawyer in New South Wales;
 - (iii) is undertaking a course of study for a Graduate Diploma of Legal Practice;
 - (iv) holds a degree in Law from any University or tertiary institution within the Commonwealth of Australia;
 - (v) holds a degree in Law from any one of such other University or tertiary institution as the Committee may from time to time prescribe;
 - (vi) has qualified in Law through the Joint Examination Board of the Supreme Court of New South Wales or the Legal Profession Admission Board of New South Wales; or
 - (vii) is enrolled as a student in a University or tertiary institution within the State of New South Wales and who is proceeding to a degree in Law.
- (b) Despite anything else in this Constitution, an Associate Member shall not have the right to vote at meetings or elections of the Association or to be elected as a member of the Committee.

2.5 Life Member

- (a) A woman is qualified to be a Life Member of the Association if the woman was a Life Member of the Association immediately prior to the adoption of this Constitution.
- (b) Life membership may from time to time be conferred by the Committee on Ordinary Members of good standing in recognition of meritorious work conducted for the Association and/or meritorious work in contributing towards the objects of the Association.
- (c) A Life Member shall continue to have all the rights and privileges of membership that an Ordinary Member has including the right to vote at meetings or elections of the Association or to be elected as a member of the Committee.
- (d) A Life Member shall not be required to pay any Subscription Fee.

2.6 Honorary Member

- (a) A woman is qualified to be an Honorary Member of the Association if the woman was an Honorary Member of the Association immediately prior to the adoption of this Constitution.

- (b) Honorary membership may be conferred by the Committee on any woman:
 - (i) in recognition of meritorious work in the legal field; or
 - (ii) that does not qualify as an Ordinary Member,upon presentation to the Secretary in writing of a nomination signed by two Members.
- (c) Despite anything else in this Constitution, an Honorary Member will not have the right to vote at meetings or elections of the Association or to be elected as a member of the Committee.
- (d) The Committee may from time to time determine the rights and obligations of an Honorary Member.
- (e) The Committee may annul the honorary membership of any person at any time.
- (f) An Honorary Member shall not be required to pay any Subscription Fees.

2.7 Becoming a Member

Except for a person who was a Member at the time when this Constitution was adopted, a person or organisation may only become a Member in accordance with this Part 2.

2.8 Application for Membership

Except for an Honorary Member or a Life Member, a person or organisation may apply to become a Member by submitting to the Secretary:

- (a) a properly completed Application Form or Online Application; and
- (b) the appropriate Subscription Fee.

2.9 Effect of application

By submitting an Application Form or Online Application, the person or organisation applying to become a Member agrees to be bound by this Constitution and any other rules, by-laws, policies or other standards of the Association prescribed by the Committee from time to time.

2.10 Decision

- (a) The Committee has the power to approve or reject any application for membership of the Association.
- (b) If an application for membership is rejected, the Committee will give the relevant applicant a notice of the unsuccessful application within a reasonable time after making the decision to reject the application. The Committee is not required to give any reasons for the rejection of an application for membership of the Association.

- (c) If an application for membership is rejected, the Subscription Fee accompanying the application must be refunded to the applicant.

2.11 Admission to Membership

A person or organisation is admitted as a Member when that person's or organisation's application is accepted under article 2.10 or is otherwise conferred in accordance with this Constitution.

2.12 Register of Members

- (a) The Association must establish and maintain a register of Members of the Association specifying the name and contact details of each Member, and the date on which the person became a Member.
- (b) The register of Members shall be kept at the principal place of administration of the Association, or such other place as the Committee sees fit.
- (c) The register of Members will be open for inspection by Members, free of charge, by appointment with the Secretary.

2.13 Member to notify changes

A Member must promptly notify the Association of any change in the details with respect to that Member which are recorded in the register of Members.

2.14 Subscription Fee

The Committee may determine from time to time the Subscription Fees each Member or class of Member is required to pay.

2.15 Payment of Subscription Fee

The first Subscription Fee will be paid by a new Member with their application for membership of the Association. Thereafter, each Member must pay any Subscription Fees in advance by the due date determined by the Committee.

2.16 Waiver of Subscription Fee

The Committee may waive the payment of all or any part of the Subscription Fee for a Member or any class of Member.

