

Rules of Lawright

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Rules of Lawright

1 Definitions and interpretation

Definitions

1.1 The following words have these meanings in these Rules unless contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Qld);

ACNC means the Australian Charities and Not-for-profits Commission;

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

ACNC Governance Standard means a Governance Standard of the regulations made under the **ACNC Act** and as outlined on the ACNC website;

ACNC Responsible Person means a Responsible Person in accordance with ACNC Governance Standard 4.

Appellant means a person appealing a decision of the Committee to reject his or her application for membership or to remove that person as a Member;

Applicants means individuals and groups that are eligible for assistance from the Association;

Assets means personal property of the Association;

Associate Member means a person, legal practice or entity which accepts an invitation to join the Association in accordance with rule 7.1(f);

Associate Member Nominee means the representative of an Associate Member nominated in accordance with rule 7.1(f);

Association means LawRight;

BAQ means the Bar Association of Queensland Inc;

casual vacancy exists in circumstances where a Committee member resigns, dies or stops holding office. It does not exist where a committee member fails to be elected at an AGM and a position remains vacant;

Chief Executive means the chief executive as defined in the Act;

Committee means the Committee of the Association, established under these Rules which is the Management Committee for the purposes of the Act;

Committee Nominated Representatives means up to two (2) persons nominated by Committee members for their skills wisdom and expertise who must be elected to the Committee by the Members;

Civil Justice Fund means a sub-fund of the Queensland Community Foundation called the 'civil justice fund' established on 17 February 2012;

Deductible Gift Recipient has the same meaning as in the *Income Tax Assessment Act 1997* (Cth);

Eligible Charity means a fund, authority or institution:

- (a) that is a charity; and

(b) gifts to which are deductible under item 1 of the table in section 30-15 of the Income Tax Assessment Act 1997 (Cth);

Financial Member means a Member who does not owe any membership fees or operating fees to the Association;

Gift means a gift to the Gift Fund;

Gift Fund has the meaning given in section 30-125(4) of the *Income Tax Assessment Act 1997* (Cth);

Gift Fund Purposes means the purposes set out in rules 3.1;

Honorary Member means any person who accepts an invitation to join the Association as a non-voting honorary member in accordance with rule 7.1(g);

Legal Unit Member means the legal unit which accepts an invitation to join the Association in accordance with rule 7(1)(d);

Legal Unit Nominee means the representative of a Legal Unit Member nominated in accordance with rule 7.1(d);

Life Member means any person who accepts an invitation to join the Association as a non-voting life member in accordance with rule 7.1(h);

Member means a person entered in the Register of Members;

Member Barristers means the barristers who accept an invitation to join the Association in accordance with rule 7.1(c);

Member Legal Practice means a legal practice which accepts an invitation to join the Association in accordance with rule 7.1(b);

Member Legal Practice Nominee means the representative of a Member Legal Practice nominated in accordance with rule 7.1(b);

Object means an object for which the Association carries on its affairs, as provided for in rule 3.1;

Officebearer means a member of the Committee;

Person of Influence means a person who supports the delivery of pro bono service and has a degree of responsibility and an appropriate level of influence to ensure the Association's objects can be achieved within their organisation;

QLS means the Queensland Law Society Incorporated;

Register of Members means the register of Members of the Association provided for in rule 9;

Responsible Person has the meaning set out in the ACNC Act.

Rules means the Rules of the Association from time to time;

Secretary means a person appointed under rule 12 as Secretary of the Association;

Special Resolution means a resolution of the Association passed at a general meeting of the Association where three quarters of the Members present and entitled to vote, vote in favour of the resolution;

Surplus Assets has the meaning given by section 92(3) of the Act.

Rules of interpretation

- 1.2 In these rules the contrary intention appears:
- (a) a reference to a document or part of a document includes any variation or replacement of it; and
 - (b) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them; and
 - (c) the singular includes the plural and vice versa; and
 - (d) a reference to a person includes an individual, a firm, a body corporate, an unincorporated association or an authority; and
 - (e) a reference to any thing is a reference to the whole and each part of it; and
 - (f) where these Rules say that something can or must be done by the Association then that thing may be done by the Committee unless there is a legal restriction on the Committee doing so.
- 1.3 Headings are inserted for convenience and do not affect the interpretation of these Rules.
- 1.4 A word or expression that is not defined in these Rules but is defined in the Act has, if the context permits, the meaning given by the Act.

Severability

- 1.5 If the whole or any part of a provision of these Rules is void, unenforceable or illegal in a jurisdiction it is severed for that jurisdiction. The remainder of these Rules has full force and effect, and the validity or enforceability of that provision in any other jurisdiction is not affected. This clause has no effect if the severance alters the basic nature of these Rules or is contrary to public policy.

