

**DATED 23 August 1996**

**[incorporating all amendments up to 25 November 2010]**

**RULES FOR AN INCORPORATED ASSOCIATION**

**VICTORIAN WOMEN LAWYERS' ASSOCIATION INC**

## RULES FOR AN INCORPORATED ASSOCIATION

### 1. NAME

- 1.1 The name of the incorporated association is **VICTORIAN WOMEN LAWYERS' ASSOCIATION INC** (in these rules called 'the Association').

### 2. INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears:

'**Committee**' means the Executive Committee of the Association. (Amended AGM 29 November 2007)

'**Financial year**' means the year ending 30 June.

'**General Meeting**' means a general meeting of Members convened in accordance with rule 12.

'**Member**' means a member of the Association.

'**Ordinary Member of the Committee**' means a member of the Committee who is not an officer of the Association under rule 22.

'**the Act**' means the *Associations Incorporation Act 1981*.

'**the Regulations**' means regulations under the Act.

- 2.2 In these rules, a reference

- (a) to the secretary of an Association is a reference:

- (i) where a person holds office under these rules as secretary of the Association, to that person; and
- (ii) in any other case, to the public officer of the Association.

(b) to 'she' and to 'her' is to be read as including a reference to 'he' and to 'him' if the context permits. (Added AGM 2007)

- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

### 3. OBJECTS

- 3.1 The objects of the Association are:

- (a) to remove barriers and increase opportunities for participation by, and advancement of, women in the legal profession in Victoria by, without limitation:
  - (1) providing a common meeting ground for women lawyers;
  - (2) fostering the continuing education and development of women lawyers in all matters of legal interest;
  - (3) encouraging and providing for the entry and retention and advancement of women in the legal profession;
  - (4) participating as a body in matters of interest to the legal profession;

- (5) advancing equality for women in the legal profession;
- (6) creating and enhancing awareness of women's contribution to the practice and development of the law;
- (7) providing a professional and social network for women lawyers; and
- (b) to promote the understanding and support of women's legal and human rights by, without limitation:
  - (1) identifying, highlighting and eradicating discrimination against women in law and in the legal system; and
  - (2) achieving justice and equality for all women. (New objects inserted 25 November 2010)

#### 4. MEMBERSHIP

4.1 Membership of the Association consists of:

- (a) ordinary members;
- (b) honorary members; and
- (c) associate members.

4.2 A person is eligible to be an ordinary member of the Association if she is:

- (a) admitted to practice as a barrister or solicitor of the Supreme Court of any State or Territory of the Commonwealth of Australia, or in any other part of the British Commonwealth; or
- (b) is a graduate in Law of any University within the Commonwealth of Australia.

4.3 The Committee may from time to time accept applications for associate membership from persons it considers are supportive of the objects of the Association. Without limiting the Committee's discretion, a person may be eligible to be an associate member of the Association if she is enrolled in either a degree in Law or in a degree combining Law and another discipline.

4.4 The Committee may confer honorary membership on any person in recognition of outstanding contributions to law and/or to the Association.

4.5 Conferring of honorary membership will be in accordance with procedures as approved from time to time by the Committee of the Association. (Added – AGM 29 November 2007)

4.6 The Committee will consider all applications for ordinary and associate membership, whether submitted on line or in hard copy and

- (a) where an application is approved by the Committee, the Secretary shall, with as little delay as practicable, notify the applicant in writing that the application is approved for membership of the Association and if not already submitted with the application request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee and the first year's annual subscription
- (b) where the Committee rejects the application, the Secretary must as soon as practicable, notify the applicant in writing that the application has been rejected and refund any fees paid on submission of the application for membership. (Amended AGM 29 November 2007)

- 4.7 The secretary shall, upon payment of the amounts referred to in clause 6.2 within the period referred to in that clause, enter the applicant's name in the register of Members and, upon the name being so entered, the applicant becomes a Member of the Association.
- 4.8 Ordinary members shall be entitled to one vote at a general meeting of the Association. Honorary and Associate members shall not have voting rights.
- 4.9 A person who ceases for any reason to be a member of the Association remains liable for any annual subscription or other money which may be due to the Association at the time of ceasing to be a member, but she does not have any interest in or claim against the funds or property of the Association.
- 4.10 Persons shall cease to be eligible for membership of the Association if the person:
- (a) dies;
  - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with her creditors, or makes any assignment of her estate for their benefits;
  - (c) becomes of unsound mind;
  - (d) resigns her membership by notice in writing addressed to the Committee;
  - (e) fails to pay any subscription which is due; or
  - (f) is advised in writing by the Committee that she is no longer an appropriate person to be a member.

