

## THE CITY OF SYDNEY LAW SOCIETY

### OBJECTS AND RULES <sup>1</sup>

#### OBJECTS

The objects of the association are:

- (a) To develop communication between members of the association themselves and between the members of the association and the Law Society of New South Wales, other regional law societies and any other body or individual of interest or importance to the members of the association.
- (b) To develop fraternity between the members of the association.
- (c) To develop professional co-operation between the members of the association.
- (d) To maintain promote and encourage membership of the association.
- (e) To invest and deal with the money of the association not immediately required in such manner as may be permitted by law for the investment of trust funds.
- (f) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the association.
- (g) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contribution of the funds of the association, in the shape of donations, annual subscriptions or otherwise.
- (h) To print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects.
- (i) To do such other things as may be appropriate and lawful for a regional law society of the Law Society of New South Wales.
- (j) That CSLS from time to time make donations of members' money to such causes as approved by the Committee of Management.<sup>2</sup>

#### RULES

##### Interpretation

1. (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires -  
  
"secretary" means the person holding office under these rules as secretary of the association;  
  
"special general meeting" means a general meeting of the association other than an annual general meeting;
- (2) In these rules -  
  
(a) a reference to a function includes a reference to a power, authority and duty; and

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<sup>1</sup> This document is a transcription of the Rules – the official copy of which is held by the NSW Fair Trading. This transcription is intended to provide, in a single document, the constitution and all of the amendments to it. The footnotes are provided by way of reference.

<sup>2</sup>Inserted by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

(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, 1987 apply to and in respect of these rules.

### **Membership**<sup>3</sup>

2. A person shall be a member of the association if, but only if -

- (a) the person is a person referred to in Schedule 1 to these rules as a foundation member; or
- (b) the person is a natural person who -
  - (i) has applied for membership of the association as provided by rule 5; and
  - (ii) has been approved for membership of the association by the committee of the association and falls into one of the following classes: -
    - Those currently full members at 25 August 1998; or
    - Persons who hold or are eligible to hold a practising certificate under the Legal Profession Uniform Law (NSW) as amended or replaced from time to time<sup>4</sup>;
    - Judges, judicial officers and tribunal members;
    - Academic lawyers;
    - persons who have retired from any of the above classes.

### **Associate Membership**

3. A person shall be an Associate member of the association if, but only if, the person is a natural person who -

- (a) has applied for Associate membership of the association; and
- (b) has been approved for Associate membership of the association by the committee of the association and is a person who currently works in the legal profession and has worked in the legal profession for a period of five years (in aggregate) over the last eight years.

An Associate member shall not have the right to vote.

### **Student Membership**

4. A person shall be a Student member of the association if, but only if, the person is a natural person who -

- (a) has applied for Student membership of the association; and
- (b) has been approved for Student membership of the association by the committee of the association and is a person who is currently either a: -
  - (i) graduate-at-law; or

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<sup>3</sup> The current wording of Rule 2: Membership, Rule 3: Associate Membership and Rule 4: Student Membership were inserted by resolution on 25 August 1998 (lodged with NSW Fair Trading on 23 October 1998).

<sup>4</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

- (ii) a student undertaking legal or other related studies.
- A Student member shall not have the right to vote.

#### **Life Membership**<sup>5</sup>

- 4A The committee may grant life membership to any person provided:
- (a) The person is a member of the association of ten (10) years standing;<sup>6</sup>
  - (b) The person has been a practising lawyer for a period of 30 years; and
  - (c) The person has made a meritorious contribution to the progress of the legal profession.

#### **Application for Membership**

5. (1) An application of a person for membership of the association -
- (a) shall be in writing in the form set out in Appendix 1 to these rules or in some other form the Committee may approve; and
  - (b) shall be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary shall refer the application to the committee which shall determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification any sum payable under these rules by a member as entrance fee and annual subscription.
- (4) The secretary shall, on payment by the applicant of the amounts referred to in clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

#### **Cessation of Membership**

6. A person ceases to be a member of the association if the person -
- (a) dies;
  - (b) resigns that membership;
  - (c) is expelled from the association; or
  - (d) has failed to pay any amount due under Clause 8 within 3 months of the due date for payment.

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

7. 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

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<sup>5</sup> Rule 4A: Life Membership, was inserted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

<sup>6</sup> The requirement "of 10 years standing" was inserted by Special Resolution on 20 November 2008 (lodged 16 March 2009)

- (b) terminates upon cessation of the person's membership.

