

# Australian Lawyers for Human Rights Incorporated

Y2711042 ABN 76 329 114 323

*Associations Incorporation Act 2009 (NSW)*

## Incorporating all changes up to and including 15 April 2015

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## **Objects**

*Australian Lawyers for Human Rights Incorporated ('ALHR' or 'the Association') is an Australian association of legal professionals (including solicitors, barristers, judicial officers, legal academics and law students) united for business and professional purposes in the practice of human rights law in Australia.*

*Through the provision of training, education, publications, CLE courses, conferences, seminars, mentoring and internships, ALHR assists members to continue to develop their knowledge of human rights law and incorporate human rights principles into their areas of legal practice in Australia.*

*ALHR seeks to utilise its extensive experience and expertise in the principles and practice of international law and human rights law in Australia in order to:*

- 1 Promote and support lawyers' practice of human rights law in Australia*
- 2 Promote Federal and State laws across Australia that comply with the principles of international human rights law.*
- 3 Assist victims of human rights violations in Australia.*

## **Mission Statement**

*ALHR aims to:*

- 1 promote the practice of human rights law in Australia and lawyers' use of their professional skills in supporting and promoting human rights in Australia;*
- 2 provide training, education and resources in order to support its members's work in the practice of human rights law in Australia;*
- 3 provide training, education and resources to legal professionals and legal businesses in order to facilitate the conduct of legal practice in a manner which respects recognized best practice international business and human rights principles;*
- 4 keep members abreast of the latest developments in human rights law in Australia through the publication of regular National and State newsletters;*
- 5 provide mentoring and internship opportunities for young lawyers and law students interested in pursuing a career in human rights practice;*
- 6 provide extensive networking and collaborative opportunities for legal professionals in the field of human rights law in Australia;*
- 7 promote Federal and State laws across Australia that incorporate and respect international law and international human rights law, through:*
  - the drafting of submissions, media releases and law reform proposals*
  - academic research*
  - networking and events*
  - collaboration with NGO's, charities, businesses and academic institutions.*
- 8. assist the victims of human rights violations in Australia through the provision of advice and resources directed at human rights litigation, law and policy reform in Australia.*

## PART 1 PRELIMINARY

### 1. Definitions

(a) In these rules:

"ALHR" means the association incorporated under the name Australian Lawyers for Human Rights Incorporated;

"Alternate" means a second person nominated by a State or Territory Committee under rule 14(a)(iii) to represent that State or Territory Committee on the Committee when the nominee is unavailable;

"the Committee" means the national committee elected in accordance with these rules;

"ordinary member" means a member of the committee who is not an office-bearer of ALHR, as referred to in rule 14(a)(ii);

"secretary" means:

(i) the person holding office under these rules as secretary of ALHR; or

(ii) if no such person holds that office, the public officer of ALHR;

"special general meeting" means a general meeting of ALHR other than an annual general meeting;

"the Act" means the *Associations Incorporation Act 1984* (NSW);

"the Regulation" means any regulation made under the Act.

(b) In these rules:

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

(ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;

(iii) a reference to a member's address includes a reference to a member's e-mail address;

(iv) a reference to written or oral notice includes a reference to notice by telephone or any other telecommunications device and notice by e-mail.

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

## PART 2 MEMBERSHIP

### 2. Membership qualifications

A person is qualified to be a member of ALHR if, but only if:

(a) the person is:

(i) admitted or qualified to practice as a legal practitioner in any State or Territory of Australia; or

- (ii) working in a legal capacity in Australia at the time of making the application for membership; or
  - (iii) teaching or studying law or law-related subjects in Australia leading to tertiary qualifications to practice law; or
  - (iv) has a law degree or its equivalent from an Australian institution; and
- (b) the person ;
- (i) has been approved for membership of ALHR by the committee of ALHR; and
  - (ii) is an individual; and
- (c) the person agrees to act in a manner consistent with the objects of ALHR.
- (2A) Section 15(1)(a) of the Act says that a person who was a member of ALHR immediately before its incorporation is a member of ALHR on its incorporation.

