

AUSTRALIAN CORPORATE LAWYERS ASSOCIATION

DIVISION REGULATIONS

NAME

1. The names of the Divisions of the Australian Corporate Lawyers Association are as follows:

Australian Corporate Lawyers Association New South Wales Division
Australian Corporate Lawyers Association Queensland Division
Australian Corporate Lawyers Association Victorian Division
Australian Corporate Lawyers Association Western Australian Division
Australian Corporate Lawyers Association South Australian Division
Australian Corporate Lawyers Association Australian Capital Territory Division

INTERPRETATION

2. In these Regulations, unless the contrary intention appears:

(1) Definitions

"Act" means the Corporations Act 2001, as amended from time to time.

"Association" means the Australian Corporate Lawyers Association.

"Board" means the Board of Directors of the Association.

"Constitution" means the constitution of the Association.

"Director" means a member of the Board.

"Executive Committee" means the Executive Committee of the relevant Division.

"Financial Year" means the year ending 30th June.

"Member" means a Member of the Association (as defined in the Constitution) resident in the relevant Division.

"Member of the Executive Committee" means a member of the Executive Committee and includes Office Bearers.

"National Secretariat" means the body or person appointed as the Association's national secretariat from time to time.

"Office Bearer" means an office bearer of the relevant Division pursuant to Regulation 20(1).

"Register of Members" means the register of members required to be maintained by the Association pursuant to clause 7 of the Constitution.

"Voting Member" means a Voting Member of the Association (as defined in the Constitution) resident in the relevant Division.

References to "President", "Vice-President", "Immediate Past President", "Treasurer" and "Secretary" are references to the President, Vice-President, Immediate Past President, Treasurer and Secretary of the relevant Division.

(2) Construction

- (a) words importing one gender include all other genders;
- (b) words importing the singular number include the plural number and vice versa;
- (c) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
- (d) "includes" means including without limitation.

PURPOSE

- 3. Each Division is established pursuant to clause 15.1 of the Constitution and shall have the powers and functions accorded it pursuant to clause 15.2 of the Constitution.

MEMBERSHIP

- 4. (1) Subject to the Constitution, each Division shall be responsible for its Members and the activities of the Division in respect of those Members.
- (2) All applications for membership of the Association shall be made in writing to the National Secretariat in a form approved by the Board.
- (3) Subject to any determination of the Board, the National Secretariat shall be responsible for the admission to, continuance and termination of the membership of the Members.

ADMISSION FEES AND ANNUAL SUBSCRIPTIONS

- 5. The admission fee (if any) or annual subscriptions for membership of the Association shall be as determined by the Board from time to time in accordance with clause 6 of the Constitution.

REGISTER OF MEMBERS

- 6. (1) The National Secretariat shall keep and maintain a register of Members in which shall be entered the full name, type of membership, business or other address, the date on which each Member becomes a Member, and the name of each Member.
- (2) The register of Members shall be available for inspection by Members at the registered office of the Association.

ANNUAL GENERAL MEETING

7. (1) Each Division shall in each calendar year convene an annual general meeting of its Members to be held at such time as the Executive Committee determines (not being more than fifteen (15) months after the holding of the last preceding annual general meeting) provided that such meeting is held no later than 30 September in each year.
- (2) The annual general meeting shall be specified as such in the notice convening it.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since the last preceding annual general meeting;
 - (b) to receive from the Executive Committee reports upon the transactions and activities of the Division during the last preceding Financial Year;
 - (c) to elect the Executive Committee; and
 - (d) the transaction of any business which under the Act, the Constitution or these Regulations is required to be transacted.
- (4) The annual general meeting may transact special business of which notice is given in accordance with these Regulations.
- (5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

GENERAL MEETING

8. All general meetings other than the annual general meeting shall be called general meetings.
9. (1) The Executive Committee may, whenever it thinks fit, convene a general meeting of the Division.
- (2) The Executive Committee shall, on the requisition in writing of not less than:
 - (a) twenty (20) Voting Members; or
 - (b) such number of Voting Members as represents not less than 5% of the total number of Voting Members,(whichever is lesser), convene a general meeting of the Division.
- (3) The requisition for a general meeting shall state the objects of the meeting and shall be signed by the Voting Members making the requisition and be sent to the Secretary at the National Secretariat and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.

