



THE LAW SOCIETY
OF NEW SOUTH WALES

**MEMORANDUM AND
ARTICLES OF ASSOCIATION**
OF THE LAW SOCIETY OF NEW SOUTH WALES

**Memorandum and Articles of Association
of The Law Society of New South Wales**
ACN 000 000 699

Incorporates amendments to: **25 October 2007**

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MEMORANDUM OF ASSOCIATION
OF
THE LAW SOCIETY
OF NEW SOUTH WALES

*Amended by
Special
Resolution 27th
October 1960*

1. The name of the Association is "The Law Society of New South Wales."
 2. The registered office of the Society will be situate in Sydney.
 3. The objects for which the Society is established are:—
 - (1) To consider, originate and promote reform and improvements in the law; to consider proposed alterations, and oppose or support the same; to remedy defects in the administration of justice; to effect improvements in administration or practice. And for the said purposes to petition Parliament or take such other proceedings as may be deemed expedient.
 - (2) To represent generally the views of the profession; to preserve and maintain its integrity and status; to suppress dishonourable conduct or practices; to provide for the amicable settlement or adjustment of professional disputes, and to consider and deal with all matters affecting the professional interests of members of the Society.
 - (3) To encourage and promote the study of law, and to provide means for securing efficiency and responsibility on the part of those seeking admission to the profession.
 - (4) To form and maintain a law library and reading rooms.
 - (5) To acquire any rights or privileges which the Society may regard as necessary or convenient for the purposes thereof, or for promoting the interests of the profession.
 - (6) To form and maintain club rooms, or a club for the use and benefit of members of the Society.
 - (7) To purchase, take on lease, or in exchange, hire or otherwise acquire any real or personal property, and to erect any buildings required for the purposes of the Society.
 - (8) To invest the moneys of the Society, not immediately required, upon such securities as may from time to time be determined.
 - (9) To raise money in such manner as the Society shall think fit, and in particular by the issue of debentures charged upon all or any of the property of the Society both present and future.
 - (10) To sell, improve, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of the Society.
 - (11) To do all such other things as are incidental or conducive to the attainment of the above objects.
 4. The income and property of the Society whencesoever derived shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the persons who at any time are, or have been members of the Society, or to any of them, or to any person claiming through any of them. Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Society, or to any member thereof, or other person, in return for any services actually rendered to the Society.
 5. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up, during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
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6. If, upon winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, to be determined by the members of the Society at or before the time of dissolution, and in default thereof, by the Supreme Court of New South Wales.

We the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

	<u>Names</u>	<u>Addresses</u>	<u>Descriptions</u>
1.	Alfred De Lissa	313 George Street	Solicitor
2.	John Williamson	Williamson's Chambers, King Street	Solicitor
3.	G. C. Westgarth	2 O'Connell Street	Solicitor & Notary Solicitor
4.	J. M. Curtis	132 Elizabeth Street	Solicitor
5.	Thomas Robertson	15 Pitt Street	Solicitor
6.	M. E. A'Beckett	Wentworth Court	Solicitor
7.	William Russell	311 George Street	Solicitor
8.	J. J. Langdon	Temple Court	Solicitor
9.	John Shepherd	Pitt Street	Solicitor
10.	Louis F. Dixon	Eldon Chambers, Pitt St	Solicitor
11.	J. S. Smidmore	Wentworth Court	Solicitor
12.	Fred Curtis	167 King Street	Solicitor
13.	F. J. Perks	Wentworth Court	Solicitor
14.	Arch. Ashdown	102 Castlereagh Street	Solicitor
15.	P. O. Williams	17 Bridge Street	Solicitor
16.	P. W. Creagh	17 Bridge Street	Solicitor
17.	Alfred Godfrey	53 Elizabeth Street	Solicitor
18.	A. Consett Stephen	81 Pitt Street	Solicitor
19.	Reginald Allen	163 and 265 Phillip Street	Solicitor
20.	John A. Aitken	164 King Street	Solicitor
21.	F. J. McCarthy	Elizabeth Street	Solicitor
22.	Fredk. Gannon	King Street	
23.	J. Murray White	69 Elizabeth Street	Solicitor
24.	Thomas M. Williamson	Temple Court	Solicitor
25.	Jno. McLaughlin	Federal Chambers	Solicitor
26.	W. H. Pigott	143 King Street	Solicitor
27.	F. B. Freehill	130 Elizabeth Street	Solicitor
28.	Thomas T. Gray	Denman Chambers, Phillip Street	Solicitor
29.	John Williams	Crown Law Office	Crown Solicitor
30.	Alfred Shaw	Denman Chambers, Phillip Street	Solicitor
31.	A. H. McCulloch, Jnr.	121 Pitt Street	Solicitor
32.	A. J. Pope	121 Pitt Street	Solicitor
33.	R. P. Simpson	60 Pitt Street	Solicitor
34.	James Wm. Johnson	60 Pitt Street	Solicitor
35.	S. A. Stephen	81 Pitt Street	Solicitor
36.	A. J. Cape	Pitt and Hunter Streets	Solicitor

DATED the 22nd of September, 1884.

Witness to the Signatures of -

John Williamson, G.C. Westgarth, J.M. Curtin, Thomas Robertson, M.E. A'Beckett, William Russell, J.J. Langdon, John Shepherd, J.S. Smidmore, Fred Curtis, Arch. Ashdown, Alfred Godfrey, A. Consett Stephen, Reginald Allen, J.A. Aitken, F.J. McCarthy, Fredk. Gannon, J. Murray White, T.M. Williamson, John McLaughlin, W.H. Pigott, F.B. Freehill, Thomas T. Gray, John Williams, Alfred Shaw.

