

Constitution
of
Australian Lawyers Phil-Hellenic
Association Inc.

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1. Introduction

1.1 Name of Association

The name of the association is Australian Lawyers Phil-Hellenic Association Inc. known and referred to hereafter as “ALPHA”.

1.2 Definitions

In this Constitution, unless stated otherwise:

- (a) **Act** means the *Associations Incorporation Act 2009* (NSW) as amended, supplemented or replaced from time to time;
- (b) **Archon** means any person who is appointed to the position of Archon under this Constitution;
- (c) **Association** means Australian Lawyers Phil-Hellenic Association Inc.;
- (d) **Constitution** means this constitution of the Association as amended, supplemented or replaced from time to time;
- (e) **Committee** means all or any number of persons making up the Committee;
- (f) **Director-General** means the Director-General of the Department of Fair Trading;
- (g) **President** means any person who is elected to the position of President under this Constitution;
- (h) **Member** means a member recorded as a member of the Association on the register and accepted as a member pursuant to the Constitution;
- (i) **Office** means the registered office for the time being of the Association;
- (j) **Register** means the Register of Members of the Association as required to be kept under the Act;

- (k) **Regulation** means the *Associations Incorporation Regulation 1999*(NSW);
- (l) **Seal** means the common seal of the Association (if any);
- (m) **Secretary** means:
 - (i) the person holding office under these Rules as Secretary of the Association; or
 - (ii) if no such person holds that office, the public officer of the Association;
- (n) **Special general meeting** means a general meeting of the association other than an Annual General Meeting;
- (o) **Treasurer** means any person who is elected to the position of Treasurer under this Constitution; and
- (p) **Vice-President** means any person who is elected to the position of Vice-President under this Constitution.

1.3 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) a reference to:
 - (i) any statute, ordinance, code or other law includes regulations and other statutory instruments under any of them and consolidations, amendments, re-enactments or a replacement of any of them by any government body;
 - (ii) any officer of the Association includes any person acting for the time being as such an officer;
 - (iii) writing includes any mode of representing or reproducing words in a tangible or visible form, and includes facsimile transmission;
- (b) words importing:

- (i) the singular include the plural and vice versa;
 - (ii) a gender include all other genders;
 - (iii) natural persons include partnerships, associations and corporations;
- (c) headings do not affect the construction of this Constitution;
- (d) if a word or phrase is defined cognate words and phrases have corresponding meanings;
- (e) references to notices in this Constitution include not only formal notices of meetings but also all documents and other communications from the Association to its Members but do not include cheques;
- (f) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that or any other Part or Division has, in any of this Constitution that deals with a matter dealt with by the relevant Part or Division, the same meaning as applies in or in respect of that Part or Division;
- (g) the provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act; and
- (h) in these Rules:
- (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, if the function is a power, authority or duty, a reference to the performance of the power, authority or duty.
- (i) in these Rules, a reference to a Member shall include a reference to an Associate Member, unless these Rules specify otherwise.

2. Members

2.1 A person is qualified to be a **member** of the Association if, but only if:

- (a) the person is a practising lawyer who is:
 - (i) of Greek heritage or descent; or
 - (ii) married to a person who is of Greek heritage or descent, and who appreciates Greek traditions and its history; and
- (b) the person is a natural person who has been:
 - (i) nominated, in accordance with Rule 3, to be a Member of the Association; and
 - (ii) approved for membership by the Committee of the Association.

2.2 A person is qualified to be an **associate member** of the Association if, but only if:

- (a) the person is:
 - (i) a non-practising law or combined law graduate who is of Greek heritage or descent; or
 - (ii) a non-practising law or combined law graduate, married to a person who is of Greek heritage or descent, and who appreciates Greek traditions and its history; or
 - (iii) a tertiary law or combined law student who is of Greek heritage or descent; or
 - (iv) a tertiary law or combined law student, married to a person who is of Greek heritage or descent, and who appreciates Greek traditions and its history; and
- (b) the person is a natural person:

- (i) nominated, in accordance with Rule 3, to be an Associate Member of the Association; and
- (ii) approved for membership by the Committee of the Association.

