

# Victorian Women Lawyers Association Inc.

## Executive Charter



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WOMEN  
LAWYERS**

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## 1. Introduction

### 1.1 Purpose

- (a) Victorian Women Lawyers (**VWL**) is a voluntary association that represents women lawyers in Victoria. Its purpose is outlined in the Rules of the Association (**Rules**), contained in Annexure A.
- (b) The affairs of VWL are conducted by a committee in accordance with Part 4 of the Rules (**Voting Executive**) with the assistance of the co-chairs of each VWL committee.
- (c) The Voting Executive is accountable to the members of VWL.
- (d) The conduct of the Voting Executive is governed by the Rules.
- (e) In accordance with Rule 42(3)(b) of the Rules the Voting Executive may establish committees consisting of members with terms of reference the Voting Executive considers appropriate (**VWL Committees**).
- (f) This Charter's purpose is to assist and guide members of the Voting Executive and VWL Committee Co-Chairs in the performance of their roles.
- (g) This Charter provides a framework for ensuring the Executive Committee is accountable to members of VWL.

### 1.2 Review of Charter & Inconsistencies

- (a) The Voting Executive recognises the benefit of reviewing this Charter from time-to-time, with an objective of continually enhancing governance. This Charter operates as a "working document" to be reviewed on an as needs basis.
- (b) The Charter was adopted by Voting Executive on 12 August 2020.
- (c) To the extent there is any inconsistencies between this Charter and the Rules, the Rules will prevail.

## 2. Voting Executive

The Voting Executive are appointed in accordance with the Rules.

### 2.1 Responsibilities of All Voting Executive Members

In accordance with the Rules the responsibility of all Voting Executive members includes, but is not limited to:

- (a) regular attendance at monthly meetings of Voting Executive (**Voting Executive Meetings**) (1 hour);
- (b) regular attendance at monthly meetings of the Voting Executive and Committee Co-Chairs (**General Executive Meetings**) (1 hour);
- (c) attendance at :
  - (i) sponsorship events;

- (ii) the annual general meeting (or any general meeting called); and
- (iii) Planning Day;
- (d) regular attendance at functions and events organised by VWL;
- (e) undertaking project work appointed by the President;
- (f) succession planning for continuation of role,
- (g) providing input into decisions of the Voting Executive; and
- (h) voting on decisions of VWL.

## **2.2 President**

In addition to the responsibilities of all Voting Executive members, and in accordance with the Rules the role and responsibility of the President includes, but is not limited to:

- (a) convening and presiding as Chairperson at general meetings of VWL, Voting Executive and General Executive Meetings;
- (b) approving all outgoing correspondence on behalf of VWL;
- (c) acting as spokesperson for VWL;
- (d) liaising with heads of other associations;
- (e) overseeing activities of the committees; and
- (f) the President may from time to time nominate Voting Executive members to act as portfolio officers for VWL, including but not limited to;
  - (i) Communications Officer;
  - (ii) Membership Engagement Officer;
  - (iii) Mentoring Officer;
  - (iv) Mooting Officer;
  - (v) Regional and Suburban Officer; and
  - (vi) Sponsorship Officer.

## **2.3 Vice-President**

In addition to the responsibilities of all Voting Executive members, and in accordance with the Rules the role of the Vice-President includes, but is not limited to:

- (a) preside as Chairperson at general meetings of VWL and meetings of the Executive Committee, in the event of the President's absence; and
- (b) assisting the President in all the presidential responsibilities.

## **2.4 Treasurer**

In addition to the responsibilities of all Voting Executive members, and in accordance with the Rules the role of the Treasurer includes, but is not limited to:

- (a) collecting and receiving all monies due to VWL, issuing any receipts and making all payments authorised by the Voting Executive;
- (b) keeping correct accounts and books showing the financial affairs of VWL with full details of all receipts and expenditure connected with the activities of VWL;
- (c) keeping a register of all assets of the VWL;
- (d) keeping all general records, accounting books and records of receipt and expenditure connected with the operations and business of VWL in such manner as the Voting Executive directs;
- (e) presenting a Treasurer's report at each Voting Executive meeting; and
- (f) ensuring VWL complies with all legislation governing the financial status and activities of VWL.