FRED J. CHAUNCY,
Clerk to Gannon & McLaughlin,
Solicitors,
Sydney.

Witness to the Signatures of -

Alfred De Lissa, A.H. McCulloch, A.J. Pope, E.P. Simpson, James Wm. Johnson, S.A. Stephen, A.J. Cape.

RICHARD J. HANSON,
Clerk to Alfred De Lissa,
313 George Street, Sydney.

Witness to the Signatures of -

Louis F. Dixon and F.J. Perks

L.G.A. CORK,
Clerk to Gannon & McLaughlin,
Solicitors,
Sydney.

Witness to the Signatures of -

P.O. Williams, and P.W. Creagh,

ROBERT D. MOFFIT,
Clerk to Gannon & McLaughlin,
Solicitors,
Sydney.

**ARTICLES OF ASSOCIATION
OF
THE LAW SOCIETY
OF NEW SOUTH WALES**

ARTICLES 1 TO 98 ADOPTED BY SPECIAL RESOLUTION
OF THE SOCIETY IN GENERAL MEETING ON 31 OCTOBER 1996.

(Australian Securities Commission approved 4/3/97)

SUBSEQUENT AMENDMENTS

<i>Date of Special Resolution</i>	<i>Article</i>
25 October, 2001	8.3.7(b)(i), 8.3.7(e)(i)
23 October 2003	1.1, 8.1.1, 8.1.2, 8.1.3, 8.1.4, 8.1.5, 8.1.6, 8.1.7, 8.1.8, 8.1.9, 8.3.1(a)(iv), 8.3.4, 8.3.5, 8.3.6(a)(ii), 8.3.7(a), 8.3.7(a)(i), 8.3.7(a)(ii), 8.3.7(a) (iii), 8.3.7(g), 8.3.7(g)(i), 8.3.7(g)(ii), 8.3.7(g)(iii), 8.3.7(g)(iv), 8.3.7(g)(v), 8.3.7(g)(vi), 8.3.7(g)(vii), 8.3.7(g)(viii), 8.3.7(g)(ix), 8.3.7(g)(x), 8.3.7(g)(xi), 8.3.7(g)(xii), 8.3.7(g)(xiii), 8.3.7(g)(xiv). 8.3.7(h), 8.3.7(h)(i), 8.3.7(h)(ii), 8.3.7(h)(iii), 8.3.7(h)(iv), 8.3.7(h)(v), 8.3.7(h)(vi), 8.3.7(i), 8.3.7(j), 8.7.1(c), 8.7.3(d), 8.7.3(e), 8.7.3(f).
28 October 2004	8.3.7(a), 8.3.7(b), 8.3.7(c), 8.3.7(d), 8.3.7(e), 8.3.7(f), 8.3.7(j)
15 June 2006	1.1
25 October 2007	1.1, 1.3, 2.2.2(b), 9.9, 12.6, 15.2 17.2.1(b), 2.3, 2.3(a), 2.4.1, 3.4.1, 4.1, 4.4.1, 4.5.2, 4.6.2, 4.6.3, 5.1, 5.3.4, 6.1, 6.2.1, 8.4.1, 6.2.2(b), 8.1.9, 9.4.2,

CORPORATIONS ACT

A Company Limited by Guarantee and not having a Share Capital

Companies Act, 1874

Companies Act, 1961

Association Not for Gain - Limited by Guarantee

ARTICLES OF ASSOCIATION of THE LAW SOCIETY OF NEW SOUTH WALES

DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

1.1 Where commencing with a capital letter:

"**Articles**" means these Articles of Association for the time being of the Society.

"**Assistant Secretary**" means the person appointed to the office of Assistant Secretary under clause 9.8.

"**Associate Member**" means a person specified in the register as an Associate Member.

"**City Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(i), 8.3.7(g)(viii) or 8.3.7(h)(i).

"**City Member**" means a Solicitor Member practising in New South Wales not included in the definition of "Country Member" or "Suburban Member".

"**Corporate Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(v), 8.3.7(g)(xii), or 8.3.7(h)(iv).

"**Corporate Member**" means a Solicitor Member who is recorded by the Society as having their principal place of practice in New South Wales with a Non-Lawyer individual or organisation other than a Government Department or a prescribed corporation and who is confirmed by the Secretary as required to stand for election as a Corporate Councillor pursuant to clause 8.3.5.

"**Council**" means the Council of the Society appointed under these Articles.

"**Councillor**" means a member of the Council.

"**Country Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(ii), 8.3.7(g)(ix) or 8.3.7(h)(ii).

"**Country Member**" means a Solicitor Member practising in New South Wales whose principal place of business as recorded by the Society is located in one or other of the geographical areas of a country law society as determined by clause 12.

"**Financial Year**" means the period from the date of incorporation of the Society to 30 June next following and thereafter each period from 1 July to 30 June next following and in the year in which the Society is dissolved the period from 1 July preceding the date of dissolution of the Society to the date of such dissolution.

"**Government Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(vi), 8.3.7(g)(xiii), or 8.3.7(h)(v).

"**Government Member**" means a Solicitor Member who is recorded by the Society as having their principal place of practice in New South Wales with a Government Department or prescribed corporation and who is confirmed by the Secretary as required to stand for election as a Government Councillor pursuant to clause 8.3.5.

