



ACSL

Australian College of Strata Lawyers

Australian College of Strata Lawyers Inc.

# Rules

## INTERPRETATION

### 1. In these Rules, unless the context otherwise requires:

**"Act"** means the *Associations Incorporation Act 1981 (Qld)*;

**"Academic Member"** means a Member who, in accordance with these Rules is categorised as an Academic Member of the College;

**"Associate Member"** means a Member who, in accordance with these Rules is categorised as an Associate Member of the College;

**"Associated Persons"** means persons who live in, work in or have a legal or equitable interest in all or part of a Common Interest Subdivision development;

**"College"** means the incorporated association named in Rule 3;

**"Common Interest Subdivision"** means the subdivision of land (with or without airspace) into lots and common areas whether or not a body corporate or association is established to administer the common areas, including without limitation, subdivisions commonly known as strata titles and community titles.

**"Council"** means the Council constituted under Rule 20;

**"Discipline"** means the law and practice associated with Common Interest Subdivisions;

**"Executive Members of Council"** means the president, vice president and treasurer of Council;

**"Fellow"** means a Member who, in accordance with these Rules, is categorised as a Fellow of the College;

**"General Manager"** means the person appointed in accordance with Rule 19;

**"Government Member"** means a Member who, in accordance with these Rules is categorised as a Government Member of the College;

**"Home Jurisdiction"** means the jurisdiction in which the person practises law, being a State or Territory of Australia, New Zealand, another common law or civil law State or country acceptable to the Council;

**"Member"** means a Member of the College; and

**"Voting Members"** means Fellows, Academic Members, Government Members and Members who have been Members for not less than three (3) consecutive years as at the date of the relevant meeting.

### 2. A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## NAME

### 3. The name of the incorporated association is "Australian College of Strata Lawyers Inc."

## OBJECTS

### 4. The objects of the College are -

- (a) to establish and administer to the highest standards a system of specialist accreditation for lawyers skilled in the Discipline;
- (b) to promote and facilitate:
  - (i) research into and study of the Discipline;
  - (ii) the dissemination by any means of research and other materials relating to the Discipline;
  - (iii) professional co-operation, mutual support and respect among Members;
  - (iv) recognition of the College and Members by the legal profession and the general public;
  - (v) public awareness and knowledge of the Discipline;

- (vi) conferences, lectures, seminars and courses on the Discipline for Members and others, including the general public;
  - (vii) the awarding of prizes and other appropriate recognition for special achievements by Members or other persons associated with the Discipline or with the development or management of Common Interest Subdivisions;
  - (viii) professionalism in the management of Common Interest Subdivisions; and
  - (ix) good design, title, subdivision and management structuring of Common Interest Subdivision developments;
- (c) to work with state and federal governments to ensure that legislation related to the Discipline or having the potential to impact on Associated Persons is relevant, effective and of the highest quality so as to ensure the best possible outcomes for such persons;
- (d) in everything it does to :
- (i) act fairly, in the public interest and not solely in the interest of the College or Members, either collectively or individually;
  - (ii) maintain independence from recognised political parties or political lobby groups; and
  - (iii) strive for the highest quality and ethical standards;
- (e) to work with other professional and industry bodies, or independently, to achieve for Associated Persons any outcome that is in the collective best interests of such persons;
- (f) to support or donate to any non-political cause that is in the collective interests of Associated Persons; and
- (g) to do all such other things that the Council may in its absolute discretion determine provided they are not inconsistent with these Rules.

## POWERS

### 5. (1) The College has the powers of an individual.

- (2) The College may, for example -
- (a) enter into contracts;
  - (b) acquire, hold, deal with and dispose of property;
  - (c) make charges for services and facilities it supplies;
  - (d) borrow money and give securities; and
  - (e) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The College may also issue secured and unsecured notes, debentures and debenture stock for the College.

## CLASSES OF MEMBERS

### 6. (1) The membership of the College shall consist of ordinary members whose membership may be designated by the Council as one of the following categories:

- (a) Fellow
  - (b) Member
  - (c) Academic
  - (d) Associate
  - (e) Government
- (2) The number of ordinary members is unlimited. The number of persons in the various categories of membership is unlimited.
- (3) Except in the case of an Associate Member, the membership of a Member may be further categorized as an Honorary Life membership of the particular category of that Member. Such further categorization may only be made by a general meeting of Voting Members upon the recommendation of the Council. This further categorization is intended to recognize long service to the College.
- (4) An Honorary Life Member is exempt from payment of membership fees.

## MEMBERSHIP

7. (1) **A person who, on the day the College was incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Council, agrees in writing to become a Member of the College, must be admitted by the Council to the same class of membership of the College as the member held in the unincorporated association.**
- (2) A Member of the College who, before becoming a Member, has paid the Member's annual subscription for membership of the unincorporated association on or before a day fixed by the Council, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Council as the day on which the next annual subscription is payable.
- (3) An applicant for membership of the College, other than the members of the unincorporated association mentioned in sub-paragraph (1), must be proposed by 1 Member (the proposer) and seconded by another Member (the seconder).
- (4) An application for membership must be-
- (a) in writing;
  - (b) signed by the applicant;
  - (c) if required by the Council, supported by 2 referee's reports submitted by the referees independently of the application; and
  - (d) all in the forms decided by the Council.
8. (1) **A Fellow may use the title "Fellow of the Australian College of Strata Lawyers" and may add the distinguishing letters "FACSL" after their name when describing themselves.**
- (2) An Academic Member who is legally qualified may use the title "Academic of the Australian College of Strata Lawyers" and may add the distinguishing letters "AACSL" after their name when describing themselves.
- (3) All Members may use the title "Member of the Australian College of Strata Lawyers" and may add the distinguishing letters "MACSL" after their name when describing themselves.
- (4) A Government Member may use the title "Government Member of the Australian College of Strata Lawyers" and may add the distinguishing letters "GACSL" after their name when describing themselves
- (5) Associates are not eligible to use post nominals.

## ELIGIBILITY FOR MEMBERSHIP

9. (1) **A person is eligible to be designated as a Fellow if –**
- (a) they are a legal practitioner of not less than 5 years standing admitted to practice in their home jurisdiction.
  - (b) they have satisfied the Council that they have:
    - (i) completed a course of study approved by the Council as a specialist course in the Discipline; and
    - (ii) been engaged in specialist practice of the Discipline in their home jurisdiction for not less than 5 years; or
  - (c) the Council is satisfied on its own motion on such evidence and enquiry it determines, they have been engaged in specialist practice of the Discipline for not less than 5 years and are readily regarded by their peers a specialist practitioner of the Discipline and that it is inappropriate in the circumstances to require them to complete a specialist course of study approved by the Council as a specialist course in the Discipline.

An Applicant who is not designated a Fellow under paragraph 9.1(c) may be designated a Fellow if they satisfy paragraphs 9.1(a) and (b).

10. **A person is eligible to be admitted as an Academic Member if –**

- (a) they are an academic of no less than 5 years standing in an Australian/New Zealand or overseas University or publicly recognised equivalent Institute; and" they have satisfied the Council that they have:

- (i) been regularly engaged in academic research, writing, lecturing or consulting associated with the Discipline (in either a legal or nonlegal nature), for not less than 5 years; and
- (ii) are readily regarded by their peers as academics knowledgeable in the Discipline;

**11. A person is eligible to be admitted as, or to remain as, an Associate Member if –**

- (a) they are a legal practitioner, admitted to practice in their home jurisdiction, or student enrolled in a Master's program or PhD relevant to the Discipline in their home jurisdiction acceptable to the Council; and

**Legal Practitioner**

- (a) they have satisfied the Council that they:
  - (i) are currently engaged in some way in the practice of the Discipline in their home jurisdiction; and
  - (ii) aspire to further develop their knowledge and skills so as to eventually specialise in the practice of the Discipline; or

**Student**

- (a) they have satisfied the Council that they:
  - (i) are currently a student enrolled in a Master's program or PhD relevant to the Discipline in their home jurisdiction; and
  - (ii) aspire to further develop their knowledge and skills so as to eventually specialise in the practice of the Discipline; and
- (b) they do not qualify for any other class of membership of the College.

**12. A person is eligible to be admitted as a Government Member if –**

- (a) they are a legal practitioner admitted to practice in their home jurisdiction; and
- (b) they have satisfied the Council that:
  - (i) they are an employee of an Australian or overseas Government or Government agency or hold a judicial or quasi-judicial office under such a Government; and
  - (ii) their role as such an employee or office holder is associated with the Discipline.

**13. A person is eligible to be admitted as a Member without being categorised as a Fellow or Academic Member if –**

- (a) they are a legal practitioner of no less than 3 years standing admitted to practice in their home jurisdiction; and
- (b) they have satisfied the Council that they are currently engaged in practice of the Discipline in their home jurisdiction in a significant way.

**14. Only Members who have been Members for 3 consecutive years prior to the date of the relevant general meeting, Fellows and Academic and Government Members are entitled to attend general meetings and to vote at those meetings, but this does not exclude a person from attending a general meeting for the purpose of Rule 17.**

**Only Fellows, Academics and Government Members are entitled to be elected to the Council, but this does not exclude a Member from attending a general meeting for the purpose of Rule 17.**

**All members are eligible for appointment to Sub-Committees of the Council.**

## **MEMBERSHIP FEES**

**15. The entry fees and membership fees for each category of membership-**

- (a) is the amount decided by the Council from time to time; and
- (b) is payable when, and in the way, the Council decides.

## ADMISSION AND REJECTION OF MEMBERS

- 16. (1) The Council must consider an application for membership at the next meeting of the Council held after it receives-**
- (a) the application;
  - (b) the referee's reports (if applicable); and
  - (c) the appropriate entry fee and membership fee for the application.
- (2) The Council may resolve to request further information in relation to the application before deciding whether to accept or reject the application.
- (3) If a majority of the Council members present at a meeting of the Council vote to accept the applicant as a Member, the applicant must be accepted as a Member to the class of membership applied for.
- (4) The General Manager of the College must, as soon as practicable after the Council decides to accept or reject an application, give the applicant a written notice of the decision. Neither the Council nor the General Manager are under an obligation to give reasons for any decision the Council makes in respect of an application for membership.

## WHEN MEMBERSHIP ENDS

- 17. (1) A Member may resign from the College by giving a written notice of resignation to the General Manager.**
- (2) The resignation takes effect on-
- (a) the day and at the time the notice is received by the General Manager; or
  - (b) if a later day is stated in the notice - the later day.
- (3) The Council may terminate a Member's membership if the Member -
- (a) is convicted of an indictable offence;
  - (b) does not comply with any of the provisions of these rules;
  - (c) has membership fees in arrears for at least 2 months;
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the College; or
  - (e) conducts himself or herself in a way considered to be below the standards of either ethics or practice of specialist practitioners of the Discipline.
- (4) Before the Council terminates a Member's membership, the Council must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the Member, the Council decides to terminate the membership, the General Manager of the Council must give the Member a written notice of the decision.

## APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 18. (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the General Manager written notice of the person's intention to appeal against the decision.**
- (2) A notice of intention to appeal must be given to the General Manager within 1 month after the person receives written notice of the decision.
- (3) If the General Manager receives a notice of intention to appeal, the General Manager must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the Council and the Council members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the Voting Members present at the meeting.

- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the General Manager must, as soon as practicable, refund the entry fee and application fee paid by the person.

## REGISTER OF MEMBERS

### 19. (1) The Council must keep a register of Members.

- (2) The register of Members must include the following particulars for each Member-
- (a) their full name and residential address;
  - (b) their address for service of notices (which may be an e-mail address);
  - (c) their e-mail address;
  - (d) their date of admission as a member;
  - (e) their category of membership;
  - (f) any changes to their category of membership;
  - (g) their date of death or resignation (if any);
  - (h) details about the termination or reinstatement of membership; and
  - (i) any other particulars the Council decides.
- (3) The register must be open for inspection by Members at all reasonable times.
- (4) However, before a Member may inspect the register, the Member must apply to the General Manager to inspect it.

## GENERAL MANAGER

### 20. (1) If the College has not appointed an interim officer as General Manager of the College before its incorporation, the Council must ensure a General Manager is appointed for the College within 1 month after incorporation. The General Manager shall also act as Secretary of the College for the purpose of the Act.

- (2) If a vacancy happens in the office of General Manager, the Council must ensure a General Manager is appointed for the College within 1 month after the vacancy happens.
- (3) The General Manager must be an individual residing in Queensland and need not be a Member.
- (4) The Council may appoint and remove the General Manager of the College at any time.

## MEMBERSHIP OF COUNCIL

### 21. (1) The Council of the College consists of 7 persons, as determined by the College in general meeting. The members of the Council are elected or appointed at a general meeting. In addition, the General Manager is ex-officio a non-voting member of the Council.

- (2) At each annual general meeting one half of the councillors shall retire from office. If the number is not exactly divisible by 2, then the next whole number less than one half shall retire.
- (3) The councillors to retire at any annual general meeting shall be those who have been longest in office, subject to the following:
- (a) the length of time a councillor has been in office shall be computed from the councillor's last election or appointment; and
  - (b) as between 2 or more councillors who have been in office an equal length of time, the councillor or councillors to retire, in default of agreement between them, shall be determined by lot.
- (4) A councillor retiring in accordance with this Rule shall be eligible for re-election.
- (5) A member of the Council, other than the General Manager, must be a Voting Member.

## ELECTING THE COUNCIL

### **22. (1) A member of the Council, other than the General Manager, may only be elected as follows-**

- (a) any 2 Voting Members may nominate another Voting Member (the candidate) to serve as a member of the Council;
  - (b) the nomination must be-
    - (i) in writing; and
    - (ii) signed by the candidate and the nominating Voting Members; and
    - (iii) given to the General Manager at least 14 days before the annual general meeting at which the election is to be held;
  - (c) if at the start of the meeting-
    - (i) the number of candidates nominated is less than the number of positions to be filled, then further nominations may be taken from the floor of the meeting provided the person nominated consents to their nomination; or
    - (ii) the number of candidates nominated equals the number of positions to be filled, then those candidates must be declared elected to the Council;
  - (d) if-
    - (i) at the start of the meeting the number of candidates nominated is more than the number of positions to be filled; or
    - (ii) after the taking of nominations from the floor of the meeting in accordance with sub-paragraph (c) (i) of this Rule, the number of candidates nominated is more than the number of positions to be filled, then a ballot must be held to elect the members of the Council; and
  - (e) each Voting Member present personally or by proxy at the annual general meeting may vote for any number of candidates not more than the number of vacancies.
- (2) The names of candidates nominated in accordance with sub-paragraph (1) (b) of this Rule must be listed in alphabetical order, with the names of the Voting Members who nominated each such candidate, and that list must be provided to each Voting Member at least 7 days immediately preceding the annual general meeting.
- (3) The Council at its first meeting after each election shall appoint a president, vice-president, and treasurer.

## RESIGNATION OR REMOVAL FROM OFFICE OF COUNCIL MEMBER

### **23. (1) A Council member may resign from the Council by giving written notice of resignation to the General Manager.**

- (2) The resignation takes effect on -
- (a) the day and at the time the notice is received by the General Manager; or
  - (b) if a later day is stated in the notice - the later day.
- (3) A Council member may be removed from office at a general meeting of the College if a majority of the Voting Members present at the meeting vote in favour of removing the member.
- (4) Before a vote of Voting Members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

## VACANCIES ON COUNCIL

### **24. (1) If a casual vacancy happens on the Council, the continuing members of the Council may appoint another Voting Member to fill the vacancy until the next annual general meeting.**

- (2) The continuing members of the Council may act despite a casual vacancy on the Council.



- (3) However, if the number of Council members is less than the number fixed under these rules as a quorum of the Council,<sup>[1]</sup> the continuing members may act only to-
  - (a) increase the number of Council members to the number required for a quorum; or
  - (b) call a general meeting of the College
- (4) This rule applies where, at the completion of an election of Council members, the number of members elected is less than the number determined under Rule 21(1). Each vacant Council member position will be treated as a casual vacancy under Rule 23.

## FUNCTIONS OF COUNCIL

### **25. (1) Subject to these rules or a resolution of the Voting Members carried at a general meeting, the Council -**

- (a) has the general control and management of the administration of the affairs, property and funds of the College; and
  - (b) has authority to interpret the meaning of these rules and any matter relating to the College on which the rules are silent.
- (2) The Council may exercise the powers of the College -
  - (a) to borrow, raise or secure the payment of amounts in a way the Council decides;
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the College in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the College's property, both present and future;
  - (c) to purchase, redeem or pay off any securities issued;
  - (d) to borrow amounts from Members and pay interest on the amounts borrowed;
  - (e) to mortgage or charge the whole or part of its property;
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the College;
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the Council may from time to time decide.
- (3) For sub-paragraph (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
  - (a) the financial institution for the College; or
  - (b) if there is more than 1 financial institution for the College - the financial institution nominated by the College.

## MEETINGS OF COUNCIL

### **26. (1) Subject to sub-paragraphs (2) to (16), the Council may meet and conduct its proceedings as it considers appropriate, including by any electronic means.**

- (2) The Council must meet at least once every 4 months to exercise its functions.
- (3) The Council must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Council.
- (5) If the General Manager receives a written request signed by at least 33% of the Council members, the General Manager must call a special meeting of the Council.
- (6) A request for a special meeting must state-
  - (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (7) At a Council meeting, more than 50% of the members elected or appointed to the Council as at the close of the last general meeting of the members form a quorum.

[1] For the number of members to form a quorum, see section 25 (Meetings of Council)

- (8) A question arising at a Council meeting is to be decided by a majority vote of Council members present at the meeting and, if the votes are equal, the president has a casting vote.
- (9) A Council member must not vote on a question about a contract or proposed contract with the College if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (10) The General Manager must give each Council member at least 14 days notice of a special meeting of the Council.
- (11) A notice of a special meeting must state-
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (12) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a Council meeting, the vice-president is to preside as chairperson at the meeting.
- (13) If the president and the vice-president are absent from a Council, the members may choose 1 of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a Council meeting called on the request of Council members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a Council meeting called other than on the request of Council members, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the Executive Members of Council and notified in writing to the other members of the Council.
- (16) If, at the adjourned meeting mentioned in sub-paragraph (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## DELEGATION OF COUNCIL POWERS

### **27. (1) The Council may delegate the whole or part of its powers to a subcommittee consisting of the Council members, with or without other Members, considered appropriate by the Council.**

- (2) A subcommittee may only exercise delegated powers in the way the Council decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) The president is, ex officio, a member of all subcommittees.

## ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

### **28. (1) An act performed by the Council, a subcommittee or a person acting as a member of the Council is taken to have been validly performed.**

- (2) Sub-paragraph (1) applies even if the act was performed when-
  - (a) there was a defect in the appointment of a member of the Council, subcommittee or person acting as a member of the Council; or

- (b) a Council member, subcommittee member or person acting as a member of the Council was disqualified from being a member.

## **RESOLUTIONS OF COUNCIL WITHOUT MEETING**

- 29. (1) A written resolution signed by each member of the Council for the time being entitled to receive notice of a Council meeting is as valid and effectual as if it had been passed at a Council meeting that was properly called and held.**
- (2) A resolution mentioned in sub-paragraph (1) may consist of several documents in like form, each signed by 1 or more members of the Council.

## **FIRST GENERAL MEETING**

- 30. (1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the College is incorporated.**
- (2) The Council must decide where the meeting is to be held.
- (3) The business to be conducted at the first general meeting must include the question whether an auditor should be appointed.

## **FIRST ANNUAL GENERAL MEETING**

- 31. The first annual general meeting must be held within 18 months after the day the College is incorporated.**

## **SUBSEQUENT ANNUAL GENERAL MEETINGS**

- 32. Each subsequent annual general meeting must be held -**
- (a) at least once each year; and
  - (b) within 6 months after the end of the College's previous financial year.

## **BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

- 33. The following business must be conducted at each annual general meeting -**
- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the College for the last financial year;<sup>[2]</sup>
  - (b) receiving any auditor's report on the financial affairs of the College for the last financial year;
  - (c) presenting the statement referred to in paragraph (a) of this Rule to the meeting for adoption;
  - (d) electing members of the Council; and
  - (e) deciding whether or not to appoint an auditor.

## **SPECIAL GENERAL MEETING**

- 34. (1) The General Manager may only call a special general meeting by giving each Voting Member notice of the meeting within 14 days after-**
- (a) being directed to call the meeting by the Council; or
  - (b) being given a written request signed by-
    - (i) at least 33% of the members of the Council; or
    - (ii) at least the number of Voting Members of the College equal to double the number of Voting Members presently on the Council plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Council-
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub-paragraph (1) (b) must state-

[2] This statement is required to be prepared under the Associations Incorporation Act 1981, section 59 (Audit and statement).

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

## NOTICE OF GENERAL MEETING

### 35. (1) The General Manager may call a general meeting of the College.

- (2) The General Manager must give at least 14 days notice of the meeting to each Voting Member.
- (3) The Council may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing-
  - (a) a meeting called to hear and decide the appeal of a Member against the rejection or termination of the Member's membership by the Council; or
  - (b) a meeting called to hear and decide a proposed special resolution of the College.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.

## QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

### 36. (1) Subject to sub-paragraph (5), at a general meeting the number of Voting Members equal to double the number of Voting Members of the College presently on the Council plus 1 form a quorum.

- (2) No business may be conducted at a general meeting unless a quorum of Voting Members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of Voting Members of the Council or the College, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of Voting Members of the Council or the College, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the Council.
- (5) If at an adjourned meeting, a quorum under sub-paragraph (1) is not present within 30 minutes after the time fixed for the meeting, the Voting Members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub-paragraph (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The General Manager is not required to give the Voting Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this Rule -  
    **"Voting Member"** includes a person attending as a proxy for a Voting Member.

## PROCEDURE AT GENERAL MEETING

### 37. (1) Subject to these Rules, at each general meeting -

- (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson;
- (b) if the vice-president is absent or unwilling to act as chairperson, the Voting Members present must elect 1 of their number to be chairperson of the meeting;
- (c) the chairperson must conduct the meeting in a proper and orderly way;
- (d) each question, matter or resolution must be decided by a majority of votes of the Voting Members present;

- (e) each Voting Member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
- (f) a Voting Member is not entitled to vote at a general meeting if the Voting Member's annual subscription is in arrears at the date of the meeting;
- (g) voting may be by a show of hands or a division of Voting Members, unless at least 20% of the Voting Members present demand a secret ballot;
- (h) if a secret ballot is held, the chairperson must appoint 2 Voting Members to conduct the secret ballot in the way the chairperson decides;
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held;
- (j) a Voting Member may vote in person or by proxy and-
  - (i) on a show of hands, each person present who is a Voting Member has 1 vote; and
  - (ii) in a secret ballot, each Voting Member present in person or by proxy has 1 vote; and
- (k) an instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney properly authorised in writing;
- (l) a proxy may only be a Voting Member of the College;
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- (n) if someone wants to give a Voting Member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form-

Australian College of Community Association Lawyers Inc.

I, \_\_\_\_\_ of \_\_\_\_\_, being a Voting Member of the College, appoint  
 of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual)  
 general meeting of the College, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any  
 adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Signature.

\_\_\_\_\_

\* in favour of

This form is to be used \_\_\_\_\_ the resolution.

\*against

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- (o) each instrument appointing a proxy must be given to the General Manager before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- (p) the General Manager must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Council meeting and general meeting are entered in a minute book; and
- (q) the General Manager must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial Voting Member who previously applies to the General Manager for the inspection.

- (2) To ensure the accuracy of the minutes recorded under sub-paragraph (1)(p)-
  - (a) the minutes of each Council meeting must be signed by the chairperson of the meeting, or the chairperson of the next Council meeting, verifying their accuracy;
  - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the College that is a general meeting or annual general meeting, verifying their accuracy.

## BY-LAWS

### **38. (1) The Council may make, amend or repeal by-laws, not inconsistent with these rules:**

- (a) regulating the conduct of Members in their practice of the Discipline;
  - (b) imposing continuing educational requirements on Members;
  - (c) specifying the requirements for admission to the College; and
  - (d) generally, for the internal management of the College.
- (2) A by-law may be set aside by a vote of Voting Members at a general meeting of the College.

## ALTERATION OF RULES

### **39. (1) Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.**

- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## COMMON SEAL

### **40. (1) The Council must ensure the College has a common seal.**

- (2) The common seal must be-
  - (a) kept securely by the Council; and
  - (b) used only under the authority of the Council.
- (3) Each instrument to which the seal is attached must be signed by a member of the Council and countersigned by-
  - (a) the General Manager;
  - (b) another member of the Council; or
  - (c) someone appointed by the Council.

## FUNDS AND ACCOUNTS

### **41. (1) The funds of the College must be kept in an account in the name of the College in a financial institution decided by the Council.**

- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the College.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) All cheques must be signed by any 2 of the following-
  - (a) the president;
  - (b) the treasurer; or
  - (c) another Member authorised by the Council for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

- (6) Any petty cash account must be kept on the imprest system, and the Council must decide the amount of petty cash to be kept in the account. Payments of \$100 or more must be made by cheque or electronic funds transfer.
- (7) All expenditure must be approved or ratified at a Council meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
  - (a) the income and expenditure for the financial year just ended;
  - (b) the College's assets and liabilities at the close of the year; and
  - (c) the mortgages, charges and securities affecting the property of the College at the close of the year.
- (9) If the College is incorporated within 3 months before the end of the College's year, sub-paragraph (8) does not apply for the financial year in which the College is incorporated.
- (10) The auditor must examine the statement prepared under sub-paragraph (8) and present a report about it to the General Manager before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the College must be used solely in promoting the College's objects and exercising the College's powers.

## DOCUMENTS

- 42. The Council must ensure the safe custody of books, documents, instruments of title and securities of the College.**

## FINANCIAL YEAR

- 43. The financial year of the College closes on 31 December in each year.**

## RESTRICTIONS ON THE DISTRIBUTION OF ASSETS

- 44. (1) The surplus assets, other assets or income of the College must not be distributed among the Members.**

- (2) Further, if the College is wound up under part 10 of the Act, any surplus assets must be given to another entity
  - (a) having objects similar to the College's objects or a society of lawyers of a State of Australia;
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
  - (c) which satisfies the requirements of section 50-5 of the Income Tax Assessment 1997 to be treated as an exempt entity.
- (3) In this section –  
"surplus assets" has the meaning given by section 92(3)<sup>[3]</sup> of the Act.

[3] Section 92 (Distribution of surplus assets) of the Act.



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