## **2.5 Secretary**

In addition to the responsibilities of all Voting Executive members, and in accordance with the Rules the role of the Secretary includes, but is not limited to:

- (a) preparing and distributing an agenda for each Voting Executive meeting and Executive Committee meeting;
- (b) advising members of general meetings;
- (c) keeping minutes of the resolutions and proceedings of each general meeting, Voting Executive meeting and each Executive Committee meeting, together with a record of the names of persons present at each such meeting;
- (d) distributing minutes of each meeting to the Voting Executive, Executive Committee or general members as appropriate;
- (e) keeping copies of all correspondence;
- (f) keeping a record of the names and addresses of all members of VWL; and
- (g) keeping other such books and records as the Voting Executive may determine.

## **2.6 Voting Executive and General Executive Meetings**

- (a) Notices of meetings will be in accordance with the Rules.
- (b) A quorum for a meeting shall be determined in accordance with the Rules.
- (c) Voting Executive members are expected to prepare for and attend each Voting and General Executive meeting.

- (d) Co-Chairs are expected to prepare for and attend each General Executive Meeting.
- (e) RSVPs or apologies for non-attendance should be directed to the Secretary as soon as practicable.
- (f) All meetings must be able to be attended remotely either by video link or telephone.
- (g) Voting Executive members and Co-Chairs are asked to allocate time, as needed, to attend and participate in allocated meetings and other occasional business or events as identified and invited by the President, Vice President or Voting Executive.
- (h) Meeting times will be scheduled to limit the imposition on members' time.
- (i) Should a Voting Executive members or Co-Chairs want to see the VWL take action on a particular issue or submission whereby a policy statement is made, that member should in the first instance discuss the proposal with the President and Vice President.

### **3. VWL Committees**

#### **3.1 VWL Committee Co-Chairs**

- (a) Each VWL Committee will have two Committee Co-Chairs.
- (b) **Appointment of Committee Co-Chairs**
  - (i) Each year at least one month prior to the annual general meeting each VWL Committee will submit its proposed Co-Chairs for the next 12 month period.
  - (ii) The Voting Executive may require further information from each proposed Co-Chair as to their suitability for the role of Co-Chair.
  - (iii) The Voting Executive will confirm the Committee Co-Chairs for each Committee.
  - (iv) The Voting Executive may appoint Co-Chairs of their choosing where no suitable candidate is proposed by a VWL Committee itself.
- (c) The role of the Committee Co-Chairs includes, but is not limited to:
  - (i) convening and chairing monthly meetings of the committee (1 hour), including preparing and circulating an agenda to committee members prior to each meeting and oversee preparation and circulation of minutes after each meeting;
  - (ii) regular attendance at General Executive Meetings (1 hour);
  - (iii) consistent and regular reviews the activities of the committee to ensure that the activities meet the objectives of the committee and VWL;

- (iv) submitting the following:
  - (A) a brief committee report to the Secretary for inclusion in the Agenda to each Executive Committee meeting;
  - (B) one-page committee report to the Publications Committee for inclusion in VWL's annual magazine (**Portia**); and
  - (C) committee report for inclusion in the Annual Report on request by the President.
- (v) liaising with the their committee regarding issues raised at General Executive meetings;
- (vi) liaising with the President and other members of the Voting Executive as required;
- (vii) identifying and pursuing projects and conducting functions in accordance with the purpose of VWL and the specific objectives of that committee;
- (viii) encouraging and supporting member participation in committee projects and activities;
- (ix) planning for succession; and
- (x) referring any required expenditure to the Voting Executive for approval in accordance with this Charter.

### **3.2 VWL Committee Membership**

- (a) The criteria for membership of a VWL Committee are:
  - (i) membership of VWL;
  - (ii) regular attendance at VWL Committee meetings (usually one hour each month) and extraordinary meetings as necessary;
  - (iii) availability to make project based time commitment tailored to project & individual capacity; and
  - (iv) commitment to and enthusiasm for the aims and objectives of the VWL Committee.

### **3.3 VWL Committee Meetings**

- (a) VWL Committee members are required to attend all meetings practicable or to provide apologies for absence in advance.
- (b) If a VWL Committee member fails to attend three or more meetings without reason, they may be removed from the relevant committee.
- (c) Catering for VWL Committee Meetings is to be arranged by the chair of each meeting paid for by VWL. Catering costs are capped at \$10 per person, or such other amount as decided by the Voting Executive.



- (d) Except in the instance of an extraordinary meeting, notice of any VWL Committee meeting should be given to required attendees one month in advance.
- (e) RSVPs or apologies for non-attendance should be directed to the chair of the meeting as soon as practicable.
- (f) All VWL Committee Meetings must be able to be attended remotely either by video link or telephone.

### **3.4 Current Committees**

In accordance with the Rules the Voting Executive may from to time establish VWL Committees and determine their terms of reference.