"**Honorary Member**" means a person specified in the Register as an Honorary Member.

"**Junior Vice-President**" means the person for the time being holding that Office in accordance with these Articles.

"**Large Firm**" means a private Law Practice which according to records held on the Society's Register consists of 40 or more Solicitor Members who are partners or principal solicitors.

"**Large Firm Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(iv), 8.3.7(g)(xi), or 8.3.7(h)(vi).

"**Large Firm Member**" means a Solicitor Member who is recorded by the Society as having their principal place of practice in New South Wales with a Large Firm and who is confirmed by the Secretary as required to stand for election as a Large Firm Councillor pursuant to clause 8.3.5.

"**Law Practice**" has the same meaning as that attributed to it in the Legal Profession Act.

"**Legal Profession Act**" means the Legal Profession Act 2004 (NSW) as amended.

"**Life Member**" means a person specified in the Register as a Life Member.

"**Member**" means a member of the Society.

"**Membership Financial Year**" means the membership financial year of the Society, from 1 July to 30 June.

"**Office Bearer**" means a person holding the office of President, Senior Vice-President, Junior Vice-President, Treasurer or Immediate Past President.

"**Officer**" means an officer of the Society within the meaning of the Corporations Act.

"**President**" means the person for the time being holding that office in accordance with these Articles.

"**Regional Law Society**" means a local association of members established in any part of New South Wales and recognised as a Regional Law Society under clause 12.1.

"**Register**" means the register of Members to be kept under the Corporations Act.

"**Registered Office**" means the registered office for the time being of the Society.

"**Related Bodies Corporate**" has the meaning expressed in section 50 of the Corporations Act.

"**Reserved Position**" means the respective City Councillor, Country Councillor, Suburban Councillor, Large Firm Councillor, Corporate Councillor, Government Councillor and Young Lawyer Councillor position on Council."

"**Scrutineers**" means the persons appointed under clause 8.2.1.

"**Seal**" means the common seal of the Society.

"**Secretary**" means the person appointed to the office of Secretary under clause 9.8.

"**Senior Office Bearer**" means Senior Vice-President, President or Immediate Past President.

"**Senior Vice-President**" means the person for the time being holding that Office in accordance with these Articles.

"**Society**" means The Law Society of New South Wales.

"**Solicitor**" means a natural person who holds a current Solicitor practising certificate issued under the Legal Profession Act.

"**Solicitor Member**" means a Solicitor specified in the Register as a Solicitor Member.

"**Suburban Councillor**" means a Councillor declared elected under clause 8.3.6(a)(iii), 8.3.7(g)(iii), 8.3.7(g)(x) or 8.3.7(h)(iii).

"**Suburban Member**" means a Solicitor Member whose principal place of business as recorded by the Society is located in one or other of the geographical areas of a suburban law society as determined by clause 12.

"**Treasurer**" means the person for the time being holding that Office in accordance with these Articles.

"**Young Lawyer Councillor**" means a Councillor appointed in accordance with clause 8.1.8.

1.2 Where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

1.3 References to Corporations Act

Unless the context otherwise requires, a reference to the Corporations Act means the Corporations Act 2001 and any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation.

1.4 Presumptions of interpretation

Unless the context otherwise requires, a word which denotes:

- (a) the singular includes the plural and vice versa;
- (b) a person includes an individual, a body corporate, a partnership, a firm, unincorporated association or institution and a government body; and
- (c) a notice includes any consent, publication or other written communication.

1.5 Application of Corporations Act

Except so far as the contrary intention appears in these Articles, an expression has, in a provision of these Articles that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

1.6 Headings

Headings do not affect the interpretation of these Articles.

2. QUALIFICATION AND ADMISSION TO MEMBERSHIP

2.1 Classes of membership

The Society shall consist of:

- (a) Solicitor Members;
- (b) Associate Members;
- (c) Life Members; and
- (d) Honorary Members.

2.2 Membership qualifications

2.2.1 All Solicitors are qualified to be Solicitor Members.

2.2.2 A person is qualified to be an Associate Member if the person:

- (a) is admitted to practise law in a State or Territory of Australia but does not hold a current practising certificate issued by the Society;
- (b) is studying law or has successfully completed a course in law at any university, college or institution in Australia recognised for admission as a lawyer in Australia and who signifies intention to practise as a legal practitioner; or
- (c) is a person, or a person of a class, for the time being approved by the Council by order in writing.

2.2.3 Any person is qualified to be an Honorary Member or a Life Member.

2.3 Admission to membership

- 2.3.1 The Secretary shall enter the name of any Solicitor who has applied for membership in the form prescribed by the Council in the Register as a Solicitor Member. The Register in respect of Solicitor Members shall be closed each year from the date of closure of nominations for Councillors until after the declaration of the poll at the Annual General Meeting.
- 2.3.2 The Secretary shall enter the name of any qualified person who has applied to be an Associate Member in the form prescribed by Council in the Register as an Associate Member.
- 2.3.3 The Secretary shall enter the name of any person whom Council resolves shall be admitted as an Honorary Member in the Register as an Honorary Member.
- 2.3.4 The Secretary shall enter the name of any person whom Council resolves shall be admitted as a Life Member in the Register as a Life Member.

3. RIGHTS AND DUTIES OF MEMBERSHIP

3.1 Membership not transferable

Membership of the Society is personal and is not transferable.