- (4) If the Executive Committee does not cause a general meeting to be held within two (2) months after the date on which the requisition is received at the National Secretariat, Voting Members with more than 50% of the votes of all of the Voting Members who made the request under clause 9(2) of these Regulations, may convene a general meeting to be held not later than three (3) months after the date on which the requisition is received at the National Secretariat.
- (5) A general meeting convened by Voting Members pursuant to these Regulations shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the relevant Division to the persons incurring the expenses.

NOTICE OF MEETING

10. (1) The Secretary shall, at least twenty-one (21) days before the date fixed for holding an annual general meeting or a general meeting of the relevant Division (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day on which the general meeting is to be held), cause to be sent to each Member by prepaid post (or any other method of service permitted under the Act) at the Member's address appearing in the Register of Members a notice stating the place, date and time of the meeting and the nature of the business, which can be in general form, to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting, except that general business, whether or not appearing on the notice convening the meeting, may be transacted at the meeting.
- (3) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.
- (4) A Member desiring to bring any business, other than general business, before a meeting may give notice of that business in writing to the Secretary not less than twenty-eight (28) days prior to that meeting. The Secretary shall include that business in the notice calling the next general meeting after the receipt of the notice. General business may be raised at the general meeting without prior notice.

PROCEEDINGS AT MEETINGS

11. (1) All business that is transacted at a general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these Regulations as being the ordinary business of the annual general meeting, shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under the Constitution to vote is present during the time when the meeting is considering that item.

- (3) Ten (10) Voting Members personally present constitute a quorum for the transaction of the business of a general meeting.
 - (4) If within fifteen (15) minutes after the appointed time for the commencement of a general meeting a quorum is not present the meeting, if convened upon the requisition of Voting Members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting the quorum is not present within fifteen (15) minutes after the time appointed for the commencement of the meeting, the Voting Members present (being not less than five (5)) shall be a quorum.
12.
 - (1) The President, or in the President's absence, the Vice-President shall preside as chairperson at each general meeting of the Division.
 - (2) If the President and the Vice-President are both absent from a general meeting, the Members present shall elect one (1) of their number to preside as chairperson at the meeting.
13.
 - (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for fourteen (14) days or more, a further notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
14. A question arising at a general meeting of a Division shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, 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, and an entry to that effect in the minute book of the Division is prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
15.
 - (1) Upon any question arising at a general meeting of a Division, a Voting Member has one (1) vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of votes, the chairperson of the meeting shall be entitled to exercise a second or casting vote.

16. (1) If at a meeting a poll on any question is demanded by a Voting Member, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the chairperson may direct.
17. A Voting Member is not entitled to vote at any general meeting unless all moneys due and payable by the Voting Member to the Association have been paid.
18. (1) Each Voting Member shall be entitled to appoint another Voting Member as the Voting Member's proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in a common or usual form as approved by the Executive Committee from time to time.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- (4) A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death, unsoundness of mind or revocation is received by the Division before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.
- (5) The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under these Regulations. If the person does not comply, that person may be excluded from voting on a resolution either upon a show of hands or upon a poll.

EXECUTIVE COMMITTEE AND OFFICE BEARERS

19. (1) The affairs of each Division shall be managed by the Executive Committee.
- (2) Subject to clause 14 of the Constitution and any determination of the Board, the Executive Committee:
 - (a) shall control and manage the business and affairs of the relevant Division;
 - (b) may, subject to these Regulations, exercise all such powers and functions as may be exercised by the relevant Division other than those powers and functions that are required by these Regulations to be exercised by Members in general meeting;

- (c) subject to these Regulations, has power to perform all such acts and things as appear to the Executive Committee to be essential for the proper management of the business and affairs of the relevant Division; and
- (d) shall have such other powers and functions as are delegated to it by the Board.

20. (1) The Office Bearers of each Division shall be:

- (a) the President;
- (b) the Vice-President;
- (c) the Immediate Past President;
- (d) the Treasurer; and
- (e) the Secretary.

