

**Constitution
Australian Branch
of the
International Law Association
(founded 1873)**

OBJECTS & [RULES](#)CONSTITUTION

INTERNATIONAL LAW ASSOCIATION (AUSTRALIAN BRANCH) INCORPORATED

OBJECTS

The objects of the proposed ~~incorporated association~~ Association are to promote the objectives of the International Law Association, namely the study, elucidation and advancements of international law, public and private, the study of comparative law, the making of proposals for the solution of conflicts of law, and for the unification of law, and the furthering of international understanding and goodwill amongst persons of Australian citizenship and normally resident in Australia.

MODEL RULES CONSTITUTION

(Adopted 1 March 1993, amended ~~July 2008~~ November 2010)

PART 1 – PRELIMINARY

1. Definitions

- (1) In ~~these rules~~ this constitution, except insofar as the context or subject matter otherwise indicates or requires:

"Association" means the International Law Association (Australia Branch) Incorporated;

"Director-General" means the Director-General of the Department of Services, Technology and Administration.

"Membership Fee" means an annual amount to be paid by a member of the Association in an amount to be determined by the Committee.

"ordinary ~~committee member of the committee~~" means:

(a) a member of the committee who is not an office-bearer of the association ~~Association, or~~

(b) if no such person holds that office – the public officer of the Association, as referred to in rule 13(2);

"secretary" means:

(a) the person holding office under ~~these rules~~ this constitution as secretary of the ~~association~~ Association; or

(b) where no such person holds that office the public officer of the ~~association~~ Association;

"special general meeting" means a general meeting of the ~~association~~ Association other than an annual general meeting;

"the Act" means the Associations Incorporation Act ~~1984~~ 2009 or amendment thereof;

"Regulation" means the Associations Incorporation Regulation ~~1985~~ 2010 or amendment thereof.

- (2) In ~~these rules~~ this constitution:

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

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- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act 1897, ~~or amendment thereof~~, apply to and in respect of ~~these rules this constitution~~ in the same manner as those provisions would so apply if ~~these rules this constitution~~ were an instrument made under the Act.

PART 2 – MEMBERSHIP

2. Membership ~~qualifications~~generally

- (1) A person is ~~eligible~~qualified to be a member of the ~~association~~ Association if, but only if:
 - (a) the person is ~~natural person; and a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or~~
 - (b) the person has been nominated and approved for membership of the Association in accordance with clause 3, the person is a natural person who:
 - (i) ~~has been nominated for membership of the association as provided by rule 3; and~~
 - (ii) ~~has been approved for membership of the association by the committee of the association.~~
- (2) A person is taken to be a member of the Association if:
 - (a) The person is a natural person; and:
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association – a member of that unincorporated body immediately before the registration of the Association; or
 - (ii) in the case of an Association that is amalgamated to form the relevant Association – a member of that other Association immediately before the amalgamation; or
 - (iii) in the case of a registrable corporation that is registered as an Association – a member of the registrable corporation immediately before that entity was registered as an Association.
- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6(1)(a) of the Act was made.

2A. Geographical Ambit¹

Membership (other than honorary life membership) shall be open to persons resident in, incorporated in or nationals of, Australia. Until a New Zealand branch of the International Association is formed "Australia" shall include New Zealand.

2B. Categories of Membership¹

¹ Adopted at annual General Meeting held on 8 December 1994

(1) There shall be the following categories of membership:

- (a) ordinary member;
- (b) corporate member;
- (c) ~~international~~ student member; and
- (d) honorary life member.

The committee may, in its discretion, admit a person or body to one of the above categories. In ~~these rules~~this constitution, unless otherwise indicated, "ordinary member" shall include each of the above categories.

(2) Any corporation, firm or other organisation shall be eligible to join the ~~association~~Association as a corporate member. A corporate member may from time to time nominate one person to exercise its rights of membership on its behalf and may nominate an alternative who may participate in the activities of the ~~association~~Association and may exercise the vote of the corporate member, if the primary nominee is not available.

