

CONSTITUTION OF WOMEN LAWYERS' ASSOCIATION OF SOUTH AUSTRALIA

1. Name and objects

- 1.1 The name of the Association is "Women Lawyers' Association of South Australia" ("the Association").
- 1.2 The objects of the Association are:
- (a) to achieve justice and equality for all women;
 - (b) to further understanding of and support for the legal rights of women;
 - (c) to identify, highlight and eradicate discrimination against women inherent in the legal system and in the community generally;
 - (d) to advance equality for women in the legal profession;
 - (e) to create and enhance awareness of women's contribution to the practice and development of the law;
 - (f) to make recommendations or submissions on law reform;
 - (g) to provide a professional and social network for women lawyers;
 - (h) to do all such other things as may be incidental to the attainment of such objects;
 - (i) any other objects as the Association may in General Meeting decide.

2. Membership

- 2.1 Membership of the Association shall consist of:
- (a) Ordinary Members as defined in clause 2.2;
 - (b) Corporate Members as defined in clause 2.3;
 - (c) Honorary Members as defined in clause 2.4;
 - (d) Associate Members as defined in clause 2.5.
- 2.2 Ordinary Members
- (a) Ordinary Members must:
 - (i) hold a law degree, or
 - (ii) be studying for a law degree, or
 - (iii) be otherwise eligible to practise law in South Australia, and
 - (iv) agree to accept and abide by the objects of the Association.
 - (b) Applicants for Ordinary Membership must make application to the Association in writing in such form as may be determined by the Committee from time to time.
 - (c) The Committee may decline any application for Ordinary Membership.
 - (d) Each Ordinary Member shall be entitled to one vote at any meeting of the Association at which they are present.

- (e) For the avoidance of doubt, it is not a requirement that Ordinary Members hold a practising certificate or be in active practice of the law.

2.3 Corporate Members

- (a) Corporate Members must:
 - (i) be a partnership, firm, incorporated entity or similar body;
 - (ii) have a contractual relationship with one or more persons who satisfy the requirements of an Ordinary Member as defined in clause 2.2 as a director, principal, partner, employee or similar; and
 - (iii) agree to accept and abide by the objects of the Association.
- (b) Applicants for Corporate Membership must make an application to the Association in writing in such form as may be determined by the Committee from time to time.
- (c) The Committee may decline any application for Corporate Membership.
- (d) Upon approval by the Committee of an application for Corporate Membership all persons who:
 - (i) have a contractual relationship with the Corporate Member as either a director, principal, partner, employee or similar; and
 - (ii) satisfy the requirements of an Ordinary Member as defined in clause 2.2shall be entitled to the benefits attaching to Corporate Membership as determined by the Committee from time to time.
- (e) Persons satisfying the requirements set out in clause 2.3(d), but who are not Ordinary Members in their own right, shall:
 - (i) each be entitled to attend any meeting of the Association;
 - (ii) not be entitled to vote at any meeting of the Association; and
 - (iii) not be entitled to be elected as an Office Bearer or Committee Member of the Association.
- (f) Each Corporate Member shall be entitled to one vote at any meeting of the Association exercised by one delegate of the Corporate Member at which the delegate is present.

2.4 Honorary Members

- (a) The Committee may confer honorary membership of the Association upon any person who in the opinion of the Committee is fit to receive honorary membership.
- (b) Honorary members shall not be entitled to vote at any meeting of the Association.

2.5 Associate Members

- (a) Associate Members must
 - (i) be interested in or associated with the practice of law in South Australia; and
 - (ii) agree to accept and abide by the objects of the Association.

- (b) Applicants for Associate Membership must make application to the Association in writing in such form as may be determined by the Committee from time to time.
- (c) The Committee may decline any application for Associate Membership.
- (d) Associate members shall not be entitled to vote at any meeting of the Association.

2.6 Membership shall cease on:

- (a) For an Ordinary Member, Corporate Member and Associate member:
 - (i) Resignation in writing delivered to the Secretary of the Association.
 - (ii) Non renewal of membership within three months following expiry.
- (b) For an Honorary member, by resignation in writing delivered to the Secretary of the Association.

2.7 Membership may be suspended or terminated by not less than three-quarters majority vote of all members present at a Committee or General Meeting.

2.8 A member whose membership is suspended or terminated in accordance with clause 2.7 may on not less than 2 weeks written notice require the suspension or termination to be reconsidered at the next General Meeting.

2.9 The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

2.10 Patron

The Committee shall from time to time agree on a person to be appointed as Patron of the Association. The Founding Patron of the Association was Dame Roma Mitchell. The next Patron, who remained the Patron at the time of the last amendment to this Constitution, was Margaret Nyland AM.

2.11 Membership Fees

The Committee may decide from time to time upon the subscription charge to be paid by Ordinary, Corporate and Associate Members.

3. Governance of the Association

3.1 The Committee

The conduct of the affairs of the Association shall be vested in the Committee which shall consist of not less than 6 and not more than 12 Ordinary Members being:

- (a) the Office Bearers of the Association;
- (b) any Ordinary Member who volunteers at Annual General Meeting to serve as a Committee Member; and
- (c) any person co-opted by the Committee to fill a vacancy on the Committee for the balance of the term in respect of which the vacancy has arisen.

~~3.2 Interim Committee~~

- ~~(a) In order to facilitate the establishment of the Association, the Committee shall prior to the first Annual General Meeting consist of 4 Individual Members who shall be the interim Office Bearers of the Association.~~

~~(b) For the purposes of meetings of the Interim Committee 2 Interim Office Bearers shall constitute a quorum.~~

3.2 Associate Committee Members

Associate Committee Members may be appointed by the Committee from time to time. The number of Associate Committee Members appointed at any time will be capped to ensure the total of ordinary Committee Members and Associate Committee Members does not exceed 15.

Associate Committee Members do not have voting rights at Committee meetings.

3.3 Representative Members

The Association is keen to ensure that the Committee is represented by a broad cross-section of Members and accordingly may appoint from time to time, Representative Members from the following areas:

- a) Country practitioners;
- b) Barristers;
- c) Law students.

Representative Members do not have voting rights at Committee Meetings.

3.5.4 Term of Committee Service

The term of service of each Committee Member shall be the period between each Annual General Meeting, and each Committee Member shall be eligible for re-election or re-appointment at each Annual General Meeting.

3.5.5 Meetings of the Committee

- (a) At a meeting of the Committee ~~63~~ Committee members shall constitute a quorum.
- (b) Any resolution of the Committee shall be passed by a simple majority.
- (c) Each Committee Member (except for Associate Committee members) shall have one vote with the President being entitled to a casting vote in the event of a deadlock.
- (d) Committee meetings may be conducted in person, by telephone, by electronic means or by a combination of any of these means.
- (e) Meetings of the Committee may be convened upon the giving of reasonable notice to each Committee member.

3.6 Sub-Committees

- (a) Sub-committees of the Committee may be formed to facilitate work of the Committee which promotes the objects of the Association.
- (b) The structure of the sub-committees will be determined by the Committee and may include Associate Committee Members.
- (c) One or two chairperson(s) are to be appointed by the Committee to each sub-committee.
- (d) The chairperson(s) of each sub-committee is to report to the general Committee at each meeting of the Committee.

3.7 Office Bearers

The Office Bearers of the Association shall be the President, Vice-President, Secretary and Treasurer who shall be elected by the -Members entitled to vote at the Annual General Meeting.

3.8 Committee Members

- (a) At the Annual General Meeting the Office Bearers shall be elected first, followed by the appointment of the remainder of the Committee members.
- (b) A Committee Member shall cease to hold office upon absence from three successive Committee Meetings without explanation acceptable to the Committee.
- (c) A Committee Member shall be permitted to resign at any time by written notice to the Committee.
- (d) A Committee Member having a conflict of interest on a matter before the Committee must declare the interest to the Committee, which must then decide whether the Committee Member may vote on the matter.

4. General Meetings

- 4.1 General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objects of the Association.
- 4.2 Written notice of not more than 28 days and not less than 7 days of all General Meetings shall be distributed to all Members entitled to vote.
- 4.3 Ordinary Members and each Corporate Member shall be entitled to one vote at any General Meeting at which they are ~~present~~present, either in person or by proxy.
- 4.4 A quorum at any General Meeting shall be 10 ~~Members~~ who are entitled to vote or two-thirds of the Members who are entitled to vote either in person or as proxy, whichever is less.
- 4.5 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of the Members who are entitled to vote and are present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.
- 4.6 A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 Members who are entitled to vote, specifying the business to be conducted at the meeting.
- 4.7 The Annual General Meeting should be held at least once in each calendar year and not more than three months after the close of the financial year which shall be 30 June unless altered at an Annual General Meeting.
- 4.8 The business of the Annual General Meeting shall be:
 - (a) To confirm the minutes of the preceding Annual General Meeting;
 - (b) To receive the President's report for the previous financial year;
 - (c) To receive the Treasurer's report and the financial statements for the previous financial year;
 - (d) To elect or re-elect the Office Bearers and Committee Members who must consent in person or in writing; and
 - (e) To conduct any other business placed on the agenda before the commencement of the meeting.

5. Voting

5.1 Voting shall be by show of hands except that the meeting may by show of hands require any vote to be by secret ballot.

~~5.15.2~~ The exception to clause 5.1 is the election of Office Bearers and Committee Members at the Annual General Meeting which will be conducted by secret ballot.

~~5.~~ Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Committee but such persons may not vote.

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6. Proxies

6.1 A member shall be entitled to appoint in writing a natural person who is also an Ordinary Member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

6.2 An Ordinary Member is limited to holding no more than 3 proxies at any general meeting of the Association.

7. President

7.1 The President at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.

7.2 The President shall chair Committee and General Meetings except that in the absence of the President or at the request of the President or of a majority of the meeting another Ordinary Member may be elected as the meeting's chairperson.

7.3 The President together with the Secretary shall prepare the agenda for Committee and General Meetings.

7.4 The President shall encourage full balanced participation in meetings by all Ordinary Members and shall decide on matters of order.

7.5 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The President or Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

8. Secretary

8.1 The Secretary shall give notice of meetings in accordance with the provisions of this constitution.

8.2 The Secretary shall cause records to be kept of the Association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.

8.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another Ordinary Member shall be elected as minutes secretary.

8.4 The Secretary shall be the Public Officer of the Association.

9. Income, Property and Accounts

- 9.1 The income and property of the Association are to be applied solely towards the promotion of the objects and purposes of the Association and no portion is to be paid or transferred directly or indirectly to any member of the Association, save in accordance with clause 8.11.
- 9.2 The financial year of the Association runs from 1 July in a calendar year until 30 June in the following calendar year.
- 9.3 The Treasurer must maintain or open such bank accounts as the Committee thinks necessary, into which all money received is to be paid.
- 9.4 Cheques or electronic payments are to be drawn on the bank account of the Association only for the payment of expenditure that has been authorised by the Committee.
- 9.5 The Treasurer is to keep accounts of:
 - (a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) the assets and liabilities of the Association.
- 9.6 The accounts are to be open to the inspection of the Ordinary and Corporate Members of the Association at times fixed by the Committee.
- 9.7 The Treasurer is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such manner as the Committee directs and must present a Treasurer's report at each Committee meeting.
- 9.8 The Treasurer is to receive all moneys paid to the Association and must issue receipts.
- 9.9 The Committee may provide the Treasurer with a sum to meet urgent expenditure subject to such conditions as the Committee imposes.
- 9.10 All cheques or electronic payments are to be signed or approved by any 2 members of the Committee.
- 9.11 The Committee may pay to a member of the Association:
 - (a) remuneration in return for services actually rendered to the Association by the member or for goods supplied to the Association by the member in the ordinary course of business;
 - (b) reimbursement of expenses incurred by the member on behalf of the Association, including but not limited to expenses incurred for attendance by the member to events or interstate meetings; or
 - (c) interest at a rate not exceeding current bank interest rates on money lent to the Association by the member.

10. Amendment of Constitution & Rules

- 10.1 This constitution may be repealed or amended by resolution of three-quarters of Members entitled to vote who are present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposed repeal, alteration or amendment has been distributed to all Members entitled to vote.
- 10.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting (unless subsequently disallowed at a General Meeting), provided that not less than 7

days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all members.

11. Finance & Property

- 11.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified by the Association against any personal loss in respect of such liability.
- 11.2 The Association shall not be dissolved except by approval of not less than three-quarters of Members entitled to vote who are present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all Members entitled to vote.
- 11.3 In the event of dissolution, all assets of the Association are to be paid to such organisation or organisations (being organisations the objects of which accord with the objects of the Association) as shall be decided by resolution passed at the General Meeting, carried by three-quarters of the Members entitled to vote who are present and voting at the meeting and under no circumstances shall assets of the Association or any of them be distributed to the members of the Association.
- 11.4 In the event of the Association being wound up every Ordinary and Corporate Member of the Association and every person who within the period of 12 months preceding the commencement of the winding up was an Ordinary or Corporate Member of the Association is liable to contribute to the assets of the Association for:
- (a) payment of debts or liabilities of the Association; and
 - (b) the costs, charges and expenses of the winding up.
- 11.5 A contribution from an Ordinary or Corporate Member under clause 10.4 is not to exceed the amount of the current subscription.

12. Powers

- 12.1 The association shall have all the powers conferred by section 25 of the *Associations Incorporations Act 1985*.

13. Auditor

- 13.1 The Committee shall appoint an auditor when necessary.