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CORPORATIONS LAW

MEMORANDUM OF ASSOCIATION


of

AUSTRALIAN WOMEN LAWYERS

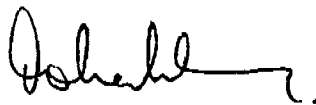
1. The name of the company is *Australian Women Lawyers* ("the Association").
2. The objects for which the Association is established are:
 - (a) to achieve justice and equality for all women;
 - (b) to further understanding of and support for the legal rights of all women;
 - (c) to identify, highlight and eradicate discrimination against women inherent in the legal system and in the community generally;
 - (d) to advance equality for women in the legal profession;
 - (e) to create and enhance awareness of women's contribution to the practice and development of the law.
3. A special resolution of the Association altering or adding to the articles of association of the Association or altering adding to or omitting any provision of the memorandum of association of the Association that could lawfully have been contained in the articles does not have any effect unless and until the written consent of not less than three fourths of those members being Recognised Associations (as defined in clause 2.2 of the articles of association) has been given to the resolution becoming effective.

4. The liability of the members is limited.
5. Each member undertakes to contribute to the company's property if the company is wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for payment of the company's debts and liabilities contracted before she, he or it ceases to be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Five Dollars (\$5.00).
6. The full names, addresses and occupations of the subscribers are as follows:

Felicity Hampel, 205 William Street, Melbourne, Barrister
 Alexandra Richards, 500 Bourke St, Melbourne, Barrister
 Jennifer Davies, 500 Bourke Street, Melbourne, Barrister
 Georgina Frost, 40 Market Street, Melbourne, Solicitor
 Karin Emerton, 500 Bourke Street, Melbourne, Barrister
7. We, the subscribers are desirous of being formed into a company in pursuance of this memorandum.

Subscriber's Name	Subscriber's Signature	Date Signed
Felicity Hampel		9.9.97
Alexandra Richards	<i>A. Richards</i>	9.9.97
Jennifer Davies	<i>Jennifer Davies</i>	9.9.97
Georgina Frost	<i>GFrost</i>	9-9-97
Karin Emerton	<i>KE</i>	9.9.97

WITNESS:



R. D. STRONG
 Barrister, 500 Bourke St,
 Melbourne.

CORPORATIONS LAW

ARTICLES OF ASSOCIATION

of

AUSTRALIAN WOMEN LAWYERS

1. Interpretation

1.1 In these articles:

- (a) "the Association" means Australian Women Lawyers;
- (b) "the Board" means the directors of the Association acting as a board;
- (c) "the Law" means the Corporations Law as in force from time to time in the jurisdiction in which the Association is incorporated.
- (d) "Constitution" means the memorandum and articles of the Association as in force from time to time.
- (e) "the Seal" means the common seal of the Association

1.2 Unless the context otherwise requires, the Law applies to the construction of the Constitution as if it were an instrument of the kind referred to in section 110B of the Law.

2. Membership

2.1 Membership of the Association shall consist of:

- (a) Recognised Organisations, as defined in clause 2.2
- (b) Individual members as defined in clause 2.3
- (c) Associated Organisations as defined in clause 2.4
- (d) Honorary members as defined in clause 2.5

2.2 Recognised Organisations

- (a) The initial Recognised Organisations shall be:

Women Lawyers Association of New South Wales Inc.
Women Lawyers Association of Queensland
Women Lawyers Association of Western Australia Inc.
Northern Territory Women Lawyers Association Inc.
The Women Barristers Association
Victorian Women Lawyers' Association
Women Lawyers Association of South Australia.
Women Lawyers Association of Tasmania Inc.
Women Lawyers Association of the Australian Capital Territory
Inc.

- (b) Any State or Territory organisation which has as one of its principal aims the representation of women lawyers or women practitioners of a particular branch of the profession may apply in writing to the Board for membership as a Recognised Organisation. The Board shall consider any such application and approve or reject it or request further information to enable it to decide.
- (c) Each Recognised Organisation shall be entitled to one vote at any general meeting of the Association.
- (d) A Recognised Organisation may withdraw from the Association by giving not less than six months notice in writing to the Secretary.

2.3 Individual members

- (a) Individual Members of Recognised Organisations shall automatically be registered as Individual members of the Association and known as Individual Members Category A
- (b) Individuals who are not members of any Recognised Organisation but would be eligible for membership of such an organisation may apply for individual membership upon meeting the application requirements and paying a membership fee, if any, which may be set by the Board from time to time. Such members shall be known as Individual Members Category B.
- (c) The subscribers to the memorandum of association shall be Individual Members, Category A.
- (d) Each Individual Member shall be entitled one vote at any general meeting of the Association other than a meeting at which a special resolution for the winding-up of the Association is to be considered.

- (e) For the purposes of this clause, Individual Members Category A shall be those members of Recognised Organisations who have full voting rights.

2.4 Associated Organisations

- (a) Any organisation which has aims which are consistent with or supportive of the aims of the Association may apply in writing to the Board for Associate Membership. The Board shall consider any such application and approve or reject it or request further information to enable it to decide.
- (b) Associate Organisations shall not be entitled to vote at any meeting of the Association.

2.5 Honorary Members

- (a) The Board may confer honorary membership upon any person in recognition of meritorious work in the legal field or endeavours relevant to the Association's objects.
- (b) Honorary members shall not be entitled to vote at any meeting of the Association.

2.6 Patron of the Association

The Board shall from time to time agree on a person to be appointed as the Patron of the Association. The founding Patron of the organisation shall be Justice Mary Gaudron.

2.7 Membership Fees

The Board may decide from time to time upon an annual subscription charge to be paid by each category of members.

3. Governance of the Association

3.1 The Board

Subject to clause 3.2, the conduct of the affairs of the Association shall be vested in the Board which shall consist of the following members:

- (a) eight members, representing each of the States and territories, and appointed in accordance with clause 3.4 below ('Organisational Representatives'); and
- (b) up to two further members who may be co-opted by the Organisational Representatives from time to time for a period of up to 12 months

3.2 Interim Board

- (a) In order to facilitate the establishment of the Association, the Board shall, prior to the first Annual General Meeting, consist of eight Organisational Representatives appointed by agreement of the initial Recognised Organisations listed in sub-clause 2.2(a).
- (b) For the purposes of meetings of the Interim Board five Organisational Representatives shall constitute a quorum.
- (c) Service as a Board Representative of the Interim Board shall not be included in the calculation of service for the purposes of Clause 3.3.

3.3 Term of Board Appointment

- (a) For the purpose of ensuring that the Organisational Representatives shall be appointed on a rotating basis, at the first annual general meeting four of the eight Organisational Representatives shall be appointed for a term of one year, and the remaining four shall be appointed for a period of two years.
- (b) For the purposes of sub-clause 3.3(a) above, the Interim Board shall decide the term to be served each Organisational Representatives.
- (c) At each subsequent annual general meeting each Organisational Representative who is appointed at that annual general meeting shall be appointed for a period of two years, and shall be entitled to serve no more than two consecutive Board terms.
- (d) Co-opted members shall be entitled to serve no more than two consecutive twelve month terms.

3.4 Appointment of Organisational Representatives

- (a) The Recognised Organisations from each State and Territory shall nominate one person as the Organisational Representative from that State or Territory.
- (b) In the event that there is no nomination received from a particular State or Territory within three months of the date specified by the Board, the Board may co-opt an appropriate nominee from that State or Territory until such time as a nomination is received from that State or Territory.

3.5 Alternate Organisational Representatives

In the event that an Organisational Representative is unable to attend a particular Board meeting, that Representative may nominate an alternate to attend in her place.

3.6 Meetings of the Board

- (a) The Board shall meet no fewer than four times per year.
- (b) At a meeting of the Board five Organisational (5) representatives shall constitute a quorum.
- (c) Subject to clause 3.7, any resolution of the Board shall be passed by a simple majority.
- (d) Each Organisational representative shall have one vote, with the President being entitled to a casting vote in the event of a deadlock.
- (e) Co-opted members shall not be entitled to vote.
- (f) Meetings may be conducted in person, by telephone, by electronic means or by a combination of any of these means.
- (g) A resolution approved in writing or by facsimile by the requisite majority of the Board shall be a resolution of the Board from the day on which the last of the necessary assents is received by the Secretary, provided that any Organisational Representative may, within fourteen days after having received notice of the proposed resolution, require that it be dealt with by a meeting of the Board.
- (h) Meetings of the Board may be convened upon the giving of reasonable notice to each Board member.

3.7 Board Resolutions

Any resolution of the Board to alter the Constitution or dissolve the Association or deal with the assets of the Association upon such dissolution pursuant to Clause 8 and 9 must be passed by three quarters of the Organisational Representatives.

3.8 Board Committees

- (a) The Board may convene a series of Committees to undertake relevant work and report back to the Board regarding its activities.
- (b) The Board may co-opt as necessary any person to convene such a committee or to be a member of it.

3.9 Office Bearers

- (a) The Organisational Representatives shall appoint from their number a President, Vice-President, Secretary and Treasurer each to hold that office for a one year period. Any office bearer shall be eligible for re-election.

- (b) In the event that there is no agreement amongst the Organisational Representatives as to the appointment of these positions a secret ballot shall be held to be decided upon by an elimination system.
- (c) In the event of any deadlock of voting following the undertaking of procedures set out above, the Immediate Past President shall have a casting vote.
- (d) In the event of a deadlock of voting for the President of the Interim Board an Organisational Representative other than one of the candidates in question shall, in the presence of the other Organisational Representatives remove one vote from those cast and the remaining votes shall be recounted.
- (e) The Secretary is to:
 - (i) conduct and keep copies of all correspondence;
 - (ii) keep the minutes of any General Meeting and Annual General Meeting and of any meeting of the Board;
 - (iii) keep a record of the names and addresses of all members of the Association; and
 - (iv) keep such other books as the Board may determine;
 - (v) advise Board members of any meetings.

3.10 Vacancies

- (a) In the event that the position of an Organisational Representative or an Office Bearer becomes vacant other than by the effluxion of time such a vacancy shall be filled as follows:
 - (i) If the position is that of an Organisational Representative, the position shall be filled in accordance with Clause 3.4;
 - (ii) If the position is also that of an Office Bearer, the Organisational Representatives shall appoint a replacement from their number.
- (b) The position of Organisational Representative or Office Bearer shall become vacant if the person;
 - (i) dies;
 - (ii) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or

compounds with her creditors or makes any assignment of her estate for their benefit;

- (iii) becomes of unsound mind;
- (iv) resigns from the Board and/or as an Office Bearer in writing;
- (v) fails, without reasonable excuse, to attend three consecutive meeting of the Board; or
- (vi) ceases to be a member of the Association.

3.11 Subject to these Rules, the Board may delegate the performance of its powers to members and/or paid employees of the Association.

4. General Meetings

4.1 The Board may convene a General Meeting at such place, date, and hour as the Board determines.

4.2 When requested to do so by a requisition signed by 25 Individual members or the proper officers of at least 2 Recognised Organisations , the Board is to convene a General Meeting.

4.3 A requisition for a General Meeting shall be delivered to the Secretary and shall state the objects of the meeting proposed to be called.

4.4 Notice in writing of the place, date, hour and objects of a general meeting is to be circulated to members at least 28 days before the meeting.

4.5 In relation to Category A members , notice of a General Meeting given in accordance with clause 4.4 to a Recognised Organisation shall be deemed to be notice given to all individual members of that Recognised Organisation.

4.6 The non-receipt by a member of a notice of General Meeting does not invalidate proceedings at that meeting.

4.7 At any General Meeting the Board shall report to members on actions taken pursuant to any recommendations made by members at the previous General Meeting.

5. Annual General Meetings

5.1 Within three months of the end of the financial year the Annual General Meeting is to be held at such date, place and hour as the Board determines.

- 5.2 The Board shall ensure that the place at which the Annual General Meeting is held shall rotate between the States and Territories, so far as is reasonably practicable.
- 5.3 The notice of Annual General Meeting must specify:
- (a) the general nature of the business; and
 - (b) any motions to be put to the meeting.
- 5.4 The following business must be transacted at every Annual General Meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (b) the receiving of the auditor's report on the financial affairs of the Association for the last financial year;
 - (c) the presenting of the audited statement to the meeting for adoption;
 - (d) the appointment of an auditor.
- 5.5 Business is not to be transacted at an Annual General Meeting unless there is a quorum of 25 Individual Members.
6. Meeting Procedures
- 6.1 Subject to Paragraph 6.2, votes at General and Annual General Meetings shall be passed by simple majority of those members present and voting in person or by proxy as provided for in paragraph 6.2.
- 6.2 Proxies in writing for any meeting must be received by the Secretary no later than two days prior to the date of the meeting or such shorter time as the Secretary allows having regard to any unforeseen circumstances such as sickness.
- 6.3 The president is the Chairperson of any Annual General Meeting and General Meeting.
- 6.4 In the absence of the President, the members present at a meeting may elect a member of the Board present at the meeting to be Chairperson of the meeting.
- 6.5 In the case of an equality of votes, the Chairperson has a second vote.

- 6.6 For the avoidance of doubt, at any Meeting of the Association any Individual Member who is also the representative of a Recognised Organisation is entitled to vote in both those capacities.
- 6.7 At any Meeting of the Association Individual Members may be present either in person, or by electronic means or telephone or a combination of these methods.
- 6.8 Notwithstanding any other provision of clause 6 but subject to the provisions of the Law, any resolution of a Meeting of the Association shall be effective only as a recommendation for the consideration of the Board with the exceptions of decisions made under paragraph 5.4 and 11.7. The Board shall have due regard to such recommendations and shall report back at the next Annual General Meeting.

7. Income, Property and Accounts

- 7.1 The income and property of the Association are to be applied solely towards the promotion of the objects and purposes of the Association, and subject to clause 7.2 no portion is to be paid or transferred, directly or indirectly to any member of the Association.
- 7.2 The Board may pay to a member of the Association
 - (a) remuneration in return for services actually rendered to the Association by the member or for goods supplied to the Association by the member in the ordinary course of business; or
 - (b) reimbursement of expenses incurred by the member on behalf of the Association; or
 - (c) interest at a rate not exceeding current bank interest rates on money lent to the Association by the member; or
 - (d) a reasonable and proper sum by way of rent for premises let to the Association by the member.
- 7.3 Despite clause 7.2, the Association must not make any payment to any director of the Association other than:
 - (a) for the payment of out-of-pocket expenses incurred by the director or member in the performance of any duty as director of the Association where the amount payable does not exceed an amount previously approved by the directors of the Association ("the Board");
 - (b) for payment for any service rendered to the Association in a professional or technical capacity, other than in the capacity as

director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board;

- (c) for payment of any salary or wage due to the director or member as an employee of the Association where the terms of employment have been approved by the Board; or
 - (d) for the provision of a financial benefit to a director to which subsection 243K(7A) of the Law refers or payment of an insurance premium in respect of a contract insuring a director to which subsection 243K(7B) of the Law refers.
- 7.4 The Board is to cause to be opened such bank accounts as it thinks necessary into which all money received is to be paid.
- 7.5 Cheques are to be drawn on the bank account of the Association only for the payment of expenditure that has been authorised by the Board.
- 7.6 The Treasurer is to keep accounts of -
- (a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure take place and
 - (b) the property, credits and liabilities of the Association.
- 7.7 The accounts are to be open to the inspection of the members of the Association at times fixed by the Board.
- 7.8 The Treasurer is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such manner as the Board directs and must present a Treasurer's Report at each Board meeting.
- 7.9 The Treasurer is to receive all moneys paid to the Association and must issue official receipts.
- 7.10 The Board may provide the Treasurer with a sum to meet urgent expenditure subject to such conditions as the Board imposes.
- 7.11 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments are to be signed by any two members of the Board.
- 7.12 The Seal must not be used without the authority of the Board.
- 7.13 Every document to which the Seal is affixed must be signed by two members of the Board

8. Alteration of the Constitution

- 8.1 Notice of a proposed resolution to alter the Constitution is to be given in writing to the Secretary in the form of a resolution of the Board or a requisition signed by 25 Individual members.
- 8.2 Upon receipt of a proposed resolution, the Secretary is to call a General Meeting to be held within 60 days of such receipt.
- 8.3 At least 42 days notice must be given prior to the holding of the a General Meeting and such notice is to set out in full the proposed resolution to alter the Constitution.
- 8.4 The Secretary is to supply a copy of the Constitution without charge and upon request to any member.

9. Dissolution of Association

- 9.1 Notice of a proposed resolution to wind up the Association is to be given in writing to the Secretary in the form of a resolution of the Board or a requisition signed by 25 Individual Members..
- 9.2 Upon receipt of a proposed resolution, the Secretary is to call a General Meeting to be held within 60 days of such receipt..
- 9.3 Notice in writing of the General Meeting is to be circulated to members at least 42 days before the date of the meeting, such notice to include a copy of the proposed resolution.
- 9.4 On the winding-up of the Association, any surplus which would otherwise be payable to the members of the Association must be paid to another corporation:
 - (a) the objects of which, as stated in its constitution, are restricted to one or more of the objects specified in s. 383(1)(a) of the *Corporations Law* and to objects incidental or conducive to those so specified;
 - (b) and which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its members.

10. Dispute Resolution

- 10.1 Disputes in the first instance to be mediated by the President and if no resolution is possible, or if the President in any event does not believe that it is appropriate that the President mediate, then the dispute is to be

referred to an accredited mediator either agreed between the parties or appointed by the President of LEADR.

11 Expulsion of Member

11.1 Subject to these rules, the Board may by resolution:

- (a) expel a Member of any of the membership categories in clause 2.1 from the Association; or
- (b) suspend a Member of any of the membership categories in clause 2.1 from membership of the Association for a specified period:

if the Board is of the opinion that the Member:

- (i) has refused or neglected to comply with these rules; or
- (ii) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association; or
- (iii) has been the subject of an adverse finding by a professional disciplinary body.

11.2 A resolution of the Board under clause 11.2:

- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 42 days after the service on the Member of a notice under clause 11.3 confirms the resolution in accordance with this clause; and
- (b) where the Member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.

11.3 Where the Board passes a resolution under clause 11.1, the secretary shall, as soon as practicable, cause to be served on the Member a notice in writing:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting.
- (d) informing the Member that she may do one or more of the following:

- (i) attend that meeting in person or by way of authorised representative;
- (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
- (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he or she or it wishes to appeal to the Association in general meeting against the resolution.

11.4 At a meeting of the Board held in accordance with clause 11.2, the Board:

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

11.5 Where the secretary receives a notice under clause 11.3 (d)(iii), she shall notify the Board and the Board shall convene a general meeting of the Association to be held within 35 days after the date on which the secretary received the notice.



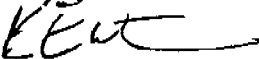
11.6 At a general meeting of the Association convened under clause 11.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member shall be given an opportunity to be heard; and
- (d) the Members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

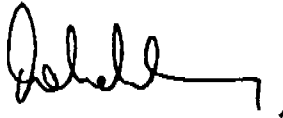
11.7 If at the general meeting:

- (a) two-thirds of the Members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

We, the subscribers to the memorandum, hereby agree to the foregoing articles of association

Subscriber's Name	Subscriber's Signature	Date Signed
Felicity Hampel		9.9.97
Alexandra Richards		9.9.97
Jennifer Davies		9.9.97
Georgina Frost		9-9-97
Karin Emerton		9.9.97

WITNESS:



R.D. Strong
Barrister
500 Bourke St,
Melbourne.