



## CONSTITUTION

### Australian Lawyers Alliance Ltd

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## CHAPTER 1 – OBJECTIVES

1. The name of the Company is Australian Lawyers Alliance Limited (“the Company”).
2. The objective for which the Company is formed is to protect and enhance justice, equality, freedom and the rights of the individual:
  - i. to promote access to justice;
  - ii. to promote expeditious access to justice;
  - iii. to promote excellence in the provision of legal services;
  - iv. to advocate the provision of a comprehensive public legal aid system;
  - v. to preserve and expand the right to trial by jury;
  - vi. to protect and promote the rights of the injured;
  - vii. to protect and preserve the common law system of justice;
  - viii. to preserve and promote proper and adequate compensation for those who suffer injury or loss as a result of the acts or omissions of others;
  - ix. to protect and promote the rights of the disabled;
  - x. to promote legal reform which will further the interests of individuals;
  - xi. to encourage informed debate in the community concerning individual rights;
  - xii. to promote workplace health and safety and safety in product manufacturing, marketing and use;

- xiii. to facilitate the exchange of information between members of the Company;
- xiv. to affiliate, collaborate and liaise with other organisations with similar goals;
- xv. “to conduct seminars and other educational events (“events”) on any terms it thinks fit including but not limited to:
  - 1. the delivery of events by the convening of special interest groups in any areas of legal practice as determined by the company at its discretion;
  - 2. To determine the eligibility of members or any class of members as may be determined by the Company at its discretion, to attend such events, and to otherwise regulate attendance at any event.”
- xvi. to promote the achievement of the objects of the Company at both a National and State level;
- xvii. to establish communication and liaison with governments, statutory bodies, community organisations and associations;
- xviii. to facilitate and provide research, information and collation of data;
- xix. to promote the independence of the legal profession;
- xx. to oppose oppression and discrimination on the grounds of race, sex, age or religious belief;
- xxi. to promote, protect and enhance the rights and freedom of individuals;
- xxii. to promote and protect democratic systems of government;
- xxiii. to promote and preserve the continued separation of powers and the independence of the judiciary;

- xxiv. to promote equality before the law for all individuals regardless of wealth, position, sex, age, race or religious belief;
- xxv. to promote and preserve the right to the presumption of innocence and the right to silence of accused persons;
- xxvi. to subscribe to, become a member of and incorporate with any Company, club, association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the Company;
- xxvii. to purchase, take or lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and rights of privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any objects of the Company;
- xxviii. to enter into any arrangements with any government or authority, municipal, local or otherwise, that may seem conducive to the Company objects of any of them and to obtain from any government or authority any rights, privileges or concession which the Company may think it desirable to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges and concessions;
- xxix. to appoint, employ, remove or suspend such officers, employees, or agents that may be necessary or convenient for the purposes of the Company;
- xxx. to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- xxxi. to borrow or raise or secure the payment of money in such manner as the Company can secure same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), and to purchase, redeem or pay off such securities;
- xxxii. to invest and deal with the money of the Company not immediately required by it in such manner as is permitted by law for the investment of trust funds;
- xxxiii. to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- xxxiv. in furtherance of the objects of the Company to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company;
- xxxv. to take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Company's property of whatsoever kind sold by the Company, or any money due to the Company from purchasers and others;
- xxxvi. to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Company;
- xxxvii. to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company, in the shape of donations, annual subscriptions or otherwise;

- xxxviii. to print and publish any newspapers, periodicals, books or leaflets that the Company may think desirable for the promotion of its objects;
  - xxxix. in furtherance of the objects of the Company to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their members;
  - xl. in furtherance of the objects of the Company to purchase or otherwise acquire and undertake all or part of the property, assets, liabilities and engagements or any or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
  - xli. in furtherance of the objects of the Company to transfer all or any part of the property, assets, liabilities and engagements of the Company to any one or more of the companies, institutions, societies or associations with which the Company is authorised to amalgamate;
  - xlii. to make donations for patriotic or charitable purposes;
  - xliii. to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of powers of the Company.
3. The income and property of the Company, whensoever derived, shall be applied solely towards the promotion of the objects of the Company as set out in this constitution, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any member of the Company in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Company.

4. The liability of the members is limited.
5. If the Company is wound up during the term of their membership or within one year after they cease to be a member, each member undertakes to contribute to the Company's property and assets for the payment of the Company's debts and liabilities contracted before they ceased to be member and for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required from each member not exceeding twenty dollars (\$20.00).
6. Upon winding up or dissolution of the Company, any property and assets that remain after the satisfaction of its debts and liabilities shall be given or transferred to another body having objects similar to the objects of the Company and such constitution shall prohibit the distribution of its income, profit or assets among its members to an extent at least as is imposed on the Company under clause 3 of this Constitution and which is approved by the Commissioner of Taxation as a public benevolent institution for the purpose of any Commonwealth Taxation Act. The body chosen for the purposes of this clause shall be determined by the members at or before the time of dissolution and, in default thereof, by the Supreme Court of NSW.
7. True accounts shall be kept of all financial transactions of the Company and subject to any reasonable restriction as to the time and manner, such records shall be open to inspection by the members. At least once in every

year the accounts of the Company shall be examined by one or more properly qualified Auditor or Auditors.

## CHAPTER 2 - INTERPRETATION

8. (1) In this Constitution, unless the context otherwise requires -

“Branch”	means a branch of the Company established by any by-law comprising the members of a State or Territory;
“Company”	means Australian Lawyers Alliance Limited
“Council”	means the Board of Directors of the Company, including the Office Bearers
“Directors”	Members of the Company duly appointed or elected to serve on Board of the Company
“Law”	means the Corporations Law;
“Lawyer”	includes a person admitted to practice as a barrister and/or solicitor in a State and any person holding a legal qualification which, would, subject to any requirements of legal practical training or other pre-admission requirements, entitle that person to be admitted as a barrister and/or solicitor in a State;
“Office Bearer”	means a person who for the time being holds the Office President or President Elect of the Company, or President, Vice-President, Treasurer or Secretary of a Branch and “Office Bearers” is a reference to all office bearers of the Company.
“Ordinary Director”	means a Director of the Company who is not the President or President Elect of the Company

“State” means a State of the Commonwealth of Australia and includes a territory;

- (2) Division 10 of Part 1.2 of the Law applies in relation to this Constitution as if they were an instrument made under the Law as in force on the day this Constitution became binding on the Company
- (3) In this Constitution:
  - (i) a reference to a function includes a reference to power, authority and duty; and
  - (ii) a reference to the exercise of a function, includes where the function is a duty, a reference to the performance of force on the day when this Constitution became binding on the Company; and
  - (iii) except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.

### **CHAPTER 3 - PROPERTY OF THE COMPANY**

9. (1) The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company. Provided that nothing contained shall prevent the payment in good faith of remuneration to any officers or servants of the Company or to any member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being charged on similar

amounts of monies borrowed from the bankers to the Company on money borrowed from any member of the Company or reasonable and proper rent for premises demised or let by any member to the Company provided further that no monies shall be paid to any elected officer of the Company except by way of re-payment of out-of-pocket expenses and interest at reasonable rates on money lent or reasonable and proper rent for premises demised or let to the Company and except for such amount as from time to time may be approved by the Board and paid to the President as remuneration for time spent on Company business.

- (2) If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company under or by virtue of this Clause such institution or institutions to be determined by the members of the Company at or before the time of the dissolution and in default thereof by application to a Court of competent jurisdiction for determination.
- (3) The Company shall not be carried on for the purposes of financial profit or gain for itself (unless such profit or gain is intended solely to and is applied to further the objects of the Company) or of its individual members and shall not make any distribution of its assets, whether in money, property or otherwise, to its members.

## CHAPTER 4 - MEMBERSHIP

### A. CLASSES OF MEMBER

10. The Company shall consist of the following categories of members:-
- (i) full members
  - (ii) associate members of which there will be the following sub-categories:
    - (a) associate professional members
    - (b) associate academic members
    - (c) associate government members
    - (d) associate public sector or legal aid members
    - (e) associate clerk/para-legal members
    - (f) associate student members
  - (iii) honorary members
  - (iv) international members.
11. Only natural persons may be members. A person is qualified to be a member of the Company if and only if such person fulfils one of the following categories:
- (i) “full member” being a Lawyer who subscribes to and advocates the objectives of the Association and who is acknowledged by the Members of the Company as such;
  - (ii) “associate member” being person who does not meet the qualifications required of a full member but who is sympathetic to the objects of the Company and who is one of the following:-
    - (a) a person undertaking a profession in a field relevant to the aims and objects of the Company (an “associate professional member”);