The Executive Committee may appoint any person, whether or not a Member of the Executive Committee or Member of the Association, as the Secretary or the Treasurer.

- (2) The Office Bearers (other than the Immediate Past President) shall be appointed by the Executive Committee and, subject to clause 20(3), each Office Bearer shall hold office until the close of the annual general meeting of the Division in the second year following the year of his or her appointment or, in the case of a person who is not a Member of the Executive Committee, for such term as may be determined by the Executive Committee from time to time.
- (3) No person shall hold the office of President for two (2) consecutive terms except where the President is the first elected President of a new Division formed pursuant to the provisions of clause 15.1(a) of the Constitution.
- (4) The Executive Committee shall make the appointments required to be made under this clause 20 as soon as practicable after each annual general meeting of the Division.
- (5) Upon the expiration of the term of office of an Office Bearer, that Office Bearer shall be eligible for reappointment as an Office Bearer of the Division:
 - (a) except for the President, who will fill the position of Immediate Past President; and
 - (b) provided that, unless otherwise determined by the Executive Committee, no person shall hold the same office for more than four (4) consecutive years.

21. (1) Subject to these Regulations, the Executive Committee shall consist of:

- (a) the Office Bearers; and
 - (b) not more than fifteen (15) other Members.
- (2) Each Member of the Executive Committee shall, subject to these Regulations, hold office until such Member resigns or another is elected in their place or until their office becomes vacant or on the Member ceasing to be a Member provided that no Member of the Executive Committee shall hold office for a period of more than two (2) years unless re-elected at a general meeting.
- (3) (a) In the event of a vacancy occurring in the office of an Office Bearer, the Executive Committee may appoint a Member of the Executive Committee to fill the vacancy and the Member so appointed shall hold office, subject to these Regulations, during the unexpired term of office of the Office Bearer whose place the Member of the Executive Committee fills. Any Member of the Executive Committee filling a casual vacancy in accordance with this sub-clause 3(a) will be eligible for reappointment as an Office Bearer.
- (b) In the event of a vacancy occurring in respect of a Member of the Executive Committee (other than an Office Bearer), the Executive Committee may appoint a Voting Member to fill the vacancy and that Member so appointed shall hold office, subject to these Regulations, during the unexpired term of office of the Member of the Executive Committee whose place the Voting Member fills. Any Voting Member filling a casual vacancy in accordance with this sub-clause (3)(b) will be eligible for reappointment as a Member of the Executive Committee.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

22. (1) Subject to the Constitution no Member (other than a retiring Member of the Executive Committee) shall be eligible for election to the Executive Committee at any annual general meeting unless the Secretary has at least twenty-one (21) days before the meeting received from that Member or from two (2) other Members intending to propose such Member a notice in writing duly signed by the nominee giving their consent to the nomination and signifying their candidature for the office. In the case where two (2) Members are intending to propose the nominee, such notice shall be duly signed by the proposer and seconder.
- (2) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received and considered at the annual general meeting without further notice being required.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

- (5) The ballot for the election of Members of the Executive Committee shall be conducted at the annual general meeting in such usual and proper manner as the Executive Committee may direct.

PROCEEDINGS OF EXECUTIVE COMMITTEE

23. (1) The Executive Committee shall meet at least six (6) times in each year at such places and at such times as the Executive Committee may determine and the Executive Committee may establish such sub-committees as it determines from time to time upon and subject to such conditions and rules as the Executive Committee may in its discretion determine.
- (2) Special meetings of the Executive Committee may be convened by the President or by any four (4) Members of the Executive Committee.
- (3) At least forty-eight (48) hours notice of every Executive Committee meeting shall be sent to each Member of the Executive Committee, except for those absent from the Commonwealth of Australia. Notice of special meetings must specify the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) The quorum necessary for the transaction of business of the Executive Committee shall be four (4) Members of the Executive Committee or such other number as may be fixed from time to time by the Executive Committee.
- (5) No business shall be transacted 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 shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Executive Committee:
 - (a) the President, or in the President's absence the Vice-President, shall preside as chairman; or
 - (b) if the President and Vice-President are both absent the remaining Members of the Executive Committee may appoint one (1) of their number to preside as chairperson.
- (7) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined on a show of hands or, if demanded by a Member of the Executive Committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Member of the Executive Committee present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (9) A resolution in writing signed by not less than seventy five (75) per cent of the Members of the Executive Committee who are in Australia (or a facsimile of such a signed resolution received by the Secretary by telephonic facsimile transmission) shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held. Any such resolution may consist of several documents each signed by one or more Members of the Executive Committee.
- (10) Subject to sub-clause (5), the Executive Committee may act notwithstanding any vacancy on the Executive Committee.
- (11) Clause 13.1(b) and 13.5 of the Constitution shall apply, with the necessary changes, to the meetings of the Executive Committee.

