

WOMEN LAWYERS ASSOCIATION OF THE ACT
INCORPORATED

RULES

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CHAPTER 1 – INTRODUCTION

The Association

1. There is established in accordance with these rules an association called the Women Lawyers Association of the ACT Incorporated.

Interpretation

2. (1) In these rules, unless the contrary intention appears:
 - “**Associate member**” means a member who is eligible to be an associate member under subrule 8 (1);
 - “**Association**” means the association established under rule 1;
 - “**Associations Incorporation Act**” means the Associations Incorporation Act 1991 (ACT);
 - “**Committee**” means the committee of the Association, comprised of the Executive and Management Committee;
 - “**Executive**” means the offices so defined in rule 15(2);
 - “**Financial Year**” means the period beginning 1 July and ending 30 June the following year;
 - “**Foundation meeting**” means the meeting at which these rules were adopted;
 - “**Foundation Member**” means a person who is an ordinary member under rule 6;
 - “**Management Committee**” means the offices so defined in rule 15(3);
 - “**Meeting**” means a meeting of the Association;
 - “**Member**” means any member of the Association;
 - “**Object**” in relation to the Association, means an object of the Association specified in rule 4;
 - “**Office**” means those positions on the Executive or the Management Committee, as specified in rule 15;
 - “**Officer**” means a member of the Executive or the Management Committee, as specified in subrule 15;
 - “**Ordinary member**” means a member who is an ordinary member by virtue of rule 6 or 7;
 - “**Organisation**” means any body of persons, whether incorporated or unincorporated and includes a commonwealth Government or Territory Government department or authority;
 - “**Person**” includes an organisation, where appropriate;
 - “**Public Officer**” means a public officer within the meaning of the Associations Incorporation Act;
 - “**Returning Officer**” means a returning officer appointed under rule 35;

- (2) The Legislation Act 2001 (ACT) applies to these rules as if they had been made under an Act of the Australian Capital Territory.

Objects

3. (1) The objects of the Association are, in the context of promoting the interests of women in the legal profession and of women generally;
- (a) to provide support and information to women in the legal profession;
 - (b) to represent, advocate for and promote the interests of women in the legal profession;
 - (c) to provide a common meeting ground for women in the legal profession;
 - (d) to foster the growth of a corporate spirit among women in the legal profession;
 - (e) to provide opportunities for the development and advancement of women in the legal profession;
 - (f) to encourage and advocate for the improvement of diversity in the legal profession, including in respect of sexual orientation, gender identity, linguistic or cultural background, race, ethnicity, religion, nationality, ability, age and socioeconomic status;
 - (g) to participate in the reform of the law and the administration of the law particularly as affecting women and children;
 - (h) to participate in other matters of interest and relevance to the legal profession;
 - (i) to cooperate and, where appropriate, collaborate with other entities for the advancement of women in the law and women more broadly; and
 - (j) to promote the objects of the association in any manner the committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

Powers After Incorporation

4. (1) The Association has, in addition to any powers given it under the Associations Incorporation Act, all the powers necessary or convenient to carry out its objects and, in particular, has power:
- (a) to enter into contracts;
 - (b) to construct, maintain and alter any buildings or works;
 - (c) to draw, make, accept, indorse, discount and issue bills of exchange, Promissory notes, cheques and other negotiable instruments;
 - (d) to invest money of the Association not immediately required for any of its objects in any manner in which trustees are authorised by law to administer money held on trust;
 - (e) to acquire a library;
 - (f) to make gifts to institutions engaged in teaching law or research into law, and to make grants or award scholarships or prizes to persons who have been, are or will be, studying, teaching or engaged in research at such institutions;

- (g) to solicit and accept gifts, grants, devises and bequests, whether on trust or otherwise, and to act as trustee of money or other property vested in the Association on trust;
- (h) to employ staff;
- (i) to engage consultants; and
- (j) to appoint agents and attorneys.