2.17 Unfinancial Member

A Member whose Subscription Fee remains unpaid more than 30 days after the due date for payment shall be deemed to be an unfinancial Member.

2.18 Committee may create and vary classes and class rights

The Committee may, subject to this Constitution:

- (a) establish any new class of Members and define the rights, restrictions and obligations of Members in that class; and
- (b) vary or cancel the rights, restrictions and obligations of Members in any new or existing class if approved by Special Resolution of Members.

2.19 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) death;
 - (ii) the cancellation of their membership:
 - (A) by the Member in accordance with article 2.20; or
 - (B) by the Committee due to the Member being an unfinancial Member in accordance with article 2.17; or
 - (iii) expulsion from the Association in accordance with article 2.21.
- (b) An organisation ceases to be a Member on:
 - (i) being dissolved or otherwise ceasing to exist;
 - (ii) the cancellation of its membership:
 - (A) by the Member in accordance with article 2.20; or
 - (B) by the Committee due to the Member being an unfinancial Member in accordance with article 2.17; or
 - (iii) expulsion from the Association in accordance with article 2.21.

2.20 Cancellation by Member

- (a) A Member may by written notice to the Association cancel its membership with immediate effect, or with effect from a specified date occurring not more than 28 calendar days after the service of the notice.
- (b) When a Member ceases to be a Member pursuant to article 2.20(a), the Secretary will promptly remove the Member's name from the register of Members.

2.21 Suspension or expulsion of Members

- (a) If any Member wilfully refuses or neglects to comply with the provisions of this Constitution, or acts in a manner which in the opinion of the Committee is prejudicial to the interests of the Association, the Committee may, by resolution, suspend that Member's rights or expel the Member from the Association, provided that the following procedure is observed:
 - (i) at least 14 days before the Committee meeting at which the resolution is to be passed, the Member must be given written notice of the meeting specifying:
 - (A) the allegations against the Member; and

- (B) the proposed resolution to suspend or expel the Member; and
 - (ii) at the Committee meeting, before the passing of the resolution, the Member must be given an opportunity to make submissions to the Committee in the Member's own interests.
- (b) If a resolution is passed by the Committee to suspend a Member's rights or expel the Member from the Association in accordance with this article, the Member must be given written notice of such suspension or expulsion and, if applicable, the Secretary will promptly remove the Member's name from the register of Members.
 - (c) A Member whose rights have been suspended in accordance with this article will not be entitled to exercise any rights or privileges of membership (including voting rights) for the period determined by resolution of the Committee.
 - (d) A Member who has been expelled in accordance with this article will not be eligible for readmission as a member of the Association except where approved by a resolution of the Committee.

2.22 Membership entitlements not transferable

Members' rights, privileges and obligations are personal to each Member other than a Corporate Member. Such rights, privileges and obligations must not be transferred to any other person, and will terminate upon cessation of a Member's membership or, in the case of a person who has entitlements by virtue of their employment or association with a Corporate Member, upon cessation of employment or association with that Corporate Member.

2.23 Resolution of disputes

Disputes between Members, or between Members and the Association, are to be mediated by the President. If no resolution is achieved through mediation by the President, or if the President does not believe that it is appropriate for the President to mediate or continue to mediate the dispute, then the dispute must be referred to an accredited mediator agreed between the parties or, failing agreement, appointed by LEADR.

3 General meetings

3.1 Annual General Meeting

Subject to the Act, the Association must, at least once in each calendar year and within six months after the end of each Financial Year of the Association, convene an Annual General Meeting.

Unless the Committee determines otherwise, an Annual General Meeting of the Association shall be held in the last quarter of each calendar year, at such place, date and time as determined by the Committee.

3.2 Business at Annual General Meeting

In addition to any other business that may be transacted at an Annual General Meeting, the business to be transacted at an Annual General Meeting will be:

- (a) to confirm the minutes of the last Annual General Meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports on activities of the Association since the last Annual General Meeting;
- (c) to elect members of the Committee; and
- (d) to submit the Annual Financial Statement in accordance with the Act.

3.3 Calling of general meeting by Committee

Subject to article 3.1, the Committee may, whenever it thinks fit, convene a general meeting of the Association.