3. Application for Membership

- 3.1 An application by a person for membership of the Association:
 - (a) must be nominated by two current Members, whether Members or Associate Members, of the Association in writing; and
 - (b) must be lodged with the Secretary of the Association.
- 3.2 As soon as practicable after receiving an application for membership, the Secretary must refer the nomination to the Committee for approval or rejection of the nomination.
- 3.3 As soon as practicable after the Committee makes the determination, the Secretary must notify the nominee, in writing, that the Committee has approved or rejected the application (whichever is applicable).
- 3.4 The Committee need give no reason for accepting or rejecting the application however must endeavour to notify the nominated candidate of the outcome as soon as practical after receiving the application.
- 3.5 If the Committee approves the nominated candidate the nominee must pay all monies due and payable within 28 days of receipt of notification.
- 3.6 The Secretary upon receiving payment referred to in Rule 3.5 of this Constitution must enter the member's name in the Register and upon the name being entered the nominee becomes a member of the Association.

4. Cessation of Membership

- 4.1 A person ceases to be a Member of the Association if the person:
 - (a) dies; or

- (b) resigns their membership with the Association; or
- (c) is expelled from the Association.

5. Membership Entitlements Not Transferable

- 5.1 A right, privilege or obligation which a person has by reason of being a Member or Associate Member of the Association or any other classification of membership:
- (a) is not capable of being transferred by a Member or Associate or other member to another person or entity;
 - (b) terminates upon cessation of the person's membership, no matter the classification.

6. Resignation of Membership

- 6.1 Resignation by a Member from the Association must be performed in accordance with this Rule.
- 6.2 A Member of the Association who has paid all amounts payable by the Member to the Association in respect of his being a member must resign from the Association by:
- (a) giving the Secretary at least one month's written notice, or such other period as the Committee deems fit, indicating his intention to resign from the Association; and
 - (b) on the expiration of the said period of notice the Member shall cease to be a Member of the Association.
- 6.3 If a Member ceases to a Member under Rule 6, and in every other case where a Member ceases to be a Member of the Association, the Secretary must make an appropriate record in the Register of Members recording the date on which such cessation becomes effective.

7. Register of Members

- 7.1 The Secretary of the Association shall establish and maintain a Register of Members of the Association.
- 7.2 The following must be entered in the Register of Members in respect of each Member:
- (a) the full name of the Member;
 - (b) the residential and/or business address of the Member including email, telephone and mobile contact details;
 - (c) the date of admission as a legal practitioner of the Member and the Member's professional status;
 - (d) the classification of the Member;
 - (e) the date of admission and cessation of the Member;
 - (f) the date of last annual or other subscription payment of the Member;
 - (g) any other information the Committee deems fit to be recorded for the Member.
- 7.3 The Register of Members shall be kept at the principal place of administration of the Association (or as determined by the Committee from time to time) and shall be open for inspection, without fee, by any Member of the Association during the hours that the Association is open.
- 7.4 The Secretary must ensure that all amendments to a Member's details are recorded in the Register of Members as soon as practicable
- 7.5 A Member must advise the Secretary of any changes to their details.

8. Fees, Subscriptions, etc

- 8.1 Upon joining the Association, a Member shall pay a fee to be determined at the absolute discretion of the Committee in relation to each classification of membership.

8.2 In addition to any fee payable under Rule 8.1, a Member of the Association may be required to pay an annual subscription fee, or life membership fee, which shall be determined at the absolute discretion of the Committee, which annual subscription or life membership fee shall not be discriminatory except that such fee may differ depending upon the classification of a Member under Rule 2 of this Constitution.

9. Member's Liability

9.1 The liability of a Member of the Association to contribute towards payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by a Member as determined from time to time in accordance with Rule 8 of this Constitution and limited to an annual subscription fee for one (1) year in accordance with Rule 8 of this Constitution.

10. Disciplining of a Member

10.1 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 these Rules; or
- (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.

10.2 On receiving such a complaint, the Committee:

- (a) must cause notice of the complaint to be served on the Member concerned;
- (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.

- 10.3 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.
- 10.4 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 Rule 11.
- 10.5 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 Rule 11.5,
- whichever is the later.

11. Right of Appeal of Disciplined Member

- 11.1 A Member may appeal to the Association in general meeting against a resolution of the Committee under Rule 10, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 11.2 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.
- 11.3 On receipt of a notice from a Member under Rule 11.1, the Secretary must notify the Committee, which is to convene a special general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 11.4 At a special general meeting of the Association convened under Rule 11.3:
- (a) no business other than the question of the appeal is to be transacted;

- (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both;
- (c) the Archon shall act as convenor of the special general meeting dealing only with the right of appeal of the disciplined Member under Rules 10 and 11 of the Constitution; and
- (d) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked and, in the event that the votes are equal, the Archon shall have the deciding vote.

11.5 If at the special general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

12. Committee of the Association

12.1 Subject to section 21 of the Act in the case of the first Members of the Committee, the Committee is to consist of:

- (a) the office-bearers of the Association;
- (b) six (6) Members, each of whom is to be elected at the Annual General Meeting of the Association under Rule 15; and
- (c) the Archon (in an ex officio capacity and at the invitation of the Committee).

12.2 The office-bearers of the Association shall be known as the Executive Committee and shall consist of:

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

- 12.3 Each member of the Committee is, subject to these Rules, to hold office until the conclusion of the Annual General Meeting following the date of the Member's election, and is eligible for re-election.
- 12.4 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 these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

13. The Archon

- 13.1 The Archon shall be appointed by the Committee from time to time by majority vote (and in the case of a split vote the President shall have a casting vote) from the roll of practicing solicitors or barristers in New South Wales or elsewhere in Australia and shall be the person who, in the opinion of the majority of the Committee, is a senior member of his/her branch of the Legal Profession and a practising lawyer who shall be of Greek heritage or descent.
- 13.2 The Archon shall be a Member of the Association.
- 13.3 The Archon shall occupy that position until one of the following events occurs:
- (a) he/she resigns or dies;
 - (b) he/she is incapacitated to such an extent by sickness or injury as to be unable to perform the role of Archon;
 - (c) the majority of the Committee (and in the case of a split vote the President shall have a casting vote) vote at a properly convened meeting of the Committee to replace the Archon;
 - (d) he/she is an undischarged bankrupt, a banned director under the Corporations Law, or is removed from the Roll of Legal Practitioners in New South Wales or elsewhere in Australia.
- 13.4 The Archon shall be an ex officio member of the Committee and shall not be entitled to vote on resolutions considered by the Committee.

13.5 The Archon shall assume the role of mediator, and if necessary arbitrator, in relation to any disputes that may arise between members of the Committee not passed by majority resolution of the Committee and the decision of the Archon shall be advisory only.

13.6 The Archon shall hear and determine any appeals in accordance with Rule 17.3.

13.7 The Archon shall not be permitted to nominate or hold any position on the Committee whilst he/she occupies the position of Archon.

14. Powers of the Committee

14.1 The Committee shall be called the Committee of the Association and shall function pursuant to the Act, Constitution and any resolution passed by the Association in a general meeting and:

- (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 these Rules to be exercised by a general meeting of the Members of the Association;
- (c) has power to perform all such acts and do all such things as appear necessary for the proper management of the affairs of the Association; and
- (d) can purchase and dispose of real estate for the Association only after the passage of a special resolution of general meeting of the Association.

15. Election of Committee Members

15.1 Subject to any part of the Constitution, nominations of candidates for election to a position on the Committee of the Association shall be:

- (a) made in writing which must be signed by two (2) Members of the Association and accompanied by the consent of the candidate (which may be endorsed on the form of the nomination); and

(b) delivered to the Secretary of the Association not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which time the election is to take place.

15.2 The Secretary of the Association must cause a notice to be sent in accordance with Rule 30 to each Member and Associate Member of the Association emphasising the time and closing date for nominations of candidates for election to a position on the Committee of the Association.

15.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be declared by the Returning Officer to be elected and further nominations shall be received at the Annual General Meeting in respect of any vacancies.

15.4 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies, which may be filled by the Committee at its discretion.

15.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be declared by the Returning Officer to be elected.

15.6 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

15.7 The nomination of a candidate for election under this Rule is not valid if that candidate has been elected to another office at the same election, and the nomination for the other office ceases to become valid immediately the candidate is elected to office.

16. Conduct of Elections

16.1 At every Annual General Meeting of the Association the Members present and voting shall elect a Returning Officer from their number, which Returning Officer shall supervise the ballot for election of the Committee of the Association in the event that a ballot is called.

- 16.2 Such Returning Officer shall not include a candidate for election to the Committee of the Association at the Annual General Meeting.
- 16.3 At the commencement of the Annual General Meeting the existing Committee shall furnish to the Returning Officer a list of each Member eligible to vote in the election of the Committee and financial, duly signed by the President, the Secretary and the Treasurer of the Association.
- 16.4 The responsibility for the supervision of the elections shall vest with the Returning Officer, which will be responsible for:
- (a) checking the identity of each and every Member of the Association;
 - (b) approving his/her eligibility to vote by issuing such Member with a ballot paper stamped with the Association's seal; and
 - (c) ensuring that voting is undertaken by secret ballot.
- 16.5 The Returning Officer may in his/her absolute discretion appoint up to two (2) further Members to assist him/her in conducting the ballot.
- 16.6 The Returning Officer shall issue the voting Member on the list referred to in Rule 16.3 a ballot paper which must indicate:
- (a) the names of the candidates in alphabetical order; and
 - (b) the position for each office.
- 16.7 The voting Member shall indicate the candidate of his/her choice by placing a cross against the candidate's name.
- 16.8 The Secretary shall ensure that there are sufficient numbers of ballot papers and pencils available at the Annual General Meeting for the purpose of conducting the ballot.
- 16.9 Any ballot paper that contains more than ten (10) crosses shall be void.
- 16.10 The members of the new Committee shall be ten (10) candidates who shall obtain the most votes at the elections for their nominated position(s) and shall have the right to remain in office until the next Annual General Meeting.

16.11 Within a fortnight of the election of the new Committee, and in the absence of any appeal against the validity of the elections, the elected Secretary shall call upon the departing Committee to hand over the affairs of the Association to the newly elected Committee.

17. Appeal

17.1 Any current Member has the right to appeal against the validity of the elections provided that said Member can prove that his/her claims are true by producing evidence to reveal any irregularity in the procedure adopted or that such elections were not performed in accordance with this Constitution.

17.2 Such appeal shall be signed by the Member addressing it to, and lodging it with, the Secretary who shall then refer it to the Archon who is authorised to consider and decide the appeal.

17.3 Should the appeal succeed, the Committee shall call a Special General Meeting of the Association to enable a further ballot to be held in relation to the nominations received prior to the failed ballot, not later than forty (40) days from the decision of the Archon.

17.4 Objections as to the validity of any committee meeting, Special General Meetings or Annual General Meeting should be lodged with the Secretary who shall then refer it to the Archon who is authorised to decide on such objection and report to all Members in relation to his/her decision.

18. President

18.1 The President of the Association shall:

- (a) represent the Association at any general, ordinary or special meeting before any Authority and at all events and functions of the Association, unless the President otherwise directs; and
- (b) be the Chairman of every meeting, and in his absence the Vice-President, unless the President otherwise directs.

19. Vice-President

19.1 The Vice-President shall co-operate with the President, and in the President's absence, shall assume control and shall preside over all meetings of the Committee and in accordance with Rule 18, unless the President otherwise directs.

20. Secretary

20.1 The Secretary of the Association shall:

- (a) as soon as practicable after being appointed as Secretary, lodge notice with the Association of his/her address;
- (b) keep a Register of the names and addresses of all Members of the Association, and all Members must notify the Secretary of any change of address, and any notification given by the Secretary to a Member, provided such notification is given in accordance with Rule 45, shall be deemed to be properly done and actually communicated;
- (c) keep minutes of:
 - (i) all appointments of any member of the Committee;
 - (ii) the names of each member of the Committee present at a Committee meeting or general meeting, to be confirmed by each such member's name being recorded in the minutes of each such meeting;
 - (iii) all proceedings at Committee meetings and any general or other meeting.
- (d) ensure that the minutes of any proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting; and
- (e) call Committee, and regular, extraordinary and Annual General Meetings.

21. Treasurer

21.1 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 promptly;
- (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; and
- (c) all such books are available for inspection by the Committee and report at all meetings of the Committee the financial position of the Association at that time and shall do all such things usually associated with this office.

22. Casual Vacancies

22.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the Member:

- (a) dies; or
- (b) ceases to be a Member of the Association; or
- (c) resigns from office by written notice to the Secretary; or
- (d) is removed from office pursuant to the Constitution; or
- (e) becomes of unsound mind or is a person whose personal estate is liable to be dealt with in any way under the law relating to mental health; or
- (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of three consecutive (3) months.

23. Removal of Member

23.1 The Association in a general meeting may by resolution remove any member of the Committee before the expiration of the Member's term of office.

23.2 Where a member of the Committee to whom a proposed resolution referred to in Rule 23.1 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 affected member of the Committee is entitled to require that the representations be read out at the general meeting at which the resolution is considered.

24. Committee Meetings and Quorum

- 24.1 The Committee shall meet at least once in each month at such place and time as the Committee may determine excepting the period between December and January of each year representing the official law term vacation ratified by the Supreme Court of New South Wales.
- 24.2 Additional meetings of the Committee may be convened by the President or by any Member of the Committee.
- 24.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary at least forty-eight (48) hours prior to the meeting, or such other period as agreed upon by the majority of members of the Committee, before the time appointed for the holding of the meeting.
- 24.4 Notice of a meeting given under Rule 24.3 shall specify the general nature of the business to be transacted at the meeting.
- 24.5 Any five (5) members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee provided at least two (2) members of the Executive Committee are present at such meeting.
- 24.6 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, such quorum is not present, then the meeting shall stand adjourned to the same place and at the same hour of the same day the following week.

- 24.7 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.
- 24.8 At a meeting of the Committee:
- (a) the President or, in the President's absence, the Vice President shall chair the meeting; or
 - (b) if the President and Vice-President are absent or unwilling to act, then such one of the remaining members of the Committee as may be chosen by members present at the meeting shall chair the meeting.
- 24.9 Any member of the Committee failing to attend three (3) consecutive meetings, unless leave is granted by the Committee, or ceases to be a Member of the Association, or has been declared bankrupt, is suffering from mental illness or has left the metropolitan area of Sydney, or applies in writing to resign, or dies, shall automatically cease to be a Committee member.
- 24.10 The Secretary or, if the Secretary is not available, a person nominated, must maintain written minutes of the meeting and such minutes must state those persons present and the order of business to be conducted at the meeting.
- 24.11 In relations to resolutions of the Committee:
- (a) the Committee may pass a resolution without a Committee meeting being held if all the members of the Committee 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;
 - (b) identical copies of the document may be distributed for signing by different members of the Committee and taken together will constitute one and the same document; and
 - (c) the resolution is passed when the last member of the Committee signs the document.

24.12 Without limiting the power of the members of the Committee to regulate their meetings as they see fit, a meeting of members of the Committee or sub-committee of members of the Committee may be held where one or more of the members of the Committee is not physically present at the meeting, provided that:

- (a) all members of the Committee consent to the calling and the holding of the meeting by means of telephone or other form of communication;
- (b) all members of the Committee participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously by means of the agreed form of communication;
- (c) notice of the meeting is given to all the members of the Committee entitled to notice in accordance with the usual procedures agreed on or laid down from time to time by the members of the Committee and such notice does not specify that members of the Committee are required to be present in person;
- (d) in the event that a failure in communication prevents clause 24.12 (b) from being satisfied by that number of members of the Committee which constitutes a quorum, then the meeting will be suspended until clause 24.12 (b) is satisfied again, however, if clause 24.12 (b) is not satisfied within 15 minutes from the time the meeting was interrupted, the meeting will be deemed to have terminated; and
- (e) any meeting held where one or more of the members of the Committee is not physically present will be deemed to be held at the location specified in the notice of meeting provided a member of the Committee is present at that location, however, if no member of the Committee is present at the location specified, the meeting will be deemed to have been held at the location where the chairperson of the meeting is located.

25. Delegation by Committee to Sub-Committee

25.1 The Committee may, by resolution, delegate to one or more Sub-Committees, consisting of at least one member of the Committee and such other Members of the Association as

the Committee thinks fit and such Sub-Committee may exercise such functions of the Committee as are specified in the resolution, 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.

25.2 A function, the exercise of which has been delegated to a Sub-Committee under this Rule, may, unless revoked, be exercised from time to time by the Sub-Committee in accordance with the terms of any resolution.

25.3 A delegation under this Rule 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 resolution of delegation.

25.4 Notwithstanding any delegation under this Rule, the Committee itself may continue to exercise any function so delegated.

25.5 The Committee at all times retains the rights, responsibilities and liabilities for the powers delegated to the Sub-Committee.

25.6 If, in the opinion of the Committee, a person or persons on any Sub-Committee are in breach of the Constitution, or neglect to fulfil the purpose of the Sub-Committee or for any other reason the Committee thinks fit, the Committee may discipline that person or persons as deemed appropriate including, but not limited to, removing that person from any such Sub-Committee at its absolute discretion.

25.7 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.

25.8 The Committee may, by resolution, revoke wholly or in part any delegation under this Rule.

25.9 A Sub-Committee may meet and adjourn as it thinks fit.

26. Voting and Decisions

- 26.1 Questions arising at a meeting of any Committee or Sub-Committee shall be determined by a majority of the votes of the members of the Committee or Sub-Committee present at the meeting.
- 26.2 Each member present at a meeting of the Committee or a Sub-Committee (including the person presiding at the time) is entitled to one vote, however, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 26.3 Subject to Rule 26.4 the Committee may act notwithstanding any vacancy on the Committee.
- 26.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a Sub-Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee and or Sub-Committee.

27. Holding of Annual General Meetings

- 27.1 At least once per calendar year and within the period of six (6) months (or within such further time that may be allowed by the Director-General or as otherwise prescribed by the Regulation) since the expiration of each financial year, the Association shall convene an Annual General Meeting of its Members.
- 27.2 The Association shall hold its first Annual General Meeting:
- (a) within the period of eighteen (18) months after its incorporation under the Act;
and
 - (b) within the period of two (2) months after the expiration of the first financial year of Association.

28. Calling of Business at Annual General Meeting

- 28.1 The Annual General Meeting of the Association shall, subject to the Act, be convened on such date and such place and time as the Committee thinks fit.
- 28.2 In addition to any other business which may be transacted at a 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 members of the Committee; and
 - (d) to receive and consider the statement which is required to be submitted to Members pursuant to the Act.

29. Calling of Special General Meetings

- 29.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 29.2 The Committee shall, on the requisition in writing of not less than five (5%) percent of the total number of Members, convene a special general meeting of the Association.
- 29.3 A requisition of a Member or Members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the Member or Members requisitioning the meeting;
 - (c) shall 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 requisitioning the meeting.
- 29.4 If the Committee fails to convene a special general meeting to be held within two (2) months after the date on which a requisition of a Member or Members for the meeting is

lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date and shall be convened in the same manner, as much as is practicable, as the general meeting.

30. Notices

- 30.1 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 fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by post or email to each Member at the Member's postal or email address appearing in the Register, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 30.2 In respect of an Annual General Meeting of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the meeting, cause to be sent by post or email to each Member at the Member's postal or email address appearing in the Register, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, together with a nomination form for appointment to positions on the Committee, and form of appointment of proxy in accordance with Annexure 1.
- 30.3 If 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 twenty-one (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 Rules 30.1 and 30.2 specifying the intention to propose the resolution as a special resolution.
- 30.4 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 Rule 30.3.

30.5 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 the Member.

30.6 Notice in this section also includes an appropriate announcement in two English language papers issued in Sydney, at least fourteen (14) days prior to the meeting.

31. Procedure and Quorum for General Meetings

31.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under this Constitution to vote is present during the time the meeting is considering that item.

31.2 Ten (10) Members of the Association present in person (being Members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the transaction of business of a general meeting.

31.3 If within 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 a Member or Members, shall be dissolved, and in any other case, shall stand adjourned to the same day in the fourth (4th) following week at the same time and at the same place.

31.4 If at the adjourned meeting a quorum is not present within an hour after the time appointed for the commencement of the meeting, the Members present being not less than five (5), shall constitute a quorum.

32. Presiding Member

32.1 The President or, in the President's absence, the Vice President, unless the President or Vice-President otherwise directs, shall preside as chairperson at each general meeting of the Association.

32.2 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.

32.3 All special meetings called by the Members or auditors of the Association shall elect their own chairman for the purpose of presiding over such meeting.

33. Adjournment

33.1 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 than the business left unfinished at the meeting at which the adjournment took place.

33.2 Where a general meeting is adjourned for fourteen (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.

33.3 Except as provided in Rules 33.1 and 33.2, 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.

34. Making Decisions

34.1 A question arising at a general meeting of the Association shall be determined on a show of hands.

34.2 A declaration by the chairperson that a resolution has, on show of hands, been carried or carried unanimously or carried by 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.

34.3 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than three (3) Members present in person or by proxy at the meeting.

34.5 Where a 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 for 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.

35. Special Resolution

35.1 A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three-quarters of such Members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules.

36. Voting

- 36.1 On any question arising at a general meeting of the Association a Member or Associate Member has only one vote.
- 36.2 All votes shall be given in person except as provided in Rule 37.
- 36.3 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.
- 36.4 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid, including, if payable, the amount of the annual subscription payable in respect of the then current year.
- 36.5 In respect of any Annual General Meeting, a Member or Associate Member is not entitled to vote unless the money referred to in Rule 36.4 has been paid to the Association at least seven (7) days before date appointed for the holding of such Annual General Meeting.

37. Appointment of Proxies

- 37.1 Each Member is entitled to appoint another Member or Associate Member as proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of any meeting, including an Annual General Meeting, in respect of which the proxy is appointed.
- 37.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to this Constitution or as prescribed from time to time by the Regulation.
- 37.3 Only original notices appointing a proxy will be accepted as a valid proxy for any general meeting of the Association.

38. Insurance

- 38.1 The Association shall affect and maintain insurance as required by the Act.
- 38.2 In addition to the insurance required under Rule 38.1, the Association may effect and maintain other insurance.

39. Funds - Source

- 39.1 The funds of the Association shall be derived from entrance fees and annual subscriptions of Member, rent, sale of property, donations, sponsorships, grants and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 39.2 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.
- 39.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt and send a letter of thanks.

40. Funds - Management

40.1 Subject to any resolutions passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the Association's statement of objects in such manner as the Committee determines.

40.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, shall be signed by any two (2) members of the Executive Committee as authorised by the Committee and may include the President or Acting President.

41. Alterations of Objects and Rules

41.1 The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

42. Common Seal

42.1 The common seal of the Association shall be kept in the custody of the Secretary/public officer.

42.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or one (1) member of the Committee and the public officer or Secretary of the Association.

43. Custody of Books

43.1 Except as otherwise provided by these Rules or by resolution of the Committee, the Secretary/public officer of the Association shall keep in his/her custody, or under his/her control, all records, books and other documents relating to the Association.

44. Inspection of Books

44.1 The records, books and other documents of the Association shall be open to inspection, free of charge, by a Member of the Association at any reasonable hour.

45. Service of Notices

45.1 For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally, by post, or by sending it by email to the Member at the Member's business/home or email address shown in the Register.

45.2 Where a document is sent to a person properly addressed to the person's business/home or email address, the document shall, unless the contrary is proven, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter or the email would have been received in the ordinary course.

46. Surplus Property

46.1 In the event of the winding up or the cancellation of the incorporation of the Association, all surplus property shall vest in such like association or registered company as the Members of the Association decide.

46.2 No Member of the Association shall be entitled to any capital or income of the Association on winding up.

46.3 The beneficiaries so nominated shall, as required, fulfil the requirements specified in the Act.

47. Payment, etc of Members of the Committee and other Members

47.1 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 monies 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.

Appendix 1

Constitution
of
Australian Lawyers Phil-Hellenic Association Inc.

FORM OF APPOINTMENT OF PROXY

I, (insert name).....

of (insert address).....

being a member of Australian Lawyers Phil-Hellenic Association Inc. hereby appoint:

Full Name of Proxy.....

Address of Proxy.....

being a Member/Associate Member (delete as appropriate) of that incorporated association, as my proxy to vote for me on my behalf at the general meeting/Annual General Meeting/special general meeting (as the case may be) to be held on the day of year and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details) or at his/her discretion.

Signature of Member/Associate Member appointing proxy

Date: