



NEW SOUTH WALES SOCIETY OF  
LABOR LAWYERS

## **New South Wales Society of Labor Lawyers**

### **Constitution**

Under the *Associations Incorporation Act 2009* (NSW)  
Incorporating amendments made at the AGM on 17  
November 2016.

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## Part 1 - Preliminary

### 1. Definitions

(1) In this constitution:

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**ordinary committee member** means a member of the committee who is not an officebearer of the Society.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the Society, or (b) if no such person holds that office - the public officer of the Society.

**special general meeting** means a general meeting of the Society other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

**the Society** means the New South Wales Society of Labor Lawyers.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and  
(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

### 2. Principles and Objectives

The Society aims, through scholarship and advocacy, to promote changes in the substantive and procedural law, the administration of justice, the legal profession, legal services, legal aid and legal education to help bring about a more just and equitable society. It provides a meeting ground for people involved in the law who believe in Labor principles of fairness, social justice, equal opportunity, compassion and community.

The assets and income of the Society shall be applied solely in furtherance of the Society's Objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the purpose of profit or gain of its individual members.

## Part 2 - Membership

### 3. Membership generally

(1) A person is eligible to be a member of the Society if:

- (a) the person is a natural person, and

- (b) the person has been nominated and approved for membership of the Society in accordance with clause 3, and
  - (c) the person is a law graduate, an Australian legal practitioner, a law clerk, a law teacher, a law student, a person who has completed a recognised course of legal instruction, an industrial officer, or any other person who may be approved from time to time as members of the Society by the committee.
- (2) A person is taken to be a member of the Society if:
- (a) the person is a natural person, and
  - (b) the person was a member of that unincorporated body immediately before the registration of the Society.
- (3) A person is taken to be a member of the Society if the person was one of the individuals on whose behalf an application for registration of the Society under section 6 (1) (a) of the Act was made.
- (4) A person is not eligible to be a member of the Society if that person is a member of a political party other than a state branch of the Australian Labor Party, unless that person is approved by the committee.
- (5) If a person requires approval under subclause (4), 7 days notice must be given to the committee.

#### **4. Nomination for membership**

- (1) A nomination of a person for membership of the Society:
- (a) must be made by a member of the Society in writing in the form set out in Appendix 1 to this constitution, and
  - (b) must be lodged with the secretary of the Society.
- (2) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the committee which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
  - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Society.
- (5) Nothing in the clause shall derogate from the committee's power to defer consideration of applications.
- (6) The committee shall not defer an application more twice.

#### **5. Cessation of membership**

A person ceases to be a member of the Society if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Society, or

(d) remains unfinancial, as set out under clause 8(4), for a period of 12 months.

## **6. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Society:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **7. Resignation of membership**

- (1) A member of the Society may resign from membership of the Society by first giving to the secretary written notice of at least one month of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the Society ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **8. Register of members**

- (1) The secretary of the Society must establish and maintain a register of members of the Society specifying the name and postal or residential address of each person who is a member of the Society together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the Society, or
  - (b) if the Society has no premises, at the Society's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Society at meetings of the committee or by prior arrangement between the member and the secretary.
- (4) A member of the Society may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name and address) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Society or other material relating to the Society, or (b) the purposes of promoting the member's candidature (or the candidature of another member) for an office-bearer or general committee position.
  - (c) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **9. Fees and subscriptions**

- (1) A member of the Society must, on admission to membership, pay to the Society a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the Society must pay to the Society an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or

- (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.
- (3) A person is deemed to be unfinancial and ineligible to hold an office in the Society or to vote at a general meeting if the person fails to pay the annual membership fee under clause 8(2).

## **10. Members' liabilities**

The liability of a member of the Society to contribute towards the payment of the debts and liabilities of the Society or the costs, charges and expenses of the winding up of the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 8.