- (b) a person engaged in the teaching of a course of study relevant to the aims and objects of the Company (an “associate academic member”);
  - (c) a person who is an elected representative of a State or the Commonwealth Parliament or a person employed directly by such a person (an “associate government member”);
  - (d) a person who is an employee of a government department or a state or community legal aid organisation (an “associate public sector member”);
  - (e) a person who is employed as a law clerk, Articled clerk or para-legal clerk and who does not otherwise meet any of the aforesaid criteria (an “associate clerk/para-legal member”).
  - (f) a person undertaking a course of study relevant to the aims and objects of the Company (an “associate student member”).
- (iii) “honorary member” being any person who has rendered distinguished service to any of the Company’s objects and declared by the Council as having done so.
  - (iv) “international member” being lawyer or attorney admitted to practise in a jurisdiction outside Australia who is sympathetic to the objects of the Company and who resides outside Australia.
12. (1) The Council may in its absolute discretion determine whether or not to approve each applicant for admission to membership and if so approved into what category and sub-category, if any, of membership to which such person is admitted.

- (2) The Council may require an applicant to furnish such further information as it desires before approving the admission of the applicant for membership of the Company.
- (3) Where the Council decides not to admit a person to membership of the Company the Council shall not be required to give any reason for its decision.

**B. RIGHTS OF MEMBERSHIP**

- 13. (1) Without limiting any other rights conferred on full members, a full member has the following rights:
  - (a) to be given notice of, attend and vote at any general meeting of the Company and meetings of members of the member's branch;
  - (b) to be given all notices issued to members generally and to members of the member's branch;
  - (c) to participate in seminars, discussions and other activities of the Company subject to the unfettered discretion of the Company as referred to in paragraph 2 (xv)
  - (d) to receive all services and publications of the Company on the same terms as other members subject to the unfettered discretion of the Company as referred to in paragraph 2 (xv);
- (2) (a) Subject to Clause 13(2)(b) and any other provisions of the Clauses, an associate member has all of the rights of a full member.
- (b) An associate member may not vote at any general meeting of the Company or any meetings of a branch. An associate member may not be elected or appointed to the Council or to any office of a branch.

- (c) An honorary member need not pay any membership fees. An honorary member has all of the rights of a full member other than the right to vote at general meetings of the Company or meetings of members of the member's branch.
- (d) An international member has all of the rights of a full member other than the right to vote at general meetings of the Company or meetings of members of a branch.

**C. REGISTER OF MEMBERS**

- 14. (1) The Company shall establish and maintain a register of members of the Company specifying the name and address of each person who is a member of the Company together with the date on which the name of the person was first entered in the register.
- (2) The register of members shall be kept at the principal place of administration of the Company.

**D. NOMINATION FOR MEMBERSHIP**

- 15. (1) Persons may nominate for membership by written application to the Company.
- (2) Upon receipt of an application accompanied by the membership fee as set from time to time the Company shall within 28 days enter the nominee's name in register of members and thereafter subject to the provisions of Clauses 10, 11 and 12, the nominee shall become a member of the Company.

**E. CESSATION OF MEMBERSHIP**

- 16. A person ceases to be a member of the Company if the person -
  - (i) dies; or

- (ii) resigns that membership; or
- (iii) is expelled by the Council from the Company in accordance with this Constitution; or
- (iv) ceases to be eligible for membership of the Company; or
- (v) subject to Clause 19(3)(c) has not paid the annual membership fee.

**F. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

17. A right, privilege or obligation, which a person has by reason of being a member of the Company -
- (i) is not capable of being transferred or transmitted to another person or member, except to a proxy under this Constitution for the purpose of voting only; and
  - (ii) terminates upon cessation of the person's membership.

**G. RESIGNATION OF MEMBERSHIP**

18. (1) A member of the Company who has paid all amounts payable by the member to the Company in respect of that member's membership may resign from membership of the Company by notice in writing to the Company Secretary, which becomes effective on the date on which it is received by the Company Secretary, unless a later date is specified in the notice, in which case the resignation will become effective on that later date.
- (2) Where a member of the Company ceases to be member pursuant to Clause 18(1), and in every other case where a member ceases to hold membership, the Company Secretary shall make an appropriate entry in the register of members within twenty-eight (28) days, recording the date on which the member ceased to be a member.

## H. MEMBERSHIP FEES

19. (1) Each member (other than an honorary member) is obliged to pay an annual membership fee determined by the Council from time to time according to the categories and sub-categories of membership.
- (2) An applicant for membership is obliged to pay the applicable annual membership fee at the time of the application.
- (3)
  - (a) The period of membership of a member shall in the first instance endure until 30 June following the date of the entry of such person into the register of members as provided for in Clause 15(2).
  - (b) Thereafter fees paid annually for renewal shall cause a person's membership to continue for consecutive twelve (12) monthly periods commencing 1 July each year, not withstanding the date of any subsequent payment.
  - (c) The Company may also accept multiple year memberships at its absolute discretion;
  - (d) If the fees of any member remain unpaid the Company Secretary shall cause a reminder notice to be mailed to such member at any time during the thirty (30) days following the expiration of an annual period of membership.
  - (e) If the fees of any member shall not be paid within a further thirty (30) days of the mailing of such notice, such membership shall automatically terminate by reason of such non-payment but the Council may in its absolute discretion allow for reinstatement.

## **I. MEMBERSHIP LIABILITIES**

20. The liability of a member of the Company to contribute towards the payment of the debts and liabilities of the Company or the cost, charges and expenses of the winding up of the Company is limited to the amount specified in Clause 5 of the Constitution of the Company together with any unpaid fees of the member in respect of his or her membership of the Company.

## **J. DISCIPLINING OF MEMBERS**

21. (1) Where the Council is of the opinion that a member of the Company:

- (i) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (ii) has acted in a manner prejudicial to the interests of the Company

the Council may by resolution, expel the member from membership of the Company for a specific period, an indefinite period, or permanently.

- (2) The Council may not consider a resolution under Clause 21(1) unless -

- (i) the Company Secretary has received a notice in writing signed by at least two (2) members of the Company stating that they are of the opinion that a member of the Company -

- (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution; or

- (b) has acted in a manner prejudicial to the interests of the Company and setting out the grounds upon which they base that opinion; and
  - (ii) the Council resolves that the matter warrants further consideration; and
  - (iii) the procedures set out in Clauses 21(3), (4), (5) and (6) are followed.
- (3) Where the Company Secretary has received a notice under Clause 21(2), the Company Secretary shall, as soon as practicable, bring that notice to the attention of the Council.
- (4) The Council shall then consider the matters raised in the notice, and shall determine if the matter warrants further consideration.
- (5) Where the Council has resolved that the matter warrants further consideration, the Company Secretary shall, as soon as practicable, cause a notice to be served on the member -
  - (i) setting out the resolution of the Council, the grounds on which it is based, and enclosing a copy of this Constitution;
  - (ii) stating that the member may address the Council at a meeting to be held not earlier than fourteen (14) days after service of the notice;
  - (iii) stating the date, place and time of that meeting; and
  - (iv) informing the member that the member may do either or both of the following:-
    - (a) attend and speak at that meeting;

- (b) submit to the Council at or prior to the date of that meeting written representations relating to the resolution.
- (6) At a meeting of the Council referred to in Clause 21(5), the Council shall-
  - (i) give to the member an opportunity to make oral representations;
  - (ii) give due consideration to such oral representations and any written representations submitted to the Council by the member at or prior to the meeting; and
  - (iii) by resolution determine whether to expel or to suspend the member, or to take some other course of action or no action at all.
- (7) Where the Council resolves to expel or suspend a member of the Company the Company Secretary shall, within seven (7) days after that resolution, by notice in writing inform the member of that resolution, and of the member's right of appeal under this Constitution.
- (8) A resolution of the Council expelling or suspending a member does not take effect -
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (ii) where within that period the member exercises the right of appeal, unless and until the Company confirms the resolution pursuant to Clause 21(4).

## **K. RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

22. (1) A member may appeal to the Company in general meeting against a resolution of the Council expelling or suspending the member by lodging with the Company Secretary a notice to that effect within seven (7) days after notice of the resolution is served on the member.
- (2) At a general meeting of the Company
- (i) the Council and the members shall be given the opportunity to state their respective cases orally or in writing, or both; and
  - (ii) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (3) If at the general meeting the Company passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **CHAPTER 5 - MEETINGS OF THE COMPANY**

### **A. GENERAL MEETINGS**

23. An annual general meeting of the Company shall be held in accordance with the provisions of the Law. All general meetings other than the annual general meetings shall be called extraordinary general meetings.
24. Any five Directors may whenever they think fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisition as provided by the Law.
25. Subject to the provisions of the Law relating to special resolutions and agreements for shorter notice, fourteen days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but

inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

26. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Directors and auditors, and the appointment and fixing of the remuneration of the auditors.
27. It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting include the consideration of accounts and the reports of the Directors and auditors, or the appointment of fixing of the remuneration of the auditors.

#### **B. QUORUM**

28. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, twenty members present in person shall be a quorum. For the purposes of this Clause "member" includes a person attending as a proxy.

#### **C. PROCEEDINGS AT GENERAL MEETINGS**

29. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to such other day at such other time and place as the Council may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed from the meeting, the members present (being not less than ten) shall be a quorum.
30. The President, if any, of the Board of Directors shall preside as Chair at every general meeting of the Company, or if there is no such President, or if he or she is not present within fifteen minutes after the time appointed

for the holding of the meeting or is unwilling to act, the President Elect shall preside, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members shall elect one of their number to be Chair of the meeting.

31. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
32. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (i) by the Chair;
  - (ii) by at least three members in person or by proxy;
  - (iii) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

33. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith.
34. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
35. Subject to any rights or restrictions for the time being attached to any class or classes of members;
- (i) at meetings of members or classes of members each member entitled to vote may vote in person or by proxy or by attorney; and
  - (ii) on a show of hands every person present who is a member or a representative of a member shall have one vote, and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
36. If a member is of unsound mind or is a person whose person or state is liable to be dealt with in any way under the Law relating to mental health, his or her committee or trustee or such other person as presently has the management of his or her or her estate may exercise any right of the member in relation to a general meeting as if the committee, trustee or other person were the member.
37. No member shall be entitled to vote at any general meeting unless all funds presently payable by him or her to the Company have been paid.
38. (1) An objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the voter objected to is given or tendered.

- (2) Any such objections shall be referred to the Chair of the meeting whose decision is final.
- (3) A vote not disallowed pursuant to such an objection is valid for all purposes.

**D. PROXIES**

- 39. An instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointer of his or her attorney duly authorised in writing. A proxy must be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. No member shall hold more than ten proxies except that a Director of the Company, including the President and President Elect, shall be entitled to hold more than ten proxies.
- 40. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:

<b>Australian Lawyers Alliance Ltd</b>	
I/We,	of
being a member/members of Australian Lawyers Alliance Ltd, hereby	
appoint	of
or in his or her/her absence	of
as my/our proxy to vote for me/us on my/our behalf at the	
* annual general	
* extraordinary general	
meeting of the Company to be held on the	day of
and at any adjournment of that meeting.	

This form is to be used to vote \* in favour of / \* against the resolution/ \* as the holder sees fit

Signed this                      day of

\* Strike out whichever is not desired.

41. An instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
42. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **CHAPTER 6 - NATIONAL COUNCIL**

### **A. APPOINTMENT AND REMOVAL OF DIRECTORS**

43. (1) Upon the adoption of this Constitution, the first Directors of the Company shall be the present members of the National Council of the Australian Lawyers Alliance Limited at that time.
- (2) Collectively the Directors shall constitute the National Council of the Company ("Council").

- (3) On and from 1 July 2003 the composition of the National Council will be determined in accordance with Clause 44.
44. (1) The number of Directors shall be not more than ten
- (2) All Directors of the Company shall be full members of the Company and have been so for a period of three years, subject to the discretion of the Council.
- (3) A person holding the office of President or President Elect, will be a Director of the Company for so long as such person holds office.
- (4) The Council will comprise one Director from each Branch, who resides in that Branch, plus the President and President Elect.
- (5) The term of service for each Ordinary Director shall be two years from 1 July in the year of his or her election, except as provided for in clause 44(7)
- (6) No person may serve as an Ordinary Director for more than three consecutive terms.
- (7) The term of service for Ordinary Directors commencing July 1, 2003 shall be:
- (i) One year for those Directors from Australian Capital Territory, New South Wales, Tasmania and Western Australia
  - (ii) Two years for those Directors from Northern Territory, Queensland, South Australia and Victoria
- (8) A person is disqualified from becoming or continuing to act as a Director of the Company if:
- (i) at any time (including a time before the commencement of this Constitution);

- (a) the person was convicted of an offence against or arising out of a law of the Commonwealth, a State or a foreign country being an offence in respect of dishonest conduct; or
    - (b) a civil penalty order within the meaning of the Law was made in relation to the person; or
  - (ii) The person is insolvent or under administration.
- 45. (1) The Council shall have the power at any time, and from time to time, to appoint any person to be a Director to fill a casual vacancy in accordance with Clause 44(4).
- 46. (1) The Company in general meeting may by ordinary resolution remove any Director before the expiration of his or her period of office, and may (but always subject to the limitation in Clause 45 as if a reference to the Council was a reference to the Company in general meeting) by an ordinary resolution appoint another person as a Director in his or her stead.
  - (2) Where a Director to whom a proposed resolution referred to in Clause 46(1) relates makes representations in writing to the President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Company, the President may send a copy of the representations to each member of the Company or if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- 47. Directors may be paid for travelling, hotel and other expenses properly incurred by them in connection with the business of the Company.
- 48. The office of a Director shall be vacated if he or she:

- (i) becomes bankrupt; or
- (ii) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Law relating to mental health; or
- (iii) resigns his or her office by notice in writing to the Company; or
- (iv) becomes disqualified or prohibited from being a Director by virtue of the Law; or
- (v) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his or her interest in the manner required by this Constitution; or
- (vi) is absent without the consent of the Council from the meetings of the Council held during a period of six months.

#### **ELECTION OF DIRECTORS**

49. (1) Each Director shall be elected from and by the full members of the Company by secret ballot.
- (2) The conduct of elections shall be in accordance with the by-laws of the Company.

#### **B. APPOINTMENT OF ALTERNATIVE DIRECTORS**

50. (1) A Director ("the appointor") may, with the approval of the other Directors, appoint a person from that person's branch to be an alternative Director in his or her place during such period as the Council may determine.
- (2) Except in the case where the appointor is a office bearer, the appointor must, when appointing a person as an alternative Director, appoint a person who principally resides in the same State as the appointor.

- (3) An alternative Director is entitled to notice of the meetings of the Council and, if the appointor is not present at such a meeting, is entitled to attend and to vote instead of the appointor.
- (4) An alternative Director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternative Director shall be deemed to be the exercise of the power by the appointor.
- (5) An alternative Director shall be a full member of the Company.
- (6) The appointment of an alternative Director:
  - (i) may be terminated at any time by the appointor or by the Council even though the period of the appointment of the alternative Director has not expired;
  - (ii) terminates if the appointor vacates his or her office as a Director.
- (7) An appointment or the termination of an appointment (except a termination under Clause 49(6)(ii)), of an alternative Director must be effected by a notice in writing signed by the Director who makes or made the appointment and served on the Company.

### **C. POWERS AND DUTIES OF COUNCIL**

- 51. The Council of the Company, subject to this Constitution and to any resolution passed by the Company in general meeting:
  - (i) shall control and manage the affairs of the Company;
  - (ii) may exercise all such functions as may be exercised by the Company other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Company; and

- (iii) has power to perform all such acts and do all such things as appear to the Council to be necessary or desirable for the proper management of the affairs of the Company.

52. Without limiting Clause 50, the business of the Company shall be managed by the Council, which may:

- (i) pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Law or by this Constitution required to be exercised by the Company in general meeting, subject, nevertheless, to any of this Constitution, to the provisions of the Law and to such regulations, being not inconsistent with this Constitution or provisions of the Law, as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made;
- (ii) exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party;
- (iii) from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Council, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Council under this Constitution) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to

delegate all or any of the powers, authorities, and discretions vested in him or her;

- (iv) make, vary or repeal by-laws of the Company for the further conduct of the affairs of the Company, including but not limited to:
  - (a) the formation and dissolution of branches of the Company;
  - (b) the conduct of elections including elections in branches;
  - (c) the duties and responsibilities of office bearers;

provided always that any such by-law or variation or repeal of same is consistent with this Constitution and does not effect any right, privilege or duty conferred on any person by this Constitution.

- 53. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Council may from time to time determine.
- 54. The Council shall appoint a person to the role of Company Secretary to fulfil the obligations required by the Corporations Law.
- 55. The Council shall cause minutes to be made:
  - (i) of all appointments of officers;
  - (ii) of names of Directors present at all meetings of the Company and of the Directors; and
  - (iii) of all proceedings at all meetings of the Company and of the Council.
- 56. Ordinary Directors shall attend meetings of the Committee of their Branch.



**D. OFFICE BEARERS OF THE COMPANY**

57. (1) The office bearers of the Company shall be the persons who for the time being hold the office of:
- (i) the President;
  - (ii) the President Elect;
- (2) The President Elect will serve in that office for one year, following which he or she shall serve in the office of President for one year.
- (3) The President Elect shall be elected by the full members of the Company. The election will be conducted by secret postal ballot in accordance with the election procedure in the By-Laws.
- (4) Upon assuming a position of Office Bearer, a person who is already a Director shall cease to hold the position of Ordinary Director.
- (5) The term of office for the President Elect shall commence from 1 July in the year of his or her election.
58. For the year commencing July 1, 2003, the office of President shall be elected by vote of the Company's full members.

**E. CASUAL VACANCIES**

59. For the purpose of this Constitution, a casual vacancy in an office or in a Director's position occurs if the occupant
- (i) dies;
  - (ii) ceases to be a full member of the Company;
  - (iii) becomes insolvent under administration within the meaning of the legislation applicable in the member's branch of residence;

- (iv) resigns from a Directorship by notice in writing given to the Company Secretary;
- (v) is removed from Directorship under this Constitution;
- (vi) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (vii) is absent without the consent of the Council from meetings of the Council held during a period of six (6) months; or
- (viii) becomes ineligible to hold office or to be a Director.

#### **F. PROCEEDINGS OF COUNCIL**

60. (1) The Council may meet together for the dispatch of business adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the President or President Elect shall on the requisition of a Director summon a meeting of the Council by written notice (which shall specify the general nature of business and be posted by prepaid registered mail in order that it would in the ordinary course of post reach each Director in Australia not later than seven days prior to the date of the meeting). A Director who is for the time being out of the Commonwealth of Australia shall only be entitled to receive notice of a meeting of the Council if he or she has given notice in writing to the Company of an address for the giving of notices of meetings to him or her.
- (2) The Council shall meet together four times in each year and on such other occasions as is necessary for the proper conduct of the business and administration of the Company.
61. Subject to this Constitution questions arising at any meeting of Council shall be decided by a simple majority of votes of the Directors present at any meeting (“the Majority”) and a determination by the Majority shall for

all purposes be deemed a determination of the Directors, save that the President shall have a casting vote.

62. (1) No Director shall be disqualified by his or her office from holding any office or place of profit in the Company or in any Company in which this Company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be avoided nor shall any Director be liable to account to the Company for any profits or realised by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established but the nature of the interest of such Director must be declared by him or her at the meeting of the Council at which the contract or arrangement is first taken into consideration if his or her interest then exists or in any other case at the first meeting of the Council after the acquisition of his or her interest.
- (2) If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of his or her interest shall be made at the first meeting of the Council held after he or she becomes so interested.
- (3) A Director notwithstanding his or her interest may be counted in the quorum present at any meeting but shall not vote in respect of any contract or arrangement in which he or she is interested.
- (4) A general notice that a Director is a member of any specified firm or Company is to be regarded as an interest in all transactions with that firm or Company shall be sufficient declaration under this Clause as regards such Director and the transactions and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or Company.

- (5) It shall be the duty of a Director appointed by Council to record in the minutes any declaration made or any general notice given by a Director in pursuance of this Clause.
63. The quorum necessary for the transaction of the business of the Council shall be not less than six.
64. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to the Constitution of the Company as the necessary quorum of Directors, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company, but for no other purpose.
65. The President will preside over meetings of Council but if the President is unwilling or unable to so preside, and if the President Elect is unwilling or unable to so preside, then the Council may elect a Chairperson of their meetings and determine the period for which he or she is to hold office; but if no Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
66. (1) All acts done by any meeting of the Council or of a Committee of Council shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
- (2) A resolution which has been signed by 50% of all Directors for the time being entitled to receive notice of a meeting of the council, each such Director voting in favour of the resolution in writing, signed by all the Directors for the time being entitled to receive notice of a meeting of the Council, shall be valid and effectual as if

it had been passed at a meeting of the Council duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors.

## **G. COMMITTEES OF DIRECTORS**

67. The Directors may delegate any of their powers to committees ("Committee of Directors") consisting of such members of their body as they think fit. Any Committee of Directors so formed shall in the exercise of the powers so delegated conform to any by-law or direction that may be imposed on it by the Council. The Directors may appoint other persons to assist or advise any Committee of Directors from time to time as they see fit.