### **3. Application for membership**

- (a) A person may apply for membership of ALHR by:
- (i) completing an application form and paying a membership fee as approved by the Committee from time to time; and
  - (ii) lodging the completed application form online or with the secretary of ALHR.
- (b) As soon as practicable after receiving a duly completed application for membership and the relevant fee, the secretary must refer the application to the next Committee meeting.
- (c) The Committee may reject the application and refund any membership subscription fees paid where it determines that a person does not meet the relevant membership qualifications.
- (d) If the Committee does not reject the application, a person's membership will be taken to have been approved by the Committee and to have commenced from the date of application and payment of the relevant membership subscription fee.

### **4. Cessation of membership**

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from ALHR; or
- (d) fails to update their membership details when and as required by the Committee; or
- (e) fails to pay membership fees within six (6) months of the due date.

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

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

- (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

- (a) A member of ALHR may resign from membership of ALHR by giving to the secretary written notice of at least one month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (b) If a member of ALHR ceases to be a member under clause (a), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 7. Register of members

- (a) The public officer of ALHR must establish and maintain a register of members of ALHR specifying the name and address of each person who is a member of ALHR together with the date on which the person became a member.
- (b) The register of members must be kept at the principal place of administration of ALHR.
- (c) The details held on the register of members are not to be made available to any person other than the office bearers of ALHR unless:
  - (i) required by law; or
  - (ii) authorised by the Committee.

## 8. Fees and subscriptions

- (a) A member of ALHR must, on application for membership, pay to ALHR an annual membership subscription fee of an amount to be determined by the Committee.
- (b) Annual membership subscription fees will fall due on 1 January each calendar year.
- (c) If the member becomes a member on or after 1 January in any calendar year the full annual membership subscription fee for that year will be due on the date of application (unless the Committee from time to time determines otherwise) and membership renewal will fall due on 1 January of the succeeding calendar year

## 9. Members' liabilities

The liability of a member of ALHR to contribute towards the payment of the debts and liabilities of ALHR or the costs, charges and expenses of the winding up of ALHR is limited to the amount, if any, unpaid by the member in respect of membership of ALHR as required by rule 8.

## 10. Resolution of internal disputes

Disputes between members (in their capacity as members) of the association, and disputes between members and ALHR, are to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983* (NSW).

## 11. Disciplining of members

- (a) A complaint may be made by any member of ALHR that some other member of ALHR:
  - (i) has refused or persistently neglected to comply with a provision or provisions of

these rules; or

- (ii) has wilfully and recklessly acted in a manner prejudicial to the interests of ALHR.
- (b) On receiving such a complaint, the Committee:
- (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Committee may, by resolution, expel the member from ALHR or suspend the member from membership of ALHR if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (e) If the Committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under rule 12.
- (f) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (ii) if within that period the member exercises the right of appeal, unless and until ALHR confirms the resolution under rule 12(d), whichever is the later.

## **12. Right of appeal of disciplined member**

- (a) A member may appeal to ALHR in general meeting against a resolution of the Committee under rule 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause (a), the secretary must notify the Committee which is to convene a general meeting of ALHR to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of ALHR convened under clause (c):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting ALHR passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **PART 3 THE COMMITTEE**

### **13. Powers of the Committee**

The Committee, subject to the Act, the Regulation and these rules and to any resolution passed by ALHR in general meeting:

- (a) is to control and manage the affairs of ALHR; and
- (b) may exercise all such functions as may be exercised by ALHR, other than those functions that are required by these rules to be exercised by a general meeting of members of ALHR; 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 ALHR;
- (d) has the exclusive and sole right to make public statements, written and oral, on behalf of ALHR unless the Committee delegates this right to, or authorises, an office bearer or member of the Committee or ordinary member to make any statement or express any opinion on behalf of ALHR.