3.2 Solicitor Members' rights

- 3.2.1 Without limiting any other rights conferred on Solicitor Members, a Solicitor Member may:
- (a) vote at any election of Councillors in accordance with these Articles;
 - (b) be given notice of, attend and vote at any general meeting of the Society;
 - (c) appoint and be appointed as a proxy in accordance with clause 7.7;
 - (d) be given all notices issued to Members generally; and
 - (e) receive all services and regular publications of the Society on the terms determined by Council.

3.3 Associate Members' rights

- 3.3.1 An Associate Member shall receive the regular publications of the Society.
- 3.3.2 An Associate Member has no right to attend or vote at a general meeting of the Society and has no right to receive notices of any such meeting or other communications issued to Members other than the regular publications of the Society.
- 3.3.3 An Associate Member must not hold any office in the Society.

3.4 Honorary Members' rights

- 3.4.1 An Honorary Member has no right to attend or vote at a general meeting of the Society and has no right to receive notices of any such meeting or other communications issued to Members other than the regular publications of the Society.
- 3.4.2 An Honorary Member must not hold any office in the Society.
- 3.4.3 Subject to clauses 3.4.1 and 3.4.2 above, Council may determine the duration of membership and any privileges of an Honorary Member.

3.5 Right to use library and facilities

Subject to these Articles and any directions by Council:

- (a) all Members shall be entitled to use the library and general facilities of the Society;
- (b) all Members may introduce to the library and general facilities any visiting legal practitioner from another State or country; and

- (c) no person other than a Member or a visiting legal practitioner shall have access to the library and general facilities of the Society except upon the authority of an Officer.

3.6 Duties of Members

If a Member or a person damages or loses any property of the Society, the Member or the Member responsible for introducing the person causing the damage or loss, shall make good the damage or loss to the satisfaction of the Council.

4. CESSATION OF MEMBERSHIP

4.1 Automatic termination of membership

4.1.1 Subject to these Articles, the membership of any Member terminates if:

- (a) the Member delivers to the Society a written notice resigning the Member's membership of the Society; or
- (b) the Member dies.

4.1.2 Subject to these Articles, the membership of a Solicitor Member terminates if:

- (a) the Member's name is removed from the roll of Solicitors or Legal Practitioners of the Supreme Court of New South Wales;
- (b) the Member ceases to hold a current practising certificate or the Member's practising certificate is suspended; or
- (c) the Member becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability.

4.1.3 If the membership of a Solicitor Member terminates because the Member's practising certificate is suspended, the Member may be readmitted to membership by resolution of the Council with or without the payment of a further membership fee if the suspension is lifted.

4.2 Termination of membership by resolution of Council

4.2.1 Subject to these Articles, the Council or Members in General Meeting may at any time terminate the membership of a Member if the Member:

- (a) ceases to qualify for admission to membership of the Society;
- (b) refuses or neglects to comply with the provisions of these Articles, the Memorandum of Association or any applicable rules made by the Council;
- (c) engages in conduct which in the opinion of the Council is unbecoming of the Member or prejudicial to the interests of the Society; or
- (d) fails to pay any debt due to the Society for a period of 3 months after the due date for payment.

4.2.2 A decision of the Council or Members in General Meeting under clause 4.2.1 (a), (b) or (c) is not effective unless:

- (a) the Secretary has given the Member concerned notice of the resolution to be considered by the Council and a copy of any business papers circulated to Councillors regarding the resolution not less than 14 days prior to the date of the meeting. If the business papers do not contain particulars of any allegations supporting the resolution that is to be considered, a statement setting out those allegations must be given;
- (b) the Member has been invited and permitted to attend that part of the meeting of the Council at which the resolution is considered and permitted to make submissions to the meeting in writing and orally;
- (c) the Member is given an opportunity to respond to any matters raised in the meeting. The Council may ask the Member to leave the meeting during its deliberations once submissions from all interested parties are complete; and
- (d) notice of the decision of the Council is given promptly to the Member.

4.3 Name to be removed from Register of Members

The name of any person ceasing to be a Member shall be removed from the Register.

4.4 Continuing obligations

- 4.4.1 Termination of membership for any reason does not affect the liabilities and obligations of a Member (whether they arise under these Articles or otherwise) existing at the date of termination or which arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.
- 4.4.2 Without limiting the previous clause, termination of membership does not relieve a Member from any obligation to pay any membership fees payable on or before the date of termination

5. MEMBERSHIP FEES

5.1 Annual membership fees

- 5.1.1 Solicitor Members and Associate Members must pay an annual membership fee.
- 5.1.2 Annual membership fees are payable in full annually in advance in respect of each Membership Financial Year on the first day of the Membership Financial Year. Payment may be made within 1 month of the due date (or such other date as the Council may determine from time to time) without prejudice to any rights of the Member.
- 5.1.3 Subject to clause 5.1.4, the Council may from time to time determine the annual membership fees payable by each class of membership. Different rates may apply to different classes of membership but the same rate or rate scale applies to each Member within a class with the exception of overseas memberships where an extra fee may be charged to cover postage and other communication costs.
- 5.1.4 Honorary Members and Life Members shall not pay any membership fees.

5.2 No refund of membership fees

Termination of membership does not entitle a person to any refund of all or part of any membership fee.

6. CALLING A GENERAL MEETING

6.1 General meetings

- 6.1.1 An Annual General Meeting of the Members must be held in Sydney on the fourth Thursday of October in each year.
- 6.1.2 Subject to clause 6.1.1, Council shall determine the time and the place of the Annual General Meeting.

6.2 Convening an Extraordinary General Meeting

- 6.2.1 All general meetings of the Members other than the Annual General Meeting are Extraordinary General Meetings.
- 6.2.2 An Extraordinary General Meeting shall be convened by the Secretary within 21 days of receiving a written requisition from:
- (a) the Council; or
 - (b) 250 Solicitor Members.
- 6.2.3 An Extraordinary General Meeting shall be held between 21 and 40 days after the Secretary receives a written requisition.
- 6.2.4 A written requisition for an Extraordinary General Meeting must state the resolutions to be put to the meeting.
- 6.2.5 If Council has not decided upon a time and place for an extraordinary general meeting in accordance with clause 6.2.3 within 14 days of receipt by the Society of a requisition in accordance with clauses

6.2.3 and 6.2.4, the Members issuing the requisition may determine the time and place of the meeting and the Secretary shall give notice of the meeting accordingly.

6.3 Notice requirements

- 6.3.1 Subject to the Corporations Act, if it is proposed to pass a special resolution not less than 21 days' notice, and in other cases not less than 14 days' notice of a general meeting, must be given to all Members.
- 6.3.2 A notice of a general meeting must specify:
- (a) the place, the day and the time of the meeting;
 - (b) all business to be transacted at the meeting;
 - (c) the order of business; and
 - (d) the general nature of all business to be transacted at the meeting other than consideration of the accounts, the reports of the Office Bearers and the auditors and the election of Councillors.
- 6.3.3 If the general meeting has been requisitioned to consider a contentious matter, Council must prepare, in consultation with the requisitioners, an explanatory memorandum setting out the case for and against any resolutions sought from the meeting.

7. PROCEDURE AT A GENERAL MEETING

7.1 Quorum at a general meeting

- 7.1.1 Business must not be transacted at a general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and while business is being conducted.
- 7.1.2 Except as otherwise set out in these Articles, 25 Solicitor Members present in person and entitled to vote at a general meeting is a quorum.
- 7.1.3 If a quorum is not present within 15 minutes of the time appointed for a general meeting, or a longer period allowed by the Chair, the meeting shall stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Chair.
- 7.1.4 At an adjourned meeting, if a quorum is not present within 15 minutes of the time appointed for the meeting, the members present shall be a quorum provided there are 20 or more members present.

7.2 Chair

- 7.2.1 A general meeting shall be chaired by:
- (a) the President;
 - (b) if the President is not present within 15 minutes after the scheduled commencement of the meeting, or is unable or unwilling to act, the Senior Vice-President;
 - (c) if the President and Senior Vice-President are absent or unable or unwilling to act, the Junior Vice-President; or
 - (d) if the President, Senior Vice-President and Junior Vice-President are absent or unable or unwilling to act, a Solicitor Member elected by the Solicitor Members present.
- 7.2.2 Subject to these Articles, the Chair's ruling on all matters relating to the order of business and the procedure and conduct of a general meeting (including any poll or ballot) is final and no motion of dissent from a ruling of the Chair may be moved.

7.3 Standing Orders

General meetings shall be conducted in accordance with the Standing Orders which appear in the Schedule to these Articles.

7.4 Adjournment of meetings

- 7.4.1 The Chair may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting to another time and/or to another place.
- 7.4.2 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- 7.4.3 Unless the Chair or the meeting directs otherwise, notice need not be given of the time and place of an adjourned meeting.

7.5 Voting

- 7.5.1 At a general meeting a resolution put to the vote of the meeting is decided on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded.
- 7.5.2 Subject to these Articles, every Solicitor Member present in person has 1 vote on a show of hands and every Solicitor Member present in person or by proxy has 1 vote on a ballot.
- 7.5.3 If there is an equality of votes, whether on a show of hands or on a ballot, the Chair has a casting vote in addition to the Chair's deliberative vote as a Member.
- 7.5.4 An objection to the qualification of a voter must be referred to the Chair who must rule on the objection before a vote is taken.
- 7.5.5 If a ballot is not duly demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the general meetings of Members, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

7.6 Conduct of a ballot

- 7.6.1 A ballot may not be taken on the election of a Chair or on a question of adjournment.
- 7.6.2 A ballot may be demanded by:
- (a) the Chair; or
 - (b) any 5 Solicitor Members present in person or by proxy entitled to vote.
- 7.6.3 The demand for a ballot may be withdrawn.
- 7.6.4 The demand for a ballot does not prevent the continuance of a meeting for the transaction of business other than the question on which the ballot is demanded.
- 7.6.5 If a ballot is duly demanded, it must be taken in the manner and at such time as the Chair directs.
- 7.6.6 The result of the ballot is the resolution of the meeting on the question concerned.

7.7 Proxies

- 7.7.1 A document appointing a proxy (which for the purposes of these Articles includes a power of attorney of a Member appointing another Member to vote on the first mentioned Member's behalf) may be in the following form or in a common or usual form:

APPOINTMENT OF PROXY FORM

Law Society of New South Wales

I **[insert full name]**, Practising Certificate number **[insert Practising Certificate Number]** of **[insert full home address]** being a Solicitor Member of the Law Society of New South Wales hereby appoint **[insert full name of proxy or "the Chair" of the meeting]** or failing him/her (delete as appropriate) **[insert full name of alternate]** or failing him/her the Chair of the meeting **[delete this if the first choice is the Chair]** as my proxy to vote on my behalf at the General Meeting to be held at **[insert full description of time and place of meeting]** and any adjournment of that meeting. My proxy is authorised to vote:

1. in whatever way he or she thinks fit;

2. in favour of the following motions:

[insert adequate description of each motion]

3. against the following motions:

[insert adequate description of each motion].