~~2C. Membership of the International Law Association¹~~

~~It is understood that under the Rules Constitution of the International Law Association and subject to the provisions thereof each person within the categories listed in Rule 2(b) clause 2B is a member of the International Law Association.~~

~~2D. (1) In addition the Branch may admit persons who meet the requirements of Rule 2A clause (2) in the following categories:~~

- ~~Associates; and~~
- ~~Student associates~~

~~(2) Persons admitted in these categories may participate in the activities of the Association, but shall not be entitled to vote, or to hold office as an office bearer or ordinary member of the Committee of Management. The provisions of Rules 3 clauses 3 to 11 12 inclusive shall be applicable to such persons as if they were members of the Association.~~

3. Nomination for membership

(1) A nomination of a person for membership of the ~~association~~Association:

- (a) shall be made by a member of the ~~association~~Association in writing in the form set out in Appendix 1 to ~~these rules~~this constitution or in a form otherwise determined by the committee; and
- (b) shall be lodged with the secretary of the ~~association~~Association.

(2) As soon as practicable after receiving a nomination for membership, the secretary ~~must~~shall refer the nomination to the committee which ~~is to~~shall determine whether to approve or to reject the nomination.

~~(3) Where the committee determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a member as entrance fee and annual subscription.~~

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- (3) As soon as practicable after the committee makes that determination, the treasurer must:
- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable); and
 - (b) if the committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the Membership Fee payable under this constitution by a member as annual subscription.
- (4) The ~~secretary-treasurer~~ shall, on payment by the nominee of the amounts referred to in subclause 3(1) within the period referred to in that ~~clause~~provision, enter or cause to be entered the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the ~~association~~Association.

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4. Cessation of membership

- (1) A person ceases to be a member of the ~~association~~Association if the person:
- (a) dies;
 - (b) resigns ~~that~~ membership;
 - (c) is expelled from the ~~association~~Association; or
 - (d) fails to pay ~~their the annual membership fee under clause 1040~~(2) within 3 months after the fee is due~~appropriate membership fees.~~

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5. Membership entitlements not transferable

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- ~~5.1~~ (1) A right, privilege or obligation which a person has by reason of being a member, of the ~~association~~Association:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

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6. Resignation of membership

- (1) A member of the ~~association~~Association is not entitled to resign that membership except in accordance with this ~~rule~~clause.
- (2) A member of the ~~association~~Association who has paid all amounts payable by the member to the ~~association~~Association in respect of the member's membership may resign from membership of the ~~association~~Association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the ~~association~~Association ceases to be a member ~~pursuant under subclause to clause~~ (2), and in every other case where a member ceases to hold membership, the secretary ~~shall~~must make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

7. Register of members

- (1) The public officer of the ~~association~~Association shall establish and maintain a register of members of the ~~association~~Association specifying the name and address of each

person who is a member of the ~~association~~ Association together with the date on which the person became a member.

(2) The register of members must be kept in New South Wales:

(a) at the main premises of the Association; or

(b) if the Association has no premises, at the Association's official address.

(3) The register of members shall be kept at the principal place of administration of the association and shall must be open for inspection, free of charge, by any member of the association Association at any reasonable hour.

(4) A member of the Association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.

(5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

(6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or

(b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

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Fees, subscriptions etc

8. Fees, subscriptions etc

(1) Each ordinary member of the association shall pay to the association an annual membership fee ~~in an amount to be determined by the committee, of \$85;~~

~~(2)~~ each corporate member shall pay an annual membership fee ~~in an amount to be determined by the committee, of \$150;~~

~~(3)~~ each ~~international~~ student member shall pay an annual membership fee ~~in an amount to be determined by the committee, of \$40; and~~

~~(4)~~ ~~in order to remain a member of the Association, a member must pay an annual membership fee before 1 January in each calendar year.~~

~~(5)~~ in respect of the categories referred to in Rule ~~2BP~~, such amount as the Committee of Management may determine in respect of each category.

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8.9. Member's liabilities

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

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a community justice centre for mediation under the Community Justice Centres Act 1983, or amendment thereof.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The Commercial Arbitration Act 2010, or amendment thereof, -applies to any such dispute referred to arbitration.

9.11. Disciplining of members

- (1) Where the committee is of the opinion that a member of the association
 - (a) has ~~persistently~~ refused or neglected to comply with a provision or provisions of ~~these rules~~this constitution; or
 - (b) has ~~persistently and~~ wilfully acted in a manner prejudicial to the interests of the ~~association~~Association,the committee may, by resolution:
 - (c) expel the member from the association; or
 - (d) suspend the member from membership of the association for a specified period.
- (2) A resolution of the committee under subclause (1) is of no effect unless the committee, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under subclause (3), confirms the resolution in accordance with this ~~rule~~clause.
- (3) Where the committee passes a resolution under subclause (1), the secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the committee at or prior to the date of that meeting written representations relating to the resolution.
- (4) At a meeting of the committee held as referred to in subclause (3), the committee shall:
 - (a) give to the member an opportunity to make oral representations;

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- (b) give due consideration to any written representations submitted to the committee by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the committee confirms a resolution under subclause (4)(c), the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule-clause 12+2.
- (6) A resolution confirmed by the committee under subclause (4)(c) does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association-Association confirms the resolution pursuant to rule clause (4)(c).

10.12. Right of appeal of disciplined member

- (1) A member may appeal to the association-Association in general meeting against a resolution of the committee which is confirmed under rule-clause 11(4)(c)+11(4)(e), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) 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.
- ~~(2)~~(3) Upon receipt of a notice from a member under subclause (1), the secretary shall-must notify the committee which shall-is to convene a general meeting of the association-Association to be held within 2+28 days after the date on which the secretary received the notice.
- ~~(3)~~(4) At a general meeting of the association-Association convened under elause-subclause (3)(2):
- (a) no business other than the question of the appeal shall-is to be transacted;
 - (b) the committee and the member shall-must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- ~~(4)~~(5) The appeal is to be determined by a simple majority of votes cast by members of the Association. If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

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PART 3 – THE COMMITTEE

11.13. Powers etc of the committee

- (1) The committee shall be called the committee of management of the Aassociation and, subject to the Act, the Regulation and these rules-this constitution and to any resolution passed by the association-Association in general meeting, the committee:
- (a) shall-is to control and manage the affairs of the association-Association;

- (b) may exercise all such functions as may be exercised by the ~~association~~ Association other than those functions that are required by ~~these rules this constitution~~ to be exercised by a general meeting of members of the ~~association~~ 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~~ Association.

12.14. Constitution-Composition and membership of committee

- (1) ~~Subject in the case of the first members of the committee to section 21 of the Act, the~~ committee ~~shall is to~~ consist of:

- (a) the office-bearers of the ~~association~~ Association; and
- (b) at least 3 ordinary committee members; ~~such number of ordinary members as is determined at the Annual General Meeting,~~

each of whom ~~shall is to~~ be elected at the annual general meeting of the ~~association~~ Association ~~pursuant to under rule clause 14.15~~ 15.

- (2) The officer-bearers of the ~~association~~ Association ~~shall are as follows: be:~~

- (a) the president;
- (b) the immediate past president (ex officio);
- (c) not more than 2 vice-presidents;
- (d) the treasurer, which position may be simultaneously held by two persons sharing responsibility for the position. Each such person to have the title Co-Treasurer;
- (e) the secretary;
- (f) any persons holding office as a director of studies.

- (3) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

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- ~~(3)~~(4) Each member of the committee ~~shall is~~, subject to ~~these rules this constitution,~~ to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- ~~(4)~~In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

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Comment [s1]: This is dealt with in a later clause

13.15. Election of members

- (1) Nominations of candidates for election as office-bearers of the ~~association~~ Association or as ordinary members of the committee:
 - (a) ~~shall must~~ be made in writing, in the form set out in Appendix ~~2-3~~ signed by 2 members of the ~~association~~ Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and

- (b) shall be delivered to the secretary of the ~~association-Association~~ not ~~less than~~ at least 7 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 ~~shall are taken be deemed~~ to be elected and further nominations ~~shall are to~~ be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee ~~shall are taken to be deemed to be~~ casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot ~~shall is to~~ be held.
- (6) The ballot for the election of office-bearers and ordinary members of the committee ~~shall is to~~ be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Association must be a member of the Association.
- ~~(7)~~(8) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for election for more than one position as office bearer at the same election.