- (a) The VWL Committees as at the date of this Charter are as follows:
  - (i) Diversity and Inclusion;
  - (ii) Justice;
  - (iii) Law Reform;
  - (iv) Networking;
  - (v) Outreach;
  - (vi) Publications;
  - (vii) Sponsorship;
  - (viii) Women in the Public Sector; and
  - (ix) Work Practices,

in the event the Voting Executive varies the terms of reference of any VWL Committee, dissolves a VWL Committee or establishes a new VWL Committee this Charter will be varied.

### **3.5 Diversity and Inclusion**

The aims of the Diversity and Inclusion Committee are to champion the rights of, and work to promote equality and opportunities for members who identify as:

- (a) culturally and linguistically diverse;
- (b) Aboriginal and Torres Strait Islander;
- (c) having a disability; and/or
- (d) LGBTIQA+.

### **3.6 Justice**

The aim of the Justice Committee is to bring justice and human rights related issues that affect women to the attention of VWL members by:

- (a) promoting justice;

- (b) providing a forum for justice related issues to be addressed by VWL;
- (c) initiating functions and projects which address justice related issues;
- (d) providing informative summaries in Portia of topical justice related issues;
- (e) supporting the Voting Executive's action and/or potential submissions on justice related matters that invite a VWL response/comment; and
- (f) creating and maintaining links with other justice related groups.

### **3.7 Law Reform**

The Law Reform Committee aims to work towards law reform; promoting the understanding and support of women's legal and human rights, by:

- (a) monitoring State and Federal government law reform activities, particularly in areas of interest to VWL;
- (b) preparation of submissions;
- (c) fostering relationships with other law reform organisations; and
- (d) leading publicity in relation to law reform issues.

### **3.8 Networking**

The Networking Committee aims to:

- (a) develop and foster events which support the aims of VWL;
- (b) develop a range of events. The range includes events focusing on career development, legal issues, practice development, networking and socialising;
- (c) develop events which are of interest to people at different stages in their careers and from different areas of practice;
- (d) provide committee members with an opportunity to develop some new skills and relationships; and
- (e) encourage relationships with like organisations.

### **3.9 Outreach**

The Outreach Committee aims to support and establish relationships with regional, suburban and other members with limited access or connection to Melbourne CBD by:

- (a) expanding VWL's digital outreach offerings;
- (b) ensuring that members in regional and suburban areas have access to VWL and feel supported and included by VWL;
- (c) undertaking projects to expand and broaden the membership of VWL in respect of regional and suburban members;

- (d) supporting participation of student members in VWL initiatives, particularly those students in regional and suburban areas;
- (e) ensuring members who identify as having a disability are supported and included in VWL initiatives and have access to VWL events; and
- (f) building relationships with regional and suburban law associations and law student associations.

The composition of the Outreach Committee is a representative model comprising of members from across Victoria at various stages of their career.

### **3.10 Publications**

The Publications Committee is responsible for:

- (a) developing and fostering projects which enhance ability of VWL to communicate with its members and wider community;
- (b) supporting the needs of the Voting Executive and other VWL Committees in relation to communications related projects;
- (c) supervising and assist the production of Portia including formation of an editorial sub-committee and writing of articles according to the Portia Guidelines contained at Annexure B;
- (d) updating the VWL website, as and when required by the Voting Executive to ensure it exists as an effective communication tool for VWL;
- (e) preparing and distributing the VWL's monthly email newsletter (**VWLlist**);
- (f) assisting the Communications Officer with organising and co-ordinating the submission of monthly '*According to Merit*' articles in the Law Institute of Victoria's Journal, as needed; and
- (g) providing committee participants with an opportunity to develop new skills, relationships and profile.

### **3.11 Sponsorship**

The Sponsorship Committee, led by the Sponsorship Officer is responsible for co-ordinating and liaising with the sponsors of the VWL to ensure the ongoing support and success of VWL and purpose, including:

- (a) identifying and communicating with potential new sponsors;
- (b) facilitating the sponsorship and hosting of VWL events by sponsors;
- (c) facilitating the sponsorship and support of VWL projects and submissions; and
- (d) providing updates and insights to the sponsors regarding achievements and relevant matters concerning the VWL, its sponsors and its members.

### **3.12 Women in the Public Sector**

The Women in the Public Sector Committee aims to provide a forum for women lawyers (whether practising as lawyers or not) in local, State and Federal government firms, agencies, departments and statutory bodies to:

- (a) share experiences;
- (b) learn about career progression for women in the public sector; and
- (c) network with each other and the wider legal community.