Signed on **[insert date]**

.....

7.7.2 Only a Solicitor Member may be appointed as a proxy.

7.7.3 A document appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where the document so provides, the proxy is not entitled to vote on the resolution except as specified in the document.

7.7.4 The document appointing a proxy and any power of attorney or other authority (if any) under which the proxy is signed (or a copy of that power or authority certified to be a true copy by a legal practitioner or justice of the peace) must be given (and may be given by facsimile) to the Secretary at the Office, or at another place specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting.

7.7.5 A vote given in accordance with the terms of a document appointing a proxy is valid despite the occurrence of any 1 or more of the following events if no notice in writing of any of those events has been received by the Secretary at the Office before the commencement of the meeting or adjourned meeting at which the document is used:

- (a) the previous death or unsoundness of mind of the principal; or
- (b) the revocation of the instrument or of the authority under which the instrument was executed; or
- (c) the termination of membership of the Member.

8. COUNCIL

8.1 Composition of the Council

8.1.1 The Council shall consist of 21 Councillors elected or appointed to Reserved Positions or unreserved positions under these Articles and, in accordance with clause 8.4.2, any Senior Office Bearer whose elected term of office has expired.

8.1.2 The Council immediately following the Annual Election in the year 2004 shall include 2 City Councillors, 3 Suburban Councillors, 3 Country Councillors, 1 Corporate Councillor, 1 Large Firm Councillor, 1 Young Lawyer Councillor and 10 Councillors and, in accordance with clause 8.4.2, any Senior Office Bearer whose elected term of office has expired.

8.1.3 The Council immediately following the Annual Election in the year 2005 shall include 2 City Councillors, 3 Suburban Councillors, 2 Country Councillors, 1 Corporate Councillor, 1 Government Councillor, 2 Large Firm Councillors, 1 Young Lawyer Councillor and 9 Councillors and, in accordance with clause 8.4.2, any Senior Office Bearer whose elected term of office has expired.

8.1.4 The Council immediately following the Annual Election in the year 2006 shall include 2 City Councillors, 2 Suburban Councillors, 2 Country Councillors, 2 Corporate Councillors, 2 Government Councillors, 2 Large Firm Councillors, 1 Young Lawyer Councillor and 8 Councillors and, in accordance with clause 8.4.2, any Senior Office Bearer whose elected term of office has expired.

8.1.5 In order to comply with clause 8.1.2, at the Annual Election for the year 2004 the vacancies created by the retirement of the City Councillor and 1 Councillor who is not a Country or Suburban Councillor and which are for 3 year terms are to be filled in accordance with clause 8.3 by a Corporate Member and Large Firm Member respectively as though each of the vacancies had been created by the retirement of

a Corporate Councillor or Large Firm Councillor and one vacancy created by the retirement of a Councillor who is not a Country or Suburban Councillor and which is for a 3 year term is to be filled by the appointment of a Young Lawyer Member for a term of 1 year in accordance with clause 8.1.8.

- 8.1.6 In order to comply with clause 8.1.3, at the Annual Election for the year 2005 the vacancies created by the retirement of the Country Councillor and 1 Councillor who is not a City or Suburban Councillor and which are for 3 year terms, are to be filled in accordance with clause 8.3 by a Government Member and Large Firm Member respectively as though each of the vacancies had been created by the retirement of a Government Councillor or Large Firm Councillor.
- 8.1.7 In order to comply with clause 8.1.4, at the Annual Election for the year 2006 the vacancies created by the retirement of the Suburban Councillor and 1 Councillor who is not a City or Country Councillor and which are for 3 year terms, are to be filled in accordance with clause 8.3 by a Corporate Member and Government Member respectively as though each of the vacancies had been created by the retirement of a Corporate Councillor or Government Councillor.
- 8.1.8 At the Annual General Meeting each year the person holding office as President of NSW Young Lawyers on that date will be appointed as the Young Lawyer Councillor for a term of 1 year. If that person should be ineligible or unable to take up appointment, the Young Lawyer Councillor appointed for the 1 year term will be a Solicitor Member who is a member of the Executive Council of NSW Young Lawyers elected by the Executive Council of the NSW Young Lawyers.
- 8.1.9 Commencing with the Annual General Meeting to be held in 2007 and thereafter at intervals of every 3 years the Council shall review the composition of the Council and report to the Annual General Meeting in that year on whether or not the Reserved Positions adequately reflect the composition of the membership of the Society at that time together with any recommendation the Council believes appropriate to amend clause 8.1 to reflect the composition of the membership.

8.2 Scrutineers

- 8.2.1 At a Council meeting before September in each year Council shall appoint 2 election scrutineers who shall not be Councillors and may not be candidates in the forthcoming election.
- 8.2.2 The Scrutineers shall supervise the conduct of the election and the counting of the ballot by the Secretary.