## **11. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the Society: (a) has refused to comply with a provision or provisions of this constitution, or (b) has wilfully acted in a manner prejudicial to the interests of the Society.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be provided in writing to the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is provided within which to make written submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the Society or suspend the member from membership of the Society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Society confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the Society in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Society to be held within 42 days after the date on which the secretary received the notice.

- (4) At a general meeting of the Society convened under subclause (3):
  - (a) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (b) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Society.

## **Part 3 - The committee**

### **13. Powers of the committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Society in general meeting, the committee:

- (a) is to control and manage the affairs of the Society, and
- (b) may exercise all such functions as may be exercised by the Society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Society, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Society.

### **14. Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the Society, and
  - (b) 8 ordinary committee members, each of whom is to be elected at the annual general meeting of the Society under clause 15.
- (2) The total number of committee members is to be 12.
- (3) The office-bearers of the Society are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer, and
  - (d) the secretary,
- (4) An ordinary committee member may not hold office as an office-bearer of the Society.
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) 50 percent of the ordinary committee members must be women.
- (7) The committee has discretion to invite other members of the Society to sit on the committee as 'adjunct committee members'. Such people shall not have the voting powers of ordinary committee members and office-bearers.

### **15. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the Society or as ordinary committee members:
  - (a) must be made in writing, signed by 2 financial members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the Returning Officer of the Society by a time and date and at a place specified in the notice of the annual general meeting. This time and date must not be less than 7 days before the time and date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and remaining vacancies may be filled by oral nominations received from the floor at the annual general meeting. Nominations received in this way need not comply with Clause 15(1).



- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting.
- (7) Where one position is to be filled, an optional preferential voting system is to be used.
- (8) Where multiple positions are to be filled, a multiple preferential voting system is to be used.
- (8A) The voting processes to be employed are set out in Appendix 3.
- (9) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Society must be a financial member of the Society for at least three months prior to the annual general meeting unless they are nominating for a position at the Society's first annual general meeting.
- (10) The Society shall elect a Returning Officer at each annual general meeting to conduct the elections at the next year's annual general meeting. If the current Returning Officer renominates for the position, the annual general meeting shall elect a member of the Society to conduct the election of that Returning Officer. The incumbent Returning Officer will remain responsible for conducting the election of all other positions.
- (11) All members of at least three months standing prior to the annual general meeting are entitled to cast not more than one vote for each position to be elected.
- (12) The Returning Officer shall have full powers to conduct the election including, but not limited to, determining the eligibility of voters, determining the eligibility of candidates, preparing ballot papers, distributing ballot papers and counting ballot papers that have been cast.
- (13) For the avoidance of doubt, the Returning Officer has absolute discretion to adjudicate upon or determine any matter necessary to the conduct of the election which is not expressly addressed in this Constitution.

## **16. Secretary**

- (1) The secretary of the Society must, as soon as practicable after being appointed as secretary, lodge notice with the Society of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. Treasurer**

It is the duty of the treasurer of the Society to ensure:

- (a) that all money due to the Society is collected and received and that all payments authorised by the Society are made, and

- (b) that correct books and accounts are kept showing the financial affairs of the Society, including full details of all receipts and expenditure connected with the activities of the Society.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee (including a vacant office bearer), the committee may appoint a member of the Society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Society (to avoid doubt, this includes if they cease to be eligible to be a member of the Society);
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19. Removal of committee members**

- (1) The Society in general meeting may by special resolution remove any member of the committee or office bearer from office before the expiration of their term of office. If such a resolution is successful, the position shall be treated as a casual vacancy and filled in accordance with Clause 18. The removed committee member or office bearer shall not be entitled to vote.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Society, the secretary or the president may send a copy of the representations to each member of the Society or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.
- (3) If a member makes representations and requests that they be notified to the members of the Society, the member shall indemnify the Society against all liability arising from those representations.

## **20. Committee meetings and quorum**

- (1) The committee must meet at least 4 times in each period of 12 months at such place and time as the committee may determine by resolution at the first meeting of each new committee.
- (2) Additional meetings of the committee may be convened by the president or by two other office bearers acting jointly.