### **14. Constitution and membership**

- (a) Subject in the case of the first members of the Committee to section 21 of the Act, the Committee is to consist of.
  - (i) the office-bearers of ALHR; and
  - (ii) six (6) ordinary members,
 each of whom is to be elected at the annual general meeting of ALHR under rule 15; and
  - (iii) a nominee, or their Alternate, of each State and Territory Committee established under rule 21(a) as exist at the relevant time;
 each of whose name is to be recorded at the annual general meeting of ALHR under rule 15(d).
- (b) The office-bearers of ALHR are to be:
  - (i) the president; and
  - (iA) the vice-president; and
  - (ii) the secretary; and
  - (iii) the treasurer.
- (c) Each member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting at which they are required to retire under rule 15(e) or 15(f).
- (d) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of ALHR to fill the vacancy and the member so appointed is to hold office, subject to these rules, in accordance with clause (c).

### **15. Election of members and nominees of State or Territory Committees**

- (a) Nominations of candidates for election as office-bearers of the association or as ordinary members of the Committee:



- (i) must be made in writing, and must be signed by the nominator, who may also be the nominee, and must be a member of ALHR;
  - (ii) must include a statement of reasons for wanting to be elected to the specific office-bearer or ordinary member role for which the candidate has nominated ;
  - (iii) must be delivered to the secretary of ALHR at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place; and
  - (iv) must be made available by the secretary to members of the association at least 7 days before the date fixed for the holding of the annual general meeting.
- (b) Each State and Territory Committee established under Rule 21(a) in existence at the time of the annual general meeting must nominate:
- (i) a person to be the State or Territory Committee's nominee on the Committee until the next annual general meeting; and
  - (ii) an Alternate to the nominee referred to in clause (i);
- and advise the secretary in writing at least 7 days before the date fixed for the holding of the annual general meeting at which the nominee and Alternate are to be confirmed.
- (c) An election for the Committee must be held at each annual general meeting.
  - (d) At each annual general meeting the nominees of each State and Territory Committee and their Alternates are to be recorded as members of the incoming Committee in accordance with rule 14(a)(iii).
  - (e) The office bearers of ALHR, and the ordinary members of the Committee must retire at each annual general meeting, and those positions are to be filled through election.
  - (f) The outgoing office bearers and retiring ordinary members are eligible for re-election.
  - (g) A ballot is to be held for the election of office-bearers and ordinary members regardless of the number of nominations received.
  - (h) The ballot for the election of office-bearers and any ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
  - (i) Any vacant positions remaining on the Committee are taken to be casual vacancies.

### **15A. Vice President**

It is the duty of the vice president to:

- (a) assist the president in the carrying out of his or her duties;
- (b) when requested by the president to do so or when the president is absent and unable to carry out his or her duties, to carry out the duties of the president.

### **15B. Ordinary members of the Committee**

- (a) Each year the Committee will determine specific roles and responsibilities for each ordinary member.
- (b) The roles and expectations will be provided with the notice for each Annual General Meeting after 2015.

- (c) It is the duty of an ordinary member to carry out and fulfil the responsibilities specified and for which the ordinary member has been elected and appointed to the best of his or her abilities.

## **16. Secretary**

- (a) The secretary of ALHR must, as soon as practicable after being appointed as secretary, notify ALHR of his or her address.
- (b) It is the duty of the secretary to keep minutes of:
- (i) all appointments of office-bearers and members of the Committee;
  - (ii) the names of members of the Committee present at a Committee meeting or a general meeting; and
  - (iii) all proceedings at Committee meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. Treasurer**

It is the duty of the treasurer of ALHR to ensure:

- (a) that all money due to ALHR is collected and received and that all payments authorised by ALHR are made; and
- (b) that correct books and accounts are kept showing the financial affairs of ALHR, including full details of all receipts and expenditure connected with the activities of ALHR.

## **18. Casual vacancies**

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

- (a) dies; or
- (b) ceases to be a member of ALHR; or
- (c) is declared bankrupt;
- (d) resigns office by notice in writing given or sent by post or electronically to the secretary; or
- (e) is removed from office under rule 19; or
- (f) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

## **19. Removal of member**

- (a) ALHR in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the Committee to whom a proposed resolution referred to in clause (a) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of ALHR, the secretary or the president may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is

entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Meetings and quorum**

- (a) The Committee must meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the president or by any member of the Committee, and in accordance with clause (ca).
- (c) 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 except as provided in clause (ca).
- (ca) When in the view of an office bearer a meeting is necessary to conduct urgent business, that office bearer may give less than 48 hours oral or written notice of an urgent meeting, which meeting may be held by telephone or electronic mail link up but will otherwise be conducted in accordance with this rule.
- (d) Notice of a meeting, including an urgent meeting, given under clause (c) 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 an ordinary meeting unanimously agree to treat as urgent business.
- (e) Any 4 members of the Committee, one of whom shall be an office bearer, constitute a quorum for the transaction of the business of a meeting of the Committee, and reference in this rule to a quorum being present shall include reference to a quorum being present by way of telephone or electronic mail link up for a meeting.
- (f) 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 such place and time as the office bearers determine. 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.
- (g) At a meeting of the Committee:
  - (i) the president, or in the president's absence, the secretary, or in the secretary's absence, the treasurer, is to preside; or
  - (ii) if all office bearers are either absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.
- (h) Any current member of ALHR may attend a meeting, but shall leave the meeting at any time when in the view of a majority of the Committee members present any business of the committee is considered confidential to the committee.

## **21. Delegation by Committee to sub-committee**

- (a) The Committee may, by instrument in writing, delegate to one or more sub committees which shall be styled a State Committee or a Territory Committee as the case may be (consisting of such member or members of ALHR as the Committee from time to time

thinks fit) the exercise of such of the functions as are specified in the instrument, other than:

- (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (b) The Committee may, by instrument in writing, delegate to a member of ALHR or to one or more sub-committees (consisting of such member or members of ALHR as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- (c) A function the exercise of which has been delegated to a member or sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the member or sub-committee in accordance with the terms of the delegation.
- (d) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (e) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (f) Any act or thing done or suffered by a member or sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (g) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (h) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (a) 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.
- (b) 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.
- (c) Subject to rule 20(e), the Committee may act despite any vacancy on the Committee.
- (d) 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 MEETINGS**

### **23.    Holding of Annual general meetings**

- (a) With the exception of the first annual general meeting of ALHR, ALHR must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of ALHR, convene an annual general meeting of its members.
- (b) ALHR must hold its first annual general meeting:
  - (i) within the period of 18 months after its incorporation under the Act; and
  - (ii) within the period of 6 months after the expiration of the first financial year of ALHR.
- (c) Clauses (a) and (b) have effect subject to any extension or permission granted by the Director- General under section 26 (3) of the Act. Section 26 (3) of the Act says that, on application and payment of a fee, the periods referred to may be extended.

### **24.    Calling of and business at Annual general meetings**

- (a) The annual general meeting of ALHR 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.
- (b) 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:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Committee reports on the activities of ALHR during the last preceding financial year;
  - (iii) to elect office-bearers of ALHR and ordinary members of the Committee;
  - (iv) to confirm nominees from such State and Territory Committees as exist from time to time;
  - (v) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act. Section 26(6) of the Act requires the Committee to submit a report on the financial affairs of ALHR to the members.
- (c) An annual general meeting must be specified as such in the notice convening it.

### **25.    Calling of Special general meetings**

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of ALHR.
- (b) 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.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting; and
  - (ii) must be signed by the members making the requisition; and
  - (iii) must be lodged with the secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more

of the members making the requisition.

- (d) 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.
- (e) A special general meeting convened by a member or members as referred to in clause (d) 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 ALHR for any expense so incurred.

## **26. Notice for general meetings**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of ALHR, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of ALHR, the secretary must at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- (c) 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 24(b).
- (d) 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.

## **27. Procedure for general meetings**

- (a) 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.
- (b) Eight members present in person or by telephone or electronic mail link up (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.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (i) if convened on the requisition of members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned for no longer than 14 days to a place and time specified by the office bearers.
- (d) 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 5) is to constitute a quorum.

## **28. Presiding member - for general meetings**

- (a) The president or, in the president's absence, the secretary, or in the secretary's absence, the treasurer, is to preside as chairperson at each general meeting of ALHR.
- (b) If all office bearers are either absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment of general meetings**

- (a) 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.
- (b) 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.
- (c) Except as provided in clauses (a) and (b), 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.

## **30. Making of decisions at general meetings**

- (a) A question arising at a general meeting of ALHR 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 ALHR, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of ALHR, a poll may be demanded by the chairperson or by at least 8 members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (i) 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
  - (ii) 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.

## **31. Special resolution at general meetings**

A resolution of ALHR is a special resolution:

- (a) if at least 21 days' written notice of the general meeting has been given to all current members of ALHR specifying the intention to propose the resolution as a special resolution; and
- (b) if it is passed by a majority which comprises at least three-quarters of such members of ALHR as, being entitled under these rules so to do, vote in person or by proxy at a general meeting; or

- (c) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in clause (b), if the resolution is passed in a manner specified by the Director-General.

### **32. Voting for general meetings**

- (a) On any question arising at a general meeting of ALHR a member has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold proxies for more than 20 percent of the total membership at the time of the meeting.
- (c) 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.
- (d) A member or proxy is not entitled to vote at any general meeting of the association unless any money due and payable by the member or proxy to the association has been paid, other than any amount of the annual subscription payable in respect of the then current year.

### **33. Appointment of proxies for general meetings**

- (a) 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.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 1 to these rules.

## **PART 5 MISCELLANEOUS**

### **34. Insurance**

ALHR may effect and maintain such insurance as deemed necessary from time to time by the Committee.

### **35. Funds source**

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

### **36. Funds management**

- (a) The assets and income of ALHR shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to ALHR's members except as *bona fide* compensation for services rendered or expenses incurred on behalf of ALHR.
- (b) 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 ALHR, being members or employees authorised to do so by the Committee.



- (c) In the event of ALHR being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes and which is not carried on for the profit or gain of its individual members.

### **37. 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 ALHR.

### **38. Common seal**

- (a) The common seal of ALHR must be kept in the custody of the public officer.
- (b) 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 either of 2 members of the Committee or of 1 member of the Committee and of the public officer or secretary.

### **39. 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 ALHR.

### **40. Inspection of books**

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

### **41. Service of notices**

- (a) For the purpose of these rules, a notice may be served by or on behalf of ALHR on any member either personally or by sending it to the member at the member's address shown in the register of members.
- (b) If a document, including a notice, is sent to a person by properly addressing, posting or transmitting electronically to the person a letter or e-mail containing or attaching the document, the document is, unless the contrary is proved, taken for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post, or the e-mail would have been received in the ordinary course.

## APPENDIX 1: FORM OF APPOINTMENT OF PROXY

I, \_\_\_\_\_

of \_\_\_\_\_

being a member of Australian Lawyers for Human Rights Incorporated hereby appoint (tick as appropriate)

\_\_\_\_\_ (full name of proxy) of  
\_\_\_\_\_ being a member of Australian Lawyers for Human Rights  
Incorporated;

the Secretary or such other member of Australian Lawyers for Human Rights  
Incorporated as the Secretary delegates;

as my proxy to vote for me on my behalf at the annual general meeting/special general meeting  
to be held on the \_\_\_\_\_ day of 20\_\_\_\_, and at any adjournment of that meeting.

\* My proxy is authorised to vote (tick as appropriate)

- in favour of
- against
- abstain from voting on  
the resolution (insert details). \*

*To be inserted if desired.*

Signature of member appointing proxy: \_\_\_\_\_

Date: \_\_\_\_\_

NOTE: A proxy vote may not be given to a person who is not a member of the  
association.