### **Resignation of membership**

8. (1) A member of the association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the association who has paid all amounts payable by the member to the association in respect of the member's membership may resign from membership of the 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 ceases to be a member pursuant to clause (2), and in every other case where a member ceases to hold membership, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

### **Register of Members**

9. (1) The secretary of the association shall establish and maintain a register of members of the association (whether in written or electronic form) specifying the name, address and email address of each person who is a member of the association together with the date on which the person became a member<sup>7</sup>.
- (2) The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

### **Fees, subscriptions, etc.**<sup>8</sup>

- 10 (1) A member of the association shall, at the time of application for membership and thereafter before 1<sup>st</sup> July in each succeeding year pay an annual membership fee determined by the committee<sup>9</sup>.
- (2) In determining membership fees the committee may make such provisions as it considers appropriate, including:
- (a) setting different levels and categories of fee;
  - (b) allowing reductions of fee;
  - (c) waiving membership fees for the current year;
  - (d) setting a fixed amount to cover all members from a single law firm (or other organisation); and
  - (e) varying any fixed amount according to size of firm (or other organisation) or on other criteria.

### **Members' liabilities**

11. 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

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<sup>7</sup> Rule 9(1) was amended by Special Resolution on 16 November 2017 to include an electronic register and addresses (lodged 20 December 2017).

<sup>8</sup> The current wording of Rule 10 was inserted by Special Resolution dated 10 November 2010 (lodged 9 December 2010).

<sup>9</sup> Rule 10(1) was amended by Special Resolution dated 16 November 2017 (lodged 21 December 2017).

amount, if any, unpaid by the member in respect of membership of the association as required by rule 10.

### **Disciplining of members**

12. (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; or
  - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the 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 clause (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 clause (3), confirms the resolution in accordance with this rule;
- (3) Where the committee passes a resolution under clause (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 the 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 clause (3), the committee shall -
  - (a) give to the member an opportunity to make oral representations;
  - (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 clause (4), 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 13.
- (6) A resolution confirmed by the committee under clause (4) 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 confirms the resolution pursuant to rule 13(4).

### Right of appeal of disciplined member

13. (1) A member may appeal to the association in general meeting against a resolution of the committee which is confirmed under rule 12(4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) Upon receipt of a notice from a member under clause (1), the secretary shall notify the committee which shall convene a general meeting of the association to be held within 21 days after the date on which the secretary received the notice.
- (3) At a general meeting of the association convened under clause (2) -
  - (a) no business other than the question of the appeal shall be transacted;
  - (b) the committee and the member shall 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) If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## PART III

### THE COMMITTEE

#### Powers, etc. of the committee

14. The committee shall be called the committee of management of the association and, subject to these rules and to any resolution passed by the association in general meeting -
  - (a) shall control and manage the affairs of the association;
  - (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.

#### Constitution and Membership <sup>10</sup>

15. (1) The committee shall consist of twenty (20) persons each of whom shall be elected to the committee at the annual general meeting pursuant to Rule 16.<sup>11</sup>
- (2) The office bearers of the association shall be:
  - (a) The **president** (who shall not serve in such role for more than two (2) years and there shall be

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<sup>10</sup> Rule 15(1) previously referred to a Schedule 3 detailing the first members of the committee and a Schedule 2 detailing those who could nominate persons to the committee (in addition to "up to twenty-eight non-office bearers" as committee members). These provisions were deleted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

<sup>11</sup> The current Rule 15(1) in relation to the composition of the Committee was inserted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

a gap of at least two (2) years before holding that office again).<sup>12</sup>

- (b) The **vice-president** (who shall not serve in such role for more than two (2) years and there shall be a gap of at least two (2) years before holding that office again. Except if there are no nominations from the members of the committee for these positions)<sup>13</sup>
- (c) The **treasurer** (who shall not serve in such role for more than two (2) years and there shall be a gap of at least two (2) years before holding that office again. Except if there are no nominations from the members of the committee for these positions),<sup>14</sup> and
- (d) The **secretary** (who shall not serve in such role for more than two (2) years and there shall be a gap of at least two (2) years before holding that office again. Except if there are no nominations from the members of the committee for these positions)<sup>15</sup>.