8.3 Procedure for election of Councillors

- 8.3.1 On or before the last Friday in August each year the Secretary shall send to each Solicitor Member a notice:
- (a) specifying:
 - (i) the date of the forthcoming election of Councillors;
 - (ii) the names of the Councillors to retire at the Annual General Meeting;
 - (iii) which of the retiring Councillors are eligible for re-election; and
 - (iv) whether the retiring Councillors are City, Country, Suburban, Corporate, Government or Large Firm Councillors;
 - (b) calling for nominations of Solicitor Members as candidates for the forthcoming election of Councillors to be received by the Secretary or left at the Office not later than 4 pm in the afternoon of the third Monday in September.
- 8.3.2 A nomination of a candidate for election must be signed by not less than 7 other Solicitor Members and contain the consent of the Solicitor Member nominated.

8.3.3 A nomination shall be in or to the effect of the following form:

The Law Society of New South Wales

We hereby nominate [_____]
of [_____] for election as a Councillor

Dated the [_____] day of [_____] 19 [__]

.	Name	Address	Signature
1.	[_____]	[_____]	[_____]
2.	[_____]	[_____]	[_____]
3.	[_____]	[_____]	[_____]
4.	[_____]	[_____]	[_____]
5.	[_____]	[_____]	[_____]
6.	[_____]	[_____]	[_____]
7.	[_____]	[_____]	[_____]

I consent to the above nomination: [_____]
Signed by the Candidate

8.3.4 A Corporate Member, Government Member or Large Firm Member must stand for election as a Corporate Councillor, Government Councillor or Large Firm Councillor respectively and may not be elected as a City Councillor, Country Councillor or Suburban Councillor unless elected in accordance with clause 8.3.7(g)(vii) or 8.3.7(g)(xiv).

8.3.5 At the expiration of the time for receiving nominations the Secretary shall prepare a list containing the names of all persons nominated and all persons eligible for election and the Reserved Position for which each person nominated is eligible to stand.

8.3.6 If the number of nominations received before the close of nominations is equal to or less than the number of vacancies to be filled at the election:

- (a) the Secretary shall:
- (i) determine by lot which candidates are to be elected for 3 year terms and which candidate is to fill each casual vacancy;
 - (ii) determine by lot among eligible candidates, if any, which candidate is to be elected as the City Councillor, which candidate is to be elected as the Suburban Councillor, which candidate is to be elected as the Country Councillor, which candidate is to be elected as the Corporate Councillor, which candidate is to be elected as the Government Councillor and which candidate is to be elected as the Large Firm Councillor; and
 - (iii) declare each of the candidates elected at the next Annual General Meeting; and

8.3.7 If the number of nominations received before the close of nominations is more than the number of vacancies to be filled at the election an election of Councillors shall be conducted in the following manner:

- (a) During the last week of September the Secretary shall send to each Solicitor Member:
- (i) a statement of the number of vacancies to be filled at the election together with a list of candidates and their eligibility to stand for election as City Councillor, Corporate Councillor, Country Councillor, Government Councillor, Large Firm Councillor or Suburban Councillor; and
 - (ii) a voting paper including the names of all duly nominated candidates in alphabetical order;

- (iii) 2 envelopes:
- (aa) an outer envelope marked "voting paper" and addressed to the Secretary; and
 - (ab) an inner envelope incorporating on its outside a leaf of paper with provision for the voter to write the voter's name and address and sign, which shall be in or to the effect of the following form:
- | | | |
|--------------------------|---|---|
| Name: (in block letters) | [|] |
| Address: | [|] |
| Signature: | [|] |
- (iv) Instructions on how to vote including how to vote electronically if such method of voting is available for the election.
- (b) A Solicitor Member wishing to vote shall comply with the how to vote instructions provided under clause 8.3.7(a)(iv):
- (c) All formal voting papers received by the Secretary or electronic votes received in accordance with the how to vote instructions, not later than 2 pm on the Monday preceding the fourth Thursday in October shall be counted in the ballot.
- (d) After the ballot is closed the Secretary and the Scrutineers shall:
- (i) take reasonable steps to satisfy themselves regarding the integrity of the ballot;
 - (ii) eliminate any invalid or informal votes; and
 - (iii) count the ballot.
- (e) A voting paper or electronic vote shall be declared informal if it is not made in accordance with the how to vote instructions provided under clause 8.3.7 (a)(iv).
- (f) If there is a doubt regarding the operation of clause 8.3.7(e) in relation to any voting paper or electronic vote cast the matter shall be referred to the President for determination and the determination shall be final."
- (g) At the Annual General Meeting the Secretary shall declare the following candidates elected:
- (i) the highest polling City Member to fill any 3-year term vacancy created by a City Councillor.
 - (ii) the highest polling Country Member to fill any 3-year term vacancy created by a Country Councillor.
 - (iii) the highest polling Suburban Member to fill any 3-year term vacancy created by a Suburban Councillor.
 - (iv) the highest polling Large Firm Member to fill any 3-year term vacancy created by a Large Firm Councillor.
 - (v) the highest polling Corporate Member to fill any 3-year term vacancy created by a Corporate Councillor.
 - (vi) the highest polling Government Member to fill any 3-year term vacancy created by a Government Councillor.
 - (vii) the next highest polling candidates up to the number required to fill all 3-year term vacancies.
 - (viii) the next highest polling City Members to fill any remaining vacancies created by City Councillors.
 - (ix) the next highest polling Country Members to fill any remaining vacancies created by Country Councillors.
 - (x) the next highest polling Suburban Members to fill any remaining vacancies created by Suburban Councillors.