## 5. **PATRON**

- 5.1 The Committee may from time to time appoint a person to act as Patron of the Association.
- 5.2 The founding Patron at the time of incorporation shall be His Honour, the Chief Justice of the Supreme Court of Victoria, Justice John Harber Phillips.

## 6. **ANNUAL SUBSCRIPTION**

- 6.1 The Committee may decide from time to time upon an Annual Subscription charge to be paid by each category of members. The Committee may determine that a discount apply to certain groups of applicants for membership. Without limiting the Committee's discretion a discount membership fee may apply for ordinary members who are members of the Women Barristers' Association, employed solicitors of law firms that are major sponsors of VWL, for country and interstate members and for associate members, who are students. (Amended AGM 27 November 2007)
- 6.2 The first subscription is payable upon admission to the Association and covers the period from the date of admission up to and including the 30 June in the year of admission to membership. The
- 6.3 Committee may determine that the first subscription paid by a member covers a longer period where the date of admission is within the final three months of the membership year. (Inserted 25 November 2010)
- 6.4 Subsequent subscriptions are due and payable at the conclusion of the Annual General Meeting in each year.
- 6.5 A member whose annual subscription remains as at 30 June in any year becomes an unfinancial member. (Amended 25 November 2010)

- 6.6 The Committee may cancel the membership of any unfinancial member.
- 6.7 An unfinancial ordinary member is not eligible for election to the Committee or any sub-Committee.
- 6.8 An unfinancial ordinary member is not entitled to vote at any election or meeting of the Association.

## 7. REGISTER OF MEMBERS

- 7.1 The secretary shall keep and maintain a register of Members in which shall be entered the full name, address and date of entry of the name of each Member and the register shall be available for inspection and copying by Members upon request.
- 7.2 The secretary shall make in the register of Members an entry recording the date on which the Member by whom notice was given in accordance with clause 4.9(d), ceased to be a Member.

## 8. EXPULSION OF MEMBER

- 8.1 Subject to these rules, the Committee may by resolution:
- (a) expel a Member from the Association; or
  - (b) suspend a Member from membership of the Association for a specified period;  
if the Committee is of the opinion that the Member:
    - (c) has refused or neglected to comply with these rules; or
    - (d) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.
- 8.2 A resolution of the Committee under clause 8.1:
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under clause 8.3 confirms the resolution in accordance with this clause; and
  - (b) where the Member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.
- 8.3 Where the Committee passes a resolution under clause 8.1, the secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Member that she may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and

- (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that she wishes to appeal to the Association in general meeting against the resolution.

8.4 At a meeting of the Committee held in accordance with clause 8.2, the Committee:

- (a) shall give to the Member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the Member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution.

8.5 Where the secretary receives a notice under clause 8.3, she shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

8.6 At a general meeting of the Association convened under clause 8.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member shall be given an opportunity to be heard; and
- (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

8.7 If at the general meeting:

- (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any case, the resolution is revoked.

## **9. Disputes and Mediation** (Added AGM 29 November 2007)

Subject to these rules and more specifically subject to clause 8 (Expulsion of Member):

9.1 The grievance procedure set out in this rule applies to disputes under these rules between—

- (a) a Member and another Member; or
- (b) a Member and the Association.

9.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

9.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

9.4 The mediator must be—

- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement—
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee; or
  - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

9.5 A Member of the Association can be a mediator.

9.6 The mediator cannot be a Member who is a party to the dispute.

9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

9.8 The mediator, in conducting the mediation, must—

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

9.9 The mediator must not determine the dispute.

9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 9. ANNUAL GENERAL MEETING

9.1 The Association shall in each calendar year convene an annual general meeting of its Members.

9.2 The annual general meeting shall be held on such day at such place as the Committee determines.

9.3 The annual general meeting shall be specified as such in the notice convening it.

9.4 The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
- (c) to elect officers of the Association and the Ordinary Members of the Committee; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

9.5 The annual general meeting may transact special business of which notice is given in accordance with these rules. (Amended AGM 27 November 2007)

9.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## 10. SPECIAL GENERAL MEETING

All general meetings other than the annual general meeting shall be called special general meetings.