SECRETARY

24. (1) The Secretary shall keep minutes of the resolutions and proceedings of each annual general meeting, general meeting and Executive Committee meeting in books provided for that purpose together with a record of the names of persons present at meetings of the Executive Committee.
- (2) Any such minutes, if purporting to be signed by the chairperson of such meeting or of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

TREASURER

25. (1) Subject to the Constitution, the Treasurer shall:
 - (a) collect and receive all moneys due to the Association arising out of the relevant Division's activities and make all payments authorised by the Executive Committee; and
 - (b) keep correct records of all receipts and expenditure connected with the activities of the relevant Division.
- (2) The records referred to in sub-clause (1) shall be available for inspection by Members at any reasonable time at the National Secretariat.

REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE

26. (1) The Division in general meeting may by resolution remove any Member of the Executive Committee before the expiration of the Member's term of office and appoint another Member in the Member's stead to hold office until the expiration of the term of the first-mentioned Member.
- (2) Where a Member of the Executive Committee the subject of a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or the President (not exceeding a reasonable length) and requests that such representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the affected Member may require that they be read out at the meeting.

- (3) The office of a Member of the Executive Committee shall become vacant if such Member:
- (a) ceases to be a Voting Member of the Association;
 - (b) resigns office by notice in writing to the Secretary;
 - (c) becomes a bankrupt or makes any arrangement or composition with creditors generally;
 - (d) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (f) is absent, without special leave of the Executive Committee, from three (3) consecutive meetings of the Executive Committee;
 - (g) where the Member is also a member of the Board, is absent without special leave of the Executive Committee for more than two (2) consecutive meetings of the Board; or
 - (h) ceases to be a Member of the Executive Committee for any reason.

BANK ACCOUNTS AND CHEQUES

27. (1) Any funds received by a Division on behalf of the Association shall be banked in the name of the Association at any bank or other financial institution as the Board may from time to time determine.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by one Director of the Association and one Member of the relevant Executive Committee or in such other manner as the Board may from time to time determine.

NOTICES

28. (1) A notice may be served by or on behalf of a Division upon a Member either personally or by sending it by post or by electronic mail to the Member at the Member's address shown in the Register of Members.
- (2) Where a document is properly addressed, pre-paid and posted to a person as a letter the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post. Where any document is sent by electronic mail, such document will be taken to have been given when the sender receives a delivery confirmation report recording the time at which the electronic mail was delivered to the addressee's last notified email address, unless the sender receives a delivery failure notification, indicating that the electronic mail has not been delivered to the addressee.
- (3) Notice of every general meeting shall be given in any manner hereinbefore authorised to:

- (a) every Member except those Members for whom the Association has no registered address or other address or an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Association.
- (4) No other person shall be entitled to receive notices of general meetings.

CUSTODY OF RECORDS

29. Except as otherwise provided in the Constitution and these Regulations, the Secretary shall keep in custody or under control all books, documents and securities of the relevant Division.

INDEMNITY

30. Subject to the Act, every person who is or has been an officer (including a Member of the Executive Committee), auditor or agent of the Division shall be indemnified out of the property of the Association against any liability incurred by them in their capacity as officer, auditor or agent:
- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to them by the Court; and
 - (b) to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

AMENDMENTS TO REGULATIONS

31. The Executive Committee may from time to time propose amendments to these Regulations for approval by the Board pursuant to clause 15.2(d) of the Constitution.