

ASSOCIATIONS INCORPORATION ACT 2009

CONSTITUTION OF
MACQUARIE LEGAL CENTRE INCORPORATED

12/10

MACQUARIE LEGAL CENTRE INCORPORATED
STATEMENT OF OBJECTS

The objects for which the Incorporated Association has been established are:

1. To alleviate poverty, misfortune, distress and suffering by the provision of premises, office facilities, library and other facilities for persons conducting free and readily accessible non-profit legal and other services to improve access to justice to the people of the western districts of Sydney and such other places as the Association may from time to time decide.
2. To provide premises, office facilities, library and other facilities for persons conducting non-profit legal and administrative services for the purpose of providing legal and administrative assistance to groups, community organisations, associations and bodies corporate in circumstances where the legal and administrative assistance so provided is likely to alleviate poverty, misfortune and suffering of persons referred to in paragraph 1.
3. To determine guidelines, priorities and criteria in accordance with which the legal and administrative assistance referred to in paragraphs 1 and 2 are to be provided.
4. To inform the public by advertisement or other means of the legal and other services provided by the Association, and the conditions upon which those services are provided.
5. To promote community educational programs in matters relating to law and the legal system.
6. To undertake research with a view to ascertaining the needs of the community for legal assistance, and the most effective means of meeting those needs.
7. To participate in and involve local citizens and legal groups in the recognition, understanding and solution of their legal and related problems.
8. To undertake research and training and technical assistance in relation to all aspects of the delivery of legal assistance.
9. To liaise and co-operate with governmental and non-governmental bodies and agencies concerned with the delivery of services other than legal services to persons resident in the western districts of Sydney and such other places as the Association may from time to time decide.
10. To make grants to and contracts with any person or body of persons, partnership, firm, corporation or non-profit organisation carrying out work that will in the opinion of the Association advance the objects of the Association provided that the Association shall not subscribe to or which does not prohibit the distribution of its

income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of its Rules.

11. Where significant numbers of persons speak a language other than English as their principal language, the Association shall, to the extent feasible, provide that the principle language is used in provision of legal services to such persons.
12. To take over the funds and other assets and liabilities of the present unincorporated Association known as "Macquarie Legal Centre".
13. To provide premises, administrative services and other facilities to assist children with their rights to see their parents in a safe environment.

Solely for the purposes of carrying out the aforesaid objects and not otherwise:

14. In furtherance of the objects of the Association to hold or arrange competitions and provide or contribute towards the provisions of prizes, awards and distinctions in connection therewith. Provided that no member of the Association shall receive any prize, award or distinction or monetary value except as a successful competitor at any competition held or promoted by the Association, or to the cost of the holding or promotion of which the Association may have subscribed out of its income or property and which under the regulations affecting the said competition may be awarded to him or her.
15. To take such steps by personal or written, appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
16. In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations referred to in any of the sub-paragraphs of Section 78(1)(a) of the Income Tax Assessment Act and such property, assets, liabilities and engagements of the Association shall be used for the (if any) purpose specified in relation to the particular fund or institution, and no such transfer shall be made until the written approval of the Commissioner of Taxation has been obtained.
17. To make donations for charitable purposes to any fund, institution or association which is referred to in any of the sub-paragraphs of Section 78(1)(a) of the Income Tax Assessment Act and such donations shall be used for the (if any) purposes specified in relation to the particular fund or institution.
18. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the power of the Association.

MACQUARIE LEGAL CENTRE INCORPORATED

CONSTITUTION

Part 1 - PRELIMINARY

1. Definitions

(1) In this constitution

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

"ordinary member" means a member of the committee who is not an office-bearer of the association, as referred to in rule 14:

"secretary" means -

- (a) the person holding office under these rules as secretary of the association; or
- (b) where no such person holds that office - the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

"the Act" means the Association's Incorporation Act, 2009

The regulation means the Associations Incorporation Regulation 2010

(2) In this constitution

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

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

Part II - MEMBERSHIP

2. Membership generally

1. Membership of the association will be open to:

- (a) a natural person or
- (b) an organisation

nominated for membership by two members of the association.