### **3.13 Work Practices**

The Work Practices Committee aims to:

- (a) advance equality for women in the legal profession;
- (b) encourage and provide for the entry of women into the legal profession and their advancement within the legal profession;
- (c) participate as a body in matters of interest to the legal profession;
- (d) create and enhance awareness of women's contribution to the practice and development of the law; and
- (e) to provide:
  - (i) a professional and social network for women lawyers;
  - (ii) educational seminars and research reports on issues relevant to women working in the legal profession;
  - (iii) an opportunity to effect cultural changes in the legal profession;
  - (iv) a forum for the exchange of views by peer support and mentoring; and
  - (v) a voice for women lawyers on issues affecting women in the legal profession.

## **4. Procedures and Protocols**

### **4.1 Performance Evaluation**

- (a) The Voting Executive will review its own performance and contribution to meeting the objectives of VWL on an annual basis, taking into account the Rules and this Charter.
- (b) The Voting Committee may also review from time to time the performance of individual Voting Committee members and Committee Co-Charis to seek and provide feedback in relation to the member's performance of their role and responsibilities.

### **4.2 Planning Day**

- (a) Planning day takes place annually before or around the opening of the legal year for the Victorian Legal Profession.

- (b) Planning Day will occur on a weekend day.
- (c) Each member of the Voting Executive and Co-Chair must attend.
- (d) The purpose of Planning day is to propose and table the events, major projects any amendments to the Rules and finance issues for the new year.
- (e) Co-Chairs of each committee must provide summaries of their committee's plans for the year and a calendar of their proposed events.

#### **4.3 Events**

All events must meet with VWL's purpose as set out in the Rules and be conducted in accordance with this Charter and Annexure C - Event Protocols.

#### **4.4 Projects**

All projects undertaken by VWL must meet with VWL's purpose as set out in the Rules and be conducted in accordance with this Charter and Annexure D - Project Protocols.

#### **4.5 Commitment to Diversity**

VWL is committed to making a concerted effort to champion and promote the diverse nature of the legal profession all VWL members and the community large. VWL's Diversity and Inclusion Statement forms part of this Charter (Annexure E).

**ANNEXURE A - Rules of Victorian Women Lawyers Association Inc**

# RULES OF VICTORIAN WOMEN LAWYERS' ASSOCIATION INC

DATED 22 NOVEMBER 2017

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## **Rules of Victorian Women Lawyers' Association Inc**

### **Note**

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

### **PART 1—PRELIMINARY**

#### **1 Name**

The name of the incorporated association is "Victorian Women Lawyers' Association Incorporated".

#### **Note**

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

#### **2 Purposes**

The purposes of the association are—

- (1) to remove barriers and increase opportunities for participation by, and advancement of, women in the legal profession in Victoria by, without limitation—
  - (a) providing a common meeting ground for women lawyers;
  - (b) fostering the continuing education and development of women lawyers in all matters of legal interest;
  - (c) encouraging and providing for the entry and retention and advancement of women in the legal profession;
  - (d) participating as a body in matters of interest to the legal profession;
  - (e) advancing equality for women in the legal profession;
  - (f) creating and enhancing awareness of women's contribution to the practice and development of the law;
  - (g) providing a professional and social network for women lawyers; and
- (2) to promote the understanding and support of women's legal and human rights by, without limitation—
  - (a) identifying, highlighting and eradicating discrimination against women in law and in the legal system; and
  - (b) achieving justice and equality for all women.

#### **3 Financial year**

The financial year of the Association is each period of 12 months ending on 30 June.

## 4 Definitions

In these Rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***associate member*** means a member referred to in rule 14(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46;

***Committee*** means the Committee having management of the business of the Association;

***committee meeting*** means a meeting of the Committee held in accordance with these Rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 23(3);

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 22;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***financial year*** means the 12 month period specified in rule 3;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member*** means a member of the Association;

***member entitled to vote*** means a member who under rule 13(2) is entitled to vote at a general meeting;

***special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

***the Act*** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

***the Registrar*** means the Registrar of Incorporated Associations.

## PART 2—POWERS OF ASSOCIATION

### 5 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf; and
  - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

### 6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—if this is done in good faith on terms no more favourable than if the member was not a member.

## **PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **7 Minimum number of members**

The Association must have at least 5 members.

#### **8 Who is eligible to be a member**

- (1) Membership of the Association consists of:
  - (a) ordinary members;
  - (b) honorary members; and
  - (c) associate members.
- (2) A person is eligible to be an ordinary member of the Association if he, she or they 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.
- (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 he, she or they is enrolled in either a degree in Law or in a degree combining Law and another discipline.
- (4) The Committee may confer honorary membership on any person in recognition of outstanding contributions to law and/or to the Association.
- (5) Conferring of honorary membership will be in accordance with procedures as approved from time to time by the Committee of the Association.

#### **9 Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application (whether in hard copy or online) stating that the person—
  - (a) wishes to become a member of the Association; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) must be signed (for hard copy applications) or acknowledged electronically (for online applications) by the applicant; and
  - (b) may be accompanied by the joining fee (as determined by the Committee from time to time).

#### **10 Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

## **11 New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
  - (b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Association and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership; or
  - (b) the person pays the joining fee.

## **12 Annual subscription and fee on joining**

- (1) The Committee may decide from time to time upon an annual subscription charge to be paid by each category of members.
- (2) The Committee may determine that a discount apply to certain groups of members. Without limiting the Committee's discretion, a discount membership fee may apply for ordinary members who are members of the Women Barristers' Association, for employed solicitors of law firms that are major sponsors of the Association, for country and interstate members, for associate members and for students.
- (3) The Committee may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Committee.
- (4) Subsequent subscriptions are due and payable as at 30 June each year.
- (5) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **13 General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
  - (f) to inspect the register of members.

(2) A member is entitled to vote if—

- (a) the member is a member other than an associate member or honorary member; and
- (b) more than 10 business days have passed since he, she or they became a member of the Association; and
- (c) the member's membership rights are not suspended for any reason.

#### **14 Associate members**

(1) Associate members of the Association include—

- (a) any person admitted as an associate member in accordance with rule 8(3) ; and
- (b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

#### **15 Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

#### **16 Ceasing membership**

(1) The membership of a person ceases on resignation, expulsion or death.

(2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

(3) 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 he, she or they does not have any interest in or claim against the funds or property of the Association.

#### **17 Resigning as a member**

(1) A member may resign by notice in writing given to the Association.

##### **Note**

Rule 74(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

(2) A member is taken to have resigned if—

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable—

- (i) the Secretary has made a written request to the member to confirm that he, she or they wishes to remain a member; and
- (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he, she or they wishes to remain a member.

## **18 Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) the date of becoming a member;
    - (iv) if the member is an associate member, a note to that effect;
    - (v) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

### **Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

## **Division 2—Disciplinary action**

## **19 Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

## **20 Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

## 21 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he, she or they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to subrule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he, she or they wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.



- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **24 Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

## **Division 3—Grievance procedure**

### **25 Application**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **26 Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

## **27 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

## **28 Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party 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 throughout the mediation process.
- (2) The mediator must not determine the dispute.

## **29 Failure to resolve dispute by mediation**

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

## PART 4—GENERAL MEETINGS OF THE ASSOCIATION

### 30 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (ii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### 31 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

#### Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

### 32 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- (4) A special general meeting convened by members under subrule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

### **33 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

#### **Note**

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **34 Proxies**

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he, she or they sees fit.
- (4) If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 33 must—
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.

### **35 Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **36 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 35) of at least 50 members or 10% of the members entitled to vote, whichever is the lesser.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 32—the meeting must be dissolved;

#### **Note**

If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.

- (b) in any other case—
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **37 Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.

#### **Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **38 Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

### **39 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

#### **Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

### **40 Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **41 Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5—COMMITTEE**

### **Division 1—Powers of Committee**

#### **42 Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (3) The Committee may—
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate; and
  - (c) from time to time appoint a person or persons to act a Patron/s of the Association.

#### **43 Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Committee and duties of members**

#### **44 Composition of Committee**

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) an Immediate Past President; and
- (e) ordinary members (if any) elected under rule 53.

#### **45 General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.



- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

**Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **46 President and Vice-President**

- (1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **47 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

**Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 18; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75; and
  - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

## **48 Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - (d) ensure that payments are authorised by at least 2 Committee members, and cheques are signed by 2 authorised signatories who are not authorisers of the payment.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee members and tenure of office**

## **49 Who is eligible to be a Committee member**

A member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

## **50 Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

## **51 Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- (2) An eligible member of the Association may—
  - (a) nominate himself, herself or themselves; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **52 Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- (4) On his, her or their election, the new President may take over as Chairperson of the meeting.