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14.16. Secretary

- (1) The secretary of the ~~association-Association~~ ~~shall~~must, as soon as practicable after being appointed as secretary, lodge notice with the ~~association-Association~~ of his or 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 shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

15.17. Treasurer

- (1) It is the duty of the treasurer of the ~~association-Association~~ to ensure ~~that~~:
 - (a) all money due to the ~~association-Association~~ is collected and received and that all payments authorised by the ~~association-Association~~ are made;
 - (b) correct books and accounts are kept showing the financial affairs of the ~~association-Association~~ including full details of all receipts and expenditure connected with the activities of the ~~association-Association~~.

16.18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:
- (a) dies;
 - (b) ceases to be a member of the ~~association~~ Association;
 - (c) becomes an insolvent under administration within the meaning of the ~~Companies (New South Wales) Code~~ Corporations Act 2001, or amendment thereof, of the Commonwealth;
 - (d) resigns office by notice in writing given to the secretary;
 - (e) is removed from office under ~~rule 18~~ clause 19.4;
 - (f) becomes ~~of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health~~ a mentally incapacitated person; ~~or~~
 - (g) ~~is absent without the consent of the committee from all meetings of the committee held during a period of 6 months~~ is absent without the consent of the committee from 3 consecutive meetings of the committee;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
 - (i) is prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

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17.19. Removal of a Committee Member

- (1) The ~~association~~ Association in general meeting may by resolution remove any member of the ~~Committee~~ 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.
- (2) Where a member of the committee to whom a proposed resolution referred to in subclause (1) 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 the ~~association~~ Association, the secretary or the president may send a copy of the representations to each member of the ~~association~~ Association or, if ~~they~~ 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.

18.20. ~~Committee Meetings~~ meetings and quorum

- (1) The committee shall meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (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 shall be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under [sub](#)clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business shall 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](#) ~~s~~-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 [shall-is to](#) be dissolved.
- (8) At a meeting of the committee:
 - (a) the president or, in the president's absence, the vice-president [shall-is to](#) preside; or
 - (b) if the president and the vice-president are 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 [shall-is to](#) preside.

19.21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the [association-Association](#) as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this [rule-clause](#) may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this [section-clause](#) may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) ~~Notwithstanding-Despite~~ any delegation under this [ruleclause](#), the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this [rule-clause](#) has the same force and effect as it would have if it had been done or suffered by the committee.

- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this ~~rule~~ clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

20.22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee ~~shall~~ 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) Subject to ~~rule clause 20(5)~~ rule clause 20(5), the committee may act notwithstanding 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 notwithstanding any defect that may afterwards be discovered ~~on~~ in the appointment or qualification of any member of the committee or sub-committee.

PART 4 – GENERAL MEETINGS

21.23. Annual general meetings - holding of

- (1) The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- ~~(1) With the exception of the first annual general meeting of the association, the association shall, 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 Association must hold its annual general meetings:
- ~~(2) shall hold its first annual general meeting:~~
 - (a) within the 6 months after the close of the Association's financial year; or
 - ~~(a)(b) within such later time as may be allowed by the Director-General or prescribed by Regulation, period of 18 months after its incorporation under the Act; and~~
 - (b) within the period of 2 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 Commission under section 26(3) of the Act.~~

22.24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the ~~association~~ Association ~~shall~~ is, subject to the Act and to ~~rule clause 23~~ rule clause 23, to be convened on such date and at such place and time as the committee thinks fit.

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- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting ~~shall is to include the following be:~~
 - (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 upon the activities of the ~~association~~ Association during the last preceding financial year;
 - (c) to elect office-bearers of the ~~association~~ Association and ordinary members of the committee; and
 - (d) to receive and consider the statement which is required to be submitted to members ~~pursuant to section 26(6) of~~ under the Act.
- (3) An annual general meeting ~~shall~~ must be specified as such in the notice convening it.

23,25. Special general meetings - calling of

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the ~~association~~ Association.
- (2) The committee ~~shall~~ must, on the requisition in writing, of ~~not at least less than~~ 5 per cent of the total number of members, convene a special general meeting of the ~~association~~ Association.
- (3) A requisition of members for a special general meeting:
 - (a) ~~shall~~ must state the purpose or purposes of the meeting;
 - (b) ~~shall~~ must be signed by the members making the requisition;
 - (c) ~~shall~~ 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 subclause (4) ~~shall~~ must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee ~~and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense so incurred.~~

24,26. Notice

- (1) Except ~~where if~~ the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ~~association~~ Association, the secretary ~~shall~~ must, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post 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.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the ~~association~~ Association, the secretary ~~shall~~ 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 [sub](#)clause (1) specifying, in addition to the matter required under [sub](#)clause (1), the intention to propose the resolution as a special resolution.

- (3) No business other than specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to ~~rule clause 24(2)~~[24\(2\)](#).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

25-27. Procedure**Quorum for general meetings**

- (1) No item of business ~~shall is to~~ be transacted at a general meeting unless a quorum of members entitled under ~~these rules this~~ [constitution](#) 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 this~~ [constitution](#) 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 upon the requisition of members, ~~is shall to~~ be dissolved; and
 - ~~(3)(b)~~ [\(b\)](#) if in any other case, ~~shall 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 ~~not less than 3~~ [at least three](#)) ~~shall are to~~ constitute a quorum.

26-28. Presiding member

- (1) The president or, in the president's absence, the vice-president, shall preside as chairperson at each general meeting of the ~~association~~ [Association](#).
- (2) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

27-29. 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 ~~shall is to~~ be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the ~~association~~ [Association](#) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

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- (3) Except as provided in subclauses (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.

28.30. Making of decisions

- (1) A question arising at a general meeting of the ~~association~~ Association shall is to be determined by either:
 - (2) ~~on~~ a show of hands; or
 - (3) ~~if on the motion of the chairperson or if 5 or more members present at the meeting decided that the question should be determined by written ballot – a written ballot.~~
 - (4) ~~and, unless~~ If the question is to be determined by a show of hands, before or on the a 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~~ Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- ~~(4)~~(5) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- ~~(2)~~ At a general meeting of the association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- ~~(3)~~ Where the poll is demanded at a general meeting, the poll shall 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 shall be deemed to be the resolution of the meeting on that matter.

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29.31. Special resolution

- ~~(1)~~ A ~~resolution of the association is a special resolution if:~~ special resolution may only be passed by the Association in accordance with section 39 of the Act.
 - ~~(a)~~ it is passed by a majority which comprises not less than 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 not less than 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 Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the Commission.

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30.32. Voting

- (1) Upon On any question arising at a general meeting of the ~~association~~ Association a member has one vote only.

~~(2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies.~~

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~~(2)~~ 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.

(3) A member or proxy is not entitled to vote at any general meeting of the ~~association~~ Association unless all money due and payable by the member or proxy to the ~~association~~ Association has been paid.

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~~(4) - other than the amount of the annual subscription payable in respect of the then current year. A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.~~

31.33. Appointment of ~~proxies~~ Proxies

- (1) Each member shall 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) The notice appointing the proxy shall be in the form set out in Appendix 3 to these rules.

PART 5 – MISCELLANEOUS

32.34. Insurance

- (1) The ~~association~~ Association shall effect and maintain insurance pursuant to section 44 of the Act ~~may effect and maintain insurance.~~
- ~~(2) In addition to the insurance required under clause (1), the association may effect and maintain other insurance.~~

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33.35. Funds - source

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

34.36. Funds – Management, application of property and income

- (1) Subject to ~~paragraphs~~ subclauses (2) and (3) below, the income and property of the Association shall be applied solely towards the promotion of the aims and objectives of the Association as set forth in this ~~Constitution~~ constitution in such manner as the committee determines and no portion of its income or property ~~shall is to~~ be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the members of the Association.
- (2) Nothing in this Constitution shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member in return for any service actually rendered to the Association or prevent the payment of interest at a rate not

exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Association.

- (3) All ~~cheeks~~cheques, drafts, bills of exchange, promissory notes and other negotiable instruments ~~shall must~~ be signed by any 2 members of the committee or employees of the ~~association~~Association, being members or employees authorised to do so by the committee.

~~35,37.~~ Alteration of objects and rules Change of name, objects and constitution

~~The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association. An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.~~

Common seal

- ~~37. (1) The common seal of the association shall be kept in the custody of the public officer.~~
- ~~(2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall 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.~~

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~~37,38.~~ Custody of books etc

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

~~38,39.~~ Inspection of books etc

- ~~(1) The following documents~~ ~~The records, books and other documents of the association shall must~~ be open to inspection, free of charge, by a member of the ~~association~~Association at any reasonable hour:
- ~~(a) records, books and other financial documents of the Association;~~
- ~~(b) this constitution;~~
- ~~(c) minutes of all committee meetings and general meetings of the Association.~~
- ~~(+)(2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.-~~

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~~39,40.~~ Service of notices

- ~~(1) For the purpose of these rules~~this constitution, a notice may be served by or on ~~or~~ given to a person:
- ~~(a) behalf of the association upon any member either by delivering it to the person personally; or~~
- ~~(b) by sending it by pre-paid post to the to the member at the member's address of the person; or~~

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(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 this constitution, 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;

(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 shown in the register of members.

(2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed 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.

41. Financial year

The financial year of the Association is:

(1) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and

(2) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

40.42. Surplus property

(1) At the first general meeting of the ~~association~~ Association, the ~~association~~ Association ~~shall~~ **must** pass a special resolution nominating an incorporated association as the association in which is to vest its surplus property pursuant to section ~~53(2)~~ 65(2) of the Act in the event of the winding up or the cancellation of the incorporation of the ~~association~~ Association.

(2) If upon the winding up or dissolution of the Association there is after the satisfaction of all its debts and liabilities any property remaining (**Surplus**) the Surplus shall not ~~be~~ paid to or distributed among the members of the Association.

(3) The Surplus must be given or transferred to an incorporated ~~association~~ Association nominated in accordance with ~~subclause (1)~~ (**Transferee Entity**):

(a) having objects similar to the ~~Objects~~ objects of the Association; and

(b) whose constitution prohibits the distribution of its income and property among its ~~Members~~ members to an extent at least as great as is imposed on the Association under this ~~Constitution~~ constitution.

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APPENDIX 1

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

INTERNATIONAL LAW ASSOCIATION (AUSTRALIA BRANCH)

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To: _____ [*]
Secretary
International Law Association
(Australian Branch) Incorporated
GPO Box 2652
SYDNEY NSW 2001

I _____ of _____

DX _____ Email _____

hereby apply to become a member of the International Law Association (Australian Branch) (**Association**). In the event of my admission as a member, I agree to be bound by the constitution of the Association for the time being in force.

DATED this _____ day of _____ 2010

Signed

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I, _____
A member of the Association, nominate the applicant for membership of the Association.

Signed

Date:

I, _____
A member of the Association, second the applicant for membership of the Association.

Signed

Date:

APPENDIX 12

MEMBERSHIP RENEWAL

To: —[*]
Honorary Treasurer
International Law Association
(Australian Branch) Incorporated
GPO Box 2652
SYDNEY NSW 2001

I _____ of _____

DX _____ Email _____

wish to renew my membership of the International Law Association (Australian Branch) Incorporated for 1998/99.

I enclose payment of \$85 being the current subscription fee

I enclose payment of \$30 being the current associate member fee

OR

I enclose payment of \$15 being the current student subscription fee

AND

In addition I enclose \$30/35* being subscription for Australian International Law Journal

*Delete one

*Subscribers from outside Australia should enclose \$35 to cover overseas postage cost

DATED this _____ day of _____ 19982010

Signed

Note: Subscription fees should be forwarded to the Treasurer no later than 31 July 19982010

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APPENDIX ~~23~~2
INTERNATIONAL LAW ASSOCIATION
ANNUAL GENERAL MEETING
NOMINATION FOR ELECTION

I _____ being a financial member of the International Law Association (Australian Branch) hereby nominate

1. For the position of either:

- (i) President
- (ii) Vice-President
- (iii) Treasurer
- (iv) Secretary
- (v) Director of Studies

OR (but not in addition)

2. To the Executive of the Association (as a non-office holder)

Nominations Seconded by Financial Member _____

(Sign and Print Name)

Nominations Accepted: _____

(Sign and Print Name)

Please return to: Hon Secretary, GPO Box 2652, Sydney NSW 2001

APPENDIX [34](#)
INTERNATIONAL LAW ASSOCIATION
ANNUAL GENERAL MEETING

PROXY NOTICE

I _____ hereby nominate _____ as
my proxy to vote on my behalf at the 1998 Annual General Meeting.

Signed: _____

Please return to: Hon Secretary, GPO Box 2652, Sydney NSW 2001