



2023 Annual General Meeting
Victorian Women Lawyers Association Inc.
College of Law Victoria, Level 1/555 Bourke Street, Melbourne, Vic 3000
Tuesday 28 November 2023 at 5:15pm

Special Resolution: Explanatory Materials

Special Resolution:

"That the Rules of Victorian Women Lawyers Association Inc. be replaced with the updated Rules as tabled at the Annual General Meeting and circulated with the Notice of Annual General Meeting

Passing Special Resolution and Implementation of New Rules :

1. This is proposed as a special resolution and must be passed by three quarters of the members who are present at the meeting and entitled to vote (in person or by proxy) on the resolution, and who do vote, in accordance with rule 30 of the Rules of Association and section 64 of the *Associations Incorporation Reform Act 2012 (Vic)*.
2. If the Resolution is passed it will be submitted to the Registrar of Incorporated Associations for their approval in accordance with section 50 of the *Associations Incorporation Reform Act 2012 (Vic)*.
3. Subject the resolution passing and being approved by the Registrar the new will come into effect in 2024.

Comment by Executive Committee:

The Executive Committee believes that these proposed changes to the Rules are in the Best interests of all Members.

The Executive Committee has received legal advice from Victorian law firm Maddocks regarding the proposed amendments to the Rules.

A Summary of the changes proposed and rationale for those changes prepared by the Executive Committee are below.

Part/ Rule	Change proposed	Rationale
All	Updates to language and formatting in line with plain English principles.	For ease of readability and to reflect current technology (for example that memberships are purchased online and removing use of faxes)
PART 1 - Preliminary		
Purpose (rule 2.1)	Addition of membership of Australian Women Lawyers as a purpose.	To codify in Rules our existing relationship with Australian Women Lawyers.
PART 2 - Members, Disciplinary Procedures and Grievances		
Eligibility of Members (rule 8)	Broadening from 'Commonwealth Jurisdictions' to all Jurisdiction	To better reflect the diversity of the Victorian Legal profession and members who may have legal qualifications from outside of Australia or Britain.
PART 4 - General Meetings of Association		
Proxies (rule 34)	Amendments to the form and information of proxies to allow those appointing by proxy to vote in Committee Elections as part of Proxy nomination.	The current process for appointment of proxies makes it difficult to hold votes for election of Committee Members where some Members are joining the meeting online. The proposed change works in conjunction with the change to the nomination process and allows for any Member not attending in person who is nominating a proxy to vote in an election ballot using their proxy form. See also below - changes to Nominations for Committee Members and Use of Technology
Use of Technology (rule 35)	Updates to reflect current technology options with flexibility for changes in future without amendment of these rules.	This change allows for Meetings to be wholly online if required (as was an issue during lockdowns and COVID restrictions). Change also allows flexibility to make changes to voting on resolutions for Members online if technology changes. See also above and below - changes to Nominations for Committee Members and Proxies

Part/ Rule	Change proposed	Rationale
Adjournment of General Meeting (rule 37)	Amendments to avoid uncertainty regarding whether an adjournment has passed.	For clarity removed requirement for majority vote with Chairperson to make decision within limitations.
Voting at Meetings (rule 38)	Amendment to clarify election of Committee by Ballot will follow the process in rule 54.	For clarity, to ensure consistency with rule 52.3, which requires a ballot to be held for the election of Committee Members’.
Determining if resolutions carried (rule 40)	Clarification of voting for online attendees at Meetings.	To align with changes to rule 35.
PART 5 - Committee		
Role and Powers and Delegation (rules 42 & 43)	Clarification regarding appointment of contractors.	VWL does not have employees but from time to time does engage contractors, update to Rules is for clarity.
Eligibility for Committee (rule 49)	Amendment to require that Committee Members must have been a Member of VWL for 12 months prior to election/appointment.	For governance purposes. This additional requirement of 12 month membership will ensure those elected/appointed have an understanding of VWL and are committed (as existing members) to its purposes. Volunteering on VWL's sub-committees remains open to members with less than a year of membership it is strongly encouraged that people joining VWL's Committee have experience volunteering on a sub-committee/on a project prior to taking on a position on the Committee.

Part/ Rule	Change proposed	Rationale
Nominations (rule 50)	Requirement for nominations for Committee membership to occur prior to Notice of Annual General Meeting.	<p>Existing nomination processes (statement of rationale for nomination and confirmation that they understand responsibilities of Committee) captured in Rules.</p> <p>The requirement for earlier nomination is to ensure that those nominating for positions of responsibility understand the responsibility they are taking on.</p> <p>Earlier nomination and removal of nominations 'from the floor' at the AGM allows for all nominees to be named in the Notice of AGM and for those attending by proxy to vote in advance of the meeting.</p> <p>The removal of nominations from the floor (except for office bearer positions) ensures that those nominating have taken the time to consider the role and responsibility prior to nominating.</p> <p>Clarification is added that Members may nominate for multiple positions but only be elected for one.</p>
Declaring positions vacant & Immediate Past President (rule 51)	Clarification of the appointment of Immediate Past President to Committee.	<p>This moves an existing rule to a new position and clarifies the appointment of Immediate Past President, this is a Committee role named in existing Rules but process for appointment was not clear.</p> <p>Also clarifies that if Past President is elected for another role on the Committee the Committee will operate without an Immediate Past President for the next 12 months.</p>



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<p>Election of President and office bearers (rule 52)</p>	<p>Clarification of the order of elections.</p> <p>Requirement for a call of nominations 'from the floor' limited to circumstances when there are no earlier nominations (per rule 50) for those named roles.</p> <p>Clarification that Members may only hold one Committee position and that once elected (per the order of elections) all subsequent nominations for other roles will be invalid.</p> <p>Removal of the option for the outgoing President to step down as Chairperson of meeting.</p>	<p>In line with the greater governance and ensuring all Committee Members have full understanding of the obligations of their roles the requirement for the Chairperson to call for nominations from the floor is restricted to circumstances where there are no nominations for:</p> <ul style="list-style-type: none"> • President • Vice-President • Secretary • Treasurer <p>Clarity of process for Member nominated for multiple roles.</p> <p>Following VWL's conventions the one Chairperson will conduct the entirety of the meeting.</p>
<p>Election of Ordinary Members of Committee (rule 53)</p>	<p>Clarification that Members may only hold one Committee position and that once elected (per the order of elections) all subsequent nominations for other roles will be invalid.</p> <p>Removal of 'nominations from the floor'</p>	<p>In line with the greater governance and ensuring all Committee Members have full understanding of the obligations of their roles all Committee members for ordinary committee member roles must have nominated prior to the AGM.</p>

Part/ Rule	Change proposed	Rationale
Ballot (rule 54)	<p>Clarification that statements of nominees may be read in lieu of speeches.</p> <p>Amendments to ballot process to remove the requirement for secrecy, paper votes, voting on behalf of proxies.</p> <p>Flexibility for ballot to be conducted in manner Chairperson directs and for the use of preferences to be available in circumstances of Members having multiple nominations.</p> <p>Confirmation of inclusion of early votes for proxy attendees and online attendees votes being included.</p> <p>Additional timeframe for vote counting and declaration of election results to be post AGM.</p>	<p>VWL's current requirement for ballots 'on paper' and secret ballots alongside the ability of Members to appoint proxies to vote on their behalf has made it difficult to conduct AGM's online.</p> <p>These changes ensure VWL Members not attending in person have their votes counted and that those joining online are able to fully participate in the processes of the AGM.</p> <p>Vote counting can take some time particularly if there are multiple formats (in person and online) of votes - the extension of time for counting and declaring the vote results means the AGM can conclude in reasonable timeframe with results announced later in the evening or in coming days if scrutiny of votes is required.</p> <p>While the current Rules require secret ballots in practice votes have not been fully secret with proxy holders having multiple votes and requirement to ensure Associate Members (without voting rights) attending AGM have not erroneously voted.</p> <p>VWL's operations including passing of resolutions are transparent, transparency of votes for Committee is in line with VWL's operations.</p>
PART 5 - Financial Matters		
Source of funds (rule 68)	Clarification of sources.	Language update to reflect current practice of sponsorship.
Management of Funds (rule 69)	<p>Seeks to establish a Member approved amount (\$200 per calendar month - although may be varied at future General Meetings) for Committee Members to be reimbursed for VWL related expenses.</p> <p>Removes out of date payment process requirements like cheques.</p>	Currently reimbursement of expenses requires Committee Approval of expenditure and requires a Committee Meeting to be held. This change allows VWL Committee members conducting business for VWL to do so without being left out of pocket.