Section 47 not to apply

- 1.6 Section 47(1) of the Act does not apply to these Rules.

2 Name

- 2.1 The name of the incorporated association is LawRight.

3 Objects

- 3.1 The objects for which the Association is established are:

3.1.1 The Association is established for the public charitable purposes of providing direct relief of poverty, suffering, distress, misfortune, destitution or helplessness to poor, marginalised and excluded individuals by, without limitation:

- (a) providing pro bono (without charge) legal assistance; and
- (b) assisting only people who cannot obtain legal aid and who cannot afford legal services.

- 3.1.2 As minor activities, the Association may:

- (a) provide training to increase the capacity of pro bono service providers;
- (c) increase the efficiency and capacity of the not for profit sector by coordinating legal services for organisations that assist poor, marginalised and excluded individuals; and

- (d) raise awareness of social justice issues and participate in the development of socio-legal policies, laws and legal practices for the benefit of disadvantaged people.
- (e) fundraise for the Civil Justice Fund and distribute amounts received from the Civil Justice Fund in accordance with these objects to support:
 - (i) community legal centres in Queensland to conduct civil law projects that satisfy a civil justice legal need for people who cannot obtain legal aid and who cannot afford legal services; and
 - (ii) applicants who cannot afford private civil law assistance, advice or representation and who are ineligible for legal aid.

Interpretation of Objects

- 3.2 Each Object is to be read independently of each of the other Objects, so that no Object limits or restricts in any way any of the other Objects.

4 Not for profit status

- 4.1 Except as otherwise stated in these Rules, no Member may directly or indirectly benefit from the Gift Fund.
- 4.2 The Association is established for public charitable purposes and for no other purposes.

5 Rules

Alteration of Rules

- 5.1 Subject to the Act, the Association may amend or repeal these Rules by Special Resolution.
- 5.2 An amendment or repeal of these Rules is valid only if it is:
 - (a) registered by the Chief Executive in accordance with the Act; and
 - (b) if required under the ACNC Act, approved by the ACNC.
- 5.3 The Members must not pass a special resolution that amends this constitution if passing it causes the Association to no longer be a charity.

Notification of any amendments of these Rules must be lodged with the ACNC.

Interpretation of Rules

- 5.4 Subject to the Act, the correct interpretation of these Rules will be determined by the Committee, whose decisions are final and binding on the Members.
- 5.5 If these Rules are inconsistent with the ACNC Act, the ACNC Act prevails.

6 Powers

Powers of an individual

- 6.1 The Association has, in the exercise of its affairs, all the powers of an individual.

Examples of powers

- 6.2 The Association may in the pursuit of its Objects, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and

- (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 6.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

7 Types of membership

Members

- 7.1 The membership of the Association will consist of:
- (a) the Bar Association of Queensland Inc (“**BAQ**”), which will be represented for all purposes under these Rules by an authorised person nominated in writing to the Association from time to time (“**BAQ Nominee**”); and
 - (b) the legal practices invited to join by the Committee and which accept membership (“**Member Legal Practice**”), each of which shall be represented for all purposes under these Rules by such partner, director or employee of the legal practice as it may nominate in writing to the Association from time to time (“**Member Legal Practice Nominees**”); and
 - (c) the barristers invited to join by the Committee and who individually accept membership (“**Member Barristers**”); and
 - (d) corporate in-house legal units and government in-house legal units, however designated, of corporations, institutions, instrumentalities and State, Federal and Local government bodies invited to join by the Committee and which accept membership (“**Legal Unit Members**”), each of which shall be represented for all purposes under these Rules by such officer or employee of the legal unit as it may nominate in writing to the Association from time to time (“**Legal Unit Nominees**”);
 - (e) the Queensland Law Society Incorporated (“**QLS**”), which will be represented for all purposes under these rules by an authorised person nominated in writing to the Association from time to time (“**QLS nominee**”);
 - (f) other persons, firms, legal practices, corporations or entities, who accept membership and are invited by the Committee and are willing to support the objects, functions and operation of the Association and provide services or other material assistance on a pro-bono or reduced fee basis including university law schools and their academic staff (“**Associate Members**”) and who shall be represented for all purposes under these Rules by such authorised person as nominated in writing to the Association from time to time (“**Associate Member Nominees**”).
 - (g) other persons who are invited by the Committee to join the Association as honorary members (“**Honorary Members**”) for service to the Association and are willing to accept membership as a non-voting member and to support the objects, functions and operation of the Association.
 - (h) other persons who are invited by the Committee to join the Association as life members (“**Life Members**”) in recognition of their long service to the Association and are willing to accept membership as a non-voting member and to support the objects, functions and operation of the Association.

Numbers of Members

- 7.2 Subject to these Rules, the number of Member Legal Practices, Member Barristers, Legal Unit Members, Associate Members, Honorary Members and Life Members will be unlimited.

