

CONSTITUTION OF THE LAW SOCIETY OF THE AUSTRALIAN CAPITAL TERRITORY

Australian Business Number (ABN) 60 181 327 029

A law society incorporated under the *Legal Profession Act 2006* (ACT)

actlawsociety

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Preliminary

1. Name of the corporation

The name of the corporation is the Law Society of the Australian Capital Territory.

2. Type of corporation

The Society is a corporation established under the *Legal Profession Act 2006* (ACT).

Definitions and interpretation

3. Definitions

In this constitution:

Act means the *Legal Profession Act 2006* (ACT).

Annual General Meeting means a General Meeting held in accordance with clause 19.

Associate Member has the meaning given by clause 11.2.

Attorney-General means the Attorney-General for the Territory, and includes a Minister authorised by the Chief Minister for the Territory to act on behalf of the Attorney-General.

Business Day means a day that is not:

- (a) a Saturday or Sunday, or
- (b) a public holiday or bank holiday in the ACT.

Chair means the chairperson of the Council.

Chief Executive Officer means the person engaged by the Council as the chief executive officer of the Society.

Council means the Council of the Society constituted pursuant to the provisions of clause 28.

Councillor means a member of the Council.

Deputy Chair means the deputy chairperson of the Council.

Full Member has the meaning given by clause 11.1.

Full Members Present means, in connection with a General Meeting, Full Members who are present at the meeting in person, by use of audio or audio-visual means or another Virtual Meeting Platform.

General Meeting means a meeting of Full Members, including an annual general meeting.

Honorary Member has the meaning given by clause 11.3.

Legal Practitioner has the meaning under the Act.

Membership Policy has the meaning given by clause 12.

Officeholders means the officeholders specified in clause 28.2.

Policy means a policy of the Society made under clause 8 and Policies has a corresponding meaning.

President means the president of the Council appointed by the Council under clause 28.2.

Returning Officers are members appointed by the Council for the purposes of overseeing an election of one or more Councillors.

Secretary means the secretary of the Society appointed by the Council under clause 50.

Society means the Law Society of the Australian Capital Territory as incorporated under the Act.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 21.2(c), and
- (b) that has been passed by at least 75% of the votes cast by Full Members Present and entitled to vote on the resolution.

Surplus Assets means any Society assets that remain after paying all the Society's debts and other liabilities, including the costs of winding up.

Territory means the Australian Capital Territory.

Vice-President means the vice-president of the Society appointed by the Council under clause 28.2.

Virtual Meeting Platform means any technology or combination of technologies that allows participants to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting.

4. **Signing documents**

Where the constitution says that an individual must sign a document, the individual may:

- (a) sign a physical form of the document by hand, or

- (b) sign an electronic form of the document using an electronic signature, in a way that identifies each person and indicates their intention.

Individuals may also sign separate copies of a physical or electronic document if each copy has the same wording.

5. Interpretation

In this constitution:

- (a) each reference to a 'member' or 'members' of the Society is to one or more Full Members, Associate Members and/or Honorary Members, as the context requires,
- (b) the word 'membership' may refer to the membership of the Society of a Full Member, an Associate Member or an Honorary Member, as the context requires,
- (c) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression,
- (d) the singular includes the plural and the plural includes the singular,
- (e) headings in this constitution are for reference only and do not form part of the constitution, and
- (f) a reference to the Act or any other legislation includes every amendment, re-enactment, or replacement of the Act or such other legislation and any subordinate legislation made under the Act or other legislation (such as regulations).

Purposes and powers of the Society

6. Objects of the Society

The objects of the Society are to:

- (a) promote and support the proper administration of justice and the rule of law throughout the Territory,
- (b) represent and advocate for the interests of the legal profession in the Territory,
- (c) promote ethical and professional standards of the legal profession to promote public confidence, including through performing functions under the Act,
- (d) provide information, services, opportunities for connection, and support to its members,
- (e) engage with government, regulators and other relevant organisations on matters relating to the law, law reform and legal practice for the benefit of the legal profession and the public,

- (f) promote the development of and improvements in, the practice of law in the Territory,
- (g) advance education, training and research in the practice of law in the Territory including by providing professional development and education programs for the legal profession,
- (h) to do all other things necessary or incidental to furthering the objects set out in this clause.

7. Powers

Solely for carrying out the objects of the Society, the Society has all the powers of a corporation incorporated under the Act.

8. Policies

Subject to the Act and applicable laws, the Council may, at its discretion, adopt, amend, vary and revoke or replace policies to support its oversight of the operations of the Society or of the Council. Such policies adopted by the Council:

- (a) are subject to this constitution,
- (b) must not be inconsistent with any provision in this constitution, and
- (c) may be expressed to apply either:
 - i. to the Council and/or staff only (for example, organisational policies); or
 - ii. more broadly, to bind all members and the Council, where intended.

9. Not-for-profit

The income and assets of the Society must be applied solely to carry out or in connection with its objects as stated in clause 6, and none of the income or assets of the Society may be distributed to one or more members of the Society except as provided in clauses 9.1 and 37.

9.1 Payments to Members

The Society may pay a member of the Society for goods or services provided by the member to the Society on commercial terms, or for expenses properly incurred on behalf of the Society, at fair and reasonable rates (or better).

10. Amendment to constitution

- (a) This constitution may, subject to the Act, be amended by passing a special resolution at a General Meeting of the Society.
- (b) Any amendment to this constitution will take effect in accordance with the requirements under the Act.

Members of the Society

11. Classes of membership

There are three classes of members of the Society:

- (a) Full Members,
- (b) Associate Members, and
- (c) Honorary Members.

11.1 Full Member

A Full Member of the Society is:

- (a) a person who is a Full Member at the time of adopting this constitution, or
- (b) any other person admitted as a Full Member in accordance with this constitution, and
- (c) who has not since ceased being a Full Member.

11.2 Associate Member

An Associate Member of the Society is:

- (a) a person who is an Associate Member at the time of adopting this constitution, or
- (b) any person admitted as an Associate Member in accordance with this constitution, and
- (c) who has not since ceased being an Associate Member.

11.3 Honorary Member

An Honorary Member of the Society is:

- (a) a person who is an Honorary Member at the time of adopting this constitution, or
- (b) any person admitted as an Honorary Member in accordance with this constitution, and
- (c) who has not since ceased being an Honorary Member.

12. Membership Policy

Subject to the Act and this constitution, the Council may, at its discretion, adopt, amend, vary and revoke or replace a policy regarding membership including:

- (a) the eligibility for membership of the Society,
- (b) admission as a member of the Society,
- (c) membership fees,

- (d) categories within a class of membership,
- (e) the standards of conduct applicable to members of the Society and consequences of any breaches of those standards or of the responsibilities of members set out in clause 15,
- (f) maintenance of membership, and
- (g) any benefits of membership.

The Membership Policy as in effect from time to time will be binding on the Full Members, Associate Members and Honorary Members of the Society.

13. How to become a member of the Society

13.1 Eligibility to become a Full Member

A person whose name is on the roll of legal practitioners may, on acceptance of their application to the Society, be admitted as a Full Member in accordance with the Act and the Membership Policy.

13.2 Eligibility to become an Associate Member

A person who is not eligible to become a Full Member of the Society may, on acceptance of their application by the Council (in its sole discretion), and in accordance with the Membership Policy, be admitted as an Associate Member of the Society.

13.3 Eligibility to become an Honorary Member

The Council may determine that an individual who is considered by the Council to have rendered outstanding service to the Society or to the legal profession will be awarded the status of an Honorary Member.

14. Rights and opportunities of members

14.1 Full Member

A Full Member can:

- (a) attend and vote at General Meetings,
- (b) together with other Full Members in accordance with clause 19.2, ask the Council to convene a General Meeting,
- (c) become a Councillor (if eligible) in accordance with clauses 28 and 29,
- (d) serve on a committee of the Society, if appointed by the Council as a member of that committee, and
- (e) have any other right that the Council from time to time determines is a right of a Full Member.

14.2 Associate Member

An Associate Member:

- (a) does not have any right to vote at General Meetings or otherwise to vote as a member of the Society or to be elected or appointed as a Councillor,
- (b) is entitled to receive notice of and to attend a General Meeting,
- (c) may serve on a committee of the Society (other than the Council) if appointed by the Council as a member of that committee, and
- (d) has any other rights that the Council from time to time determines are the rights of an Associate Member.

14.3 Honorary Member

An Honorary Member who is, was, or is eligible to be a Full Member has the rights of a Full Member set out in clause 14.1.

An Honorary Member who is not, was not, or is not eligible to be a Full Member:

- (a) does not have any right to vote at General Meetings or otherwise to vote as a member of the Society or to be appointed as a Councillor,
- (b) is entitled to receive notice of and to attend a General Meeting,
- (c) may serve on a committee of the Society (other than the Council) if appointed by the Council as a member of that committee, and
- (d) has any other rights that the Council from time to time determines are the rights of an Honorary Member.

15. Responsibilities of members

All members of the Society must:

- (a) comply with this constitution and the Membership Policy,
- (b) not act in a manner unbecoming of a Member or prejudicial to the objects or interests of the Society,
- (c) notify the Society if they change their name or address for notices,
- (d) treat other members of the Society, staff, volunteers, and members of the Council with courtesy and respect, and
- (e) if applicable, pay the annual subscription and any admission fee.

16. Transfer of Membership

No member of the Society may transfer their membership or their rights as members to another person.

17. Membership fees

17.1 Annual subscription

- (a) Subject to the requirements of the Act and any Membership Policy, an annual subscription as determined by the Council shall be payable for membership of the Society.
- (b) Annual subscriptions shall become due and payable in accordance with the Membership Policy.

17.2 Admission fee

Subject to the requirements in the Act, the Council may prescribe a fee in such amount as it deems fit to be paid to the Society as a condition of the grant of membership of the Society. If a fee is prescribed, payment of such fee shall be a condition precedent to the admission to membership of the Society.

17.3 Members who do not pay fees

- (a) Honorary Members are not liable to pay to the Society any annual subscription or admission fee.
- (b) Full Members that hold a practising certificate are not liable to pay any additional annual subscription or admission fee for membership in accordance with the Act.

17.4 Failure to pay fees

Subject to the Act, a member who has not paid any required fee when due may not exercise any of the rights associated with their membership, including the right to attend or exercise any vote they may have at a General Meeting.

18. Ceasing being a member

18.1 When a person immediately ceases to be a member

A person immediately ceases being a member of the Society if the person:

- (a) has failed to pay any fees due under clause 17,
- (b) resigns in writing to the Society,
- (c) becomes bankrupt,
- (d) is removed by a court order from the roll of solicitors in the Territory or in any other territory or State of Australia,
- (e) in the case of a Full Member with a practising certificate, ceases to hold a practising certificate and does not transfer to another membership type,
- (f) has their membership terminated under clause 18.2,

- (g) becomes mentally incapacitated or becomes a person or estate liable to be dealt with in any way under laws relating to mental health, or
- (h) dies.

No person shall by reason of their having ceased to be a member, be released from any liability for any annual subscription or other sums due to the Society.

18.2 Council may terminate Associate or Honorary Membership

The Council may at any time and for such reason as it in its absolute discretion considers appropriate, terminate the Associate or Honorary Membership of any person by providing notice of such termination to that person.

General Meetings

19. General Meetings of Members

19.1 Annual General Meeting

- (a) A General Meeting of the Society must be convened annually (Annual General Meeting), within five months of the end of the financial year.
- (b) At least twenty-one days' notice specifying the place (and, if a Virtual Meeting Platform is to be used in conducting the meeting, the Virtual Meeting Platform to be used), the date and the time of the Annual General Meeting, must be given to all members of the Society.
- (c) The business of the Annual General Meeting shall be:
 - i. to receive the financial statements referred to in clause 58,
 - ii. to declare the results of the election of Councillors to positions that are or are to become vacant at the Annual General Meeting,
 - iii. to appoint an Auditor who shall not be a Full Member, and
 - iv. to conduct such other business, notice of which has been given in the notice calling the meeting.
- (d) No business other than that stated in the notice of meeting may be transacted at a General Meeting.

19.2 Full Members can request a General Meeting

Full Members, acting for a proper purpose, can request the Council to convene a General Meeting, by sending a written request to the Society that:

- (a) specifies the purpose of (including any resolution to be proposed at) the meeting, and
- (b) is signed by at least 5% of Full Members who can cast votes at a General Meeting (calculated as of midnight the day before the meeting is requested).

19.3 The Society must then hold a General Meeting

The Council must:

- (a) within two months of receiving the request of the Full Members in accordance with clause 19.1, convene a General Meeting, and
- (b) give notice of the General Meeting to all members of the Society in accordance with the notice requirements under clause 21.

The meeting must be held only for the purpose specified in the request under clause 19.2(a).

19.4 Council may convene a General Meeting

The Council may, whenever it thinks fit, convene a General Meeting. The Council must give notice of the General Meeting to all members of the Society in accordance with the notice requirements under clause 21.

20. Using technology to hold meetings

20.1 A Virtual Meeting Platform may be used

The Society may hold a hybrid or virtual-only General Meeting using an appropriate Virtual Meeting Platform.

20.2 If the General Meeting is virtual only

If the General Meeting is held using only a Virtual Meeting Platform, then:

- (a) the meeting location is taken to be the registered office of the Society, and
- (b) the meeting time is taken to be the time at the Society's registered office.

21. Providing notice of a General Meeting

21.1 When notice of a General Meeting must be given

The notice of a General Meeting must be given at least twenty-one days before the meeting to:

- (a) each Full Member entitled to vote at the meeting,
- (b) each Associate Member and Honorary Member,
- (c) each member of the Council, and

(d) the auditor of the Society (if applicable).

21.2 What the notice must include

The notice of a General Meeting must be in writing and include:

- (a) the place, date and time for the meeting (and if the meeting is to be held hybrid or virtually, the Virtual Meeting Platform that will be used),
- (b) the business to be conducted at the meeting,
- (c) if applicable, that a Special Resolution will be proposed, as well as the wording of the proposed resolution.

21.3 Meeting or notice not invalidated

A meeting or notice of meeting is not invalidated only because of the accidental omission to give notice of the meeting or the non-receipt by any person of notice of the meeting.

22. Quorum at General Meetings

22.1 What is a quorum

The quorum of a General Meeting shall be twenty-five Full Members Present.

22.2 Quorum must be present

No business shall be conducted at a General Meeting if there is not a quorum present at the commencement of the business.

22.3 If there is no quorum

If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to a date, time and place of the chairperson's choosing. If the chairperson does not specify one or more of those things, the meeting is adjourned to:

- (a) if no date is specified – the same day in the next week,
- (b) if no time is specified – the same time, and
- (c) if no venue or virtual meeting platform is specified – the same venue and virtual meeting platform.

If no quorum is present at this resumed meeting within 30 minutes after the starting time set for the meeting, then the meeting is cancelled.

23. Right of non-members to attend meetings

- (a) The chairperson of a General Meeting may invite any person to attend and/or address a General Meeting.
- (b) If the Society has an auditor, then the auditor must be given any communications relating to the General Meeting that a Full Member is entitled to receive. The auditor is also entitled to attend and address a General Meeting, including by sending a written statement.

24. Choosing a chairperson for a General Meeting

- (a) The President, or in their absence (or if they are unwilling to act), the Vice-President, shall be entitled to be the chairperson at every General Meeting.
- (b) If neither the President nor the Vice-President is present (or both are unwilling to act) within fifteen minutes after the time appointed for the holding of the meeting, the Councillors who are present shall choose one of those Councillors to be chairperson.

25. Role of the chairperson in a General Meeting

The chairperson is responsible for the conduct of the General Meeting and must give each Full Member a reasonable opportunity to make comments and ask questions (including to the auditor if there is one).

The chairperson does not have a casting vote.

26. How to appoint and remove an auditor

The Full Members may appoint or remove an auditor by passing a resolution at a General Meeting.

Voting at General Meetings

27. Voting at General Meetings

27.1 Number of votes for each Full Member

- (a) Each Full Member has one vote.
- (b) No Full Member is entitled to vote at any General Meeting unless their annual subscription (if applicable) and all other sums presently payable by them to the Society have been paid.

27.2 How voting is conducted

Voting must be conducted and decided by:

- (a) a show of hands,
- (b) a vote in writing, or
- (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.

If a Virtual Meeting Platform will be used in conducting a General Meeting, voting must be able to be conducted through the Virtual Meeting Platform.