2. Individual membership

- (a) Membership under this category is open to those natural persons who are no less than 18 years of age and who live or work in the western district of Sydney or have a demonstrated interest in the Association.

3. Organisational Membership

- (a) Membership under the organisation category is open to a single authorised delegate nominated to represent an eligible organisation.

- (b) An eligible organisation is referred to as one which is located in the association's local government area, or has a demonstrated interest in the activities of the association.

3. Nomination for membership

(1) A nomination for membership of the association

- (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution ; and

- (b) must be lodged with the secretary of the association.

(2) As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee which shall determine whether to approve or reject the nomination.

(3) As soon as practicable after the committee makes the determination, the secretary must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and

- (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

- (4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the association.

4. Cessation of membership

Membership of the association ceases if the individual or organisation:

- (a) dies; if an individual or ceases to exist if an organisation; or
- (b) resigns that membership; or
- (c) is expelled from the association; or
- (d) fails to renew the membership; or
- (e) fails to pay the annual membership fee of the Association within three months of the due date.

5. Membership entitlements not transferable

A right, privilege or obligation which an individual or organisation has by reason of being a member of the association

- (a) is not capable of being transferred or transmitted to another individual or organisation; and
- (b) terminates upon cessation of the membership.

6. Resignation of membership

- (1) A member of the association is not entitled to resign that membership except in accordance with this clause.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the association by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to subclause (2), and in every other case where a member ceases to hold membership, the secretary

shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the association shall establish and maintain a register of members of the association specifying the name and postal or residential address of each member of the association together with a date on which they became a member.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained in the register about the member (other than the member's name). That information must not be made available for inspection.
- (6) A member must not use information contained on the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees, subscriptions

- (1) A member of the association must on admission to membership, pay to the association a fee of \$5 for individual membership or \$40 for organisational membership or, where some other amount is determined by the committee, of that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$5 for individual membership or \$40 for organisational membership or, where some other amount:

- (a) except as provided by paragraph (b), before 1st July in each calendar year;
or
- (b) if the member becomes a member on or after 1st July in any calendar year – on becoming a member and before 1st July in each succeeding calendar year.

9. Members' Liabilities

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

10. Resolution of Disputes

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to any such dispute referred to arbitration.

11. Disciplining of members

- (1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution ; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interest of the association,
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and

- (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 13.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under clause 11 within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) Upon receipt of a notice from a member under sub clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under clause (3) -
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the committee and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and

- (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

PART III - THE COMMITTEE

13. Powers, etc, of the committee

The committee shall be called the committee of management of the association and, subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting -

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

14. Constitution and membership

- (1) The committee is to consist of:
 - (a) the office-bearers of the association, and
 - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 7.
- (3) The office bearers of the association shall be
 - (a) the president;
 - (b) the vice-president;
 - (c) the treasurer; and

(d) the secretary.

- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is subject to this constitution, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15. Election of members

- (1) Nominations of candidates for election as officer bearers of the association or as ordinary members of the committee
- (a) shall be made in writing, in the form set out in Appendix 3 of the rules, signed by two members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (b) shall be delivered to the secretary of the association not less than seven days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies.
- (4) 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.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- (6) The ballot for the election of the office bearers and ordinary members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

16. Conflict of Interest

16. A (1) In accepting nominations for a position on the committee, the management committee of the association should ensure that there is no conflict of interest.

(2) A Conflict of Interest will be deemed where:

- a) An individual member seeking election to the management committee has family relations or is otherwise affiliated to a current member of staff employed by the association; or
- b) The individual is currently employed or sub-contracted by the association or is a paid employee of the association.
- c) A former employee (having resigned from employment by Macquarie Legal Centre) seeks election at the annual general meeting immediately following the date of their resignation.

16. B (1) Where there is an item of business involving another organisation or entity, members of the management committee who has an actual or potential conflict of interest should not participate in discussions and vote on matters affecting transactions between the association and that other organisation or entity.

(2) Should the association contract with a member of the management committee for professional services their contributions should be voluntary and they should abstain from discussion and voting on actions related to the matter.

17. Secretary

(1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

(2) It is the duty of the secretary to keep minutes of

- (a) all appointments of office bearers and members of the committee;
- (b) the names of members of the committee present at a committee meeting or a general meeting; and
- (c) all proceedings at committee meetings and general meetings.

(3) Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Treasurer

It is the duty of the treasurer of the association to ensure that

- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
- (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member
 - (a) dies;
 - (b) ceases to be a member of the association;
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under rule 20;
 - (f) 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; or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

20. Removal of a member

- (1) The association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) Where a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each member of the association or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

21. Meetings and quorum

- (1) The committee shall meet at least three times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (8) At a meeting of the committee -

- (a) the president or, in the president's absence, the vice-president shall preside; or
- (b) if the president and the vice-president are absent or unwilling to act such one of the remaining members of the committee as may be chosen by the members present at the meeting shall preside.

22. Delegation by committee to sub-committee

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

23. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled

to one vote but, in the event of any equality of votes on any question, the person presiding may exercise a second or casting vote.

- (3) Subject to rule 21 (5), the committee may act notwithstanding any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART IV - GENERAL MEETING

24. Annual general meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association shall, subject to the Act and to clause 24, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect officer bearers of the association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act.

(3) An annual general meeting shall be specified as such in the notice convening it.

26. Special general meetings - calling of

(1) The committee may, whenever it thinks fit, convene a special general meeting of the association.

(2) The committee shall, on the requisition in writing of not less than 5 per cent of the total number of members, convene a special general meeting of the association.

(3) A requisition of members for a special general meeting

(a) must state the purpose or purposes of the meeting;

(b) must be signed by the members making the requisition;

(c) must be lodged with the secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

(4) If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition of members of the meeting is lodged with the secretary, and one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.

(5) A special general meeting convened by a member or members as referred to in clause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense so incurred.

27. Notice

(1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (1) specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to clause 25 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from another member.

28. Quorum for General Meeting

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

29. Presiding member

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

30. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned

meeting other the business left unfinished at the meeting at which the adjournment took place.

- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. Making of decisions

- (1) A question arising at a general meeting of the association shall be determined either:
 - a) on a show of hands or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, , a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) At a general meeting of the association, a poll may be demanded by the chairperson or by not less than three members present in person or by proxy at the meeting.
- (4) Where the poll is demanded at a general meeting, the poll shall be taken:
 - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs;

and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

- (5) The association permits committee meetings by teleconference or some other electronic means.
- (6) A Management Committee Meeting may be called or held using any technology

consented to by all the members. The consent may be a standing one. A member may only withdraw with their consent within a reasonable period before the meeting.

32. Special resolution

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

33. Voting

- (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid.
- (5) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.
- (6) The Management Committee may pass a resolution without a committee meeting being held if all the committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- (7) Separate copies of a document may be used for signing by committee members if the wording of the resolution and statement is identical in each copy.
- (8) The resolution is passed when the last committee member signs.

34. Appointment of proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 3 to these rules.

35. Postal ballots

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

PART V - MISCELLANEOUS

36. Insurance

The association may effect and maintain insurance.

37. Funds - source

- (1) The funds of the association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association shall be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds - Management

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

39. Change of name, objects and constitution

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

40. Custody of Books

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

41. Inspection of books, etc

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

42. Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Financial year

The financial year of the association is:

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

PART VI - ADDITIONAL RULES APPLICABLE TO CHARITIES

44. Application of Part

This Part applies where the association is registered or is exempted from registration by or under the Charitable Collections Act, 1934.

45. Payment, etc, of office bearers and members

A member of the committee shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
- (c) reasonable and proper rent for premises let to the association.

46. Vacation of office

Without limiting the operation of rule 19, the office of a member of the committee shall become vacant if:

- (a) the member holds an office of profit in the association; or
- (b) the member is directly or indirectly interested in any contract or proposed contract with the association.

47. Surplus property

- (1) At the first general meeting of the association, the association shall, notwithstanding rule 41, pass a special resolution nominating a charity registered under the Charitable

Collections Act, 1934, or exempted from registration by or under that Act, in which is to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.

- (2) The charity so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.
- (3) The charity so nominated shall be one which is referred to in any of the sub-paragraphs of section 78 (1)(a) of the Income Tax Assessment Act but no such surplus property shall be dispersed until the written approval of the Commissioner of Taxation has been obtained.

48. Amalgamation

The association shall only apply to amalgamate with another association pursuant to section 46 of the Act if that association is one referred to in any of the sub-paragraphs of section 78 (1)(a) of the Income Tax Assessment Act and is a registered or exempt organisation capable of achieving registration or exempt status under the Charitable Fundraising Act 1991 and no such amalgamation shall take place until the written approval of the Commissioner of Taxation has been obtained.

49. Funds - management

True accounts shall be kept of the sums of money received and expended by the Association, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the association, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the rules of the association for the time being in force, shall be open to the inspection of members. Once at least in every year, the accounts of the association shall be examined by one or more properly qualified auditor or auditors or properly qualified firm of auditors.

48. The financial year must conclude on the 30th day of June each year.

50. Annual General Meeting

The Annual General Meeting shall be held within such time as may be prescribed under the Charitable Fundraising Act 1991.

51. Profit

The property and the income of the Association shall be applied solely to the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, rebate, discount or otherwise by way of pecuniary profit to the members of the Association provided the remuneration may be paid in good faith to

persons including members of the Association in return for services actually rendered to or expenses incurred on behalf of the association.

52. Notification of proposed alteration of rules

A proposed alteration of the rules or of the statement of objects of the association shall be notified to the Minister administering the Charitable Fundraising Act 1991 in the manner required by the regulations under that Act.

53. Compliance with Charitable Fundraising Act 1991

The association shall comply with such of the provisions of the Charitable Fundraising Act 1991 and the regulations there under as are applicable to it.

54. Resolution of Internal Disputes

Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

Appendix 1
APPLICATION FOR MEMBERSHIP OF ASSOCIATION

Category A	Organisational
Category B	Individual

A. Organisational Membership

On behalf of my organisation I wish to apply for Organisational Membership of the above named incorporated association. In the event of our admission as a member, I agree that our organisation will be bound by the rules of the association for the time being in force.

(Full name of applicant)
(Name of Organisation)

(Organisation Address)

(Phone)
(Fax)
(Email)

Signature of applicant----- Date-----

B. Individual Membership

I wish to apply for Individual Membership of the above named incorporated association. In the event of my admission as a member I agree to be bound by the rules of the association for the time being in force.

(Full name of applicant)
(Occupation)

(Applicant Address)

(Phone)
(Fax)
(Email)

Signature of applicant----- Date-----

I, -----a member of the association
(Full Name)

nominate the applicant, who is personally known to me, for membership of the association

Signature of Proposer----- Date-----

I, ----- a member of the association,
(Full Name)

second the nomination of the applicant, who is personally known to me, for membership of the association.

Signature of Seconder----- Date-----

Appendix 2

NOMINATION FORM FOR ELECTION TO THE MANAGEMENT COMMITTEE

I, _____
(name)

of _____
(address)

and

I, _____
(name)

of _____
(address)

Nominate _____
as a member of Macquarie Legal Centre Inc. Management Committee

Signed: _____
Nominator

Dated _____

Signed: _____
Nominator

Dated _____

ACCEPTANCE BY NOMINEE

- I hereby accept the nomination for the position of a Management Committee member of Macquarie Legal Centre Inc and
- I have read clause 14 (A) reprinted on the back of this form and hereby acknowledges that there is no conflict of interest that prevents them from being elected to the committee.

(name)

of _____
(address)

Signed: _____

Dated _____

Please Note: Membership fees must be paid before or at the time of receipt of nomination. Membership Fee currently stands at \$5. 00 per individual and \$40 for an organisation

Appendix 3

FORM OF APPOINTMENT OF PROXY

I, of.....
(full name) (address)

being a member of
(name of incorporated association)

hereby appoint
(full name of proxy)

of.....
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on

the day of 19....., and at any adjournment of that meeting.

Please tick the relevant clause to indicate voting privileges of your proxy.

- My proxy is authorised to vote on my behalf.
- My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution(s) (insert details).

.....
Signature of member appointing proxy

Date

Note: A proxy vote may not be given to a person who is not a member of the association.