The office bearers (who must be members of the committee) shall be elected by the committee at its first meeting following the annual general meeting and shall hold such office until the next annual general meeting.<sup>16</sup>

- (3) Each member of the committee shall, subject to these rules, 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.
- (5) All persons elected to the committee at the annual general meeting shall be required to participate as a member of at least one sub-committee of the CSLS Committee.<sup>17</sup>

### **Election of Committee Members**

- 16. (1) Nomination of candidates for election to the committee of the association -
  - (a) shall be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) shall be delivered to the secretary of the association, not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (1A) Only members approved under Rule 2 are eligible for nomination to the Committee. <sup>18</sup>
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee shall 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

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<sup>12</sup> Amended by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

<sup>13</sup> Inserted by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

<sup>14</sup> Inserted by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

<sup>15</sup> Inserted by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

<sup>16</sup> Amended by Special Resolution dated 16 November 2017 (lodged 21 December 2017). The current rule 15(2) was inserted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

<sup>17</sup> Amended by special resolution at AGM held 17 November 2022. (Lodged 2 December 2022).

<sup>18</sup> Rule 16(1A) was inserted by Special Resolution on 10 November 2010 (lodged 9 December 2010).

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 be held.
- (6) The ballot for election to the committee shall be conducted at the annual general meeting in the following manner.
  - (a) The names of all candidates for the committee shall be entered on the ballot paper in alphabetical order;
  - (b) The members shall mark with a cross against the candidates they wish to elect; and
  - (c) The members may vote for a minimum of one (1) and a maximum of twenty (20) candidates.<sup>19</sup>

### **Returning Officers and Scrutineers**

- 16A (1) At each annual general meeting of the association a returning officer and two scrutineers shall be elected for a term of one year to conduct elections<sup>20</sup>.

### **Secretary**

17. (1) The secretary of the association shall, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes (whether in written or electronic form) 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 proceeding at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

### **Treasurer**

18. It is the duty of the treasurer of the association to ensure that -
- (a) all money due to the association is collected and received and that all payments authorised by the association are made;
  - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association.
  - (c) a statement of income and expenditure and a statement of the property, credits and liabilities of the association is presented to each annual general meeting.

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<sup>19</sup> The current Rule 16(6) was inserted by Special Resolution dated 5 December 2007 (lodged 18 March 2008) and replaced former Rules 16(6) and 16(7).

<sup>20</sup> Rule 16A was inserted by Special Resolution dated 5 December 2007 (lodged 18 March 2008).



### Casual Vacancies

19. 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;
  - (c) resigns office by notice in writing given to the secretary;
  - (d) is removed from our office under rule 20;
  - (e) becomes a mentally incapacitated person<sup>21</sup>; or
  - (f) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth<sup>22</sup>;
  - (g) is convicted of any offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment of not less than 3 months<sup>23</sup>;
  - (h) 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; or<sup>24</sup>
  - (i) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

### Removal of a Member

20. (1) The association in general meeting may by resolution remove any elected 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.
- (2) Where a member of the committee to whom a proposed resolution referred to in clause (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, 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.

### Meetings and Quorum

21. (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.

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<sup>21</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022)

<sup>22</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>23</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>24</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

- (3) Written notice<sup>25</sup> of a meeting of the committee shall be given by the secretary to each member of the committee at least 48 hours (or such a period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting. A committee member may place an item on the agenda of a committee meeting by providing it to the Secretary prior to the issuing of the meeting notice.<sup>26</sup>
- (4) Notice of a meeting given under 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 stands 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 be dissolved.
- (8) At a meeting of the committee -
  - (a) the president shall preside or,
  - (b) if the president is absent after half an hour from the time appointed or is unwilling to act then the vice-president shall preside and if the vice-president is similarly absent or unwilling to act then one of the remaining members of the committee may be chosen by the members present at the meeting to preside as chairperson.<sup>27</sup>

#### **Appointment of association members as committee members to constitute quorum<sup>28</sup>**

- 21A
- (1) If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
  - (2) A member of the committee so appointed is to hold office, subject to this constitution, until the annual general meeting following the date of appointment.
  - (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

#### **Committee Meetings to be held in one venue<sup>29</sup>**

- 21B
- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.<sup>30</sup>

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<sup>25</sup> The words 'Oral or' at the start of this sentence were deleted by Special Resolution passed on 17 November 2016.