## **53 Election of ordinary members**

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## **54 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
  - (2) The returning officer must not be a member nominated for the position.
  - (3) Before the ballot is taken, each candidate may make a short speech in support of his, her or their election.
  - (4) The election must be by secret ballot.
  - (5) The returning officer must give a blank piece of paper to—
    - (a) each member present in person; and
    - (b) each proxy appointed by a member.
  - (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
  - (7) If the ballot is for more than one position—
    - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
    - (b) the voter must not write the names of more candidates than the number to be elected.
  - (8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
  - (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
-

- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

## **55 Term of office**

- (1) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **56 Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he, she or they—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without a written explanation deemed satisfactory by the Committee or without a formal leave of absence under rule 67; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

### **Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

## **57 Filling casual vacancies and co-opting**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 56;
  - (b) was not filled by election at the last annual general meeting; or
  - (c) where, at the discretion of the Committee, additional ordinary members should be co-opted to the Committee until the next annual general meeting

- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Committee**

##### **58 Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

##### **59 Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

##### **60 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

##### **61 Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

##### **62 Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **63 Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of at least four (4) committee members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

### **64 Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.
- (6) The Committee may also pass a resolution if all committee members who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by committee members if the wording of the resolution and statement is identical in each copy. The resolution is taken to be passed, as if it had been passed unanimously at a duly convened committee meeting, when the Secretary has evidence that the last committee member has signed it.

### **65 Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

#### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

**66 Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 65.

**67 Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

### 68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### 69 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories who are not authorisers of the payment.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### 70 Financial records

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his, her or their custody, or under his, her or their control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.



## **71 Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

### 72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### 73 Registered address

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address—  
the postal address of the Secretary.

### 74 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to the Secretary; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

### 75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

#### Note

See note following rule 18 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

## **76 Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) In the event of the winding up or the cancellation of the incorporation of the Association, any liability of a member or past member of the Association to contribute to the assets of the Association to cover the debts or liabilities of the Association or the costs, charges or expenses of the winding up or cancellation of the incorporation of the Association must not exceed the amount of the current annual subscription as determined by the Committee in accordance with these rules.
- (4) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- (5) The body to which the surplus assets are to be given must be decided by special resolution.

## **77 Alteration of Rules**

These Rules may only be altered by special resolution of a general meeting of the Association.

### **Note**

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Association is taken to have adopted its own rules, not the model rules.

## **78 Indemnity and insurance**

- (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.
- (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.

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## **ANNEXURE B - Portia Guidelines**

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The Publications Committee is principally responsible for the production of *Portia*.

*Portia* is an annual publication which provides a forum for members to discuss issues and share anecdotes relevant to women working in the law and update members on the achievements of VWL and VWL's future initiatives.

### **Objectives**

*Portia* aims to be a reader-friendly forum for exploring and promoting the interests and concerns of VWL members.

The Publications Committee will appoint Editors for *Portia*. The Editors of *Portia* welcome contributions from either members or non-members.

### **Submitting Articles & Author Details**

The length and subject of an article should be discussed with the Editors. As a guide, there are approximately 600-650 words to a page.

The Editors will only accept articles in final form, which have been proof-read and spell checked before submission. When submitting articles please also ensure you submit an Article Submission Form (attached), along with electronic copies of any photographs (see below).

The Editors reserve the right to edit articles. The Editors will use their best endeavours to preserve the substance and integrity of an article, and to consult with the author to verify any substantial changes. However, you will not be consulted about minor or cosmetic amendments. Therefore, you should advise the Editors if you would like to review your edited article before it is published.

Articles should be submitted by email as a Microsoft Word attachment to the Editor. Contact details for the Editors are found on VWL's website ([www.vwl.asn.au](http://www.vwl.asn.au)):

### **Formatting**

Articles should be sent to the Editors generally unformatted. Paragraph breaks and sub-headings can, and should be used.

Endnotes should be used rather than footnotes. Authors should try to limit the number of endnotes, and incorporate endnote text into the article if possible.

### **Photographs**

The Editors request that the author provide a high-quality digital head and shoulders photograph for publication. The Editors encourage authors to submit any other graphics, images, and photographs (supplied in digital format if possible), to accompany the article.

The Editors will return any graphics or photographs provided to the author unless otherwise arranged.

An original photograph or other artistic work may be protected by copyright law. The author must ensure the photographer has granted permission for the photograph(s) to appear in *Portia*, and should provide a caption for each photograph, along with the name of the photographer, for the purpose of crediting the photographer.