8 Membership Fees

- 8.1 The membership fees and annual operating fees for each class of membership are the amounts determined by the Committee from time to time and are payable when and in the manner decided by the Committee.

9 Register of Members

Register must be kept

- 9.1 The Committee must cause a Register of Members to be kept.
- 9.2 The Register of Members must contain:
- (a) the full names and addresses of all Members and the dates when they became Members; and
 - (b) particulars of deaths, resignations, terminations and reinstatements of membership; and
 - (c) any other particulars the Committee or the Members at a general meeting require to be contained in the Register of Members.

Inspections of Register

- 9.3 The Register of Members will be available for inspection only as required by legislation from time to time, and subject to payment of reasonable fees or charges as permitted by legislation.

10 Admission, rejection or cessation of membership

Application for membership

- 10.1 An application for membership of the Association must be proposed by one member of the Association (the “**Proposer**”) and seconded by another member (the “**Secunder**”).
- 10.2 An application for membership must be in writing, signed by the applicant and the applicant’s Proposer and Secunder and in the form decided by the Committee.
- 10.3 The Committee must consider an application for membership at the next meeting of the Committee held after it receives the application and the appropriate membership fee for the application.
- 10.4 The Committee must decide at the meeting whether to accept or reject the application.
- 10.5 If a majority of the Officebearers present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- 10.6 The Secretary of the Association must, as soon as practicable after the Committee decides to accept or reject an application, give the applicant a written notice of the decision.

Resignation

- 10.7 Notwithstanding any rule, a Member may resign from membership of the Association at any time by giving to the Secretary written notice of that person's resignation. If that Member is also an Officebearer, the Member is deemed to have resigned from that office.
- 10.8 A Member's notice of resignation becomes effective on the day and at the time when the notice is received by the Secretary, unless a later date is specified in the notice.

Removal as a Member

10.9 Notwithstanding any rule, if a Member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with these Rules; or
- (c) has membership fees in arrears for a period of at least two months; or
- (d) behaves in a manner which, in the opinion of the Committee, is likely to injure or prejudice the character or interests of the Association,

then the Committee may decide to remove that Member from the Association.

- 10.10 Before the Committee makes its decision pursuant to rule 10.9 the Committee must give the Member a full and fair opportunity to make submissions (either written or oral or both) to the Committee in relation to the proposed removal from the Association of that Member.
- 10.11 If, after considering any submission made under rule 10.10, the Committee decides to remove a Member from the Association, then the Secretary must inform that person in writing of their removal as a Member.

Right of appeal

- 10.12 Within one month of a person receiving a notice pursuant to rule 10.6 or rule 10.11, the person ("**Appellant**") may give written notice to the Secretary of the Appellant's intention to appeal the decision of the Committee to reject the Appellant's application for membership or to remove the Appellant as a Member.
- 10.13 The Secretary must convene a general meeting within three months of receiving a notice from the Appellant pursuant to rule 10.12 to determine the appeal. The appeal must be determined by the vote of Members present at the general meeting.
- 10.14 At the general meeting referred to in rule 10.13, the following people must be given a full and fair opportunity to present their case for or against the rejection of the Appellant's application for membership or the removal of the Appellant as a Member:
- (a) the Appellant; and
 - (b) each Officebearer or, if the decision of the Committee to reject the application or remove the Appellant was not unanimous, each Officebearer who voted to remove the Appellant.

Refund of application fee or annual subscription

- 10.15 If a person whose application is rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

10.16 The Committee may in its absolute discretion resolve to refund the whole or any part of the membership fee to any Member who resigns or has been removed as a Member.

11 Members' liability

11.1 The Members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association except to the amount of any unpaid membership fees and unpaid operating fees payable under Rule 8.

12 Secretary

Secretary's qualifications

12.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:

- (a) a Member of the Association elected by the Association as Secretary; or
- (b) an Officebearer, Member of the Association or another person appointed by the Committee as Secretary.

12.2 In accordance with the provisions of the Act, where the Secretary is not a Member of the Association, they will not be a member of the Committee.

Vacancy in office of secretary

12.3 If a vacancy happens in the office of Secretary, the Officebearers must appoint or elect a Secretary within one month after the vacancy happens.

Appointment and removal of Secretary

12.4 The Committee may appoint and remove the Secretary at any time.

13 Membership of Committee

Officebearers

13.1 The Committee will consist of a minimum of six and a maximum of fourteen Officebearers who will be elected in accordance with Rule 13.7 and include:

- (a) one (1) representative of the BAQ; and
- (b) one (1) representative of the QLS; and
- (c) six (6) representatives of Member Legal Practices; and
- (d) one (1) representative of Associate Members; and
- (e) two (2) Barrister Members;
- (f) one (1) representative of Legal Unit Members; and
- (g) up to two (2) Committee Nominated Representatives.

Eligibility Criteria

13.2 The Committee may from time to time issue a Committee Composition and Officebearer Eligibility Policy. In addition to the requirements of any such Policy, the following minimum Officebearer eligibility requirements apply:

- (a) the person is a Person of Influence;

- (b) the person must not be ineligible to be elected under the Act and is a Responsible Person under the ACNC Act. If an Officebearer becomes ineligible to be a Responsible Person, the Committee must notify the ACNC immediately;
- (c) either the person:
 - (i) has not already served nine (9) consecutive terms as an Officebearer; or
 - (ii) has served nine (9) consecutive terms as an Officebearer but has had at least one year off the Committee.

13.3 The Committee will as soon as practicable following election of Officebearers elect from its number a president and treasurer. A person may only hold office as president for three (3) consecutive years. Should a person cease to hold the role of president, provided they meet the eligibility criteria, they may continue as an Officebearer.

Retirement of Officebearers

- 13.4 All Officebearers must be elected in accordance with rule 13.6 at each annual general meeting of the Association.
- 13.5 Each Officebearer will hold office from the date of his or her election or appointment until the next annual general meeting following their election.
- 13.6 An Officebearer must retire from office after serving a maximum of nine (9) consecutive years in office.

Nominations and Election of Officebearers

- 13.7 Subject to rules 13.1, 13.8 and 13.9, the election of Officebearers must take place in the following manner:
 - 13.7.1 nominations must be in writing and signed by the Nominated Officebearer; and
 - 13.7.2 nominations must be lodged with the Secretary at least seven days before the annual general meeting at which the election is to take place; and
 - 13.7.3 a list of the candidates' names, in alphabetical order, with the proposers' and seconders' names, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least five days immediately preceding the annual general meeting; and
 - 13.7.4 if there are more nominations than vacancies, balloting papers must be prepared containing the names of the candidates in alphabetical order; and
 - 13.7.5 each category of membership is entitled to vote for their representatives on the Committee for any number of candidates not exceeding the number of vacancies; and
 - 13.7.6 if, at the commencement of such meeting, there are insufficient candidates nominated, nominations may be taken from the floor of the meeting.

Election of Officebearers by membership categories

- 13.8 For the avoidance of doubt:
 - 13.8.1 QLS can only nominate and elect the QLS representative on the Committee at the AGM; and
 - 13.8.2 BAQ can only nominate and elect the BAQ representative on the Committee at the AGM;

- 13.8.3 Member Legal Practices can only nominate and elect Member Legal Practice representatives on the Committee at the AGM;
- 13.8.4 Associate Members can only nominate and elect Associate Member representatives on the Committee at the AGM;
- 13.8.5 Legal Unit Members can only nominate and elect Legal Unit Member representatives on the Committee at the AGM;
- 13.8.6 Member Barristers can only nominate and elect Member Barrister representatives on the Committee at the AGM; and
- 13.8.7 the Committee can only nominate Committee Nominated Representatives and those Committee Nominated Representatives must be elected by the Members at the AGM.

Nominations Committee

- 13.9 The Committee may establish a Nominations Committee under Rule 18.1 to facilitate the nomination process, including ensuring all eligibility requirements are complied with.

Transitional provisions for Officebearers

- 13.10 The date that a person was first elected to the Committee will be considered the date for determining the length of time that an Officebearer has held office for the purpose of Rule 13.2.

14 Resignation or removal from office of Officebearer

Resignation from office

- 14.1 Any Officebearer may resign from membership of the Committee at any time by giving notice in writing to the Secretary.
- 14.2 The resignation will take effect at the later time of:
 - 14.2.1 the day and at the time the notice is received by the Secretary; or
 - 14.2.2 if a later date is specified, the date specified in the notice.
- 14.3 An Officebearer who resigns from membership of the Committee remains a Member, unless the Officebearer also resigns as a Member.

Removal from office

- 14.4 An Officebearer may be removed from office at a general meeting of the Association if a majority of the Members present and entitled to vote at the meeting vote in favour of removing the Officebearer.
- 14.5 An Officebearer must cease to hold office upon removal as a Member of the Association of the Member whom the Officebearer represents, or absence from three successive Committee meetings without the approval of the Committee.
- 14.6 Before a vote of Members is taken about removing an Officebearer under rule 14.4, the Officebearer must be given a full and fair opportunity to show cause why the Officebearer should not be removed from office.
- 14.7 There is no right of appeal against an Officebearer's removal from office under this rule.

15 Vacancies on Committee

Casual vacancies

- 15.1 The Committee may appoint any Member of the Association to fill any casual vacancy on the Committee until the next annual general meeting.