Income and Property

- 5. (1) The income and property of the Association must be applied solely towards the promotion of the objects of the Association in the manner determined by the Committee;
- (2) No part of that income or property;
 - (a) is to be paid or transferred to any member directly or indirectly by way of dividend, bonus or otherwise; or
 - (b) is to be used for the purpose of trading or securing pecuniary profit to any member
- (3) No member is to be appointed to carry out any function of the Association for which there is payable any remuneration by way of salary fees or allowances.
- (4) No member is to be given any remuneration or other benefit in money or money's worth (apart from reimbursement of expenses incurred on behalf of the Association)
- (5) Nothing in this rule prevents the payment in good faith to a member of remuneration for services rendered, or goods supplied to the Association by the member in the ordinary course of business.

CHAPTER 2 – MEMBERSHIP AND FEES

Foundation Members

- 6. Each person who was present at the foundation meeting who voted in favour of the adoption of these rules and who was, at the time of the meeting, eligible under rule 7 for admission as an ordinary member, is an ordinary member of the Association.

Eligibility for Ordinary Membership

- 7. (1) A person is eligible to be an ordinary member of the Association if they:
 - (a) have been admitted, or are eligible for admission, as a barrister or solicitor of the Supreme Court of the Territory or of a State or another Territory;
 - (b) hold a degree or a postgraduate diploma in law, Jurisprudence or legal studies conferred by a tertiary education institution in Australia, or by a tertiary education institution prescribed by the committee;
 - (c) have qualified in law through the joint examinations board of the Supreme Court of New South Wales or have an equivalent qualification from another State or Territory; or
 - (d) demonstrate a commitment to the Objects of the Association.

Eligibility for Associate Membership

- 8. (1) A person is eligible to be an associate member of Association if they:
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- (a) are proceeding to qualify for admission as a barrister or solicitor of the Supreme Court of the Territory or of a State or another Territory; or
 - (b) are enrolled in a course for a degree or post graduate diploma in law, Jurisprudence or legal studies at a tertiary education institution in Australia;
 - (c) are a student at the Legal Workshop or the College of Law, or at a corresponding institution of another State or Territory; or
 - (d) demonstrate a commitment to the Objects of the Association.
- (2) An associate member is not eligible to vote at meetings or elections of the Association or to be elected or co-opted to the Committee.

Honorary Members

9. (1) The Committee may confer honorary membership on any person in recognition of their work in the legal field.
- (2) The Committee may confer honorary membership on a visiting person if they are nominated for honorary membership by 2 ordinary members.
- (3) The Committee may cancel an honorary member's membership at any time.
- (4) An honorary member is not eligible to vote at meetings or elections of the Association or to be elected to the Committee.

Application for Membership

10. A person may apply for membership of the Association by giving the Secretary a written application and, if the application is accepted may be admitted as a member on payment of the appropriate membership fee. The membership fee can be determined by the Committee.

Membership

11. The Committee may grant an application for membership if satisfied that the applicant is eligible to be a member of the category specified in the application.

Cancellation of Memberships

12. (1) The Committee may cancel the membership of a member of any category if, in the opinion of the Committee, the member:
- (a) is not eligible to be a member of that category; or
 - (b) has acted in a way contrary to the best interests of the Association
- (2) Before deciding whether to cancel a member's membership, the Committee must give the member written notice stating that it is considering whether to cancel their membership, setting out the matters to which its consideration relates, and giving the member a reasonable opportunity to make relevant representations about those matters.
- (3) Written notice of the Committee's decision is to be given to the member or former member by the Secretary.
- (4) A member whose membership is cancelled may, within 1 month after the notice was sent, ask the President, in writing, to convene a special general meeting to review the Committee's decision.

Cessation of Member

13. (1) A person ceases to be a member if:
- (a) they do not pay the appropriate membership fee; or
 - (b) they resign from membership by writing to the Secretary, or die; or
 - (c) the Committee cancels their membership.
- (2) The fact that a person ceased to be a member does not prejudice a right of the Association to recover from them any debt owed the Association when their membership ceased, or any money or other property of the Association held by the person at that time.

Register of Members

14. (1) The Committee must keep a members register in which the Secretary is to enter particulars of each member's name and address.
- (2) The Secretary must remove from the register the name of any woman or man who ceases to be a member.
- (3) The register is to be kept at a place determined by the Committee, and is to be open for inspection by members by appointment with the Secretary.

CHAPTER 3 – MANAGEMENT

The Committee

15. (1) The management and control of the affairs and property of the Association are vested in the Executive;
- (2) The Executive is to comprise the following officers:-
- (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) a Treasurer.
- (3) The Management Committee will comprise of at least 3 of the following offices:
- (a) Chair of the Events Subcommittee
 - (b) Chair of the Policy Subcommittee
 - (c) Chair of the Communications and Marketing Subcommittee
 - (d) Membership Officer
 - (e) Sponsorship Officer
 - (f) Representative to the Board of Australian Women Lawyers; and\
 - (g) any other position determined by the Committee, to be elected for a one year term and notified to all members of the Association in the Notice of Annual General Meeting,

- (4) To avoid confusion, the Management Committee is considered to be properly constituted for the purposes of these Rules as long as at least 3 of the offices in subrule 15(3) are filled
- (5) With the exception of the position of Representative to the Board of Australian Women Lawyers, two members may jointly hold any of the offices which comprise the Management Committee as co-chairs or co-officers. If this is the case, the two members who hold the office will be the two members with the most votes or as elected under rule 34.
- (6) The offices detailed in section 15(3) may be changed at the discretion of the Executive, provided:
 - (a) the Management Committee comprises of no less than 3 offices;
 - (b) any change is for a minimum period of one year commencing from an Annual General Meeting until the following Annual General Meeting; and
 - (c) the alternative offices are notified to all members in the Notice of Annual General Meeting.
- (7) A member is not eligible to be an officer unless they are an ordinary member;
- (8) A member must not hold more than one office at any time, with the exception of the position of Representative to the Board of Australian Women Lawyers, which may be held by any member of the Management Committee or Executive in its own right or in addition to another office held by that member.

Tenure of Office

16. (1) Officers are to be elected at the foundation meeting and at each Annual General Meeting
- (2) An officer holds office from the time of their election or appointment until the next Annual General Meeting, and may be re-elected.

Vacant Offices

17. (1) An office becomes vacant if:
 - (a) the officer ceases to be an ordinary member; or
 - (b) the officer resigns from office by giving written notice to the President, the Vice President or the Secretary; or
 - (c) The Committee declares the office to be vacant.
- (2) The Committee may declare an office to be vacant if the officer:
 - (a) is absent from more than 3 consecutive Committee meetings without the Committee's consent; or
 - (b) becomes of unsound mind; or
 - (c) is convicted of an offence punishable by imprisonment for 12 months or more.
- (3) Before deciding whether to declare an office vacant the Committee must give the officer written notice stating that it is considering whether to declare the office vacant, setting out the matters to which their consideration relates, and giving the officer a reasonable opportunity to make any relevant representations about those matters.
- (4) Written notice of the Committee's decision is to be given to the officer by the Committee.

- (5) An officer whose office is declared vacant may, within 1 month after the notice was sent, ask the Committee, in writing, to convene a special general meeting to review the Committee's decision.

Casual Vacancies

18. (1) The Committee may appoint an ordinary member:
 - (a) to any office listed in rule 15 not filled at the foundation meeting or at an Annual General Meeting; or
 - (b) to any office that becomes vacant more than 1 month before an Annual General Meeting is to be held.
- (2) An officer appointed under subrule (1) holds office until the next Annual General Meeting.
- (3) The Committee continues to exist even if there is a vacancy in one or more of the offices listed in rule 15.

Committee's Powers and Duties

19. (1) The Executive may, on behalf of the Association, do anything it considers necessary or convenient for carrying out the Association's objects, except something required by these rules to be done by the Association in a general meeting.
- (2) Without limiting the generality of subrule (1), the Executive may:
 - (a) co-opt the services of any person to help the Committee carry out its functions; and
 - (b) appoint subcommittees of members (whether officers or not) to do anything on behalf of the Committee that the Committee directs; and
 - (c) give directions about the procedure to be followed by a subcommittee to carry out its functions; and
 - (d) authorise a subcommittee to co-opt the services of any person to help the subcommittee carry out its functions.
- (3) A person who is co-opted to help the committee or a subcommittee is not entitled to vote on a matter being considered by the Committee or subcommittee.
- (4) The Committee must ensure that the Associations Incorporation Act is complied with in relation to the Association.

Committee Meetings

20. (1) The Committee must hold as many meetings as are necessary to carry out its functions.
- (2) The President may convene a meeting at any time and must convene a meeting if asked in writing to do so by at least 2 other officers.
- (3) Unless the Committee otherwise decides, the President is to preside at each meeting at which they are present, or in their absence, another member of the Executive agreed by the officers present at the meeting.
- (4) At a meeting 5 officers form a quorum.
- (5) Questions arising at a meeting are to be determined by a majority of the votes of the officers present and voting.

- (6) The President has a deliberate vote and, if the numbers of votes are equal, also has a casting vote.
- (7) The Secretary or, in their absence, another member of the Committee chosen by the Committee members present, is to keep minutes of each meeting.

Disclosure of Interest

21. (1) An officer who has a direct or indirect interest in a matter being or to be considered by the Committee must disclose the nature of their interest to a Committee meeting as soon as practicable after she or he becomes aware of the relevant facts.
- (2) Unless the Committee otherwise determines, the officer must not:
 - (a) be present during any deliberation of the Committee about that matter; or
 - (b) take part in making any decision of the Committee about the matter.
- (3) For the purpose of making a determination, the officer must not:
 - (a) be present during any deliberation of the Committee about the matter; or
 - (b) take part in making any decision of the Committee about the matter.

Public Officer

22. The Committee is to appoint a Public Officer and ensure that the Association has a Public Officer at all times.

CHAPTER 4 – FINANCE

Bank Accounts

23. (1) The Association must open one or more accounts with a bank or banks in Australia, and must keep at least one bank account at all times.
- (2) The Treasurer or their nominee, is to receive all money paid to the Association and deposit it in an Association bank account.
- (3) Payment out of an Association bank account must be authorised or confirmed by at least two of the President, Vice-President, the Secretary or the Treasurer.
- (4) Cheques must be signed by any two people, the President, Vice-President, the Secretary or the Treasurer.
- (5) Money held by the Association on trust must be kept in an Association bank account that contains only trust money.

Accounts and Records

24. The Treasurer must keep proper accounts and records of the financial transactions and financial affairs of the Association.

CHAPTER 5 – GENERAL MEETINGS

Quorum

25. (1) The quorum at a general meeting is 12% of the members whose names appear in the register of members immediately before the time fixed for the meeting.
- (2) If a quorum is not present, the committee must fix a date for an alternative meeting, being a date not more than 14 days after the date fixed for the original meeting.
- (3) For the purpose of giving notice of the alternative meeting, the alternative meeting must be treated as a special general meeting.
- (4) At an alternative meeting, the members present constitute quorum.

Proxies

26. A member may appoint another member as a proxy by giving the Secretary written notice of the appointment prior to the start of the meeting for which the appointment is made.
27. To avoid doubt, those members who have appointed another member as proxy in accordance with rule 25 are counted as if they were present at the meeting for the purposes of determining if a quorum is present.

Presiding Officers

28. (1) The President or, in their absence, the Vice-President, is to preside at a general meeting.
- (2) If neither the President nor the Vice President is present at a general meeting, the members present must choose one of themselves to preside.
- (3) The returning officer is to preside during the election officers at an Annual General Meeting.

Voting at General Meetings

29. (1) When a vote is taken at a general meeting:
 - (a) each member present in person has 1 vote; and
 - (b) each member present by proxy has 1 vote.
- (2) Subject to this rule, voting at a general meeting is to be by show of hands.
- (3) Voting is to be written ballot if a member present in person or by proxy so requests.
- (4) A request for a written ballot:
 - (a) may be made before or after the result of a vote by show of hands is declared; or
 - (b) may be withdrawn.
- (5) This rule does not apply to an election of officers.

Decisions at General Meetings

30. (1) Except as otherwise provided in these rules, a motion moved at a general meeting is carried if a majority of the members present and voting, in person or by proxy, vote in favour of the motion.

- (2) The member presiding at a general meeting has a deliberative vote only.
- (3) If the voting on a motion is deadlocked, the motion is not carried.
- (4) A motion of censure moved at a general meeting about an act or omission of the Committee is carried only if at least two-thirds of the members present and voting, in person or by proxy, vote in favour of the motion.
- (5) The member presiding at a general meeting is to determine whether a motion moved at the meeting constitutes a motion of censure.
- (6) This rule does not apply to an election.

Minutes

31. (1) The Secretary or, in their absence, another member chosen by the members present must keep minutes of general meetings.

Annual General Meetings

32. (1) An Annual General Meeting must be held within four (4) months after the end of each financial year.
- (2) The Secretary must give each member at least 21 days written notice of an Annual General Meeting.
- (3) The matters to be considered at an Annual General Meeting include:
 - (a) the Committee's report for the previous financial year;
 - (b) an audited statement of income and expenditure, and an audited balance sheet, for the previous financial year;
 - (c) the appointment of a returning officer for the meeting;
 - (d) the election of officers;
 - (e) the appointment of an auditor; and
 - (f) motions of which notice has been given in accordance with subrule 32 (2) or the consideration of which is approved in accordance with subrule 32 (3).

Motions: Annual General Meetings

33. (1) A motion is not to be moved at an Annual General Meeting unless notice of the motion has been given in accordance with subrule (2) or consideration of the motion has been approved in accordance with subrule (3).
- (2) A member may give the Secretary, at least 7 days before the date fixed or an annual meeting, written notice of the motion the member intends to move at the meeting.
- (3) A motion of which notice has not been given in accordance with subrule (2) may be considered at an annual general meeting if at least two-thirds of the members present in person or by proxy approve.
- (4) Subrule (3) does not apply to a motion for amendment of these rules.

Nominations: Election of Officers

34. (1) The Secretary must call for nominations for election of officers by written notice sent to each member at least 21 days before the day on which an annual general meeting is to be held.
- (2) A nomination for any office is invalid unless it is in writing, specifies the office concerned, and is signed by a proposer and seconder and the nominee.
- (3) The proposer, seconder and nominee must each be an ordinary member.

Election of Officers

35. (1) If the number of nominations received for a category of office is equal to or less than the number of vacancies in the category, each nominee is elected.
- (2) If the number of nominations received for a category of office exceeds the number of vacancies in the category, a secret ballot must be held as the presiding members direct.
- (3) Each member present, in person or by proxy, has one vote for each office to be filled.
- (4) If there is only one vacancy in a category of office, the nominee who receives the highest number of votes is elected.
- (5) If two officers may jointly hold an office pursuant to subrule 15(5), the members who receive the equal highest, or if there is no equal highest number of votes, the first and second highest number of votes for that office, will be appointed as co-chairs or co-officers.
- (6) If more than 2 members have the equal highest number of votes for an office or if there are 2 or more members with the equal second highest number of votes for an office, a second secret ballot must be conducted to determine the successful candidate from among the tied candidates.
- (7) If, after conducting a second secret ballot in accordance with subrule (6), two or more nominees again receive the same number of votes, and the number of those nominees exceed the number or vacancies still to be filled, the returning officer is to decide by lot which of the nominees is or elected.

Returning Officer

36. (1) A returning officer will be appointed by the Chair of the Annual General Meeting.
- (2) To be eligible for the position of returning officer, a person must:
- (a) be present in person at the Annual General Meeting
 - (b) be an ordinary member of the Association; and
 - (c) not be standing for election for any position on the Committee.

Auditor

37. (1) An auditor must be appointed at each Annual General Meeting.
- (2) If the position of auditor is not filled at the foundation meeting, or the position became vacant, the Committee may appoint an auditor.
- (3) An auditor holds office until the next Annual General Meeting.

- (4) Any person who is not an officer of the Association and has not prepared or helped to prepare the accounts is eligible to be an auditor.
- (5) An auditor ceases to hold office if he or she:
 - (a) is asked to do so by the Committee;
 - (b) resigns from office.

Special General Meetings

- 38. (1) The Secretary must convene a special general meeting:
 - (a) if asked to do so under subrule 12 (4); or
 - (b) on receiving a written request, from at least 20% of the members whose names appear in the register of members immediately before the time fixed for the meeting, specifying the particular matter they wish to be considered at the meeting.
- (2) The meeting must be held within 21 days after the requests received.
- (3) The Committee may of its own motion convene a special general meeting to consider such matters as it determines.
- (4) The Secretary must give each member at least 7 days written notice of the date, time and place fixed for a special general meeting, and of the matters to be considered at the meeting.
- (5) Only matters specified in the notice are to be at the meeting.

Notices of General Meetings

- 39. A notice of an Annual General Meeting or a special general meeting must include particulars of any matters to be considered at the meeting of which the Secretary was aware before the notice was sent.

CHAPTER 6 – MISCELLANEOUS

Common Seal

- 40. (1) The Committee must ensure that the Association has a common seal when it becomes incorporated.
- (2) The Secretary is to have custody of the common seal.
- (3) The common seal must not be affixed to any instrument except with the authority of the Committee and in the presence of:
 - (a) the President or the Vice-President; and
 - (b) the Secretary, or another officer appointed for the purpose by the Committee.
- (4) The President or Vice-President and the Secretary or other officer, as the case may be, must sign every instrument to which the common seal is affixed in their presence.

Members Personal Indemnity

- 41. The Association is required to indemnify any member for any liability incurred by the member, with the authority of the Committee, on behalf of the Association.

By-Laws

42. (1) The Committee may make by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law is, until amended or revoked, binding on the Association and on each member as if it were contained in these rules.
- (3) The Secretary must give written notice of the making, amendment or revocation of a by-law.
- (4) A by-law comes into force fourteen days after the date of the notice unless the Secretary is asked, under paragraph 36, to convene a special general meeting for the purpose of amending or revoking a by-law.
- (5) Special general meeting held to consider a by-law:
- (a) if the by-law is not amended or revoked it comes into force at the end of the meeting;
or
- (b) if the by-law is amended it comes into force, as amended, at the end of the meeting.

Access to Rules and By-Laws

43. The Secretary must give a copy of these rules and any by-laws to a member on receiving a written request from the member.

Amendment of these Rules

44. These rules may be amended only by a motion passed by at least three-quarters of the members present and voting in person or by proxy at an Annual General Meeting or a special general meeting convened only for the purpose.

Winding up

45. (1) The Association may be wound up only if a resolution to that effect is passed at a special general meeting convened for that purpose only, by at least three quarters of the members present in person or by proxy and voting.
- (2) If, on winding up the Association there remains any money or other property after the satisfaction of its debts, the money or other property:
- (a) must not be distributed in any way among or for the benefit of members; and
- (b) subject to the Associations Incorporation Act, is to be disposed of, by way of gift or otherwise:
- (i) to an organisation determined by the members present in person or by proxy at the meeting that assented the resolution for winding up, being an organisation having objects similar to those of the Association; or
- (ii) if those members determine there is no such organisation - to a public educational institution determined by those members.

Virtual meetings

46. A reference in these rules to a person being "present" at a meeting includes participating in the meeting via any technology (including online platforms) that allows a person to participate in the meeting without being physically present at the meeting.