**Disclaimer**

Every edition of *Portia* must contain the following disclaimer:

*“This journal is published by the Victorian Women Lawyers Association. The views expressed by contributors are those of the authors and not necessarily representative of the Victorian Women Lawyers Association or its members. No responsibility will be accepted by the Victorian Women Lawyers Association or its members for the accuracy of information contained in this text”.*

## **ANNEXURE C - Event Protocols**

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### **Event Proposals**

- (a) Event proposals must be presented to and approved by the Voting Executive at least two months prior to the event date.
- (b) Event proposals should be in the prescribed format as notified by the Voting Executive from time to time and at a minimum should include details of proposed expenditure in relation to:
  - (i) speakers fees;
  - (ii) catering;
  - (iii) venue costs;
  - (iv) gifts for speakers;
  - (v) photographers; and
  - (vi) any other relevant costs,

and details of proposed ticket costs as well as a statement as to how the event meets with VWL's overarching purpose and meets with the VWL Diversity and Inclusion Statement.

### **Expenditure**

- (c) When using suppliers and incurring expenses for an event, at least three quotes must be obtained from similar suppliers.
- (d) All proposals and requests for VWL to cover event expenditure must be accompanied by written quotes from the relevant supplier and an explanation of why the supplier is the preferred option.
- (e) All expenditure must be approved by the Voting Executive. Approval will not be given where a written proposal and quotes are not provided for review.

### **Speakers**

- (f) If a speaker is travelling from interstate:
  - (i) economy fares will be purchased;
  - (ii) if an overnight stay can be avoided, it is VWL's preference that the event time facilitate same day travel;
- (g) VWL may, at the Voting Executive's discretion reimburse transport fares or parking costs for the speaker.

### **Venues**

- (h) If an event requires the use of a host firm as venue, the event organisers must contact the Sponsorship Officer prior to submitting an event proposal.

## Event Promotion

- (i) It is the responsibility of the event organiser to prepare event promotion materials and to obtain photographs and biographies of speakers and facilitators.
- (j) The event organisers must ensure that all promotional material have been prepared for the event, including the draft flyer, social media materials, website event blurb and digital invite, which must be provided to the Voting Executive 5 weeks in advance of the event for approval. Any information required for social media promotion should also be sent to the Communications Officer.
- (k) If the event may be eligible for CPD points the following wording should be included on the flyer:
 

*This event contains content that may meet the CPD needs of lawyers, according to the Uniform CPD (Solicitors) Rules 2015. If this session does meet CPD needs, you may claim 1 CPD point for each hour of attendance (breaks not included).*
- (l) Once the flyer is approved by the Voting Executive, the Voting Executive will arrange for a registration page to be on VWL's website.
- (m) An email will be sent to all VWL members advertising the event 4 weeks in advance.

## Event Co-Ordination

- (n) One week prior to the event the event organisers must arrange:
  - (i) gifts for speakers required (to be co-ordinated with the President);
  - (ii) attendee guest list and name tags for the event (if required); and
  - (iii) the VWL banner to be at the venue.
- (o) If the event organisers wish to conduct a post-event survey they must notify the Membership Engagement Officer at least one week prior to the event.
- (p) Where possible events should be recorded to enable access by rural, regional and suburban members. The event organisers should co-ordinate with the Voting Executive to arrange recording and publishing. The event organisers will be responsible for obtaining permission from speakers to record.

## Event Acknowledgements

- (q) Every event must commence with an acknowledgement of the traditional owners of the land on which the event is occurring. The acknowledgement given may be in the following forms:
  - (i) **Generic** — this should be used if you don't know the name of the people on whose land you are gathered, or if there are disputes about the land (multiple Aboriginal peoples identify as Traditional Custodians for that area). The words are:

*'I would like to begin by acknowledging the Traditional Custodians of the land on which we gather today, and pay my respects to their Elders past, present and emerging. I extend that respect to Aboriginal and Torres Strait Islander peoples present here today.'*



- (ii) **Specific** — this should be used where there are no disputes and you know the name of the people on whose land you are gathered. The words are:

*'I would like to begin by acknowledging the <insert name of people here (e.g. Wurundjeri)> people of the <insert name of nation here (e.g. Kulin)> Nation, Traditional Custodians of the land on which we <gather/meet> today, and pay my respects to their Elders past, present and emerging. I extend that respect to Aboriginal and Torres Strait Islander peoples present here today.'*

- (iii) **Melbourne CBD** - There are no formally recognised Registered Aboriginal Parties (**RAP**) for the CBD of Melbourne as both the Wurundjeri (Wu-rund-geri) and Boon Wurrung (Boon-wur-rung) peoples submit connect to the country.

If an event is held in Melbourne CBD it is appropriate to acknowledge both the Wurundjeri and Boon Wurrung peoples using the following acknowledgement:

*'I would like to begin by acknowledge the Wurundjeri and Boon Wurrung peoples of the Kulin Nation as the Traditional Owners of the land on which we are gathered today, and I pay my respects to their Elders, past, present and emerging. I extend that respect to all Aboriginal and Torres Strait Islander peoples present here today'.*

- (r) Where an event is hosted by a sponsor firm or a sponsor has contributed financially to the event they must be acknowledged in all promotional materials and provided the opportunity to speak at the event.

### **Post event**

- (s) Photos and a summary of the event must be provided to the Publications Committee and the Communication Officer as soon as practicable for social media posts and next edition of VWList.
- (t) At the next General Executive Meeting after the event the event organisers must present an event report detailing:
- (i) final numbers and costs; and
  - (ii) feedback from attendees, host firms and speakers (including survey results if used).
- (u) Thank you correspondence must be sent to speaker and sponsors as soon as practicable after the event.

## **ANNEXURE D - Project Protocols**

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### **Project Proposals**

- (a) Project proposals must be presented to and approved by the Voting Executive at least two months prior to the project commencing.
- (b) Event proposals should be in the prescribed format as notified by the Voting Executive from time to time and at a minimum should include details of proposed expenditure and details of any grant applications being made in relation to the project.
- (c) All project proposal must include a statement as to how the project meets with VWL's overarching prupose and the VWL Diversity and Inclusion Statement.

### **Expenditure**

- (d) When using suppliers and incurring expenses for project, at least three quotes must be obtained from similar suppliers.
- (e) All proposals and requests for VWL to cover project expenditure must be accompanied by written quotes from the relevant supplier and an explanation of why the supplier is the preferred option.
- (f) All expenditure must be approved by the Voting Executive. Approval will not be given where a written proposal and quotes are not provided for review.
- (g) If the project organisers wish to hold a launch event for the project, an event proposal must also be completed and submitted to the Voting Executive for approval.

### **Project Promotion**

- (h) It is the responsibility of the project organiser to prepare project promotion materials.
- (i) If promotion is required prior to a project launch, the project organiser must ensure that all promotional material have been prepared for the event, including the a draft flyer social media materials, website event blurb and email regarding the project is provided to the Voting Executive 5 weeks in advance of the launch for approval. Any information required for social media promotion should also be sent to the Communications Officer.
- (j) If the project organisers wish to conduct a feedback survey in conjunction with the project they must notify the Membership Engagement Officer to arrange.

### **Project Acknowledgements**

- (k) Where a project is funded by a third party grant or a sponsor has contributed financially to the project the grantor or sponsor must be acknowledged in all promotional materials relating to the project.

### **Post Project**

- (l) At the next General Executive Meeting after the project's completion the project organisers must present project report detailing:
  - (i) final costs;

- (ii) relevant findings or outcomes of the project;
- (iii) proposed next steps (if any); and
- (iv) feedback from (including survey results if used).

## **ANNEXURE E - VWL Diversity and Inclusion Statement**

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VWL seeks to be a diverse, inclusive, and equitable association where all members, whatever their gender, race, ethnicity, national origin, age, sexual orientation or identity, education or disability, feel valued and respected.

VWL is committed to taking a non-discriminatory approach to all its endeavours and providing equal opportunity for all members. VWL respects and values diverse life experiences and heritages and seeks to ensure that all voices are valued and heard.

VWL is committed to modelling diversity and inclusion for the entire legal industry and to maintaining an inclusive environment with equitable treatment for all.

### **Aims**

To provide informed, authentic leadership for cultural equity, VWL strives to:

- see diversity, inclusion, and equity as connected to VWL's purpose and critical to ensuring the well-being of our members and the communities we serve;
- acknowledge and dismantle any inequities within VWL's own policies, systems, and projects, and continually update;
- explore potential underlying, unquestioned assumptions that interfere with inclusiveness;
- advocate for and support executive-level thinking about how systemic inequities impact VWL's work, and how best to address that in a way that is consistent with our purpose; and
- lead with respect and tolerance.

### **Actions**

VWL undertakes to actively promote diversity and inclusion in all its activities by ensuring that:

- proper acknowledgement of country and traditional owners is given at all events;
- events are accessible for attendees who have a disability and where practicable are recorded to enable all VWL members to participate and engage;
- events are, where practicable, family friendly;
- inclusive language is used in all communications and, where practicable, gender neutral language is used;
- catering provided at events considers religious and cultural requirements as well as other dietary needs; and
- speakers or authors engaged by VWL are diverse in terms of age, race, ability, sexual orientation and identity.