Committee may continue to act

- 15.2 The continuing Officebearers may act even if there is a casual vacancy on the Committee. If the number of Officebearers is reduced below the necessary quorum of the Committee, the continuing Officebearers may only act to increase the number of Officebearers to the number required for a quorum, or to call a general meeting of the Association.

16 Functions and duties of the Committee

Functions of the Committee

- 16.1 Subject to these Rules, the Committee:
- 16.1.1 will have the general control and management of the administration of the affairs, property and funds of the Association; and
 - 16.1.2 will have authority to interpret any matter relating to the Association on which these Rules are silent.

Purposes of exercising powers of Association

- 16.2 The Committee may exercise all the powers of the Association:
- 16.2.1 to borrow or raise or secure the payment of money in such manner as the Members of the Association may think fit; and
 - 16.2.2 to secure the amounts mentioned in rule 16.2.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future; and
 - 16.2.3 to purchase, redeem or pay off any such securities issued; and
 - 16.2.4 to borrow amounts from Members and to pay interest on the amounts borrowed; and
 - 16.2.5 to mortgage or charge its property or any part of its property; and
 - 16.2.6 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - 16.2.7 to provide and pay off any such securities; and
 - 16.2.8 to invest.
- 16.3 For the purposes of rule 16.2.4, the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by:
- 16.3.1 the financial institution for the Association; or
 - 16.3.2 if there is more than one financial institution for the Association - the financial institution nominated by the Association.

- 16.4 The Committee must comply with their duties under legislation and common law, and with the duties described in ACNC Governance Standard 5 from time to time, which are, at the date of these Rules:
- 16.4.1 to act with reasonable care and diligence;
 - 16.4.2 to act honestly and fairly in the best interests of the charity and for its charitable purposes;
 - 16.4.3 not to misuse their position or information they gain as a Responsible Person;
 - 16.4.4 to disclose conflicts of interest;
 - 16.4.5 to ensure that the financial affairs of the charity are managed responsibly; and
 - 16.4.6 not to allow the charity to operate while it is insolvent.

17 Committee meetings

Frequency of meetings

- 17.1 The Committee must meet at least once every four calendar months to exercise its functions.

Method of calling Committee meetings

- 17.2 The Committee must decide how a meeting is to be called.
- 17.3 Notice of a meeting is to be given in the way decided by the Committee.
- 17.4 A special Committee meeting must be convened by the Secretary on the requisition in writing signed by at least one-third of the Officebearers, which requisition must state:
- 17.4.1 the reasons why the special meeting is being convened; and
 - 17.4.2 the business to be conducted at the meeting.
- 17.5 The Secretary must give at least 14 days' notice to Officebearers of any special Committee meeting. A notice of special Committee meeting must state:
- 17.5.1 the date, time and place of the meeting; and
 - 17.5.2 the business to be conducted at the meeting.

Quorum

- 17.6 The quorum for a Committee meeting is half the number of Officebearers plus one.

Proceedings at Committee meetings

- 17.7 Subject to these Rules, the Committee may meet together and regulate its proceedings as it thinks fit.
- 17.8 Questions arising at any Committee meeting must be decided by a majority of votes and, in the case of equality of votes, the question must be deemed to be decided in the negative.
- 17.9 If an Officebearer has an interest in any contract or proposed contract with the Association, the Officebearer must give full written disclosure of the interest to the Committee. The Officebearer must not vote on a question about that contract or proposed contract with the Association, and if the Officebearer does vote, the Officebearer's vote must not be counted.
- 17.10 LawRight staff may attend a Committee meeting at the invitation of the Committee. The Committee may revoke the invitation to attend at any time before or during the Committee meeting.

Use of technology

- 17.11 A Committee meeting or a subcommittee meeting may be called or held using any technology consented to by each Officebearer or subcommittee Member. The consent may be a standing one. An Officebearer or subcommittee member may only withdraw consent within a reasonable period before the meeting.

Committee chairperson

- 17.12 The president must preside as chairperson at every Committee meeting. If there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president must be chairperson. If the vice-president is not present at the meeting, then the Officebearers may choose one of their number to be chairperson of the meeting.

No quorum

- 17.13 If, within half an hour from the time appointed for the commencement of a Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of Officebearers, will lapse.
- 17.14 In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

18 Delegation if powers of Committee

Subcommittees

- 18.1 The Committee may establish subcommittees and may, at its discretion, delegate any of its powers (except this power to delegate) to a subcommittee consisting of such persons determined by the Committee, and subject to such conditions as the Committee determines.
- 18.2 In exercising its delegated powers, any subcommittee must comply with all conditions, regulations or other requirements imposed on it by the Committee.
- 18.3 At a minimum, in the exercise of any powers delegated to it, a subcommittee must:
- 18.3.1 conform to the directions of the Committee;
 - 18.3.2 only act within its delegated powers;
 - 18.3.3 report to the Committee; and
 - 18.3.4 otherwise conduct its meetings and proceedings in accordance with the provisions of these Rules, as far as practicable, as if they were meetings and proceedings of the Committee.
- 18.4 Unless otherwise determined, the quorum for subcommittee meetings will be one half of the number of persons appointed to the subcommittee plus one.

Chairperson of subcommittee

- 18.5 A subcommittee may elect a chairperson of its meetings.
- 18.6 If no chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the Members present may choose one Member present to be chairperson of the meeting.

Proceedings of subcommittees

- 18.7 A subcommittee may meet and adjourn as it thinks fit.
- 18.8 Questions arising at any subcommittee meeting must be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question must be deemed to be decided in the negative.

Delegation to Chief Executive Officer employed by the Association

- 18.9 The Committee may delegate any of its powers to those persons employed by the Association as a 'Chief Executive Officer' or 'Co-Chief Executive Officer' (or any equivalent position from time to time), subject to such conditions as the Committee determines.

19 Acts not affected by defects or disqualifications

- 19.1 All acts done by:
 - 19.1.1 any Committee meeting; or
 - 19.1.2 any subcommittee meeting; or
 - 19.1.3 any person acting as a Member of the Committee,

will be taken to have been validly performed even if the act was performed when:

- 19.1.4 there was some defect in the appointment of the Officebearer or member of the subcommittee or person acting as an Officebearer or member of the subcommittee; or
- 19.1.5 an Officebearer or a member of the subcommittee or a person acting as an Officebearer or member of the subcommittee was disqualified from being an Officebearer or Member.

20 Resolutions of Committee without meeting

- 20.1 A resolution in writing signed by all the Officebearers for the time being entitled to receive notice of a Committee meeting is as valid as if it had been passed at a duly convened and held Committee meeting.
- 20.2 Any resolution may consist of several documents in the same form, each signed by one or more Officebearers.

21 Annual general meeting timing

- 21.1 Each annual general meeting must be held:
 - 21.1.1 at least once each year; and
 - 21.1.2 within six months after the end of the Association's previous financial year.

22 Business to be transacted at annual general meeting

- 22.1 The following business must be transacted at every annual general meeting:
 - 22.1.1 the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year; and
 - 22.1.2 the receiving of the auditor's report on the financial affairs of the Association for the last financial year; and

22.1.3 the presenting of the audited statement and auditor's report to the meeting for adoption; and

22.1.4 the election of Officebearers; and

22.1.5 the appointment of an auditor.

23 Special general meetings

23.1 The Secretary must convene a special general meeting by sending out notice of the meeting within 14 days of:

23.1.1 being directed to do so by the Committee; or

23.1.2 being given a requisition in writing signed by at least one-third of the Officebearers or at least the number of Members of the Association which equals double the number of Officebearers plus one; or

23.1.3 being given a notice in writing of an intention to appeal against the decision of the Committee to reject an application for membership or to terminate the membership of any person.

23.2 A requisition must clearly state the reasons why the special general meeting is being convened and the nature of the business to be transacted at the meeting.

24 Notice of general meeting

24.1 The Secretary must convene all general meetings of the Association by giving not less than 14 days' notice of any meeting to the Members of the Association.

24.2 The Committee must determine the manner of giving notice, but notice of any meeting convened for the purpose of:

24.2.1 hearing and determining the appeal of a Member against the rejection of the Member's application or termination of the Member's membership by the Committee; or

24.2.2 to hear and decide a proposed special resolution of the Association, must be given in writing.

24.3 Notice of a general meeting must clearly state the nature of the business to be discussed.

25 Quorum at general meeting

Number of Members required

25.1 Subject to rule 25.4, a quorum required for a general meeting is at least the number of Members elected or appointed to the Committee at the close of the association's last general meeting plus one. Members may be present in person or by proxy or nominee form.

25.2 No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of this rule, Member includes a person attending as a proxy or as a representative of a corporation, firm or other entity which is a Member.

Lapsing of meeting

- 25.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of Officebearers or the Association, will lapse.
- 25.4 In any other case it will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present will be a quorum.

Adjourning meetings

- 25.5 The chairperson may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 25.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- 25.7 Subject to rule 25.6, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 25.8 For the purposes of this rule, **Member** includes a person attending as a proxy or as representing a corporation, firm or other entity which is a Member.

26 Procedure at general meeting

Conduct at general meeting

- 26.1 Unless otherwise provided by these Rules, at every general meeting:
- 26.1.1 the president must preside as chairperson, or if there is no president, or:
- (a) if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the treasurer must be the chairperson; or
 - (b) if the treasurer is not present or is unwilling to act, then the Members present must elect one of their number to be chairperson of the meeting; and
- 26.1.2 the chairperson must maintain order and conduct the meeting in a proper and orderly manner; and
- 26.1.3 every question, matter or resolution must be decided by a majority of votes of the Members present; and
- 26.1.4 every Member present will be entitled to one vote; and
- 26.1.5 no Member will be entitled to vote at any general meeting if the Member's annual membership fees are more than one month in arrears at the date of the meeting; and
- 26.1.6 voting must be by show of hands or a division of Members, unless at least one-fifth of the Members present demand a ballot, where there must be a secret ballot; and
- 26.1.7 the chairperson must appoint two Members to conduct the secret ballot in such manner as the chairperson must determine and the result of the ballot as declared by the chairperson must be deemed to be the resolution of the meeting at which the ballot was demanded; and

- 26.1.8 a Member may vote in person or by proxy or by attorney and:
- (a) on a show of hands every person present who is a Member or a representative of a Member will have the same number of votes as that Member would be entitled to exercise at that meeting; and
 - (b) in a secret ballot every Member present in person or by proxy or by attorney or other duly authorised representative will have the same number of votes as that Member would be entitled to exercise at that meeting; and
- 26.1.9 an instrument appointing a proxy must be in writing, and:
- (a) if the appointer is an individual, signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation, either under seal or signed by a properly authorised officer or attorney of the corporation; and
- 26.1.10 a proxy may but need not be a Member of the Association; and
- 26.1.11 the instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a secret ballot; and
- 26.1.12 where a Member wants a proxy to vote for or against a resolution the instrument appointing a proxy must be in the form or a substantially similar form set out in Annexure 1.
- 26.1.13 the instrument appointing a proxy must be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

Minutes

- 26.2 The Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Committee meeting and general meeting to be entered in a minute book.
- 26.3 The minutes of general meetings (including each annual general meeting) and Committee meetings must be entered into a minute book and signed by the chairperson of the general meeting or Committee meeting (as appropriate) or the chairperson of the next general meeting or Committee meeting (as appropriate), verifying their accuracy.
- 26.4 Once signed, the minutes are binding on the Association and every Member and Officebearer.

Inspection of minutes

- 26.5 The Secretary must ensure that the minutes of General Meetings are available for inspection, at an agreed time and place, within 28 days of written notice by any Financial Member who has applied in writing to the Secretary for inspection of minutes for general meetings.
- 26.6 The minutes of Committee meetings will not be made available for inspection.

27 By-laws

- 27.1 The Committee may make, amend or repeal by-laws or policies, not inconsistent with these Rules, for the internal management of the Association, from time to time.
- 27.2 Any by-law or policy may be set aside by a general meeting of Members.

28 Common seal

- 28.1 The Committee must provide for a common seal and for its safe custody.
- 28.2 The common seal may only be used by the authority of the Committee. Every instrument to which the seal is affixed must be signed by an Officebearer and must be countersigned by the Secretary, by a second Officebearer, or by some other person appointed by the Committee for the purpose.

29 Funds and accounts

Use of income and property

- 29.1 (a) Subject to paragraph (b) and (c), the income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers and no portion shall be distributed directly or indirectly to Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (b) The Association must only use the following for the Gift Fund Purposes:
- (i) Gifts made to the Gift Fund; and
 - (ii) Any money received because of the Gift Fund;
- to the extent that they are for public charitable purposes and for any of the purposes set out in an item of the relevant table in division 30 of the Income Tax Assessment Act 1997 (Cth).
- (c) Distributions received from the Civil Justice Fund and any money received because of those distributions must be used by the Association solely to promote the Association's objects in Rule 3.1.2(d).

Keeping of funds

- 29.2 (a) Subject to paragraph (b) and (c), the funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Committee.
- (b) The Association must establish a separate Gift Fund, and the public must be invited to make gifts to the Gift Fund
- (c) The Association must establish a separate account in the name of the Association in which distributions received from the Civil Justice Fund, and no other funds, must be kept.
- 29.3 All moneys must be deposited as soon as practicable after receipt.

Books and accounts

- 29.4 Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 29.5 If asked by a Member, the Secretary must, within 28 days after the request is made make the Associations financial documents available for inspection by the member at a mutually convenient time and place and, at the Member's reasonable cost, give the member copies of the documents.

Cheques

- 29.6 All amounts of \$100 or over must be paid by cheque signed by, any two of the president, secretary, treasurer or other member authorised from time to time by the Committee.
- 29.7 All amounts of \$100 or over paid by electronic funds transfer must be authorised in accordance with the Act and as approved from time to time by the Committee.
- 29.8 Cheques must be crossed 'not negotiable', except those in payment of wages, allowances or petty cash recouplements, which may be open.

Petty cash

- 29.9 The Committee must determine the amount of petty cash which will be kept on the imprest system. Payments of \$100 or more must not be made from petty cash and must be made in accordance with rule 29.6 or 29.7.

Ratification of expenditure

- 29.10 All expenditure must be approved or ratified at a Committee meeting.

Statement at end of financial year

- 29.11 As soon as practicable after the end of each financial year the treasurer must cause to be prepared a statement containing particulars of:
 - 29.11.1 the income and expenditure for the financial year just ended; and
 - 29.11.2 the assets and liabilities as at the end of the financial year; and
 - 29.11.3 the mortgages, charges and securities affecting the property of the Association at the end of that financial year.
- 29.12 The auditor must examine the treasurer's statement and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.

Gift Fund

- 29.13 The Association must only credit Gifts to the Gift Fund, and not permit any other money or property to be credited to the Gift Fund.
 - 29.13.1 The Gift Fund is to be used solely for the purpose of providing for the direct relief of poverty; sickness; suffering distress, misfortune; destitution or helplessness by the provision, encouragement and co-ordination of pro bono legal services and other professional services, and any matters incidental and ancillary to this object.
 - 29.13.2 Upon receipt of a Gift, the Association must give the donor a receipt which specifies:
 - (a) The name of the Association;
 - (b) Australian Business Number of the Association;
 - (c) The fact that the receipt is a Gift.
 - 29.13.3 The Association must maintain a separate bank account for the Gift Fund.
 - 29.13.4 The Association must establish and maintain internal accounting policies exclusively for the money, property and benefits reserved for the Gift Fund.

30 Documents

- 30.1 The Committee must provide for the safe custody of books, documents, instruments of title and securities of the Association.

31 Financial year

- 31.1 The financial year of the Association will close on 30 June in each year.

32 Notices

Service of notices

- 32.1 The Association may give notice of a meeting to a Member:
- 32.1.1 personally; or
 - 32.1.2 by sending it by post to the address for the Member in the Register of Members or the alternative address (if any) nominated by the Member; or
 - 32.1.3 by sending it to the fax number or electronic address (if any) nominated by the Member.
- 32.2 If a notice is sent by post, delivery of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and the notice is deemed to have been delivered on the day after the day of its posting.
- 32.3 If a notice is sent by facsimile transmission, delivery of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it, and to have been delivered on the day following the despatch.
- 32.4 If a notice is sent to an electronic address nominated by a Member from time to time, the notice is taken to be received at the time the electronic delivery receipt is received by the sender.

33 Distribution of surplus assets to another entity

- 33.1 The Association may be wound-up in accordance with part 10 of the Act.
- 33.2 Subject to rule 33.3, if the Association is wound up under part 10 of the Act, the Surplus Assets must not be distributed among the Members but must be given to another entity:
- 33.2.1 that has objects similar to the Association's objects; and
 - 33.2.2 the Rules of which prohibit the distribution of the entity's income and assets to its Members; and
 - 33.2.3 that is endorsed as an income tax exempt charity in accordance with subdivision 50-B of the Income Tax Assessment Act 1997 (Cth).
- 33.3 If the Association or Gift Fund is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked the following shall be transferred to an Eligible Charity:
- 33.3.1 any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it; and
 - 33.3.2 any other surplus:
 - (a) gifts of money or property for the principal purposes of the Association;

- (b) contributions described in item 7 or 8 of the table in section 30-15 of the Income Tax Assessment Act 1997 (Cth) in relation to a fund-raising event held for that purpose; and
- (c) money received by the entity because of such gifts or contributions.

34 Indemnity

- 34.1 Every person who is or has been an Officebearer, Secretary or any other agent of the Association is indemnified, to the maximum extent permitted by law, out of the property of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person:
 - 34.1.1 for anything done by them in the proper or reasonable discharge of their duty; and
 - 34.1.2 so far as the property and funds of the Association will extend.

35 Insurance

- 35.1 The Officebearers must ensure the Association takes out and maintains current insurance at all times in respect of damage to property, death or bodily injury occurring upon the property of the Association for a cover of at least the amount set by the Act from time to time (if any) and otherwise, in such amount determined by the Committee.

36 Amalgamation

- 36.1 Where it furthers the objects of the Association to amalgamate with any one or more other organisations having similar objects, the other organisation(s) must have rules prohibiting the distribution of its (their) assets and income to members and must be Eligible Charities.

37 Access to Documents

- 37.1 A member of the Committee has a right of access to the financial records and documents of the Association at all reasonable times to allow the Committee member to meet their duties and responsibilities.

ANNEXURE 1

LAWRIGHT:

I, _____ of _____, being
a Member of the abovenamed Association, appoint

_____ of _____, or

If that person is not available,

_____ of _____

as my proxy to vote for me on my behalf at the (annual) general meeting of the Association,

to be held on the _____ day of _____ 20

and at any adjourned meeting.

Signed on _____ day of _____ 20 .

Signature

This form is be used *in favour of/* against the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit).