

**RULES OF THE AUSTRALIAN
ASSOCIATION OF CONSTITUTIONAL
LAW INCORPORATED**

1. NAME

The name of the incorporated association is the Australian Association of Constitutional Law Incorporated (in these Rules called the '**Association**'). The Association is the successor to the unincorporated association of the same name.

2. OBJECTS

The Association shall be an independent, not-for-profit organisation, the objects of which are to:

- (a) develop and promote the discipline of constitutional law in Australia;
- (b) support teaching, research and the practice of the law which relates to the discipline;
- (c) provide a forum for the exchange of knowledge and information between practitioners, teachers and other interested persons regarding the discipline;
- (d) increase public awareness and understanding of the discipline;
- (e) maintain membership of the International Association of Constitutional Law.

3. POWERS

For the purpose of giving effect to its objects, the Association may:

- (a) arrange meetings of its Members;
- (b) arrange conferences, seminars and other meetings;
- (c) maintain membership of the International Association of Constitutional Law;
- (d) seek and maintain special affiliation or association with any association formed with similar objects in relation to constitutional law in New Zealand, Papua New Guinea and such other countries as are determined for this purpose by the Council;
- (e) liaise with any other bodies with similar objects;
- (f) publish and distribute, or assist in publishing and distributing, any newsletter, periodical, book, article, leaflet, computer software, audio

visual materials or other similar item that the Association considers desirable for the promotion of its objects;

- (g) receive subscriptions from its Members;
- (h) apply for and accept money and any other form of property by grant, gift bequest or otherwise for its objects;
- (i) undertake or direct or grant sums of money from the Association's funds in pursuit of its objects; and
- (j) do all such other lawful things that are incidental to or conducive to the attainment of one or more of its objects.

4. DEFINITIONS

In these Rules, unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1981* (Vic);

'AGM' means the Annual General Meeting of the Association;

'Council' means the Council of Management comprising eight Members of the Association as described in rule 21.3;

'Executive' means those four of the eight members of the Council who have been elected to and are holding the positions of President, Vice-President, Secretary and Treasurer of the Association;

'Financial Year' means a year commencing 1 July and ending 30 June in the following calendar year;

'General Meeting' means an Annual General Meeting or a General Meeting of Members convened in accordance with rule 12;

'Member' means a member of the Association;

'Ordinary Member of the Council' means a member of the Council who is not a member of the Executive;

'Public Officer' has the same meaning as in the Act;

'Regulations' means regulations under the Act;

'Relevant Documents' has the same meaning as in the Act;

'Secretary' means:

- (a) if a person holds office under these Rules as Secretary of the Association, that person; and
- (b) in any other case, the Public Officer of the Association.

‘**Student member**’ – see rule 7.3(a); and

‘**Voting member**’ means a Member other than a Student Member.

5. SECRETARIAT AND OFFICE

The Association's secretariat and office shall be located at premises nominated from time to time by its AGM. Until otherwise decided, the Association's secretariat and office will be based at the University of Melbourne.

6. ALTERATION OF THE RULES

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

7. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

7.1 An eligible person who applies and is approved for membership of the Association as provided in these Rules shall become a Member on payment of the annual subscription payable under these Rules.

7.2 A person is eligible to be a Member of the Association if he or she:

- (a) is (or has been) a teacher of constitutional law in a university or tertiary educational institution;
- (b) is a scholar engaged in research in the field of constitutional law or is a scholar from a related discipline with a specialist interest in the same field;
- (c) is a judge, legal practitioner or government legal officer;
- (d) is a member of an association which is a member of the International Association of Constitutional Law or any association formed with similar objects in relation to constitutional law in New Zealand, Papua New Guinea and such other countries as are determined for this purpose by the Council; or
- (e) is someone who is adjudged by the Council as having a sufficient interest, whether by reason of practical experience or occupation, in the field of constitutional law; or
- (f) is enrolled in any of the following degrees at an Australian university
 - LL.B.
 - J.D.
 - Masters degree (undertaken within the field of law)
 - PhD (undertaken within the field of law)
 - SJD.

- LL.D.

7.3 Classes of membership in the association are as follows:

- (a) Student Members. A person who qualifies for membership of the Association under rule 7.2(f) is a Student Member. A person may become a Student Member by applying for membership in accordance with cl 7.5.
- (b) Ordinary Members. A person who qualifies for membership of the Association under any rule other than rule 7.2(f) is an Ordinary Member. A person may become an Ordinary Member by applying for membership in accordance with the procedure established for that purpose from time to time by the Council, subscribing to the objects of the Association and paying the annual subscription. The Executive shall determine whether an applicant satisfies the eligibility requirements for membership of the Association.

- (c) Honorary Members

Council may appoint a person who is not a Member of the Association but who has made an extraordinary contribution to the objects of the Association as an honorary Member of the Association.

- (d) Life Members

A person who has been a Member of the Association for fifteen or more years, has served as a Council member for four or more years and has contributed significantly through involvement in constitutional law to the advancement of the same discipline in Australia may be nominated for life membership by an Association Member and must be approved by the Association Council.

Nominations seconded by two Members, should be made in writing to the Secretary with appropriate documentation.

The Council may relax the eligibility criteria for life membership in special circumstances.

Life membership does not entail payment of any subscription.

7.4 The financial members of the unincorporated association for which the Association is successor shall ipso facto become Members of the Association at the date of its incorporation without payment of any entrance fee or any additional subscription, but a person who was not a member of the unincorporated association at the time of the incorporation of the Association (or who became a Member at that time but has since ceased to be a Member) must not be admitted to membership unless:

- (a) he or she applies for membership in accordance with rule 7.5; and
- (b) the admission as a Member is approved by the Executive.

- 7.5 An application of a person for Ordinary or Student Membership must:
- (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary.
- 7.6 Any 2 members of the Executive must determine whether to approve or reject the application as soon as practicable after the receipt of the application.
- 7.7 If 2 members of the Executive approve an application for membership, the Secretary must, as soon as practicable notify the applicant in writing of the approval for membership.
- 7.8 The Secretary must, within 28 days after the approval of an application for membership, enter the applicant's name in the register of Members.
- 7.9 An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.
- 7.10 If the Executive rejects an application, the Secretary must, as soon as practicable, notify the applicant in writing that the application has been rejected and return any money accompanying the application for membership.
- 7.11 The annual subscription for an Ordinary Member other than a Student Member is \$75 or such other amount as may from time to time be proposed by the Council and adopted by the AGM and is payable in advance on or before the beginning of each Financial Year.
- 7.12 The annual subscription for a Student Member is 50% of the annual subscription for an Ordinary Member.
- 7.13 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

8. REGISTER OF MEMBERS

- 8.1 The Secretary must keep and maintain a register of Members containing:
- (a) the full name and address of each Member; and
 - (b) the date on which each Member's name was entered in the register.
- 8.2 The register is available for inspection free of charge by any Member upon request.
- 8.3 A Member may make a copy of entries in the register.

8.4 It is the responsibility of each Member to ensure that they advise the Secretary of their current address.

9. CEASING MEMBERSHIP

9.1 A Member who has paid all moneys due and payable by a Member to the Association may resign from the Association by giving written notice to the Secretary of his or her intention to resign.

9.2 The Secretary shall record in the register of Members, the date on which the notice referred to in rule 9.1 is received. The date recorded shall become the date on which the Member ceased to be a Member.

9.3 A Member who fails to make payment of his or her annual subscription by the date which is 90 days after the due date for payment of the subscription shall thereupon cease to be a Member of the Association but, subject to the approval of the Executive, may be reinstated as a Member upon payment of all amounts outstanding together with any fine (not exceeding \$50.00 per annum) that may be specified by the Executive.

10. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

10.1 Subject to these Rules, if the Council is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Association, the Council may by resolution:

- (a) suspend that Member from membership of the Association for a specified period; or
- (b) expel that Member from the Association;

provided that in either case that Member must be given notice of the resolution in accordance with rule 10.4.

10.2 A resolution of the Council under rule 10.1 does not take effect unless:

- (a) at a meeting held in accordance with rule 10.3, the Council confirms the resolution; and
- (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

10.3 A meeting of the Council to confirm or revoke a resolution passed under rule 10.1 must be held not less than 14 and not more than 28 days after notice has been given to the Member in accordance with rule 10.4.

10.4 For the purposes of giving notice in accordance with rule 10.1, the Secretary must, within seven days of receiving a notice of a Council suspension or expulsion resolution, cause to be given to the Member a written notice:

- (a) setting out the resolution of the Council and the grounds on which it is based;
- (b) stating the date, place and time of that meeting;
- (c) stating that the Member, or his or her representative, may address the Council at a meeting, to be held no later than 21 days after the notice has been given to that Member, at which meeting the Council shall either confirm or revoke the previous resolution and expel the Member;
- (d) informing the Member that he or she may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Secretary before the date of that meeting a written statement seeking the revocation of the resolution; and
- (e) informing the Member that, if at that meeting, the Council confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in a General Meeting against the resolution.

10.5 At a meeting of the Council to confirm or revoke a resolution passed under rule 10.3, the Council must:

- (a) give the Member, or his or her representative, an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) determine by resolution whether to confirm or to revoke the resolution.

10.6 If at the meeting of the Council, the Council confirms the resolution, the Member may appeal to a General Meeting of the Association by lodging notice to that effect within 48 hours of receiving notice of the Council expulsion resolution.

10.7 If the Secretary receives a notice under rule 10.6, he or she must notify the Council and the Council must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

10.8 At a General Meeting of the Association convened under rule 10.7:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or his or her representative, must be given an opportunity

to be heard; and

- (d) the Voting Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

10.9 A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Voting Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

11. ANNUAL GENERAL MEETINGS

11.1 The Association shall hold an AGM.

11.2 The Council may determine the date, time and place of the AGM of the Association.

11.3 Notice of the AGM shall be sent by the Secretary to each Member at least 14 days or, if a special resolution has been proposed, 21 days before the date of the AGM. The notice convening the AGM must specify:

- (a) that the meeting is an AGM;
- (b) the place, date and time of the AGM; and
- (c) the nature of the business to be transacted at the AGM.

11.4 Notice may be sent by electronic transmission or by prepaid post to the address appearing in the register of Members.

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11.5 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

11.6 A Member intending to bring any business before a meeting may notify the Secretary in writing or by electronic transmission. The Secretary must include that business in the next notice calling an AGM.

11.7 The ordinary business of the AGM shall be to:

- (a) confirm the minutes of the previous AGM and of any General Meeting held since that meeting;
- (b) receive and consider reports from the Council upon the transactions of the Association during the last preceding Financial Year;
- (c) receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

11.8 The AGM may conduct any special business of which notice has been given in accordance with these Rules.

- 11.9 The quorum of the AGM shall be ten Voting Members present in person or by proxy.
- 11.10 A question arising at the AGM shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number of the votes recorded in favour or against that resolution.
- 11.11 A Voting Member may vote at an AGM in person or by proxy. Upon a show of hands each Member present shall have one vote and upon a poll each Member present or by proxy shall have one vote.
- 11.12 The proxy-appointing instrument must be received by the Secretary (or other person specified in the notice convening the meeting) at least 48 hours before the AGM. The instrument shall be in writing signed by the appointor and shall be in or to the effect of the form set out in Appendix 3.

12. SPECIAL GENERAL MEETINGS

- 12.1 In addition to the AGM, any other General Meetings may be held in the same year.
- 12.2 All General Meetings other than the AGM are special General Meetings.
- 12.3 If, but for this rule 12, more than 15 months would elapse between AGMs, the Council must convene a special General Meeting before the expiration of that period.
- 12.4 The Council may convene a special General Meeting:
- (a) whenever it thinks fit; or
 - (b) on the request in writing of Voting Members representing not less than five per cent of the total number of Voting Members, convene a special General Meeting of the Association.
- 12.5 The request for a special General Meeting must:
- (a) state the objects of the meeting;
 - (b) be signed by the Voting Members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- 12.6 If the Council does not cause a special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Voting Members making the request, or any of them, may convene a special General Meeting to be held not later than three months after that date.
- 12.7 If a special General Meeting is convened by Voting Members in accordance with this rule, it must be convened and conducted (including the requirement for a

quorum) in the same manner so far as possible as the AGM and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

13. SPECIAL BUSINESS

All business that is conducted at a special General Meeting and all business that is conducted at the AGM, except for business conducted under the Rules as ordinary business of the AGM, is deemed to be special business.

14. QUORUM AT GENERAL MEETINGS

No item of business may be conducted at a General Meeting unless a quorum of Voting Members is present in person or by proxy at the time when the meeting is considering that item.

15. PRESIDING AT GENERAL MEETINGS

- 15.1 The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Association.
- 15.2 If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the Voting Members present must select one of their number to preside as chairperson.

16. ADJOURNMENT OF MEETINGS

- 16.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 11.3.
- 16.4 Except as provided in rule 16.3 it is not necessary to give notice of an adjourned meeting or of the business to be conducted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

- 17.1 Upon any question arising at a General Meeting of the Association, a Voting Member has one vote only.
- 17.2 All votes must be given personally or by proxy.

- 17.3 In the case of an equality of voting on a question, the question shall be lost.
- 17.4 A Voting Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Voting Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.

18. POLL AT GENERAL MEETINGS

- 18.1 If at a meeting a poll on any question is demanded by not less than three Voting Members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 18.2 A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

- 19.1 If a question arising at a General Meeting of the Association is determined on a show of hands and a declaration by the chairperson that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

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.

20. PROXIES

- 20.1 Each Voting Member is entitled to appoint another Voting Member as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- 20.2 The notice appointing the proxy must be:
- (a) for a meeting of the Association convened under rule 10.7, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

21. COUNCIL

21.1 Subject to these Rules, the affairs of the Association shall be managed by the Council.

21.2 The Council:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association or by the Executive; and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

21.3 Subject to section 23 of the Act, the Council shall consist of:

- (a) the officers of the Association; and
- (b) four Ordinary Members,

each of whom shall be elected or appointed in accordance with these Rules.

21.4 The first officers of the Association and the first Ordinary Members of the Council of the Association shall be the persons who held similar positions on the Council of the unincorporated association for which the Association is successor and they shall hold those positions for the balance of the two year terms ending on 28 February 2003 for which they were elected by the members of the said unincorporated association.

22. OFFICE HOLDERS

22.1 The officers of the Association shall be:

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

and the Secretary shall be the Public Officer of the Association for the purposes of the Act (unless precluded from holding that office by virtue of his or her place of residence, in which case the Executive shall nominate another officer for the

appointment).

- 22.2 The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in rule 22.1.
- 22.3 In the event of a casual vacancy in any office referred to in rule 22.1, the Executive may appoint one of its Members to the vacant office and the Member appointed may continue in office until the next succeeding postal ballot of all members.
- 22.4 Council may co-opt up to two other Voting Members who can play a valuable role in the Association but such Members shall not be members of the Executive.
- 22.5 Council may co-opt one Student Member who can play a valuable role in the Association, but such Student Member shall not be a member of the Executive.

23. ORDINARY MEMBERS OF THE COUNCIL

- 23.1 Subject to these Rules, each Ordinary Member of the Council shall hold office until the postal ballot of all members next following the date of election but is eligible for re- election.
- 23.2 In the event of a casual vacancy occurring in the office of an Ordinary Member of the Council, the Council may appoint a Voting Member of the Association to fill the vacancy and the Voting Member appointed shall hold office, subject to these Rules, until the postal ballot of all members next following the date of the appointment.

24. ELECTION OF COUNCIL AND ORDINARY MEMBERS

- 24.1 Nominations of candidates for election as officers of the Association or as Ordinary Members of the Council must be:
- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association by a date fixed by the Council to allow the results of the postal ballot to be known in advance of the AGM.
- 24.2 At least four weeks' notice of the nomination deadline shall be given to members.
- 24.3 A candidate may only be nominated for one office, or as an Ordinary Member of the Council, prior to the Annual General Meeting.
- 24.4 If insufficient nominations are received to fill all vacancies on the Council, the

candidates nominated shall be deemed to be elected and further nominations may be received at the AGM.

- 24.5 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 24.6 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held, with a voting system prescribed by the Council.
- 24.7 Subject to rule 22.4, each officer of the Association and each Ordinary Member of the Council shall hold office for a two year term, but shall not be eligible for election for more than three consecutive terms of two years.

25. VACANCIES

The office of an officer of the Association, or of an Ordinary Member of the Council, becomes vacant if the officer or Ordinary Member:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

26. MEETINGS OF THE COUNCIL AND THE EXECUTIVE

- 26.1 The Council shall meet at least two times in a Financial Year at such places and such times as the Executive (subject to direction by a majority of the Council) may determine.
- 26.2 Special meetings of the Council may be convened at any time by the President or by any four Members of the Council.
- 26.3 Council meetings may be conducted by telephone conferences.
- 26.4 The Executive shall meet at such times as it shall determine and its meetings may be conducted by telephone conferences or electronic mail communications, provided that:
- (a) no member of the Executive requires the convening of a formal meeting; and
 - (b) an adequate record is kept by the Secretary of any final decisions made by the Executive when it transacts business in that way.

27. NOTICE OF COUNCIL MEETINGS

- 27.1 Written notice of each Council meeting must be given to each Member of the Council at least two business days before the date of the meeting.

- 27.2 Written notice must be given to Members of the Council of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. NOTICE TO MEMBERS

Any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the Member personally;
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members;
- (c) delivering the notice by electronic mail or other form of electronic communication approved by the Council.

29. VOTING AT COUNCIL MEETINGS

- 29.1 Questions arising at a meeting of the Council, or at a meeting of any sub-Council appointed by the Council, shall be determined on a show of hands or, if a Council Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 29.2 Each Council Member present at a meeting of the Council, or at a meeting of any sub-Council appointed by the Council (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the motion shall be lost. The same principle applies to Executive meetings.

30. QUORUM FOR COUNCIL MEETINGS

- 30.1 Any four Members of the Council including at least one non-Executive member constitute a quorum for the conduct of the business of a meeting of the Council.
- 30.2 Any three Members of the Executive constitute a quorum for the Executive.
- 30.3 No business may be conducted unless a quorum is present.
- 30.4 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting, the meeting lapses; and
 - (b) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

30.5 The Council may act notwithstanding any vacancy on the Council.

31. PRESIDING AT COUNCIL MEETINGS

At meetings of the Council:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the Members present must choose one of their number to preside.

32. POWERS OF THE COUNCIL, THE EXECUTIVE AND SUB-COMMITTEES

The Association shall have the power to delegate decisions concerning the management of the Association. It may decide to delegate certain of its management responsibilities to the Executive. It may also appoint sub-committees to perform specified tasks and those committees shall comprise of members who may but need not be members of the Council.

33. REMOVAL OF COUNCIL MEMBER

33.1 The Association in a General Meeting may, by resolution, remove any Member of the Council before the expiration of the Member's term of office and appoint another Voting Member in his or her place to hold office until the expiration of the term of the first- mentioned Member.

33.2 A Member of Council who is the subject of a proposed resolution referred to in rule 33.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.

33.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.

34. MINUTES OF MEETINGS

34.1 The Secretary of the Association must keep minutes of the resolutions and proceedings of each General Meeting, and each Council meeting, together with a record of the names of persons present at Council meetings.

34.2 Minutes of Council meeting must be circulated to all Council members within six weeks of the meeting.

35. SEAL

- 35.1 The common seal of the Association must be kept in the custody of the Secretary.
- 35.2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two members of the Council, or of one member of the Council and of the Public Officer of the Association.

36. FUNDS

- 36.1 The funds of the Association shall be derived from annual subscriptions, donations, interest and such other sources as the Council determines.
- 36.2 The Council shall open bank accounts in the name of the Association into which all monies shall be paid as soon as possible after they are received.
- 36.3 The Treasurer of the Association or his or her duly authorised delegate shall:
- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 36.4 No payment shall be made from Association funds otherwise than by cheque drawn on the Association's bank accounts or by electronic funds transfer, except with the authority of the Executive.
- 36.5 All expenditures shall be approved or ratified by 2 members of the Executive.
- 36.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other member of the Executive, or in the Treasurer's absence, by such other members of the Executive as Council may nominate for that purpose.
- 36.7 All income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid or transferred in any way to persons who are or have been members of the Association.
- 36.8 This rule does not preclude payment in good faith of reasonable and proper remuneration to any person or body for services rendered or goods supplied to the Association.

37. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 37.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

- 37.2 All accounts, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge by any Member upon request.
- 37.3 A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

38. AUDIT OF ACCOUNTS

- 38.1 The accounts of the Association shall be examined by the Auditor at least once in any Financial Year. The Auditor shall certify as to the correctness of the financial statements and shall report on them to the AGM.
- 38.2 The Auditor shall have a right of access to all the financial records of the Association.
- 38.3 The Auditor may require from the officers and employees of the Association such explanation as may be necessary for the audit.
- 38.4 The Auditor's report shall state whether:
- (a) the Auditor has obtained the information required;
 - (b) in the Auditor's opinion, the financial statements are properly drawn up to present a true and correct view of the financial position of the Association according to the information obtained by the Auditor; and
 - (c) the rules relating to the administration of the funds of the Association have been observed.

39. WINDING UP

- 39.1 In the event of the winding up or the cancellation of the incorporation of the Association:
- (a) each Member is liable to contribute to the payment of the liabilities of the Association and the cost of winding up; and
 - (b) the assets of the Association must be disposed of in accordance with the provisions of the Act.
- 39.2 Liability for contribution shall:
- (a) apply while the Member remains a Member and for one year afterwards;
 - (b) apply only to such liabilities contracted before the Member ceased to be a Member; and
 - (c) not exceed an amount equal to the annual subscription for the

Association for the last complete financial year prior to the date of the winding up.

40. DISTRIBUTION OF ASSETS

Subject to the Act, after the winding up or dissolution of the Association and the payment of all its liabilities, if any property or funds remain then on a resolution passed by a two-thirds majority of the Members it shall be given or transferred to another entity or organisation in Australia whose charitable objectives or purposes most nearly resemble those of the Association and which is not carried on for the purposes of profit or gain to its individual members.

41. DISPUTES AND MEDIATION

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between -
 - (i) a Member and another Member; or
 - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement –
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the committee of the Association; or
 - (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A Member of the Association can be a mediator.
- (f) The Mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (h) The mediator, in conducting the mediation, must-
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

APPENDIX 1
APPLICATION FOR MEMBERSHIP
THE AUSTRALIAN ASSOCIATION OF CONSTITUTIONAL LAW INCORPORATED.

I, (*name and occupation*), of (*address*) desire to become a Member/Student Member (*strike out whichever does not apply*) of the Australian Association of Constitutional Law Incorporated.

In the event of my admission as a Member/Student Member, I agree to be bound by the Rules of the Association for the time being in force.

Signature of

Applicant Date

I, (*name*), a Member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

Signature of

Proposer Date

I, (*name*), a Member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

Signature of

Secunder Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 10.7**

I,

(name)

of

(address)

being a Voting Member of the Australian Association of Constitutional Law Incorporated,

appoint

(name of proxy holder)

of

(address of proxy holder)

being a Voting Member of the Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under rule 10.7 , to be held on:

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

(insert details of resolution passed under rule 10.1).

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name) of

(address)

being a Voting Member of the Australian Association of Constitutional Law Incorporated,

appoint

(name of proxy holder)

of

(address of proxy holder)

being a Voting Member of the Association, as my proxy to vote for me on my behalf at the Annual/special* General Meeting of the Association to be held on

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against* the following resolution:

(insert details of resolution).

Signed

Date

*Delete if not applicable

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