27.3 When a resolution is passed

- (a) A resolution (other than a Special Resolution) is passed if more than 50% of the total votes by the Full Members Present are in favour of the resolution being passed.
- (b) If there is a vote conducted by a show of hands, the chairperson's decision is conclusive evidence of the result of the vote by show of hands. The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- (c) In the case of an equality of votes, the chairperson of the meeting does not have a second vote and the vote is taken as lost.

Council

28. Composition of Council

28.1 Number of Councillors

The Council shall consist of up to nine persons who meet the eligibility requirements in clause 29.

28.2 Officeholders

- (a) The President and the Vice President are the officeholders of the Council:
 - i. the President is the Chair of the Council, and
 - ii. the Vice-President is the Deputy Chair of the Council.
- (b) The Council shall appoint the President and the Vice-President from among the Councillors and may remove and replace either officeholder at any time.
- (c) No Councillor may serve more than three years in total as President.
- (d) No Councillor may serve more than six years in total as Vice-President.
- (e) Despite clause 33, where a Councillor is appointed as President and would otherwise reach the maximum term permitted under clause 33 before completing a maximum three-year term as President, the Council may resolve, with the consent of that Councillor, to extend

their term on the Council by up to two years to allow them to serve as President for a total period of up to three years.

- (f) Any Councillor is eligible for appointment as President, other than a person who has served as President for a total of 3 years.
- (g) Any Councillor is eligible for appointment as Vice-President, other than a person who has served as Vice-President for a total of 6 years.

28.3 Responsibilities of Officeholders

The responsibilities of the President (as the Chair) include:

- (a) managing meetings of the Council, including setting the agenda,
- (h) ensuring Councillors receive accurate, timely, and clear information, and
- (b) ensuring effective communication with members of the Society.

The Vice-President (as the Deputy Chair) supports the role of the President and assumes the responsibilities of the President in their absence.

29. Who can be a Councillor

A person is eligible to be a Councillor if they:

- (a) are a Full Member,
- (b) are 18 years of age or older,
- (c) have not been found by any regulatory authority to have engaged in professional misconduct,
- (d) have not been found by any regulatory authority in the past 5 years to have engaged in unsatisfactory professional conduct,
- (e) have not been listed on the Society's register of disciplinary action,
- (f) have not been found at any time in the past 5 years not to be fit and proper to hold a practicing certificate in the Territory or any other jurisdiction or otherwise has not been disbarred from the practice of law,
- (g) have not been removed by the Council as a Councillor, or their membership of the Society terminated, at any time in the past 5 years,
- (h) have not been disqualified from being a director of an Australian or foreign company at any time in the past 5 years,
- (i) have not at any time been convicted of a criminal offence or an act or omission that contravenes the *Corporations Act 2001* (Cth), that is punishable by imprisonment for a period greater than 12 months or that involves dishonesty and is punishable by imprisonment for at least 3 months,

- (j) have not for the past 5 years been involved in the investigation of disciplinary matters on behalf of the Society,
- (k) have not held office as a Councillor for the maximum number of terms or total number of years that a Councillor may hold office under clause 33, and
- (l) give the Society their signed consent to act as a Councillor.

30. Election of Councillors

For each Annual General Meeting, there shall be an election of Councillors to fill the vacancies that will result under clause 33 from the end of the term of office of, or other retirement from office of, Councillors at the Annual General Meeting.

30.1 Nominations and election policy

The Council may from time to time approve a Policy in relation to nominations and election processes. The Policy as in effect from time to time will be binding on members of the Society eligible to nominate and/or vote in elections of the Councillors.

30.2 Nominations for election

Any two Full Members (one or both of whom may also be a Councillor) may nominate an eligible person for election as a Councillor.

30.3 Nominations Form

Nominations for election as a Councillor must be in or to the effect of (and subject to the requirements set out in) the form required by the Council. Such form may be made available to members by electronic means using a secure online system to facilitate nominations and in accordance with any Policy.

30.4 Nominations process

The nominations process shall be in accordance with any Policy approved by the Council from time to time and shall be subject to the following:

- (a) The request to members for nominations will include any recommendation from a Nominations Committee (if one is appointed by the Council) regarding the desired skills and experience required to fill a vacant position and to support the Society in furtherance of its objects in clause 6, and consistent with the eligibility requirements set out at clause 29.
- (b) Nominations shall close no later than twenty-eight days prior to the date of the Annual General Meeting (or other General Meeting at

which the election of one or more Councillors is to be considered), or such other date as is fixed by the Council.

- (c) Should there be insufficient nominations for the Councillors by the date nominations close, the Council may extend the time for nominations to a date no later than the date of the Annual General Meeting.
- (d) As soon as practicable after the close of nominations, candidate profiles and information on the voting process shall be forwarded to all Full Members.

30.5 Voting process

The voting process shall be in accordance with any Policy approved by the Council and shall be subject to the following:

- (a) Where the number of candidates for election as Councillors is equal to or less than the number of positions to be filled, then no election shall take place and the candidates will be taken to be elected to fill the available positions. Where there are more nominations for election as Councillors than there are positions to be filled, a ballot for election of the Councillors shall be held.
- (b) An election of Councillors may be held by postal vote, via an electronic voting system or a combination of both.
- (c) A member is only eligible to vote if they hold a current membership as of midnight the day before voting opens and are not otherwise ineligible to vote.
- (d) Each Full Member may vote in the ballot for up to the number of candidates for Councillors as there are vacancies, and the candidates who receive the highest number of votes will be elected as the Councillors.
- (e) The Council may appoint an election service company to act as election administrators and shall appoint two Full Members or Honorary Members as Returning Officers to oversee the voting process.

30.6 Vote Counting

For the election of a candidate as a Councillor where there are multiple vacancies:

- (a) The Returning Officers must validate the ranking of the candidates for election by the highest to the lowest number of votes received.
- (b) The candidates who receive the highest number of votes cast in the ballot shall each be declared elected as a Councillor.

Should the ballot result in there being an equal number of votes in favour of two or more candidates for the last vacancy to be filled, then lots shall

be drawn between these candidates in the presence of the Returning Officers.

30.7 Declaration of results at general meeting

At the conclusion of the election, the Returning Officers shall validate the names of all candidates declared to be elected as the Councillors. The result of the ballot shall be declared at the Annual General Meeting. The declaration of the results shall include the following information:

- (a) the number of Full Members eligible to vote,
- (b) the number of votes received, and
- (c) the number of votes declared valid.

In the event of a re-count of the vote results for any reason, the results shall be declared by the Returning Officers and announced at a duly convened General Meeting or at the discretion of Council by giving notice to members.

30.8 After the declaration

- (a) Any person who is a candidate for election as a Councillor may, within seven days of the declaration of the poll, request from the Chief Executive Officer of the Society the number of votes cast in their favour.
- (b) All ballot papers and electronic voting data for the annual elections are to be destroyed 30 days after the declaration of the results.

31. Casual vacancies

In the event of a vacancy on the Council arising outside of the usual election process:

- (a) The Council may appoint a person who meets the eligibility requirements set out in clauses 28 and 29 as a Councillor to fill a casual vacancy (subject to the maximum number of Councillors set out in clause 28.1 and the maximum term permitted under clause 33).
- (b) A person appointed under clause 31(a) only holds office until the next Annual General Meeting, at which time they can offer themselves for re-election.
- (c) The term of a casual appointment made under clause 31(a) if less than 11 months will not form part of the maximum term of appointment set out in clause 33.

32. What happens if there are too few Councillors

If the number of Councillors is reduced to less than the number required for a quorum, the continuing members of the Council may act but only:

- (a) in an emergency,
- (b) for the purpose of appointing one or more additional Councillors to increase the number of its members to the number required to form a quorum, or
- (c) to convene a General Meeting for the election of additional Councillors.

33. Term of office

- (a) Elected Councillors each hold office for a term of three years, each taking office from the conclusion of the Annual General Meeting at which their election is announced.
- (b) For purposes of the clauses of this constitution relating to the term of office of a Councillor, the period from an Annual General Meeting to the next Annual General Meeting is taken to be one year.
- (c) A Councillor whose term of office ends or who otherwise retires at an Annual General Meeting will be eligible for re-election for a further term of three years or a shorter term, having regard to the limitation set out in clause 33(d) on the maximum number of terms or total number of years that a Councillor may hold office.
- (d) A person may not hold office as a Councillor for more than:
 - i. three terms of three years each taken consecutively, which for the avoidance of doubt is a maximum of nine years, or
 - ii. a total of twelve years where terms were not consecutive, provided that if a person is appointed as a Councillor under clause 31 or is elected to replace a Councillor under clause 36, the term of office for which that person is appointed or elected (as the case may be), if less than 11 months, will not be counted as part of the maximum term of twelve years.

34. Retiring Councillors may be re-elected

Subject to this constitution and the maximum number of terms or total number of years that a Councillor may hold office under clause 33(d), a Councillor who retires from office at an Annual General Meeting is eligible for re-election at the Annual General Meeting.

35. Ceasing being a Councillor

35.1 Generally

A Councillor ceases being a Councillor if they:

- (a) resign their office by notice in writing to the Council,
- (b) become bankrupt or makes any arrangement of composition with their creditors generally,

- (c) are elected or appointed for a term of office and are not re-elected or re-appointed when that term of office ends,
- (d) cease to meet the eligibility requirements in clause 29,
- (e) are removed from office under clause 36 or pursuant to any disciplinary proceedings by the Council under clause 45,
- (f) upon the happening of any event, become disentitled to engage in the practice of law or to hold a practicing certificate, or
- (g) die.

35.2 Deemed to have vacated office

A Councillor shall be deemed to have vacated their office if the Councillor:

- (a) 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,
- (b) for more than three months is absent without permission of the Council from meetings of the Council held during that period, or
- (c) ceases to be a Full Member.

36. Removal of a Councillor at a General Meeting

36.1 Removal by Council

Subject to the disciplinary procedures in clause 45 the Council may remove a Councillor.

36.2 Removal by Members

The Full Members may remove a Councillor by passing a resolution at a General Meeting in accordance with this clause and the following process:

- (a) If 5% of Full Members request the Council in accordance with clause 19.2 to convene a General Meeting to consider resolution(s) to remove one or more Councillors, the Council must convene a General Meeting for that purpose in accordance with clause 19.3.
- (b) If more than one Councillor is proposed to be removed, a separate resolution must be put to the General Meeting for each Councillor who is proposed to be removed.
- (c) The Society must provide a copy of the request of the Full Members to the Councillor(s) who are proposed to be removed as soon as practicable after the request is received.
- (d) The Councillor(s) can give the Society a written statement to circulate to the Full Members and speak to the resolution at the meeting.

37. Remuneration and expenses of Councillors

- (a) The President may be paid the remuneration determined by the Council for their services.
- (b) The Full Members may, by resolution in a General Meeting, set remuneration for other Councillors (apart from the President) for their services.
- (c) Details of any remuneration paid under this clause must be disclosed annually in the Society's financial statements or in a report made available to members.
- (d) Councillors may be reimbursed for reasonable travel, accommodation and other expenses properly incurred in connection with their duties or attendance at Society activities on behalf of the Council.
- (e) Councillors may be paid remuneration for services to the Society outside of their duties as a Councillor where provided under a separate agreement, on commercial terms, and approved in accordance with clause 9.1.

Powers of the Council

38. Powers of the Council

38.1 Powers

- (a) The Council may exercise all the powers of the Society except any powers that, under this constitution, may only be exercised by members.
- (b) The Council may borrow or raise money, charge any property or business of the Society or give any other security for a debt, liability or obligation of the Society.

38.2 Responsibilities

- (a) The Council is responsible for managing and directing the activities of the Society to carry out the objects set out in clause 6.
- (b) The Council must decide on the responsible financial management of the Society including:
 - i. any suitable written delegations of power under clause 39, and
 - ii. how money will be managed - including how electronic transfers must be authorised, signed off or otherwise approved.

38.3 Limitations

The Council cannot remove the auditor, who may only be removed by a resolution passed at a General Meeting.

39. Delegation of the powers of the Council

39.1 Council may delegate powers

The Council may delegate any of its powers and functions under this constitution to:

- (a) a committee (which may include Councillors, members and any other persons the Council thinks fit to serve the committee),
- (b) a particular Councillor,
- (c) an employee of the Society (such as a chief executive officer), or
- (d) any other person, as the Council may consider appropriate.

39.2 Record-keeping

The Society must keep appropriate records of any delegations of powers.

40. Execution of documents

The Society may execute a document if the document is signed in accordance with clause 4 by:

- (a) two Councillors,
- (b) a Councillor and the Secretary, or
- (c) an individual or a combination of individuals authorised by the Council for that purpose.

41. Validity

An act carried out by a Councillor, or by a meeting of the Council, or by a committee attended by a Councillor, is not invalid just because:

- (a) of a defect in the appointment of the Councillor,
- (b) the person is disqualified from being a Councillor or has vacated office, or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the Council or committee, when the act was carried out.

Duties of Councillors

42. Governance Standards

The Council must ensure that the Society complies with governance standards applicable to the Society under the Act and any other

applicable law. The Council retains accountability for oversight of all governance policies and instruments of the Council or the Society.

43. Duties of Councillors

The Councillors must comply with their duties:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Councillor,
- (b) to act in good faith in the best interests of the Society, and to further the objects of the Society set out in clause 6,
- (c) to not misuse their position as a Councillor,
- (d) to not misuse information they gain in their role as a Councillor,
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 44,
- (f) to ensure that the financial affairs of the Society are managed responsibly, and
- (g) to not allow the Society to operate while it is insolvent.

44. Conflicts of interest

A Councillor who has a perceived or actual material conflict of interest in a Society matter must let the other Councillors know.

The perceived or actual material conflict of interest, including the nature and extent of the interest and the relationship of the interest to the Society, must also be recorded in the register of interests.

Each Councillor who has a material personal interest in a matter must not:

- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter,
- unless:
- (c) their interest arises because they are a Full Member of the Society, and the other Full Members have the same interest,
 - (d) their interest relates to an insurance contract that insures, or would insure, the Councillor against liabilities that the Councillor incurs as a Councillor (see clause 63),
 - (e) their interest relates to a payment by the Society under clause 62 (indemnity), or any contract relating to an indemnity that is allowed under any applicable law,
 - (f) the Councillors who do not have a material personal interest in the matter pass a resolution that:
 - i. identifies the Councillor, the nature and extent of the Councillors interest in the matter and how it relates to the affairs of the Society, and

- ii. says that those Councillors are satisfied that the interest should not stop the Councillor from voting or being present.

45. Disciplining Councillors - proceedings at meetings

45.1 Councillor compliance obligations

The Council is responsible for approving and monitoring compliance with the Society's Policies made under clause 8 and any code of conduct applicable to Councillors.

45.2 Council conduct matters

In accordance with those Policies and any code of conduct, designated Councillors may receive a referral or allegation about, or otherwise may become aware of, conduct of a Councillor that may be a breach of the code of conduct or other Policies (**Improper Conduct**). The Council may consider the alleged Improper Conduct at a meeting of the Council and determine:

- (a) that the matter is without substance or otherwise does not warrant any censure or penalty,
- (b) that the matter should be investigated further to determine whether the Improper Conduct actually occurred and to identify the nature and extent of the Improper Conduct (and whether there are any extenuating circumstances that would mitigate or excuse the Improper Conduct), in which case the Council may form an investigating committee (which may but need not include one or more Councillors) to make further enquiries in respect of the Improper Conduct, or
- (c) that the Improper Conduct occurred and constituted a substantial breach of the Society's Policies or code of conduct, in which case the Council may convene a further meeting of the Council (**Disciplinary Meeting**), to take place no earlier than 10 business days after the meeting at which the Council determined that the Improper Conduct had occurred, to consider whether the Councillor who engaged in the Improper Conduct should be censured, suspended as a Councillor for any period as determined by Council or removed as a Councillor.

45.3 Notice of Disciplinary Meeting

At least 8 business days before the Disciplinary Meeting, the Council must give the Councillor who is the subject of the Disciplinary Meeting notice of:

- (a) the date, time and place of the Disciplinary Meeting,
- (b) the Improper Conduct that is alleged against them,

- (c) the disciplinary motion to be considered by the Council at the Disciplinary Meeting, and
- (d) their right to give the Council an oral or written explanation or defence.

45.4 Proceedings at Disciplinary Meeting

- (a) At the Disciplinary Meeting, before the Council votes on the disciplinary motion, the Councillor must be given an opportunity to provide an oral or written explanation or defence in respect of the alleged Improper Conduct.
- (b) If at the Disciplinary Meeting the disciplinary motion is passed by a majority of the Councillors present (not counting the Councillor who is the subject of the disciplinary motion), the Councillor will be disciplined in accordance with the disciplinary motion.

45.5 Voting at Disciplinary Meetings

For the purposes of any vote on the disciplinary motion being considered pursuant to the preceding paragraph:

- (a) the Councillor the subject of the disciplinary motion is not to be present when the vote is conducted,
- (b) all Councillors present who have not excluded themselves from the vote, must vote in favour or against the disciplinary motion, and
- (c) a Councillor who does not cast a vote in favour or against the disciplinary motion is deemed to have not been present.

45.6 No requirement to give reasons

In exercising its powers under clause 45.2, to censure, suspend, or remove a Councillor, Council is not required to give reasons for its decision.

Meetings of the Council

46. Meetings of the Council

46.1 When the members of the Council meet

The Councillors may decide how, where, when and how often they meet.

46.2 Calling meetings of the Council

A Councillor may call a Council meeting by giving reasonable notice to all other Councillors, or by the Secretary giving reasonable notice of the meeting to all other Councillors. The notice can be in writing or by any other means of communication.

46.3 Chairperson for meetings of the Council

- (a) The President must chair all the meetings of the Council at which they are present and willing to act.
- (b) In the event that the President:
 - i. is present but unwilling to act as the Chair, or
 - ii. is not present within 30 minutes after the starting time set for the meeting,the Vice President will act as the Chair or, if the Vice President is absent (or unwilling to act as Chair), the members of the Council at the meeting may choose another Councillor to be chairperson at that meeting.

46.4 Votes

- (a) Every Councillor shall have one vote.
- (b) Where the votes on a proposed resolution are equal, the chair of the meeting does not have a second or casting vote, and the vote is taken as lost.

46.5 What is a quorum

The quorum for a meeting of the Council shall be four.

46.6 If a quorum cannot be maintained

- (a) If a meeting of the Council cannot maintain a quorum due to one or more Councillors having a conflict of interest that prevents them from being present when a matter is discussed, Councillors may put the matter to the Full Members at the next General Meeting, or at an earlier time if it is reasonable to do so.
- (b) The Full Members can pass an ordinary resolution to deal with the matter.

46.7 Validity

All acts done by any meeting of the Council or by any person acting as a Councillor shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Councillor or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Councillor.

47. Using technology to hold meetings of the Council

The Council may hold meetings (including hybrid meetings) by using any Virtual Meeting Platform.

48. Passing resolutions of the Council at a meeting

A resolution of the Council must be passed by a majority of the votes cast by Councillors present and entitled to vote on the resolution.

49. Resolutions of the Council without a meeting

A resolution can be passed without a meeting if all the Councillors entitled to vote on the resolution sign or otherwise agree to the resolution by:

- (a) the method set out in clause 4, or
- (b) confirming their agreement by reply email to the Society or such other technological means provided by the Society for this purpose within five Business Days.

The resolution is passed when a majority of Councillors eligible to vote on the resolution sign or otherwise agree to the resolution.

Secretary

50. Appointment of Secretary

- (a) The Society must have at least one Secretary.
- (b) The Secretary(ies) shall be appointed by the Council and may, but is not required to be a Councillor.
- (c) A Secretary must be at least 18 years old.
- (d) A Secretary must give the Society their signed consent to become a Secretary before being appointed by the Council.
- (e) The Council must decide the terms and conditions under which the Secretary is appointed.

51. Role of Secretary

The Council may delegate the following to the Secretary:

- (a) maintaining the minutes and other records of General Meetings (including notices of meetings), meetings of the Council and resolutions, and
- (b) notifying the Attorney-General of applicable changes, such as a change to the constitution.

52. Ceasing being a Secretary

The Secretary ceases being Secretary if they:

- (a) resign in writing to the Society,
- (b) are removed by the Council, or
- (c) die.

Financial matters

53. Funds

The Society's money must be deposited into a Society bank account.

54. Financial year of the Society

The Society's financial year is from 1 July to 30 June.

Minutes and records

55. Records of General Meetings

The Society must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of General Meetings,
- (b) a copy of a notice of each General Meeting.

56. Records of meetings of the Council

The Society must, within one month, make and keep the following records:

- (a) minutes of proceedings and resolutions of meetings of the Council,
- (b) minutes of proceedings and resolutions of meetings of any committees delegated by Council with functions and powers under this constitution, and
- (c) minutes of any other resolutions of the Council.

57. Signing minutes

57.1 Minutes of a meeting

The Councillors must ensure that minutes of a General Meeting or a meeting of the Council are signed in accordance with clause 4 by:

- (a) the chairperson of the meeting, or
- (b) the chairperson of the next meeting.

57.2 Minutes of resolutions without meetings

The Councillors must ensure that the passing of a resolution without a meeting of the Council is recorded and signed in accordance with clause 4 by a Councillor within a reasonable time after the resolution is passed.

58. Financial and related records

The Society must make and keep written financial records that:

- (a) correctly record and explain its transactions and financial position and performance, and
- (b) enable true and fair financial statements to be prepared and to be audited.

Records may be kept in physical or electronic format.

59. How long records must be kept for

- (a) The Society must retain records referred to in clauses 55, 56 and 58 for at least seven years.
- (b) The Council must take reasonable steps to ensure that the Society's records are kept safe.

Notice

60. What is notice

Anything written to or from the Society under any clause in this constitution is written notice and is subject to clause 61 unless specified otherwise.

61. Notice to members

- (a) A notice pursuant to this Constitution must be given in writing and may be given to the addressee:
 - i. in person,
 - ii. by posting it to, or leaving it at, the postal address of the addressee nominated for the service of notices, or
 - iii. by sending it to the email address nominated by the addressee for the service of notices.
- (b) A notice is to be regarded as given, served, received and as having come to the attention of the addressee:
 - i. if delivered in person to the physical address of the addressee, at the time of delivery,
 - ii. if it is sent by post to the physical address or postal address of the addressee, on the third (or fifth if outside Australia) business day after sending, or
 - iii. if sent by email to the nominated email address, at the time it is sent, unless the sender receives an automated message that the notice has not been delivered.
- (c) If a member of the Society elects to receive documents in physical form or electronic form, the Society must take reasonable steps to send documents in the preferred manner.

Indemnity and insurance

62. Indemnity

The Society indemnifies its officers from the date of this constitution against any liability incurred in that capacity (other than to the Society or a related body corporate), unless the liability did not arise out of conduct in good faith. In this clause and clause 63, 'officer' includes a Councillor or Secretary, and includes a Councillor or Secretary after they have ceased holding that office.

The indemnity is a continuing obligation and is enforceable by an officer:

- (a) even if that individual is no longer an officer, and
- (b) is enforceable without that individual first having to incur any expense or make any payment.

63. Insurance

To the extent permitted by law (including the Act), and if the members of the Council consider it appropriate, the Society may pay a premium for a contract that insures a current or former officer of the Society against any liability they incur in that role.

Winding up

64. Winding up voluntarily

If permitted by law, the Full Members may pass a Special Resolution at a General Meeting to wind up the Society voluntarily.

65. Surplus Assets not to be distributed to members

In the event of the Society being wound up, any surplus assets must not be distributed to a member or former member of the Society.

66. Distribution of Surplus Assets

66.1 Distribution

Any Surplus Assets that remain on the winding up of the Society must be distributed to one or more entities:

- (a) with objects similar to, or inclusive of, the objects in clause 6, and
- (b) which also prohibits the distribution of any Surplus Assets to its members (or their equivalent) to at least the same extent as the Society.

66.2 Making the decision

The decision as to the entity or entities to be given the Surplus Assets must be made by a Special Resolution of Full Members at or before the time of winding up. If the Full Members do not make this decision, the Councillors can do so. Failing that, the Society may apply to the ACT Supreme Court to make this decision.

Transitional provisions

67. Transitional arrangements

67.1 Transitional provisions

To facilitate the smooth implementation of this Constitution, the Council may make any arrangements or determinations necessary or convenient for the transition from the previous constitution or governance framework to this Constitution.

67.2 Continuity

Unless otherwise determined by the Council, any decisions, appointments, delegations, or policies made or in effect under any previous constitution or governance arrangements shall continue in effect to the extent they are not inconsistent with this Constitution, until amended or revoked.

67.3 Expiry of transitional provisions

This clause 67 (Transitional Arrangements) shall automatically expire and cease to have any force or effect two years after the date this Constitution is adopted. For the avoidance of doubt, the expiry of this clause does not affect the validity of any actions taken in reliance on it prior to its expiry.

67.4 Transition of Council appointments

- (a) The individuals who were Councillors at the conclusion of the AGM at which this constitution was adopted will continue in office as Councillors, subject to this clause.
- (b) At the first meeting of the Council after the AGM when this constitution was adopted, the Council must appoint the officeholders of President and Vice President in accordance with this constitution.
- (c) Upon the adoption of this constitution:
 - i. the offices of second Vice-President, Immediate Past President and Treasurer (as established under the previous constitution) will cease to exist; and
 - ii. the role of Secretary shall be appointed by the Council in accordance with Clause 50 of this constitution.

- (d) If there is a casual vacancy in the office of a member of the Council on the date this constitution is adopted or a casual vacancy arises after that date and before the first Annual General Meeting following the adoption of this constitution, the Council:
 - i. may not fill that vacancy; and
 - ii. must not make any new appointments that would increase the number of Councillors above nine.
- (e) Within six months of the adoption of this constitution, the Council must take reasonable steps to reduce its size to nine Councillors in accordance with clause 28.1. This may be achieved by:
 - i. inviting expressions of interest from Councillors to step down voluntarily;
 - ii. offering alternative governance or committee roles to facilitate natural attrition; and/or
 - iii. resolving through an internal process which Councillors will continue in office, including by confidential vote of the Council, if required.
- (f) At the conclusion of the six-month transitional period (or earlier, if the Council has already reduced to nine Councillors), the continuing nine Councillors will seek to agree on the allocation of staggered terms to support a rotation of Councillors, as follows:
 - i. three members to serve an initial term of three years;
 - ii. three members to serve an initial term of two years; and
 - iii. three members to serve an initial term of one year.
- (g) The terms referred to in clause 67.4(f) are to be calculated from the date of the Annual General Meeting at which this Constitution was adopted.
- (h) Notwithstanding any term of office specified at the time of election under the previous constitution, the term of office for each of the nine continuing Councillors shall be as determined under this clause for the purpose of establishing staggered terms under this Constitution.
- (i) In determining the allocation of term lengths, the Council may have regard to the current terms of Councillors to better align with the new three-year terms and total term limits.
- (j) If the Council is unable to reach agreement within one month of reducing to nine members, the allocation of term lengths shall be determined by a confidential vote. In the event of a tie or unresolved allocation, the matter shall be determined by lot conducted by the Secretary or an independent person appointed by the Council.