3.4 Requisition for general meeting by Members

The Members may request that a general meeting of the Association be convened, provided that such request:

- (a) is in writing;
- (b) states the nature of the business to be transacted at the meeting;
- (c) is signed by at least five per cent of the total number of Members entitled to vote at the general meeting; and
- (d) is delivered to the Secretary.

3.5 Notice of general meeting

- (a) Subject to article 3.5(b), the Secretary will, at least 14 days before the date fixed for a general meeting, send to each Member a notice specifying the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (b) Where the nature of the business to be transacted at a general meeting requires a Special Resolution, the Secretary will, at least 21 days before the date fixed for a general meeting, send to each Member a notice specifying, in addition to the matters required under article 3.5(a), the intention to propose the Special Resolution.
- (c) The Secretary will be taken to have complied with the requirements of this article 3.5 by publishing the notice of meeting in the newsletter of the Association (which may include an electronic newsletter or notice), provided that the newsletter containing the notice of meeting is sent to all Members by the time prescribed for the notice of meeting under this article.

3.6 Calculation of period of notice

In calculating the period of notice under article 3.5, both the day on which notice is given and the day of the meeting are to be disregarded.

3.7 Business proposed by Members

A Member wishing to bring any business before a general meeting may give notice of that business to the Secretary, who will include that business in the next notice of meeting where the business is of a nature that requires it to be dealt with at a general meeting.

3.8 Cancellation, postponement or change of place notice

Where a general meeting has been convened by the Committee, the Committee may, by notice, cancel or postpone the meeting, or change the place for the meeting. Notice of the cancellation, postponement or change of place of a general meeting must be given to all Members at least seven days before the date on which the meeting was to be convened. The notice must specify the reason for the cancellation, postponement or change of place. A notice of a change of place of a general meeting must also specify the different place for the holding of the meeting.

3.9 Non-receipt of notice

The non-receipt of, or accidental omission to give, a notice of a general meeting (or notice of the cancellation, postponement or change of place of a general meeting) by any Member does not invalidate proceedings or any resolution passed at the general meeting.

4 Proceedings at general meetings

4.1 Reference to a Member

Unless the contrary intention appears, a reference to a Member in this Part 4 means a Member, or a proxy of that Member, or the delegate of a Corporate Member, that is entitled to vote at meetings of the Association pursuant to this Constitution.

4.2 Appointment of proxies

- (a) Subject to the Act and article 4.2(b) below, each Member shall be entitled to appoint another Member as proxy by notice, in a form required by the Committee from time to time, given to the Secretary up until two working days immediately before the meeting in respect of which the proxy is appointed.
- (b) A Member must not be appointed as a general proxy for more than three other Members.

4.3 Number for a quorum

Five Members entitled to vote present in person (including by way of telephone or video conference) or by proxy is a quorum at a general meeting of the Association.

4.4 Requirement for a quorum

An item of business may not be transacted at any general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the time the first item of business is transacted, it is taken to be present for the whole meeting.

4.5 If quorum not present

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by the Committee under article 3.3, is dissolved; and
- (b) if convened on request of the Members under article 3.4, stands adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the President appoints by notice to the Members and others entitled to notice of the meeting.

4.6 Chairperson of general meeting

- (a) The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- (b) If the President and the Vice-President are absent from the general meeting or unwilling to act, the Members present shall elect one of their number to preside as chairperson at the meeting.

4.7 Conduct of general meetings

The Chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting;
- (b) may require the adoption of any procedure which is in the Chairperson's opinion necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the general meeting; and
- (c) may terminate discussion or debate on any matter whenever the Chairperson considers it necessary or desirable for the proper conduct of the meeting,

and a decision by the Chairperson under this article is final.

4.8 Adjournment of general meeting

The Chairperson of a general meeting at which a quorum is present may, at any time during the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:

- (a) in exercising this discretion, the Chairperson must obtain the approval of the majority of Members present in person or by their proxy; and
- (b) only unfinished business is to be transacted at a meeting resumed after an adjournment in accordance with this article.

4.9 Notice of adjourned meeting

It is not necessary to give notice of an adjourned meeting unless the meeting is adjourned for 21 days or more, in which case notice of the adjourned meeting must be given in accordance with article 3.5.

4.10 Adjourned meeting

- (a) The quorum set out in article 4.3 also applies for an adjourned meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the commencement of an adjourned meeting, the meeting is dissolved.

4.11 Questions decided by majority

With the exception of a Special Resolution of Members, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

4.12 Equality of votes - casting vote for Chairperson

If there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the general meeting is entitled to a casting vote in addition to any votes to which the Chairperson is entitled as a Member or a proxy of a Member.

4.13 Voting on show of hands

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is effectively demanded and the demand is not withdrawn. A declaration by the Chairperson that a resolution has on a show of hands been carried unanimously or by a particular majority, or has been lost, and an entry to that effect in the minute records of the Association, is conclusive evidence of the fact. Neither the Chairperson nor the minute records needs to state the number or proportion of the votes recorded in favour of or against the resolution.

4.14 Demanding a poll

At a general meeting, a poll may be demanded by:

- (a) at least three Members present in person or by proxy at the meeting entitled to vote on the resolution; or
- (b) the Chairperson of the meeting.

4.15 Poll

If a poll is effectively demanded at a general meeting:

- (a) it must be taken in the manner and at the date and time directed by the Chairperson, and the result of the poll is a resolution of the meeting at which the poll was demanded;
- (b) on the election of a Chairperson or on a question of adjournment it must be taken immediately;
- (c) the demand may be withdrawn; and
- (d) the demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

4.16 Entitlement to vote

Subject to the rights and any restrictions attached to any class of Members and this Constitution:

- (a) on a show of hands, each Member present in person and each other person present as a proxy of a Member has one vote; and
- (b) on a poll, each Member present in person has one vote and each person present as proxy of a Member has one vote for each Member that the person represents.

4.17 Suspension of voting rights

Without limiting any other rights of the Association, for as long as a Member is an unfinancial Member, or if a Member's voting rights have otherwise been suspended in accordance with this Constitution, that Member has no right to be present at, be counted among the quorum for, or vote, whether in person or by proxy, at a general meeting of the Association.

4.18 Objection to voting qualification

An objection to the right of a person to attend or vote at a general meeting:

- (a) may not be raised except at that meeting; and
- (b) must be referred to the Chairperson of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

5 Committee

5.1 Constitution of Committee

The Committee shall consist of:

- (a) the executive office-bearers of the Association:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer;
 - (iv) the Secretary;
 - (v) the Immediate Past President; and
- (b) up to eight non-office-bearers,

each being either an Ordinary Member or a Corporate Member delegate.

5.2 Role of office-bearers

- (a) Each executive office-bearer appointed under article 5.1(a) of the Association will do:

- (i) all things that the office-bearer is required to do in accordance with this Constitution and the Act; and
 - (ii) all other things that the Committee may from time to time determine.
- (b) Each non-office-bearer member of the Committee will do all things that the Committee may from time to time determine.

5.3 Public Officer

- (a) The Public Officer will do:
- (i) all things that the Public Officer is required to do in accordance with this Constitution and the Act; and
 - (ii) all other things that the Committee may from time to time determine.
- (b) The Public Officer will be appointed and replaced by the Committee in accordance with the Act.

5.4 Change of constitution of Committee

The Association in general meeting may increase or reduce the number of Committee members, and may amend the titles and roles of the office-bearer positions.

5.5 Elections to be held at Annual General Meeting

Elections for members of the Committee will be conducted at each Annual General Meeting.

5.6 Nominations

Nominations for candidates for election to the Committee must be:

- (a) made in writing, specifying the position on the Committee for which the candidate is nominated;
- (b) signed by at least two Members or Corporate Member delegates;
- (c) accompanied by the written consent of the candidate to act in the position for which the candidate is nominated; and
- (d) delivered to the Secretary before nominations are closed by the President 24 hours prior to the Annual General Meeting.

The Chairperson will announce to the Annual General Meeting the positions for which nominations have been received and the names of the candidates.

5.7 Election

If:

- (a) insufficient nominations are received to fill a position or positions on the Committee, such position(s) will be deemed to be a casual vacancy;

- (b) the number of nominations received for a position or positions on the Committee is equal to the number of position(s) to be filled, the persons nominated for such position(s) will be deemed to be elected; and
- (c) the number of nominations received for a position or positions on the Committee exceeds the number of position(s) to be filled, a ballot will be held.

5.8 Register of members of the Committee

- (a) The Association must establish, keep and maintain a register of members of the Committee in accordance with the Act.
- (b) The register of members of the Committee will be open for inspection by Members, free of charge, by appointment with the Secretary.

5.9 Term of appointment

Subject to this Constitution, each member of the Committee will hold their position on the Committee until the conclusion of the Annual General Meeting following the date of the member's election to the position. For the avoidance of doubt, the member will be eligible for re-election as a member of the Committee (either in the same or a different position) at that Annual General Meeting.

5.10 Term of President

- (a) The office of President shall not be held by the same person for more than two consecutive years unless approved by Special Resolution.
- (b) Subject to article 5.10(a) above, if a person has previously held the office of President, that person may be elected to the office of President without requiring approval by Special Resolution if a period of at least five years has passed since the person last held office as President.

5.11 Vacation of office

The position of a member of the Committee becomes vacant if the Committee member:

- (a) dies;
- (b) ceases to be a Member of the Association or where that person is the delegate of a Corporate Member, the Corporate Member ceases to be a Member and the person is not, or does not become, a Member in their own right;
- (c) resigns office by notice in writing to the Secretary;
- (d) is removed as a member of the Committee under article 5.15;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health; or

- (f) is absent from three consecutive meetings of the Committee, without leave granted by the President.

5.12 Removal of Committee member

- (a) A member of the Committee may be removed as a member of the Committee at any time by resolution of the Committee, provided that the following procedure is observed:
 - (i) at least 14 days before the meeting at which the resolution is to be passed, the Committee member must be given written notice of the meeting specifying:
 - (A) the proposed resolution for the removal of the Committee member; and
 - (B) the reasons for the proposed resolution; and
 - (ii) at the meeting, before the passing of the resolution, the Committee member must be given an opportunity to make submissions to the Committee in the member's own interests.
- (b) If a resolution is passed by the Committee to remove the Committee member from their position in accordance with this article, the Committee member must be given written notice of such removal and the Secretary will promptly update the register of members of the Committee in accordance with the Act.
- (c) If a member of the Committee is removed from a position under this article, the position will be deemed to be a casual vacancy.

5.13 Filling of casual vacancies

In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member to fill such casual vacancy in any manner it deems appropriate. A Member so appointed will hold their position on the Committee until the conclusion of the Annual General Meeting following the date of their appointment. For the avoidance of doubt, the member will be eligible for re-election as a member of the Committee (either in the same or a different position) at that Annual General Meeting.

5.14 Remuneration of Committee members

A Committee member must not be paid any remuneration for services as a Committee member.

5.15 Reimbursement of expenses

A Committee member is entitled to be reimbursed out of the funds of the Association for their reasonable travelling, accommodation and other expenses incurred when travelling to or from meetings of the Committee or a sub-committee or when otherwise engaged on the business of the Association provided such expenses are approved by the Committee.

5.16 Committee member's interests

A member of the Committee may:

- (a) hold any office or place of profit in the Association, unless the holding of such office or place of profit would breach any law;
- (b) hold any office or place of profit in any other association, company, body corporate, trust or entity promoted by the Association or in which it has an interest of any kind;
- (c) enter into a contract or arrangement with the Association;
- (d) participate in any association, institution, fund, trust or scheme for past or present employees or committee members of the Association or persons dependent on or connected with them;
- (e) act in a professional capacity (or be a member of a firm which acts in a professional capacity) for the Association;
- (f) if the other Committee members determine that the Committee member's interest should not disqualify the Committee member from considering or voting on a matter, participate in, vote on and be counted in a quorum for any meeting, resolution or decision of the Committee and may be present at any meeting where any matter is being considered by the Committee; and
- (g) do any of the above:
 - (i) without any liability to account to the Association for any direct or indirect benefit accruing to the Committee member; and
 - (ii) without affecting the validity of any contract or arrangement.

6 Powers and duties of Committee

6.1 Committee to manage Association

Subject to the Act and this Constitution, the Committee:

- (a) will control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association other than those functions that are required to be exercised by a general meeting of the Association; and
- (c) has power to perform all such acts and do all such things necessary or desirable for the proper management of the affairs of the Association.

6.2 Specific powers of Committee

Without limiting the generality of article 6.1, the Committee may exercise all the powers of the Association to create by-laws, to borrow or raise money, to charge any property of the Association or give any other security for a debt, liability or obligation of the Association or of any other person.

6.3 Power to delegate

- (a) The Committee may by written instrument delegate any of its powers and functions, other than this power of delegation or powers required by law to be dealt with by the Committee:
 - (i) to the Executive Officer, on such terms and conditions and with such restrictions as the Committee thinks fit;
 - (ii) to one or more sub-committees (consisting of such Members as the Committee thinks fit).
- (b) A power or function the exercise of which has been delegated to the Executive Officer or a sub-committee under article 6.3(a) may, while the delegation remains unrevoked, be exercised from time to time by the Executive Officer or sub-committee (as the case may be) in accordance with the terms of the delegation.
- (c) A delegation under article 6.3(a) may be made subject to such conditions or limitations as to the exercise of any power or function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this article 6.3, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by the Executive Officer or sub-committee acting in the exercise of a delegation under this article 6.3 has the same force and effect as it would have if it had been done or suffered by the Committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (g) A sub-committee may meet and adjourn as it thinks proper.
- (h) The Executive Officer and any sub-committee receiving any delegation under this article 6.3 will report to the Committee on its actions as and when the Committee requires.

7 Proceedings of Committee

7.1 Committee meetings

The Committee must meet at least once every two months at such place and time as the Committee may determine. Additional meetings of the Committee may be convened by the President or by any member of the Committee. The Committee may regulate its meetings as it sees fit.

7.2 Notice

Notice of a meeting of the Committee must be given in writing by the Secretary to each member of the Committee at least two days (or such other period as may be unanimously agreed by the Committee) before the time appointed for the holding of the meeting. The notice of meeting must specify the general nature of business to be transacted at the meeting. Committee

members may transact other business at the meeting if the Committee agrees to do so. Non-receipt of a notice of meeting by any Committee member will not invalidate any proceedings at such meeting.

7.3 Quorum for Committee meeting

Five members of the Committee must be present (including by way of telephone or video attendance) to constitute a quorum for a meeting of the Committee.

7.4 If quorum not present

No business shall be transacted by the Committee unless a quorum is present within 30 minutes of the time appointed for the meeting. If a quorum is not present by that time, the members of the Committee present may adjourn the meeting to a future date and the Secretary shall duly notify the members of the Committee of the time and date of the adjourned meeting.

7.5 President to preside

At Committee meetings the President shall preside, or in the President's absence, the Vice-President shall preside.

If the President and the Vice President are both absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members of the Committee present at the meeting shall preside.

7.6 Questions decided by majority

A question arising at a meeting of the Committee is to be decided by a majority of votes of Committee members present and entitled to vote and that decision is for all purposes a decision of the Committee.

7.7 Chairperson's casting vote

Each member of the Committee present at the meeting of the Committee (including the person presiding at the meeting) is entitled to one vote. However, in the event of an equality of votes on any question, the following procedure is to be followed:

- (a) a second meeting to discuss the question is to be convened and conducted within 21 days unless it is impracticable to do so or a decision is required urgently; and
- (b) if an equality of votes remains by the end of the second meeting set out in article 7.7(a) above, or if it is impracticable to convene and conduct a second meeting, or if a decision is required urgently, the person presiding the meeting may exercise a second or casting vote.

7.8 Remaining Committee members may act

The Committee may act despite a vacancy on the Committee.

7.9 Validity of acts of Committee members

All acts or things done or purported to be done by the Committee, or by a person acting as a Committee member, even if it is afterwards discovered that:

- (a) there was a defect in the appointment or continuance in office of a person as a Committee member or of the person so acting; or
- (b) a person acting as a Committee member was disqualified or was not entitled to vote,

are considered as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

7.10 Circulating resolutions

The Committee may pass a resolution without a Committee meeting being held if all of the Committee members who are entitled to vote on the resolution approve a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be distributed to Committee members for approval if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last Committee member gives their approval.

7.11 Meeting by use of technology

A meeting of the Committee may be called or held using any technology consented to by all Committee members. The consent may be a standing one. A Committee member may only withdraw their consent within a reasonable period before the meeting.

8 Regional chapters

8.1 Formation of Regional Chapters

With the Committee's prior approval, Members will be permitted to form Regional Chapters of the Association, within defined geographical areas around the State, provided always that:

- (a) the objects of the Regional Chapter are consistent with the objects of the Association; and
- (b) the Regional Chapter is formed by and for the benefit of Members only.

8.2 Activities of Regional Chapters

A Regional Chapter may meet and adjourn meetings as it sees fit.

8.3 Not financially independent

Regional Chapters will not be financially independent and all Subscription Fees and event fees will continue to be payable to the Association and not the Regional Chapter in which a Member participates, except that each Regional Chapter is permitted to source local sponsorship for their local events and activities.

8.4 Regional Chapters responsible for own activities

Each Regional Chapter will be responsible for its own functions and activities.

8.5 Services provided by Executive Officer

Any services provided to a Regional Chapter by the Executive Officer are paid by the Association unless the Committee otherwise determines.

9 Income and property

9.1 Derivation of income

The primary sources of income of the Association are the Subscription Fees, sponsorship and such other sources as the Committee determines from time to time.

9.2 Deposit of income

All income received by the Association must be deposited, promptly and without deduction, to the credit of the Association's bank account.

9.3 Issue of receipt

The Association must, as soon as practicable after receiving any money from any person, issue that person with an appropriate receipt.

9.4 Application of income and property

Subject to any Special Resolution to the contrary, the profits (if any), other income and property of the Association, however derived, must be applied solely towards the promotion of the objects of the Association as set out in Part 1.

9.5 Accounting records, budgets and Annual Financial Statements

The Treasurer must ensure that:

- (a) correct records and accounts are kept showing the financial affairs of the Association;
- (b) a budget is prepared and submitted to the Committee for approval prior to each Financial Year of the Association; and
- (c) an Annual Financial Statement is prepared for each Financial Year of the Association, after the accounts of the Association have been finalised and audited, and that the Annual Financial Statement is presented at the relevant Annual General Meeting and lodged in accordance with the Act.

9.6 No dividend, bonus or profit paid to Members

No part of the profits, income or property of the Association may be paid or transferred to a Member, either directly or indirectly by way of dividend, bonus or otherwise.

9.7 Payments by Association in good faith

Subject to this Constitution, article 9.5 does not prevent payment in good faith to a member of the Committee or any other Member, or to an organisation of which a member of the Committee or other Member is a partner:

- (a) of remuneration for services provided to the Association;
- (b) for goods supplied to the Association in the ordinary course of business;
- (c) of interest at a rate not exceeding the rate fixed for the purposes of this article by the Committee on money borrowed by the Association;
or
- (d) of reasonable rent for premises leased by the Association.

9.8 Signing of cheques

The Committee may determine the manner in which and persons by whom cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, and receipts for money paid to the Association, may be signed, drawn, accepted, endorsed or otherwise executed.

10 Winding up

10.1 Limited liability

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

10.2 Distribution of property on winding up or cancellation of the incorporation of the Association

Any property that remains on the winding-up or cancellation of the incorporation of the Association must be distributed in accordance with the Act.

11 Records

11.1 Maintaining records and accounts

The Association must cause the records and accounts of the Association to be maintained in accordance with the Act.

11.2 Custody of records and accounts

Except as required by this Constitution or the Act, the Association will keep all records and accounts of the Association at the principal place of administration of the Association, or such other place as the Committee sees fit.

11.3 Inspection by Members

The records and accounts of the Association will be open to inspection by any Member, free of charge, on appointment with the Secretary.

12 Seals

12.1 Safe custody of common seals

The Public Officer must provide for the safe custody of any seal of the Association.

12.2 Use of common seal

If the Association has a common seal:

- (a) it may be used only by the authority of the Committee; and
- (b) every document to which it is affixed must be signed by two members of the Committee.

13 Indemnity and insurance

13.1 Indemnity

The Association may indemnify any current or former Committee member out of the property of the Association against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- (c) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (d) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

13.2 Insurance

- (a) The Association will effect and maintain insurance as required by the Act and as otherwise determined by the Committee.
- (b) The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Committee member against liability incurred by the person in that capacity, including a liability for legal costs, unless:
 - (i) the Association is forbidden by statute to pay or agree to pay the premium; or
 - (ii) the contract would, if the Association paid the premium, be made void by statute.

14 Amending, replacing or rescinding this Constitution

14.1 Special Resolution required

This Constitution (including the objects of the Association set out in Part 1) may only be amended, replaced or rescinded by Special Resolution.

14.2 Notifying amendments to the objects

If the objects of the Association set out in Part 1 are amended by Special Resolution, the Public Officer must cause an amended statement of the objects of the Association (or the amended Constitution) to be lodged with the Director-General in accordance with the Act.

15 Service of documents

15.1 Document includes notice

In this Part 15, a reference to a document includes a notice.

15.2 Methods of service

The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) [repealed];
- (d) by sending it to an electronic address nominated by the Member; or
- (e) by sending it to the Member by other electronic means nominated by the Member.

15.3 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

15.4 [Repealed]

15.5 Electronic transmission

If a document is sent by electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the electronic transmission; and
- (b) to have been delivered on the day of its transmission.

15.6 Evidence of service

A certificate in writing signed by a Committee member or the Executive Officer stating that a document was sent to a Member by post or by electronic transmission on a particular date is prima facie evidence that the document was so sent on that date.

16 Definitions and interpretation

16.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual Financial Statement means the statement that the Committee is required to submit to Members at each Annual General Meeting in accordance with section 48 of the Act.

Annual General Meeting means a meeting convened in accordance with article 3.1.

Application Form means the membership application form in the form prescribed by the Committee from time to time.

Associate Member means a Member pursuant to article 2.4.

Association means the Women Lawyers Association of New South Wales.

Chairperson means the person appointed to preside over a general meeting of the Association pursuant to article 4.6.

Committee means the committee of the Association constituted under Part 5.

Constitution means this constitution as amended from time to time, and a reference to an article is a reference to an article of this Constitution.

Corporate Member means a Member pursuant to article 2.3.

Director-General has the meaning given to it in the Act.

Executive Officer means the Executive Officer employed or contracted by the Association from time to time.

Financial Year means each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

Honorary Member means a Member pursuant to article 2.6.

Life Member means a Member pursuant to article 2.5.

Member means a person entered in the register of Members as a member of the Association.

Ordinary Member means a Member pursuant to article 2.2.

President means the person appointed as president of the Association from time to time in accordance with this Constitution.

Part means a part of this Constitution.

Public Officer means the person appointed as public officer of the Association from time to time in accordance with this Constitution.

Regional Chapter means a regional chapter of the Association formed in accordance with article 8.1.

Secretary means the person appointed as secretary of the Association from time to time in accordance with this Constitution.

Special Resolution means a resolution that is passed at a meeting of the Association of which notice has been given to its Members no later than 21 days before the date on which the meeting is held which is supported by at least three quarters of the votes cast by Members of the Association who, under this Constitution, are entitled to vote on the proposed resolution.

Subscription Fee means the amount fixed from time to time under article 2.14.

Treasurer means the person appointed as treasurer of the Association from time to time in accordance with this Constitution.

Vice-President means the person appointed as vice-president of the Association from time to time in accordance with this Constitution.

16.2 Interpretation

In this Constitution unless the contrary intention appears:

- (a) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (b) **(singular includes plural)** the singular includes the plural and vice versa;
- (c) **(meaning not limited)** a reference to the words “include”, “including”, “for example” or “such as”, when introducing an example, does not limit the meaning of the words to which the example relates to that example or examples of a similar kind;
- (d) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (e) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (f) **(from time to time)** a power, an authority or a discretion reposed in a Director, the Committee, the Association in general meeting or a Member may be exercised at any time and from time to time;
- (g) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document

in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Committee;

- (h) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (i) **(currency)** a reference to \$ is a reference to the lawful currency of Australia.

16.3 Associations Incorporation Act

This Constitution applies subject to the Act. A provision of this Constitution is of no effect to the extent that it is inconsistent with the Act.

16.4 Model Constitution not to apply

16.5 The Model Constitution for Incorporated Associations under the Regulations to the Act are displaced by this Constitution and accordingly do not apply to the Association Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.