- (3) Written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 7 days before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) 50 per cent of the committee constitutes a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Society as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) The Society must hold its first annual general meeting within 6 months after its registration under the Act.
- (2) The Society must hold its annual general meetings within 6 months after the close of the Society's financial year.

### **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Society is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Society during the last preceding financial year,
  - (c) to elect office-bearers of the Society and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

### **25. Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the Society.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the Society.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

### **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Society, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 21 members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **28. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the Society.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **30. Making of decisions**

- (1) A question arising at a general meeting of the Society is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **31. Special resolutions**

A special resolution may only be passed by the Society in accordance with section 39 of the Act.

### **32. Voting**

- (1) On any question arising at a general meeting of the Society a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a casting vote.
- (3) The chairperson is entitled to a deliberative vote.
- (4) A member is not entitled to vote at any general meeting of the Society unless all money due and payable by the member to the Society has been paid.

### **33. Proxy voting**

A member entitled to vote at a general meeting may give, in writing in the form at Appendix 2, their proxy to any other member entitled to vote at the general meeting.

Any one member may not hold more than a total of two proxy votes

A proxy may not have effect for more than two consecutive general meetings.

The number of proxies has no effect on the quorum requirement at section 27(2) of the Constitution.

### **34. Postal ballots**

- (1) The Society may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The Society may effect and maintain insurance.

### **36. Funds - source**

- (1) The funds of the Society are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Society in general meeting, such other sources as the committee determines.

- (2) All money received by the Society must be deposited as soon as practicable and without deduction to the credit of the Society's bank or other authorised deposit-taking institution account.
- (3) The Society must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds - management**

- (1) Subject to any resolution passed by the Society in general meeting, the funds of the Society are to be used in pursuance of the objects of the Society in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Society, being members or employees authorised to do so by the committee.

### **38. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the Society's name, objects or constitution in accordance with section 10 of the Act is to be made by the secretary or a committee member.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Society.

### **40. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Society at any reasonable hour:
  - (a) records, books and other financial documents of the Society,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Society.
- (2) A member of the Society may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **41. Financial year**

The financial year of the Society is:

- (a) the period of time commencing on the date of incorporation of the Society and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Society, commencing on 1 July and ending on the following 30 June.



# Appendix 1: Application for membership of Society

(Clause 3 (1))

## APPLICATION FOR MEMBERSHIP OF THE NEW SOUTH WALES SOCIETY OF LABOR LAWYERS

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I, .....

[full name of applicant]

of .....

[address]

.....

[occupation]

hereby apply to become a member of the abovenamed incorporated Society. In the event of my admission as a member, I agree to be bound by the constitution of the Society for the time being in force.

.....  
*Signature of applicant* Date

I, .....

[full name]

a member of the Society, nominate the applicant for membership of the Society.

.....  
*Signature of proposer* Date

I, .....

[full name]

a member of the Society, second the nomination of the applicant for membership of the Society.

.....  
*Signature of seconder* Date

# Appendix 2: Proxy Appointment for General Meeting

(Clause 33)

## APPOINTMENT OF A PROXY

*Appointment of a proxy to vote at general meeting of the NSW Society of Labor Lawyers*

*Date .....*

*I .....*

*A member of the New South Wales Society of Labor Lawyers*

*appoint ..... (name of member entitled to vote at general meeting) as my proxy for the purposes of general meetings of the New South Wales Society of Labor Lawyers (including adjournments of meetings).*

*Period or number of meetings for which appointment of proxy has effect ..... \*1 meeting/\* ..... meetings/ or 2 consecutive annual general meetings*

*\*Tick or tick and complete whichever applies*

*(Note. The appointment cannot have effect for more than 12 months or 2 consecutive annual general meetings, whichever is the greater. If no selection is made by the person giving the proxy, the proxy is effective only for one meeting.)*

*This form authorises the proxy to vote on my behalf on all matters except where limited as described below:*

.....  
.....  
.....  
.....

*[Specify the matters and any limitations on the manner in which you want the proxy to vote.*

*Signature of member*

.....

## Appendix 3: Voting Procedure

### Part 1: Formality

- (1) Informal ballot-papers must be rejected by the Returning Officer at the count.
- (2) To be considered formal, a ballot paper must number as many boxes as there are vacancies for the particular position. A ballot paper will be informal if it does not number candidates consecutively from “1”, without repetition of any number.

### Part 2: Optional Preferential Voting

- (3) Elections which are required to be conducted using an optional preferential voting system must be conducted in accordance with this Part.
- (4) The Returning Officer must declare elected a candidate who received a number of primary votes greater than half the total number of formal ballot papers.
- (5) If no candidate receives primary votes greater than half the total number of formal ballot papers, the Returning Officer must proceed as follows:
  - a The candidate who received the lowest number of primary votes must be excluded and each formal ballot paper casting a primary vote in their favour redistributed to the candidate who received the voter’s next preference. If no further preference is indicated, that ballot paper is exhausted;
  - b Then if no candidate has an absolute majority of votes, the Returning Officer must repeat the process described at paragraph 5(a) by excluding the next candidate who has the fewest total votes and redistributing each ballot paper casting a vote in their favour (whether a primary vote or an already-distributed preference) to the candidates who have not yet been excluded in the order of the preference indicated on the ballot paper, until one candidate has received an absolute majority of votes at any stage of the count and is elected;
  - c The absolute majority at any given stage of the count shall be the absolute majority of the total number of ballot papers that have not yet exhausted.

### Part 3: Multiple Preferential Voting

- (6) Elections which are required to be conducted using a multiple preferential voting system must be conducted in accordance with this Part.
- (7) For the purposes of this Part:
  - a “primary vote” means any votes which are numbers placed by a voter on a ballot paper which are less than or equal to the number of positions being elected.  
*Note: if there are 6 positions being elected, then the numbers 1, 2, 3, 4, 5, and 6 on the ballot paper are the “primary votes”*
  - b “secondary vote” means any votes which are numbers placed by a voter on a ballot paper which are greater than the number of positions being elected.  
*Note: if there are 6 positions being elected, then the numbers 7, 8, 9 and so forth on the ballot paper are the “secondary votes”*
- (8) Primary votes shall have equal value in the first count.
- (9) The primary votes must first be counted and a list prepared of the candidates in order according to the primary votes cast for them. The candidate who is last on this list shall be excluded from the election.

- (10) Each formal ballot paper recording a primary vote for the candidate who is excluded must be reviewed and the first secondary vote on each of those formal ballot papers must be distributed to the candidate to whom it is allocated. After this distribution, the candidate with the lowest number of votes shall be excluded from the election.
- (11) The process in paragraph 10 must be repeated until the number of unexcluded candidates is equal to the number of positions to be elected.
- (12) If, at any point during the count, the number of unexcluded candidates who are women is equal to, or less than, the minimum number of women that must be elected in order to comply with Rule 14(6):
  - a Those women must be declared elected; and
  - b The process referred to in paragraph 10 must be repeated as if those women had not been elected;
  - c When the number of unexcluded male candidates is equal to the number of remaining positions to be elected, the Returning Officer must declare those candidates elected to those positions.
- (13) If the process in paragraph 12 is not invoked, when the number of unexcluded candidates is equal to the number of positions to be elected, the Returning Officer must declare the unexcluded candidates elected to those positions.
- (14) In the event that a ballot paper being reviewed in accordance with paragraph 10 indicates a secondary vote for a candidate who has already been excluded, that secondary vote must be disregarded and the secondary vote for the next candidate that has not yet been excluded must be allocated to that candidate.
- (15) In the case of two or more candidates having an equal total vote (the aggregate of primary votes and secondary votes) during the progress of the count, the candidate with the fewest number of primary votes must be excluded. If the number of primary votes is equal, the Returning Officer is to select the candidate(s) to be excluded by drawing one or more name(s) out of a hat (or other container selected by the Returning Officer). For the avoidance of doubt, that hat (or other container selected by the Returning Officer) is to contain a piece of paper for each candidate with equal votes, with that candidate's name written on it. Nothing else is to be present in the hat or container.

## Notes – Details of Constitutional Amendments

The following motions were passed by way of special resolution at AGM 10 December 2013:

### **Resolution 1: Non-Profit Clause**

That the Society inserts the following clause into the constitution after the principles and objectives.

*“The assets and income of the Society shall be applied solely in furtherance of the Society’s Objectives and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.”*

*In the event of the Society being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the purpose of profit or gain of its individual members.”*

### **Resolution 2: Annual Audit of Society’s books and records**

That the Society inserts the following clause into the constitution.

*“The Treasurer shall cause the financial records of the Society to be audited by a Certified Practising Accountant annually, and within three months of the end of the Society’s financial year.*

*The Certified Practising Accountant is to be chosen by resolution of the committee*

*The Treasurer shall cause for the audited financial records of the Society to be kept for a minimum of seven years.”*

### **Resolution 3: Change of quorum requirement for committee meetings**

That the Society repeals the following clause of the constitution

20(5)

*Any 6 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.*

And inserts the following clause:

20(5)

*Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.*

### **Resolution 4: Proxy votes**

That the Society repeals the following clause of the constitution

#### **33. Proxy votes not permitted**

Repeal the following clause:

*Proxy voting must not be undertaken at or in respect of a general meeting or a special general meeting.*

And insert the following clause:

### **33. Proxy voting**

*A member entitled to vote at a general meeting may give, in writing in the form at Appendix 2, their proxy to any other member entitled to vote at the general meeting.*

*Any one member may not hold more than a total of two proxy votes*

*A proxy may not have effect for more than two consecutive general meetings.*

*The number of proxies has no effect on the quorum requirement at section 27(2) of the Constitution.*

And insert the below appendix:

*Appendix 2 - Proxy appointment for general meeting (see appendix above)*

The following motions were passed by way of special resolution at AGM 2 November 2015:

#### **Resolution 1 - Industrial officer resolution**

Clause 3:

At 3(c), insert the words “ an industrial officer” after the words “legal instruction” so that the clause reads:

“the person is a law graduate, an Australian legal practitioner, a law clerk, a law teacher, a law student, a person who has completed a recognised course of legal instruction, an industrial officer or any other person who may be approved from time to time as members of the Society by the committee.”

#### **Resolution 2 - Committee size resolution**

Clause 14:

At 14(1)(b), replace “6” with “8” so that clause 14(1) reads:

“The committee is to consist of:

(a) the office-bearers of the Society, and

(b) 8 ordinary committee members, each of whom is to be elected at the annual general meeting of the Society under clause 15.”

At 14(2), replace “10” with “12” so that clause 14(2) reads: “The total number of committee members is to be 12.”

#### **Resolution 3 - Adjunct committee member resolution**

Insert new clause, 14(7):

“The committee has discretion to invite other members of the Society to sit on the committee as ‘adjunct committee members’. Such people shall not have the voting powers of ordinary committee members and office-bearers.”

#### **Resolution 4 - Quorum resolution**

Clause 20:

At 20(5), replace the words “any 5 members” with “50 per cent” so that the clause reads:

“50 per cent of the committee constitutes quorum for the transaction of the business of a meeting of the committee.”

**Resolution 5 Voting process resolution Clause 15:**

Insert 15(8A):

The voting processes to be employed are set out in Appendix 3 Insert 15(13):

For the avoidance of doubt, the Returning Officer has absolute discretion to adjudicate upon or determine any matter necessary to the conduct of the election which is not expressly addressed in this Constitution.

Insert Appendix 3:

*See Appendix 3 above.*