



BY-LAWS

of Australian Lawyers Alliance Ltd

BY-LAW 1: ELECTION OF OFFICE BEARERS AND DIRECTORS

In this By-Law a term or expression has the same meaning as ascribed to such term or expression by the Constitution of the Company.

Tenure of Office

1.1 Each Office Bearer and Director:

- i. shall be elected by secret ballot by and from the full members of the company;
- ii. shall take office on and from the 1st of July in the year of election or from the declaration of their election whichever is the later; and
- iii. Office bearers shall hold office for a period of one year or until successors thereto have been elected and take office. Directors shall hold office in accordance with the Constitution of the Company.

Qualifications for Office

1.2 Any nominee for a position of Director or Office Bearer shall be, as at the date of nomination, a full member of the company.

Returning Officer

1.3.1 At its first meeting in each calendar year, the Council shall appoint a Returning Officer for the conduct of any elections as may be necessary throughout the ensuing year, provided that a duly appointed Returning Officer shall hold office until a successor thereto is duly appointed. The Returning Officer shall have absolute control of any election.

1.3.2 Within 7 days of the appointment of the Returning officer, the Council shall submit to the Returning Officer a schedule for the timetabling of elections.

1.4 The Returning Officer so appointed:

- i. must not be a member of the company; and
- ii. must not practice in partnership with or be an employee of any member of the company.

1.5 In the event of a duly appointed Returning Officer being unable or unwilling to act as and when required, whether during the conduct of any election or ballot

or not, the Council shall appoint another person to act as Returning Officer for that election or ballot.

Conduct of Elections

- 1.6** The Returning Officer shall conduct elections for the Directors and Office Bearers of the company in each year or as required by the Constitution and following the timetable submitted in accordance with Clause 1.3.2 of these By-Laws ensuring that at all times that elections are conducted in a proper manner and in sufficient time to allow any person elected as a Director or an Office Bearer to assume such office by 1 July following the election.
- 1.7** Notice calling for nominations for election as a Director or an Office Bearer is to be given to every member of the company in writing. Publication of such notice in an edition of Precedent magazine will constitute the provision of notice for the purpose of this clause. If notice is given by publication of a notice in Precedent magazine, that notice shall be taken to have been given on the last day of the month in which the magazine is published. In the case of Office Bearers in a Branch, the elections shall be conducted in the following order, namely, President, Secretary and ordinary committee members, and any unsuccessful candidate in any one election may, if otherwise qualified, be a candidate in any subsequent election.
- 1.8.1** Nominations may be by self-nomination or by other nomination.
- 1.8.2** Nominations shall be in writing, shall be signed by the nominee and in the case of non-self nomination, by the nominator (who at the date of nomination shall both be full members of the Company) and shall be delivered to the Returning Officer at a registered office determined by the Returning Officer not later than 5.00pm on the date fixed by him or her for the closing of nominations.
- 1.9** The Returning Officer shall check all nominations received for compliance with the requirements of these By-Laws and the Constitution and shall reject any that do not so comply; provided that in the event of his or her finding a defect in any nomination he or she shall before rejecting the nomination, notify the person concerned of the defect, and, where it is practicable, give him or her the opportunity to correct the defect within seven days of his or her having been so notified.
- 1.10** If there is no more than one nomination for a position, the Returning Officer shall declare the nominated person elected to the position.
- 1.11** If more nominations are received than there are vacancies for a position, the Returning Officer shall have ballot papers prepared containing the names of the candidates for each position in an order chosen by ballot indicating the number to be elected to each position, the manner in which votes shall be recorded and the date and the time of closing of the ballot, which date shall be determined by the Returning Officer.

1.12 The Returning Officer shall be responsible for the safe custody of the ballot papers.

1.13 The Returning Officer shall forward as at the date of the close of nominations, to each full member eligible to vote in accordance with clause (c) herein:

a)

- i.** a ballot paper;
- ii.** an envelope marked "ballot paper" suitable for containing a ballot paper and not disclosing otherwise any identification;
- iii.** a pre-paid or business reply paid envelope addressed to the Returning Officer for the return of the ballot paper;
- iv.** a notification that the voter shall place the voter's name and signature on the outside flap of the external envelope containing the envelope within which is a ballot paper; or

b) The relevant information for a secure electronic ballot.

c) Only those members who are full members entered on the register of members as at 14 days after the calling for nominations in the year of the election to be eligible to vote in the forthcoming elections.

1.14 The Returning Officer may arrange for the use of a post office box or other receptacle to which paper ballots may be returned.

