

THE WOMEN LAWYERS
ASSOCIATION
OF THE
A.C.T.
INCORPORATED

RULES

AS AT
17 OCTOBER 2007

**RULES OF THE
WOMEN LAWYERS ASSOCIATION
OF THE ACT INCORPORATED**

CHAPTER 1 – INTRODUCTION

The Association

1. There is established in accordance with these rules an association called the Women Lawyers Association of the ACT Incorporated.

Interpretation

2. (1) In these rules, unless the contrary intention appears:
“Associate member” means a member who is eligible to be an associate member under subrule 8 (1);

“Association” means the association established under rule 1;

“Associations Incorporation Act” means the Associations Incorporation Act 1953;

“Committee” means the committee of the Association referred to in rule 15;

“Foundation meeting” means the meeting at which these rules were adopted;

“Foundation Member” means a person who is an ordinary member under rule 6;

“Meeting” means a meeting of the Association;

“Member” means any member of the Association;

“Object” in relation to the Association, means an object of the Association specified in rule 4;

“Officer” means an officer specified in subrule 15 (2);

“Ordinary member” means a member who is an ordinary member by virtue of rule 6 or 7;

“Organisation” means any body of persons, whether incorporated or unincorporated and includes a commonwealth Government or Territory Government department or authority;

“Person” includes an organisation;

“Public Officer” means a public officer within the meaning of the Associations Incorporation Act;

“Returning Officer” means a returning officer appointed under paragraph 32 (3) (c);

(2) The interpretation Act 1967 applies to these rules as if they had been made under an Act of the Australian Capital Territory.

Objects

3. The objects of the Association are, in the context of promoting the interests of women and men in the legal profession and of women and men generally;
 - (a) To promote knowledge of, and access to, the law and legal services; and
 - (b) To provide a forum for the exchange of information and opinions on aspects of the law and its practice among women and men concerned in, affected by, or interested in the law and its practice; and
 - (b) To publish, and encourage the publication of papers, articles and commentaries about the law; and
 - (c) To promote lectures, seminars and conferences about the law; and
 - (d) To co-operate with academic institutions and with the other persons interested in the law in promoting the objects mentioned above; and
 - (e) To make and disseminate reports commentaries and submissions in furtherance of the above-mentioned objects;

Powers After Incorporation

4. The Association has, in addition to any powers given it under the Associations Incorporation Act, all the powers necessary or convenient to carry out its objects and, in particular, has power:
 - (a) To enter into contracts; and
 - (b) To construct, maintain and alter any buildings or works; and
 - (c) To draw, make, accept, indorse, discount and issue bills of exchange, Promissory notes, cheques and other negotiable instruments; and

- (d) To invest money of the Association not immediately required for any of its objects in any manner in which trustees are authorised by law to administer money held on trust; and
- (e) To acquire a library; and
- (f) To make gifts to institutions engaged in teaching law or research into law, and to make grants or award scholarships or prizes to persons who have been, are or will be, studying, teaching or engaged in research at such institutions; and
- (g) To solicit and accept gifts, grants, devises and bequests, whether on trust or otherwise, and to act as trustee of money or other property vested in the Association on trust; and
- (h) To employ staff; and
- (i) To engage consultants; and
- (j) To appoint agents and attorneys

Income and Property

5. (1) The income and property of the Association must be applied solely towards the promotion of the objects of the Association in the manner determined by the committee;
- (2) No part of that income or property;
 - (a) is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
 - (b) is to be used for the purpose of trading or securing pecuniary profit to any member
- (3) No member is to be appointed to carry out any function of the Association for which there is payable any remuneration by way of salary fees or allowances.
- (4) No member is to be given any remuneration or other benefit in money or money's worth (apart from reimbursement of expenses incurred on behalf of the Association)
- (5) Nothing in this rule prevents the payment in good faith to a member of remuneration for services rendered, or goods supplied to the Association by the member in the ordinary course of business.

CHAPTER 2 – MEMBERSHIP AND FEES

Foundation Members

6. Each woman who was present at the foundation meeting who voted in favour of the adoption of these rules and who was, at the time of the meeting, eligible under rule 7 for admission as an ordinary member, is an ordinary member of the Association.