<sup>26</sup> The last sentence of Rule 21(3) was inserted by Special Resolution passed on 17 November 2016.

<sup>27</sup> The current wording of Rule 21(8)(b) was inserted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

<sup>28</sup> Inserted by Special Resolution dated 16 November 2017 (lodged 21 December 2017).

<sup>29</sup> The current wording of Rule 21B was inserted by Special Resolution on 14 November 2018 (lodged 27 August 2019).

<sup>30</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.<sup>31</sup>
- (3) Neither the association nor the committee warrants the reliability of the technology nor undertakes to pay for it.<sup>32</sup>

#### **Delegation by Committee to Sub-Committee**

22. (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association or band as the committee thinks fit) the exercise of such the function of the committee as are specified in the instrument, other than-
  - (a) this power of delegation; and
  - (b) the function which is a duty imposed on the committee by law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule 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 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 any delegation under this rule 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 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.
- (7) A sub-committee may meet and adjourn as it thinks proper.

#### **Voting and decisions**

23. (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee shall 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 21(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 in the appointment or qualification of any member of the committee or sub-committee.

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<sup>31</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>32</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

## **PART IV**

### **GENERAL MEETINGS**

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

24. (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 shall hold its first general meeting -
  - (a) within the period of 18 months after the adoption of these rules;
  - (b) within the period of 2 months after the expiration of the first financial year of the association.

#### **Annual general meeting – calling of and business at**

25. (1) The annual general meeting of the association shall, subject to rule 24, be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since the meeting;
  - (b) to receive from the committee reports upon the activities of the association during the last preceding financial year;
  - (c) to elect the committee.
- (3) An annual general meeting shall be specified as such in the notice convening it.

#### **Special general meetings – calling of**

26. (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee shall, on the requisition in writing of not less than 25 members, convene a special general meeting of the association.
- (3) A requisition of the members for a special general meeting -
  - (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the members making the requisitions;
  - (c) shall 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 the 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) shall 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.
- (6) For the purposes of sub-clause 3:<sup>33</sup>
  - (a) a requisition may be in electronic form; and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **Notice**

27. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or document exchange or facsimile or some other form of electronic transmission 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.<sup>34</sup>
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary shall, 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 (1) 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 shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 25(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.

### **Procedure**

28. (1) No item of business shall 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 if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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) shall constitute a quorum.

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<sup>33</sup> Inserted by Special Resolution dated 16 November 2017 (lodged 21 December 2017).

<sup>34</sup> Rule 27(1) was amended by Special Resolution on 7 November 2002 to provide for "or some other form of electronic" transmission.

### **Presiding member**

29. (1) The president shall preside as chairperson at each general meeting of the association.
- (2) If the president is absent from a general meeting for half an hour after the appointed time or unwilling to act then the vice-president shall preside and if the vice-president is similarly absent or unwilling to act then one of the remaining members of the committee may be chosen by the members present at the meeting to preside as chairperson.<sup>35</sup>

### **Adjournment**

30. (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 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 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 adjourned meeting is not required to be given.

### **Making of decisions**

31. (1) A question arising at a general meeting of the association shall 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 not less than 3 members present in person at the meeting.
- (3) Where a 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.

### **Special resolution**

32. A resolution of the association is a special resolution if -
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the

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<sup>35</sup> Amended by Special Resolution dated 16 November 2017 (lodged 21 December 2017). The current wording of Rule 29(2) was inserted by Special Resolution on 5 December 2007 (lodged 18 March 2008).

association as, being entitled under these rules so to do, vote in person 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.

### **Voting**

33. (1) Upon any question arising at a general meeting of the association a member has one vote only.
- (2) All votes shall be given personally at the location specified for the meeting. Postal and electronic voting are not permitted in relation to general meetings.<sup>36</sup>
- (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 is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.<sup>37</sup>

### **Proxy Vote Not Allowed**<sup>38</sup>

34. Members shall not be entitled to vote by proxy.

## **PART V MISCELLANEOUS**

### **Funds – source**

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

### **Funds – management**

36. (1) Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must conduct its affairs as a not-for-profit organisation.
- (2) All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any 2 members of the committee being members authorised to do so by the committee.

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

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

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<sup>36</sup> Inserted by Special Resolution dated 16 November 2017 (lodged 21 December 2017).

<sup>37</sup> Rule 33(4) was amended by Special Resolution on 5 December 2007 (lodged 18 March 2008) to clarify that all fees (including those for the current year) must already have been paid.

<sup>38</sup> Rule 34 was amended by Special Resolution on 5 December 2007 (lodged 18 March 2008) to specify that proxy voting is not permitted. The Special Resolution also removed references to proxy voting previously contained in Rules 31, 32 and 33.

### **Common seal**

38. (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 their fixing of the Common Seal should be attested by the signatures either of two members of the committee or of one member of the committee and of the public officer or secretary.

### **Custody of books etc<sup>39</sup>.**

39. Except as otherwise provided by this constitution, all records, books and documents relating to the association must be kept in New South Wales:
- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer or their delegate.

### **Inspection of books etc.**

- 40.
- (1) The following documents must be open to inspection, free of charge, by a member of the 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.<sup>40</sup>
- (2) A member of the association may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied to a maximum charge of \$500.<sup>41</sup>
- (3) Despite sub-clauses (1) and (2), the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.<sup>42</sup>

### **Service of notices**

41. (1) For the purposes of this constitution, a notice may be served on or given to a person -
- (a) by delivering it to the person personally;
- (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 the giving or serving the notice.<sup>43</sup>

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<sup>39</sup> Inserted by Special Resolution dated 16 November 2017 (lodged 21 December 2017).

<sup>40</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>41</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>42</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

<sup>43</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).



- (2) For the purposes 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.<sup>44</sup>

### **Surplus property on winding up**

42. (1) If upon the winding up or dissolution of the association there remains after satisfaction of all debts and liabilities any property on winding up whatsoever the same shall not be paid to or distributed amongst the members of the association but shall be given or transferred to some other institution, organisation or association objects similar or partly similar to the objects of the association and which shall prohibit the distribution of its or their income and the property amongst its or their members to an extent at least as great as is imposed on the association under or by virtue of clause 42 hereof such institution, organisation or association to be determined by the members of the association at or before the time of dissolution and in default thereof by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of the Court as may have or acquire jurisdiction in the matter and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

### **Payment, etc. of the office bearers and members**

43. (1) A member of the committee or association shall not be appointed to any salaried office of the association or any office of the association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the committee or association except -
  - (a) repayment of out-of-pocket expenses;
  - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the association's bankers for money lent to the association; and
  - (c) reasonable and proper rent for premises let to the association.

### **Vacation of Office**

44. (1) Without limiting the operations of rule 19, the office of a member of the committee shall become vacant if -
  - (a) the member holds an office of profit in the association; or
  - (b) the member is directly or indirectly interested in any other contract or proposed contract with the association.

### **Financial year**

- 45 The financial year of the association is –

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<sup>44</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June; and
- (b) 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.<sup>45</sup>

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<sup>45</sup> Inserted by special resolution at AGM held 5 April 2022. (Lodged 28 April 2022).

**SCHEDULE 1**

**FOUNDATION MEMBERS**

| <b>Name</b>                 | <b>Address</b>                   | <b>Signature</b>        |
|-----------------------------|----------------------------------|-------------------------|
| David Frank Castle          | 135 King Street, Sydney          | (signed-conformed copy) |
| Kenneth Maurice Brimaud     | 14 Martin Place, Sydney          | (signed-conformed copy) |
| Daniel John Massey          | 19-29 Martin Place, Sydney       | (signed-conformed copy) |
| David Anthony de Carvalho   | 111 Elizabeth St, Sydney         | (signed-conformed copy) |
| Luciano Christopher Corazza | Level 8, 60 Martin Place, Sydney | (signed-conformed copy) |
| Margaret Colleen Hole       | 49 York St, Sydney               | (signed-conformed copy) |
| John Carmer Weingarth       | 1 Margaret St, Sydney            | (signed-conformed copy) |
| Timothy James Unsworth      | 135 King St, Sydney              | (signed-conformed copy) |
| Michael Stilwell Flynn      | 82 Elizabeth St, Sydney          | (signed-conformed copy) |

**APPENDIX 1**

**(Rule 5)**

**APPLICATION FOR MEMBERSHIP OF THE CITY OF SYDNEY LAW SOCIETY INC**

I,.....  
(full name of applicant)

of.....  
(address)

.....  
(occupation)

hereby apply to become a member of the abovenamed association. In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force.

.....  
Signature of applicant

.....  
Date