



# Australian Association of Women Judges

CONSTITUTION RULES AS AT 29 JUNE 2022

*Advancing  
human rights  
and  
equal justice  
for all.*

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## Part 1: Preliminary

### 1 Definitions

(1) In these rules:

**Commissioner** means the Commissioner of the Office of Fair Trading.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**the Act** means the *Associations Incorporation Act 2009*.

**the Regulation** means the *Associations Incorporation Regulation 2016*.

(1A) The objects of the Australian Association of Women Judges are to advance women's rights to equal justice, increase the participation of women at all levels of the judiciary and the legal system and promote education which contributes to the understanding and resolution of legal issues facing women.

(2) In these rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the *Act*.

## Part 2: Membership

### 2 Membership Qualifications

A person who is or was

- a serving or retired judicial officer or;
- whose principal employment is or was as a judicial or quasi-judicial officer of an Australian Court or Tribunal;

is qualified to be a member of the association.

### **3 Application for membership**

- (1) Any person qualified to be a member of the association may apply to the public officer of the association for membership of the association.
- (2) The application is to be in writing, in a form approved by the committee, which shall include the objects of the association and a requirement that prospective members agree to support those objects and accompanied by a membership fee as set by the committee from time to time.
- (3) Upon receipt of the application and fee referred to in clause (2), the public officer is to enter the applicant's name in the register of members and the applicant thereupon becomes a member of the association.

### **4 Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies;
- (b) resigns membership; or
- (c) fails to pay the annual membership fee referred to in Rule 8(2) for two consecutive calendar years.

### **5 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

### **6 Resignation of membership**

- (1) A member of the association may resign from membership at any time by giving the public officer written notice of her resignation.
- (2) If a member of the association ceases to be a member of the association, the public officer must make an appropriate notation in the register of members.

## **7 Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept at the principal place of administration of the association and must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the committee, that other amount.

## **8 Fees and subscriptions**

- (1) A member of the association, must, on admission to membership, pay to the association a fee as determined by the committee from time to time.
- (2) In addition to any amount payable by the member under clause (1), a member of the association must pay to the association an annual membership fee as set by the committee from time to time, the first payment to be made between January and March of the calendar year immediately following the year the person becomes a member of the association.
- (3) Provided that persons becoming members of the association for the first time on a date after the 31 March shall pay a membership fee calculated on a quarterly basis from the date on which they apply for membership for the balance of that year.

### **8A Life Members**

The committee may determine to award a member life membership of the association. A Life Member has all of the rights and liabilities of a member but is exempt from paying any fees under rule 8.

## **9 Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding

up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by rule 8.

#### **10 Resolution of internal disputes**

- (1) Disputes between members (in their capacity as members) of the association, and disputes between members and the association, are to be referred to a judicial officer nominated by the President of the Judicial Conference of Australia for mediation or arbitration.

#### **11 Disciplining of members**

It is not proposed that there be any power to discipline members of the association.

### **Part 3: The committee**

#### **12 Powers of the committee**

The committee is to be called the committee of management of the association and, subject to the Act, the Regulation and these rules and to any resolution passed by the association in general meeting:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.
- (d) may create sub-committees for particular purposes and may co-opt members of the association to such sub-committees.
- (e) may fill a casual vacancy of an officer bearer of the association or a member of the committee, by simple majority vote at a meeting of the committee called for that purpose.

#### **13 Composition and membership**

- (1) The committee is to consist of
  - (a) the president;

- (aa) the vice president; and
  - (b) no less than 10 ordinary members, such that there be no more than two committee members from each State and Territory. Such members may be from any court or tribunal, including a Federal court or tribunal; and
  - (c) 4 ordinary members who are Federal judicial officers (a federal judicial officer is a judge or member of a Federal court or tribunal);
  - (d) with her consent, the immediate past president for a period of no more than 3 years;
  - (e) such other member as the committee from time to time co-opts.
- (2) The office bearers of the association are to be:
- (a) the president
  - (b) the vice-president, and
  - (c) the secretary, who is also to be the public officer.
  - (d) the treasurer.

(2A) The office bearers of the Association are each members of the committee.

(3) The president and the vice president are to be elected by the members at the annual general meeting for a term of three years. A person elected to the position of president or of vice president shall serve no more than two consecutive terms in one position. Provided that those persons holding the position of president and vice president immediately following the amendment of this rule shall continue to hold office in those positions until the annual general meeting next following the resolution for the amendment.

(4) Subject to rule 14B (2), the secretary and the treasurer are to be elected by the committee from the committee members at the first committee meeting after the annual general meeting. Provided that the person holding the position of secretary immediately following the amendment of this rule shall continue to hold office in that position until the first committee meeting after the annual general meeting next following the resolution for the amendment.

#### **14 Election of committee members**

- (1) Nominations of candidates for election as ordinary members of the committee:



- (a) must be made in writing, signed by 1 member of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

#### **14B Election of Secretary and Treasurer**

- (1) The secretary and treasurer of the association will be elected by the committee and hold office for 3 years.
- (2) The election of secretary and treasurer is to occur at a meeting of the committee to be convened as soon as practicable after the third anniversary of the first or subsequent election of each office bearer.

#### **15 Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of her address.
- (2) It is the duty of the secretary to keep minutes of:
  - (a) all appointments of office-bearers and members of the committee,

- (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **16 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of an office bearer or a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) becomes a mentally incapacitated person.

#### **17 Committee meetings and quorum**

- (1) The committee must meet at least twice in each period of 12 months, at such time as the committee may determine.
- (1A) The committee meeting may be held by teleconference or videoconference.
- (1B) Committee members who attend a committee meeting or Annual General Meeting by telephone or videoconference may vote by identifying herself by name and State or Territory before voting in favour of or against a resolution.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the

committee members present at the meeting unanimously agree to treat as urgent business.

- (5) Any 5 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee the president or, in the president's absence, the vice-president is to preside.

#### **18 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) The committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

#### **Part 4: General meeting**

## **19 Annual general meetings – holding of**

- (1) With the exception of the first annual general meeting of the association, the association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association must hold its first annual general meeting:
  - (a) within the period of 18 months after its incorporation under the Act, and
  - (b) within the period of 6 months after the expiration of the first financial year of the association.
- (3) Clauses (1) and (2) have effect subject to any extension or permission granted by the Director-General under section 26 (3) of the Act.

## **20 Annual general meetings – calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the committee thinks fit.
- (1A) The attendance of members at the annual general meeting may be in person or by telephone or videoconference.
- (1B) Members who attend the annual general meeting by telephone or videoconference may vote by identifying themselves by name and State or Territory before voting in favour of or against a resolution.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary members of the committee,

- (d) to receive and consider the statement which is required to be submitted to members under section 26(6) of the *Act*.
- (3) An annual general meeting must be specified as such in the notice convening it.

**21 Special general meetings – calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who consequently incurs expense is entitled to be reimbursed by the association for any expense so incurred.
- (5A) The attendance of members at the special general meeting may be in person or by telephone or videoconference.

## **22 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 20 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **23 Procedure**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time

of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

## **24 Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **25 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **26 Making of decisions**

- (1) A question arising at a general meeting of the association is to 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 chairperson that a resolution has, on a show of hands, been carried or carried unanimously 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 or proportion of the votes recorded in favour of or against that resolution.

- (2) At a general meeting of the association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
  - (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **27 Special resolution**

A resolution of the association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Commissioner.

## **28 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) All votes must be given in person (including by telephone or videoconference) or by proxy.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.



- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **29 Appointment of proxies**

- (1) Each member is to be entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) That notice appointing the proxy is to be in the form set out in Appendix 2 to the Model Rules contained in the Associations Incorporation Regulations 1999 (NSW); Schedule 1 Model Rules.
- (3) Proxies may be faxed, or scanned and sent by email.

## **Part 5: Miscellaneous**

### **30 Insurance**

The association may effect and maintain insurance.

### **31 Funds – source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **32 Funds – management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
  
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **33 Alteration of objects and rules**

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

### **34 Common seal**

- (1) The common seal of the association must be kept in the custody of the public officer.
  
- (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures of 2 members of the committee.

### **35 Custody of books**

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **36 Inspection of books**

The records, books and other documents of the association must be open to inspection, free of charge, by a member of the association at any reasonable hour.

### **37 Service of notices**

- (1) For the purpose of these rules, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or

- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.