## **11. CONVENING SPECIAL GENERAL MEETINGS**

- 11.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause 11.1, more than 15 months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 11.2 The Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a special general meeting of the Association.
- 11.3 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the Members making the requisition and be sent to the address of the secretary and may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 11.4 If the Committee does not cause a special general meeting to be held within 1 month after the date on which the requisition is sent to the address of the secretary, the Members making the requisition, or any of them may convene a special general meeting to be held not later than 3 months after that date.
- 11.5 A special general meeting convened by Members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **12. NOTICE OF MEETING**

- 12.1 The secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each Member of the Association at the address appearing in the register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12.3 A Member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **13. PROCEEDINGS AT MEETINGS**

- 13.1 All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business. (Amended AGM 29 November 2007)
- 13.2 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.3 Five Members personally present (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 13.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and



(unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) shall be a quorum.

#### 14. **CHAIRPERSON**

14.1 The Convenor or in the Convenor's absence, the Assistant Convenor, shall preside as chairperson at each general meeting of the Association.

14.2 If the Convenor and the Assistant Convenor are absent from a general meeting, the Members present shall elect one of their number to preside as chairperson at the meeting.

#### 15. **ADJOURNMENT**

15.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

15.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

15.3 Except as provided in clauses 15.1 and 15.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### 16. **RESOLUTIONS**

A question arising at a general meeting of the Association shall be determined on a shown of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a shown of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.

#### 17. **VOTES**

17.1 Upon any question arising at a general meeting of the Association, a Member has 1 vote only.

17.2 All votes shall be given personally or by proxy.

17.3 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

17.4 An Associate or Honorary Member is not entitled to vote on any matter or to be elected to the Committee or any sub-committee.

#### 18. **POLLS**

18.1 If at a meeting a poll on any question is demanded by not less than 3 Members, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18.2 A poll that is demanded on the election of a chairperson or on a question of any adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairperson may direct.

19. **ENTITLEMENT TO VOTE**

A Member is not entitled to vote at any general meeting unless all moneys due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

20. **PROXY**

20.1 Each Member shall be entitled to appoint another Member as the Member's proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

20.2 The notice appointing the proxy shall be in the form set out in Appendix 2.

21. **EXECUTIVE COMMITTEE** (Amended AGM 29 November 2007)

21.1 The affairs of the Association shall be managed by a Executive Committee

21.2 The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the Members of the Association;
- (c) subject to these rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association;
- (d) may form such sub-committee as it thinks fit and co-opt members to such sub-committees;
- (e) shall have the power to make public statements on behalf o the Association; and
- (f) may at any time make such by-laws as it thinks conducive to the attainment of any of the objects of the Association or for regulating the business of the Association and may rescind, replace or amend any of the by-laws.

22. **OFFICERS**

22.1 The officers of the Association shall be:

- (a) a Convenor;
- (b) an Assistant Convenor;
- (c) a treasurer; and
- (d) a secretary;

all of whom shall be ordinary members.

22.2 The provisions of rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in clause 22.1.

22.3 Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.

22.4 In the event of a casual vacancy in any office referred to in clause 22.1, the Committee may appoint ~~one of its Members~~ an ordinary member of the Association to the vacant office and the Member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment. (Amended AGM 27 November 2008)

## 23. COMMITTEE MEMBERS

23.1 Subject to section 23 of the Act, the Committee shall consist of:

- (a) the officers of the Association; and
- (b) 3 members, who shall be ordinary members of the Association;

each of whom shall be elected at the annual general meeting of the Association in each year (Amended AGM 29 November 2007 and AGM 27 November 2008)

23.2 The Committee shall also include:

- (a) the retiring Convenor as an ex officio member; and
- (b) any other member, who is an ordinary member of the Association, as may be appointed by the Committee from time to time.

(Inserted AGM 29 November 2007 and amended AGM 27 November 2008)

23.3 Each Ordinary Member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of election but is eligible for re-election.

23.4 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## 24. ELECTION OF OFFICERS

24.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Committee may be made in writing (which may be endorsed on the form of the nomination) and delivered to the Secretary of the Association by the date fourteen days immediately preceding the date of the annual meeting. [Amended: Annual General Meeting, 25 November 1999]

24.2 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

24.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

24.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

24.5 The ballot for the election of officers and Ordinary Members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

24.6 In order to facilitate the establishment of the Association, the Committee shall, for the period prior to the first annual general meeting, be constituted as an Interim Committee and shall consist of those persons appointed by the group of persons who constitute the Steering Committee.