1.15 The Returning Officer shall collect the envelopes containing the paper ballots so returned and shall, in the presence of the scrutineers (if so requested by the scrutineers), and before opening them:

- i.** check the outer envelope to ensure that no votes are cast except by members entitled to vote as at the date nominations for election to the position closed;
- ii.** remove the sealed envelopes containing the ballot papers and open the same and mix the ballot papers so that identification becomes impossible;
- iii.** count all the votes including all votes obtained by secure electronic ballot; and
- iv.** subject to By-Law 1.16 declare the result of the ballot.

1.16 In the event of a tie occurring the result shall be determined by the Returning Officer drawing lots in the presence of the tied candidates or their scrutineers, provided that if one of the tied candidates is a retiring office-holder from the position subject to the ballot then he or she shall be declared elected.

Scrutineers

1.17 In any paper ballot election conducted pursuant to the provisions of the By-Law, any candidate may if he or she so desires appoint a scrutineer who is a full member of the Company to represent him or her at the ballot. The candidate appointing the scrutineer shall, before the closing of nominations, notify the Returning Officer in writing of the name of such scrutineer, who:

- i.** shall be entitled to be present throughout the ballot and may query the inclusion or exclusion of any vote in the count, but the Returning Officer shall have final determination of any votes so queried;

- ii. shall not remove, mark, alter or deface any ballot paper or other document used in connection with the election; and
- iii. shall not interfere with or attempt to influence any member at the time such member is casting a vote.

System of Voting

1.18 The system of voting in any election conducted pursuant to the provisions of the By-Law shall be a first-past-the-post system.

1.19 A voter shall record his or her votes (as the case may be) in a paper ballot by placing a single "X", or other identifiable mark opposite the name or names of all candidates for whom he or she desires to record a vote provided that he or she shall not record a vote for more candidates than are required to fill any particular position or office.

1.20 A paper ballot shall be rejected if it is not marked in a manner prescribed or allowed by the By-Law; but except as otherwise provided by the By-Law a ballot paper shall not be rejected for any reason other than the reason set out in the By-Law but effect shall be given according to the voter's intention so far as his or her intention is clear.

1.21 In any election conducted in accordance with the By-Law, if a person entitled to vote is absent or likely to be absent from the address appearing for that person on the roll of voters, that person may by notice in writing delivered to the Returning Officer more than three days before the closing of the ballot, advise the Returning Officer of the address to which such ballot paper or relevant information for a secure electronic ballot is to be forwarded.

Candidates Statements

1.22 In any election conducted pursuant to the provisions of these By-Laws for an office of the company, a candidate may, at the time of nominating, submit to the Returning Officer a typewritten or word processed policy speech statement which shall not exceed two hundred words, a brief curriculum vitae, a list of offices and/or positions currently and/or previously held in the company and a passport size photograph of the candidate subject to the requirements of the Returning Officer and the Returning Officer shall include with the ballot paper or electronic ballot issued to each voter in such an election a copy of all such policy statements, lists and photographs.

BY-LAW 2: ROLE OF OFFICE BEARERS

In this By-Law a term or expression has the same meaning as ascribed to such term or expression by the Constitution of the Company.

Company Secretary

- 2.1** The Company Secretary appointed by the Council under the Constitution shall, as soon as practicable, lodge a notice with the Company of his or her address, and attend to any other matters required under the Corporations Law.

Branch Secretary

- 2.2** It is the duty of the Secretary of the Branch to keep minutes of:
- i. all elections of Committee members;
 - ii. the names of members present at meetings; and
 - iii. all proceedings at Branch meetings.

BY-LAW 3: BRANCHES

In this By-Law a term or expression has the same meaning as ascribed to such term or expression by the Constitution of the Company.

Formation of a Branch

- 3.1** The Council may by resolution constitute Branches of the Company in respect of any State or Territory. A Branch shall, subject to the control of the Council, carry out the objectives of the Company limited to the particular State or Territory.
- 3.2** A resolution under this By-Law may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in such resolution.
- 3.3** Despite any resolution under this By-Law, the Council may continue to exercise any function or power of the Company which also pertains to any Branch.
- 3.4** The Council may, by resolution, revoke wholly or in part any resolution made under this By-Law.

Elections

- 3.5** By-Law 1 applies to the conduct of elections within a Branch. Ballots for Branch committees may be held in conjunction with the National ballot.

Conduct of Branches

- 3.6** Except as indicated to the contrary in this By-Law each Branch constituted under this By-Law will conduct its affairs in accordance with the Constitution of the Company.
- 3.7** For the purposes of this By-Law where, in the Constitution a reference is made to the Council or Director, such reference will be read as a reference to the Committee of a Branch or Committee Member as the case requires.

- 3.8** Each Branch shall elect a Committee and the affairs of the Branch will be conducted by the Committee in the same way and with the same powers and restrictions as apply to the Council of the Company. The Director elected from each Branch shall, if he or she is not otherwise a member of the Committee, be an ex-officio member of the relevant Committee.
- 3.9** Each Branch Committee must consist of the Branch Office Bearers, which are the President, Secretary and not less than one ordinary Committee member.
- 3.10** In the event that the position of a Branch Office Bearer, referred to in clause 3.9, is not filled, the National President may nominate a person to hold that position.
- 3.11** The number of ordinary members of the Committee of a Branch will be no more than 20 unless otherwise determined by resolution of the committee of each branch.

Branch Meetings

- 3.12** The Branch committee shall meet monthly.
- 3.13** Two weeks notice shall be given of such Branch meetings.

BY-LAW 4: CODE OF CONDUCT

In this By-Law a term or expression has the same meaning as ascribed to such term or expression by the Constitution of the Company.

General

- 4.1** The Company's members shall at all times act in a manner which will uphold the standing and good reputation of lawyers and Australian Lawyers Alliance.
- 4.2** The Company's members shall promote the prevention of damage, loss or injury through safer products, services, workplaces and other environments.

Competence

- 4.3** The Company's members shall keep up to date with developments in law and practice relating to their field of expertise.

Obtaining Instructions - Full Members

- 4.4** The Company's members must not personally or through any other person solicit instructions from a person who by reason of some recent trauma, injury, loss or other circumstances is or might reasonably be expected to be at a significant disadvantage in dealing with the member at the time when the instructions are sought.

- 4.5** The Company's members must not personally or through any other person solicit instructions from a person in any manner that is reasonably likely to offend or distress such person or may reasonably be regarded as harassment or coercion of such person.
- 4.6** The Company's members shall not knowingly accept a referral from a person, whether an Australian Lawyers Alliance member or not, who has acted contrary to this code in obtaining such referral.

Representations and Advertising

- 4.7** The Company's members shall not personally or through an agent make representations of experience or specialist skills which they do not possess.
- 4.8** The Company's members shall not knowingly make any statement, whether to a prospective or existing client, or otherwise which may give the client false expectations.
- 4.9** The Company's members shall not engage in promotional activities that might reasonably be regarded:
- a) as being false, misleading or deceptive;
 - b) as being vulgar, obscene or sensational;
 - c) as devaluing the public protection role of lawyers;
 - d) as promoting litigation as a means of obtaining financial reward rather than fair compensation for an injury or loss sustained; or
 - e) as bringing the common law right to claim damages for injury or the adversarial system into disrepute;
 - f) as being likely to bring lawyers or the Company into disrepute.
- 4.10** The Company's members shall not use the Company's logo for advertising or marketing purposes, either personally or through their firm, except as specifically permitted by the Company. Members are however able to identify their individual membership of the Company.

Information

- 4.11** The Company's members will not disseminate any information imparted in confidence at any seminar of the Company or other educational event of the Company or from any publication of the Company to any insurer or any person who represents or is connected with an insurer.

Disputes

- 4.12** In the event of a dispute or difference arising between the Company's members, those members shall endeavour to resolve that dispute or difference among themselves prior to any other recourse unless, in the case of a dispute or difference concerning the affairs of a client, a member is specifically instructed otherwise by such client.

Directors

- 4.13** A Director must act honestly, in good faith and in the best interests of the company as a whole.
- 4.14** A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- 4.15** A Director must use the powers of office for a proper purpose, in the best interests of the company as a whole.
- 4.16** A Director must recognise that the primary responsibility is to the company's members as a whole but should, where appropriate, have regard for the interests of members of the company.
- 4.17** A Director must not make improper use of information acquired as a Director.
- 4.18** A Director must not make improper advantage of the position of a Director.
- 4.19** A Director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the company.
- 4.20** A Director has an obligation to be independent in judgement and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Council.
- 4.21** Confidential information received by a Director in the course of the exercise of directoral duties remains the property of the company from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by that company, or the person from whom the information is provided, or is required by law.
- 4.22** A Director should not engage in conduct likely to bring discredit upon the company.
- 4.23** A Director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this code.