Eligibility for Ordinary Membership

7. A woman or man is eligible to be an ordinary member of the Association if she or he:
 - (a) has been admitted, or is eligible for admission, as a barrister or solicitor of the Supreme Court of the Territory or of a State or another Territory;
 - (b) holds a degree or a postgraduate diploma in law, Jurisprudence or legal studies conferred by a tertiary education institution in Australia, or by a tertiary education institution prescribed by the committee;
 - (c) has qualified in law through the joint examinations board of the Supreme Court of New South Wales or has an equivalent qualification from another State or Territory; or
 - (d) demonstrates a commitment to the Objects of the Association.

Eligibility for Associate Membership

8. (1) A woman or man is eligible to be an associate member of Association if she or he:
 - (a) is proceeding to qualify for admission as a barrister or solicitor of the Supreme Court of the Territory or of a State or another Territory; or
 - (b) is enrolled in a course for a degree or post graduate diploma in law, Jurisprudence or legal studies at a tertiary education institution in Australia;
 - (c) is a student at the Legal Workshop or the College of Law, or at a corresponding institution of another State or Territory; or
 - (d) demonstrates a commitment to the Objects of the Association.
- (2) An associate member is not eligible to vote at meetings or elections of the Association or to be elected or co-opted to the committee.

Honorary Members

9. (1) The committee may confer honorary membership on any woman or man in recognition of her or his work in the legal field.
- (2) The committee may confer honorary membership on a visiting woman or man if she or he is nominated for honorary membership by 2 ordinary members.
- (3) The committee may cancel an honorary member's membership at any time.

- (4) An honorary member is not eligible to vote at meetings or elections of the Association or to be elected to the committee.

Application for Membership

10. A woman or man may apply for membership of the Association by giving the Secretary a written application and, if the application is accepted may be admitted as a member on payment of the appropriate membership fee. The membership fee can be determined by the Committee.

Membership

11. The committee may grant an application for membership if satisfied that the applicant is eligible to be a member of the category specified in the application.

Cancellation of Memberships

12. (1) The committee may cancel the membership of a member of any category if, in the opinion of the committee, the member:
 - (a) is not eligible to be a member of that category; or
 - (b) has acted in a way contrary to the best interests of the Association
- (2) Before deciding whether to cancel a member's membership, the committee must give the member written notice stating that it is considering whether to cancel her or his membership, setting out the matters to which its consideration relates, and giving her or him a reasonable opportunity to make relevant representations about those matters.
- (3) Written notice of the committee's decision is to be given to the member or former member by the Secretary.
- (4) A member whose membership is cancelled may, within 1 month after the notice was sent, ask the President, in writing, to convene a special general meeting to review the committee's decision.

Cessation of Member

13. (1) A woman or man ceases to be a member if:
 - (a) she or he does not pay her or his membership fees within 3 months after the fees become due and payable; or

- (b) she or he resigns from membership by writing to the Secretary, or dies; or
 - (c) the committee cancels her or his membership.
- (2) The fact that a woman or man ceased to be a member does not prejudice a right of the Association to recover from her or him any debt owed the Association when her or his membership ceased, or any money or other property of the Association held by her or him at that time.

Register of Members

14. (1) The committee must keep members register in which the Secretary is to enter particulars of each member's name and address.
- (2) The Secretary must remove from the register the name of any woman or man who ceases to be a member.
- (3) The register is to be kept at a place determined by the committee, and is to be open for inspection by members by appointment with the Secretary.

CHAPTER 3 – MANAGEMENT

The Committee

15. (1) The management and control of the affairs and property of the Association are vested in the committee;
- (2) The committee is to comprise the following officers:-
- (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Treasurer;
 - (e) Not more than 4 other members
- (3) A woman or man member is not eligible to be an officer unless she or he is an ordinary member;
- (4) A member must not hold more than one office at any time.

Tenure of Office

16. (1) Officers are to be elected at the foundation meeting and at each annual general meeting
- (2) An officer holds office from the time of her or his election or

appointment until the next annual general meeting, and may be re-elected.

Vacant Offices

17. (1) An office becomes vacant if:
 - (a) the officer ceases to be an ordinary member; or
 - (b) the officer resigns from office by giving written notice to the President, the Vice President or the Secretary; or
 - (c) The committee declares the office to be vacant.
- (2) The committee may declare an office to be vacant if the officer:
 - (a) is absent from more than 3 consecutive committee meetings without the committee's consent; or
 - (b) becomes of unsound mind; or
 - (c) is convicted of an offence punishable by imprisonment for 12 months or more.
- (3) Before deciding whether to declare an office vacant the committee must give the officer written notice stating that it is considering whether to declare the office vacant, setting out the matters to which their consideration relates, and giving her or him a reasonable opportunity to make any relevant representations about those matters.
- (4) Written notice of the committee's decision is to be given to the officer by the committee.
- (5) An officer whose office is declared vacant may, within 1 month after the notice was sent, ask the committee, in writing, to convene a special general meeting to review the committee's decision.

Casual Vacancies

18. (1) The committee may appoint an ordinary member:
 - (a) to any office not filled at the foundation meeting or at an annual general meeting; or
 - (b) to any office that becomes vacant more than 1 month before an annual general meeting is to be held.
- (2) An officer appointed under subrule (1) holds office until the next general meeting.
- (3) The committee continues to exist even if there is a vacancy

in one or more of the offices.

Committee's Powers and Duties

19. (1) The committee may, on behalf of the Association, do anything it considers necessary or convenient for carrying out the Association's objects, except something required by these rules to be done by the Association in a general meeting.
- (2) Without limiting the generality of subrule (1), the committee may:
 - (a) co-opt the services of any person to help the committee carry out its functions; and
 - (b) appoint subcommittees of members (whether officers or not) to do anything on behalf of the committee that the committee directs; and
 - (c) give directions about the procedure to be followed by a subcommittee to carry out its functions; and
 - (d) authorise a subcommittee to co-opt the services of any person to help the subcommittee carry out its functions.
- (3) A person who is co-opted to help the committee or a subcommittee is not entitled to vote on a matter being considered by the committee or subcommittee.
- (4) The committee must ensure that the Associations Incorporation Act is complied with in relation to the Association.

Committee Meetings

20. (1) The committee must hold as many meetings as are necessary to carry out its functions.
- (2) The President may convene a meeting at any time and must convene a meeting if asked in writing to do so by at least 2 other officers.
- (3) The President is to preside at each meeting at which she or he is present.
- (4) If the President is absent from the meeting, the Vice President is to preside or, if the Vice President is also absent, an officer chosen by the officers at the meeting is to preside.

- (5) At a meeting 5 officers form a quorum.
- (6) Questions arising at a meeting are to be determined by a majority of the votes of the officers present and voting.
- (7) The president officer has a deliberate vote and, if the numbers of votes are equal, also has a casting vote.
- (8) The Secretary or, in her or his absence, another member of the committee chosen by the committee members present, is to keep minutes of each meeting.

Disclosure of Interest

- 21. (1) An officer who has a direct or indirect interest in a matter being or to be considered by the committee must disclose the nature of her or his interest to a committee meeting as soon as practicable after she or he becomes aware of the relevant facts.
- (2) Unless the committee otherwise determines, the officer must not:
 - (a) be present during any deliberation of the committee about that matter; or
 - (b) take part in making any decision of the committee about the matter.
- (3) For the purpose of making a determination, the officer must not:
 - (a) be present during any deliberation of the committee about the matter; or
 - (b) take part in making any decision of the committee about the matter.

Public Officer

- 22. The committee is to appoint a Public Officer and ensure that the Association has a Public Officer at all times.

CHAPTER 4 – FINANCE

Bank Accounts

- 23. (1) The Association must open one or more accounts with a bank or banks in Australia, and must keep at least one bank account at all times.
- (2) The Treasurer is to receive all money paid to the Association

and deposit it in an Association bank account.

- (3) Payment out of an Association bank account must be authorised or confirmed by the committee and must be made by cheque.
- (4) The committee may establish an imprest system for petty cash payments.
- (5) Cheques must be signed by any two people, the President, Vice-President, the Secretary or the Treasurer.
- (6) Money held by the Association on trust must be kept in an Association bank account that contains only trust money.

Accounts and Records

24. The Treasurer must keep proper accounts and records of the financial transactions and financial affairs of the Association.

CHAPTER 5 – GENERAL MEETINGS

Quorum

25. (1) The quorum at a general meeting is 12% of the members whose names appear in the register of members immediately before the time fixed for the meeting.
- (2) If a quorum is not present, the committee must fix a date for an alternative meeting, being a date not more than 14 days after the date fixed for the original meeting.
- (3) For the purpose of giving notice of the alternative meeting, the alternative meeting must be treated as a special general meeting.
- (4) At an alternative meeting, the members present constitute quorum.

Proxies

26. A member may appoint another member as a proxy by giving the Secretary written notice of the appointment at or before the start of the meeting for which the appointment is made.

Presiding Officers

27. (1) The President or, in her or his absence, the Vice-President, is to preside at a general meeting.

- (2) If neither the President nor the Vice President is present at a general meeting, the members present must choose one of themselves to preside.
- (3) The returning officer is to preside during the election of Officers at an annual general meeting.

Voting at General Meetings

28. (1) When a vote is taken at a general meeting:
 - (a) each member present in person has 1 vote; and
 - (b) each member present by proxy has 1 vote when a written ballot is held.
- (2) Subject to this rule, voting at a general meeting is to be by show of hands.
- (3) Voting is to be written ballot if a member present in person or by proxy so requests.
- (4) A request for a written ballot:
 - (a) may be made before or after the result of a vote by show of hands is declared; or
 - (b) may be withdrawn.
- (5) This rule does not apply to an election of officers.

Decisions at General Meetings

29. (1) Except as otherwise provided in these rules, a motion moved at a general meeting is carried if a majority of the members present and voting, in person or by proxy, vote in favour of the motion.
- (2) The member presiding at a general meeting has a deliberative vote only.
- (3) If the voting on a motion is deadlocked, the motion is not carried.
- (4) A motion of censure moved at a general meeting about an act or omission of the committee is carried only if at least two-thirds of the members present and voting, in person by proxy, vote in favour of the motion.
- (5) The member presiding at a general meeting is to determine whether a motion moved at the meeting constitutes a motion of censure.

- (6) This rule does not apply to an election,

Minutes

30. (1) The Secretary or, in her or his absence, another member chosen by the members present must keep minutes of general meetings.,

Annual General Meetings

31. (1) An annual general meeting must be held within four (4) months after the end of each financial year.
- (2) The Secretary must give each member at least 14 days written notice of an annual general meeting.
- (3) The matters to be considered at an annual general meeting include:
- (a) the committee's report for the previous financial year;
 - (b) an audited statement of income and expenditure, and an audited balance sheet, for the previous financial year;
 - (c) the appointment of a returning officer for the meeting;
 - (d) the election of officers;
 - (e) the appointment of an auditor; and
 - (f) motions of which notice has been given in accordance with subrule 32 (2) or the consideration of which is approved in accordance with subrule 32 (3).

Motions: Annual General Meetings

32. (1) A motion is not to be moved at an annual general meeting unless notice of the motion has been given in accordance with subrule (2) or consideration of the motion has been approved in accordance with subrule (3).
- (2) A member may give the Secretary, at least 7 days before the date fixed for an annual meeting, written notice of the motion the member intends to move at the meeting.
- (3) A motion of which notice has not been given in accordance with subrule (2) may be considered at an annual general meeting if at least two-thirds of the members present in person or by proxy approve.
- (4) Subrule (3) does not apply to a motion for amendment of

these rules.

Nominations: Election of Officers

33. (1) The Secretary must call for nominations for election of officers by written notice sent to each member at least 21 days before the day on which an annual general meeting is to be held.
- (2) A nomination for any office is invalid unless it is in writing, specifies the office concerned, and is signed by a proposer and seconder and the nominee.
- (3) The proposer, seconder and nominee must each be an ordinary member.

Election of Officers

34. (1) If the number of nominations received for a category of office is equal to or less than the number of vacancies in the category, each nominee is elected.
- (2) If the number of nominations received for a category of office exceeds the number of vacancies in the category, a secret ballot must be held as the presiding members direct.
- (3) Each member present, in person or by proxy, has one vote for each office to be filled.
- (4) If there is only one vacancy in a category of office, the nominee who receives the highest number of votes is elected.
- (5) If two or more nominees for an office each receive the highest number of votes, the returning officer is to decide by lot, which of them is elected.
- (6) If there are two or more vacancies in a category of office, the nominee who receives the highest number of votes is elected to fill one of the vacancies, the candidate who receives the next highest number of votes is also elected, and so on until all the vacancies are filled.
- (7) If, at any stage in the application of subrule (5), two or more nominees receive the same number of votes, and the number of those nominees exceed the number or vacancies still to be filled, the returning officer is to decide by lot which of the nominees is or elected.

Auditor

35. (1) An auditor must be appointed at each annual general meeting.
- (2) If the position of auditor is not filled at the foundation meeting, or the position became vacant, the committee may appoint an auditor.
- (3) An auditor holds office until the next annual general meeting.
- (4) Any person who is not an officer of the Association and has not prepared or helped to prepare the accounts is eligible to be an auditor.
- (5) An auditor ceases to hold office if he or she:
 - (a) is asked to do so by the committee;
 - (b) resigns from office.

Special General Meetings

36. (1) The Secretary must convene a special general meeting:
 - (a) if asked to do so under subrule 12 (4); or
 - (b) on receiving a written request, from at least 20% of the members whose names appear in the register of members immediately before the time fixed for the meeting, specifying the particular matter they wish to be considered at the meeting;
- (2) The meeting must be held within 21 days after the requests received.
- (3) The committee may of its own motion convene a special general meeting to consider such matters as it determines.
- (4) The Secretary must give each member at least 7 days written notice of the date, time and place fixed for a special general meeting, and of the matters to be considered at the meeting.
- (5) Only matters specified in the notice are to be at the meeting.

Notices of General Meetings

37. A notice of an annual general meeting or a special general meeting must include particulars of any matters to be considered at the meeting of which the Secretary was aware before the notice was sent.

CHAPTER 6 – MISCELLANEOUS

Common Seal

38. (1) The committee must ensure that the Association has a common seal when it becomes incorporated.
- (2) The Secretary is to have custody of the common seal.
- (3) The common seal must not be affixed to any instrument except with the authority of the committee and in the presence of:
- (a) the President or the Vice-President; and
 - (b) the Secretary, or another officer appointed for the purpose by the committee.
- (4) The President or Vice-President and the Secretary or other Officer, as the case may be, must sign every instrument to which the common seal is affixed in their presence.

Members Personal Indemnity

39. The Association is required to indemnify any member for any liability incurred by the member, with the authority of the committee, on behalf of the Association.

By-Laws

40. (1) The committee may make by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law is, until amended or revoked, binding on the Association and on each member as if it were contained in these rules.
- (3) The Secretary must give written notice of the making, amendment or revocation of a by-law.
- (4) A by-law comes into force fourteen days after the date of the notice unless the Secretary is asked, under paragraph 37 (1) (b), to convene a special general meeting for the purpose of amending or revoking by-law.
- (5) Special general meeting held to consider a by-law:
- (a) if the by-law is not amended or revoked it comes into force at the end of the meeting; or

- (b) if the by-law is amended it comes into force, as amended, at the end of the meeting.

Access to Rules and By-Laws

- 41. The Secretary must give a copy of these rules and any by-laws to a member on receiving a written request from the member.

Amendment of these Rules

- 42. These rules may be amended only by a motion passed by at least two-thirds of the members present and voting in person or by proxy at an annual general meeting or a special general meeting convened only for the purpose.

Winding up

- 43. (1) The Association may be wound up only if a resolution to that effect is passed at a special general meeting convened for that purpose only, by at least two-thirds of the members present in person or by proxy and voting.
- (2) If, on winding up the Association there remains any money or other property after the satisfaction of its debts, the money or other property:
 - (a) must not be distributed in any way among or for the benefit of members; and
 - (b) subject to the Associations Incorporation Act, is to be disposed of, by way of gift or otherwise:
 - (i) to an organisation determined by the members present in person or by proxy at the meeting that passed the resolution for winding up, being an organisation having objects similar to those of the Association; or
 - (ii) if those members determine there is no such organisation - to a public educational institution determined by those members.

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