24.7 For the purposes of meetings of the Interim Committee, 4 members shall constitute a quorum.

## 25. VACANCY OF OFFICE

25.1 For the purposes of these rules, the office of an officer of the Association or of any Ordinary Member of the Committee becomes vacant if the officer or member:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the *Corporations Law*;
- (c) resigns his or her office by notice in writing given to the secretary;
- (d) dies;
- (e) becomes of unsound mind; or
- (f) fails, without leave granted by the Committee, to attend 3 consecutive meetings of the Committee.

## 26. PROCEEDINGS OF COMMITTEE

26.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.

26.2 Special meetings of the Committee may be convened by the Convenor or by any 4 of the members of the Committee.

26.3 Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

26.4 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

26.5 No business shall be transacted unless a quorum is present and if within twenty minutes of the time appointed for the meeting a quorum is not present the members present at the meeting may adjourn the meeting to a convenient future date to be notified to the members not present at the meeting.

26.6 At meetings of the Committee:

- (a) the Convenor or in the Convenor's absence the Assistant Convenor shall preside; or
- (b) if the Convenor and the Assistant Convenor are absent, such 1 of the remaining members of the Committee as may be chosen by the members present shall preside.

(Amended AGM 29 November 2007)

26.7 Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

26.8 Each member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the person presiding at the meeting) is entitled to 1 vote and, in the event of an equality of the votes on any question, the person presiding may exercise a second or casting vote.

26.9 The Convenor is an ex-officio member of any sub-committee.

26.10 At a meeting of a sub-committee 2/3 of the members of that sub-committee constitute a quorum.

26.11 Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to the Member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the Member at his or her usual or last known place of abode at least 2 business days before the date of the meeting.

26.12 Subject to clause 26.4 the Committee may act notwithstanding any vacancy on the Committee.

## 27. **SECRETARY**

27.1 The secretary of the Association shall:

- (a) keep minutes of the resolutions and proceedings of each general meeting, annual general meeting and each Committee meeting in books provided for that purpose together with a record of the names of persons present at Committee meetings;
- (b) shall keep copies of all correspondence;
- (c) shall keep a record of the names and addresses of all members of the Association; and
- (d) shall keep such other books and records as the Committee may determine.

## 28. **TREASURER**

The treasurer of the Association:

- (a) shall collect and receive all moneys due to the Association, issue any receipts and make all payments authorised by the Association;
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (c) shall keep a register of all assets, both real property and otherwise, of the Association;
- (d) shall keep all general records, accounting books and records of receipt and expenditure connected with the operations and business of the Association in such manner as the Committee directs; and
- (e) shall present a Treasurer's report at each Committee meeting.

## 29. **REMOVAL OF MEMBER OF COMMITTEE**

29.1 The Association in general meeting may by resolution remove any Member of the Committee before the expiration of the Members' term of office and appoint another Member in his or her stead to hold office until the expiration of the term of the first mentioned member.

29.2 Where the Member to whom a proposed resolution referred to in clause 29.1 makes representations in writing to the secretary or president of the Association (not exceeding a reasonable length) and requests that they be notified to the Members of the Association, the secretary or the president may send a copy of the representations to each Member of the Association or, if they are not so sent, the Member may require that they be read out at the meeting.

## 30. **CHEQUES, INCOME AND ACCOUNTS**

30.1 The assets and income of the Association are to be applied solely for the promotion of the Association's objects in accordance with the provisions of this Constitution and no portion of assets and income of the Association shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Association provided that

nothing herein shall prevent the payment on good faith of remuneration, benefit or superannuation permitted by this Constitution to an officer, employee, director, or member of the Association in return for any services actually rendered to the Association or expenses reasonably incurred by any of them in the management or administration of the affairs of the Association or reasonable and proper rental for any premises leased to the Association. [Amended: General Meeting, 9 August 2007]

- 30.2 The Committee must open such bank accounts as it thinks necessary into which all money received is to be paid by the Treasurer.
- 30.3 Cheques are to be drawn on the bank account of the Association only for the payment of expenditure that has been authorised by the Committee.
- 30.4 The accounts are to be open for inspection by the members of the Association at times fixed by the Committee.
- 30.5 The Committee may provide the Treasurer with a sum to meet urgent expenditure subject to such conditions as the Committee imposes.
- 30.6 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments must be signed by at least 2 members of the Committee.
- 30.7 The Committee may receive the cheques drawn by the Association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits, or demands that may be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender of those cheques to the Association.
- 30.8 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; or
  - (b) re-imbusement of expenses incurred by the member on behalf of the Association; or
  - (c) interest at a rate not exceeding current bank interest rates on money lent to the Association by the member; or
  - (d) a reasonable and proper sum by way of rent for premises let to the Association by the member.

## 31. **SEAL**

- 31.1 The common seal of the Association shall be kept in the custody of the secretary.
- 31.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of 2 members of the Committee or of 1 member of the Committee and the public officer of the Association.

## 32. **RULES AND PURPOSE**

These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## 33. **NOTICES**

- 33.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the address shown in the register of Members.

33.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

#### 34. **DISSOLUTION OF ASSOCIATION**

34.1 The Association may only be dissolved:

- (a) by resolution passed by a General Meeting carried by three-quarters of the ordinary members present and voting at a General Meeting; or
- (b) if financial membership drops to 5 or less members.

34.2 Notice of a proposed resolution to dissolve the Association must be given in writing to the Secretary.

34.3 Upon receipt of a proposed resolution, the Secretary must call a General Meeting.

34.4 Notice in writing of the General Meeting must be circulated to all members at least 21 days before the date of the meeting.

34.5 In the event of the organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members. [Amended: General Meeting, 9 August 2007]

34.6 In the event of the Association being wound up:

- (a) every member of the Association; and
- (b) every person who within the period of 12 months preceding the commencement of the winding up, was a member of the Association is liable to contribute to the assets of the Association for:
  - (i) payment of debts or liabilities of the Association; and
  - (ii) the costs, charges and expenses of the winding up.

34.7 A contribution from a member under clause 34.6 must not exceed the amount of the current subscription.

#### 35. **CUSTODY OF RECORDS**

35.1 Except as otherwise provided in these rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

35.2 All accounts, books, documents and securities of the Association shall be available for inspection and copying by any Member of the Association upon request.

#### 36. **FUNDS**

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

#### 37. **ALTERATION OF THE CONSTITUTION**

37.1 The Constitution may only be altered by resolution approved in a General Meeting by a majority of not less than three-quarters of the ordinary members present and voting at the meeting.

- 37.2 Notice of a proposed resolution at the meeting to alter the Constitution must be given in writing to the Secretary.
- 37.3 Upon receipt of a proposed resolution, the Secretary must, within 21 days of receipt, call a General Meeting.
- 37.4 A notice calling a General Meeting must set out in full the proposed resolution to alter the Constitution.
- 37.5 The Secretary must supply a copy of the Constitution without charge and upon request to any member.

## 38. INDEMNITY AND INSURANCE

- 38.1 Every person who is or has been an officer of the Association or an Ordinary Member of the Committee is entitled to be indemnified out of the property of the Association against:
- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
  - (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,
- unless:
- (c) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
  - (d) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.
- 38.2 The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been an Officer of the Association or an Ordinary Member of the Committee against liability incurred by the person in that capacity, including a liability for legal costs, unless:
- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
  - (b) the contract would, if the Association paid the premium, be made void by statute.



**Appendix 1**

**APPLICATION FOR MEMBERSHIP**

**Victorian Women Lawyers' Association**

I, \_\_\_\_\_  
of \_\_\_\_\_  
\_\_\_\_\_ (occupation), desire to become a Member  
of Victorian Women Lawyers' Association. In the event of my admission as a Member, I agree to  
be bound by the rules of the Association for the time being in force.

.....  
Date

.....  
Signature of Applicant

I, \_\_\_\_\_  
a Member of the Association, nominate the applicant, who is personally known to me, for  
membership of the Association.

.....  
Date

.....  
Signature of Proposer

I, \_\_\_\_\_  
a Member of the Association, nominate the applicant, who is personally known to me, for  
membership of the Association.

.....  
Date

.....  
Signature of Seconder

**Appendix 2**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_

of \_\_\_\_\_

being a Member of Victorian Women Lawyers' Association hereby appoint \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_,

being a Member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on \_\_\_\_\_ 200\_\_ and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution set out below:

.....  
Date

.....  
Signature