68. A Committee of Directors formed pursuant to Clause 67 shall refer all decisions taken by the Committee of Directors to the next meeting of the Council following the date of the Committee of Directors' decision.

69. The President shall appoint the Chairperson of a Committee of Directors. If at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

70. A Committee of Directors may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority vote of the members present. A quorum for a meeting shall not be less than two members of the Committee of Directors.

## **H. INDEMNITY OF DIRECTORS**

70A. The Company may indemnify a director against liability for costs and expenses incurred by that person in her or his capacity as officer or agent of the Company and within her or his authority:

- (1) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
  - (2) in connection with an application, in relation to any such proceedings, in which the court grants relief to the person under law; or
  - (3) in respect of any personal undertaking or guarantee provided by an officer of the Company arising out of conduct by the officer on behalf of the Company and acting in good faith.
- 70B. The directors of the Company will indemnify each other and every other director of the Company in respect of any personal undertaking or guarantee provided by any one or more of the directors of the Company to someone other than the Company arising out of conduct by the director/s on behalf of the Company and acting in good faith.

## **CHAPTER 7 - MISCELLANEOUS**

### **A. AUDIT**

71. (1) The auditor or auditors shall be appointed at each annual general meeting in such manner as the Council determines. The auditor(s) shall examine all accounts, vouchers, receipts, books etc and furnish a report thereon to the members at the annual meeting. Audits shall be conducted at regular intervals of not more than twelve (12) months.
- (2) An auditor shall not be a member or closely related to a Director.
- (3) Subject to Clause 71(4) hereof notice of the intention to nominate an auditor to replace the current auditor shall be given to the Company Secretary at least twenty-one (21) days before the annual general meeting. The Company Secretary shall send a copy of the nomination to the current auditor at least seven (7)

days before the annual general meeting and request an indication whether he or she wishes to be heard at such annual general meeting.

- (4) Where the current auditor resigns or notifies the Company Secretary of his or her intention not to seek re-appointment as auditor, Clause 71(3) hereof shall not apply.

#### **B. FUNDS - SOURCE**

72. (1) The funds of the Company shall be derived from annual subscriptions of members, donations, sales, proceeds from activities and such other sources as the Council shall from time to time determine.
- (2) All money received by the Company shall be deposited as soon as practicable and without deduction to the credit of a bank account of the Company.

#### **C. FUNDS - MANAGEMENT**

73. Subject to any resolution passed by the Company in a general meeting, the funds of the Company shall be used in pursuance of the objects of the Company in such manner as the Council determines.

#### **D. ALTERATION OF CONSTITUTION**

74. This Constitution may be altered, rescinded or added to only by a special resolution of the Company.

#### **E. CUSTODY OF BOOKS**

75. Except as otherwise provided by this Constitution, all records, books and other documents relating to the Company shall be kept at the Registered Office of the Company.

## **F. INSPECTION OF BOOKS ETC**

76. The records, books and other documents of the Company shall be open to inspection, by a full member of the Company at any reasonable hour upon fourteen days notice to the Company Secretary.

## **G. ACCOUNTS**

77. The Council shall cause proper accounting and other records to be kept and shall distribute copies of balance sheets as required by the Law.

## **I. NOTICES**

78. (1) For the purposes of this Constitution a notice may be given by the Company to any member or Director either personally or by sending it by post to him or her at his registered address, or (if he or she has no registered address) by airmail, post, facsimile, or email where appropriate to the address, if any, supplied by him or her to the Company for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where notice is sent by facsimile, service of the notice shall be deemed to have been effected on the date appearing on the transmission report. Where notice is sent by email, service of the notice shall be deemed to be effected by properly addressing the message to the email address supplied by the member, and effected on the date the message was sent.
- (2) Sending a notice through the Australian Document Exchange system (DX) or by facsimile or email shall be deemed to be sending by pre-paid post.

- (3) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (i) every member except those members who (having no registered address) have not supplied to the Company an address for the giving of notices to them; and
  - (ii) the Auditor for the time being of the Company.
- (4) No other person shall be entitled to receive notices of general meetings.

#### **K. INDEMNITY**

79. Every Director, Managing Director, Agent, Auditor and any other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the Law in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty, or breach of trust.