- (xi) the next highest polling Large Firm Members to fill any remaining vacancies created by Large Firm Councillors.
 - (xii) the next highest polling Corporate Members to fill any remaining vacancies created by Corporate Councillors.
 - (xiii) the next highest polling Government Members to fill any remaining vacancies created by Government Councillors.
 - (xiv) the next highest polling candidates to fill any remaining vacancies.
- (h) In the interpretation of these Articles a candidate declared elected under clause 8.3.7(g)(vii) or 8.3.7 (g)(xiv) is deemed to be:
- (i) a City Councillor if appointed to fill the vacancy of a City Councillor; or
 - (ii) a Suburban Councillor if appointed to fill the vacancy of a Suburban Councillor; or
 - (iii) a Country Councillor if appointed to fill the vacancy of a Country Councillor; or
 - (iv) a Corporate Councillor if appointed to fill the vacancy of a Corporate Councillor; or
 - (v) a Government Councillor if appointed to fill the vacancy of a Government Councillor; or
 - (vi) a Large Firm Councillor if appointed to fill the vacancy of a Large Firm Councillor.
- (i) If any 2 or more number of candidates have the same number of votes the Secretary shall determine the candidate deemed to have the highest number of votes by lot in the presence of the candidates or their nominees.
- (j) The voting papers and electronic voting data shall be held by the Secretary for 2 months after the result of the election is declared and then be destroyed, unless Council resolves otherwise.

8.3.8 Non-receipt of a voting paper by any Member shall not invalidate the ballot.

8.4 Term of Office of Councillors

8.4.1 Subject to clauses 8.3.6 and 8.3.7 the elected term of office of Councillors shall be 3 years.

8.4.2 If the elected term of office of a Councillor expires during his or her term as a Senior Office Bearer, the Senior Office Bearer shall remain a member of Council ex-officio until his or her term as a Senior Office Bearer has expired.

8.5 Removal of Councillors

8.5.1 A Councillor may be removed from office by the ordinary resolution of a general meeting of the Society.

8.5.2 If a Councillor is removed from office by the resolution of an ordinary meeting of the Society the general meeting may appoint another Solicitor Member to fill the vacancy created for the remaining term of the Councillor who was removed from office.

8.6 Termination of office of Councillors

8.6.1 The office of a Councillor becomes vacant if:

- (a) the Councillor resigns that office by notice in writing to the Society;
- (b) the Councillor is removed from office by operation of the Corporations Act;
- (c) the Councillor ceases to be a Solicitor Member;
- (d) the Councillor becomes bankrupt;
- (e) the Councillor becomes a person whose estate or person is liable to be dealt with in any way under the law relating to mental health or disability;
- (f) the Councillor is absent from three consecutive meetings of the Council (other than meetings of Council called on less than 48 hours' notice) without leave of absence;
- (g) the Councillor is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of that interest in the manner required by the

Corporations Act (or at the first meeting of the Council after the relevant facts have come to the Councillor's knowledge) and the Council determines that the Councillor should no longer be a Councillor;

- (h) the Councillor becomes an employee of:
 - (i) the Society;
 - (ii) any Related Body Corporate of the Society; or
 - (iii) any organisation, incorporated or unincorporated, more than one-half of the controlling body of which can be elected, appointed or nominated by the Society; or
- (i) the Councillor is removed from office pursuant to clause 8.5.1.

8.7 Casual vacancies

8.7.1 If the office of an elected Councillor becomes vacant during the Councillor's term of office:

- (a) Council may appoint a Solicitor Member to fill the vacancy;
- (b) a Councillor appointed to fill a vacancy shall serve from the date of appointment until the date of the declaration of the result of the next election of Councillors; and
- (c) at that election the next highest polling candidate after the Councillors elected for 3 year terms shall be elected in accordance with clause 8.3.7(g) for the remaining term of the Councillor who ceased to hold office.

8.7.2 If an elected Councillor ceases to hold office during the third year of his or her term of office:

- (a) Council may appoint a Solicitor Member to fill the vacancy; and
- (b) a Councillor appointed to fill any vacancy shall serve from the date of appointment until the date of the next declaration of the result of the election of Councillors.

8.7.3 Council must fill a casual vacancy:

- (a) of a City Councillor with a City Member;
- (b) of a Suburban Councillor with a Suburban Member;
- (c) of a Country Councillor with a Country Member;
- (d) of a Corporate Councillor with a Corporate Member;
- (e) of a Government Councillor with a Government Member;
- (f) of a Large Firm Councillor with a Large Firm Member.

8.8 Leave of absence and alternate Councillors

8.8.1 Council may appoint any Solicitor Member as an alternate Councillor for a Councillor to whom leave of absence has been granted for all or part of the period of the leave of absence.

8.8.2 An alternate Councillor shall have all the rights and duties of a Councillor for the duration of his or her appointment.

8.8.3 Council may revoke the appointment of an alternate Councillor at any time by ordinary resolution without notice.

8.9 Election of Councillors by Extraordinary General Meeting.

8.9.1 If the vacant positions of retiring Councillors are not filled at the annual election, or if the offices of 6 Councillors or more are vacant at any one time other than at the time of annual retirements leading to the annual elections, those vacancies must be filled at an Extraordinary General Meeting.

- 8.9.2 At least 42 days' notice shall be given to members of the meeting and that notice must invite nominations from members. The provisions in clause 8.3.2 and 8.3.3 apply to nominations, which must be received by the Secretary or left at the Office no later than 4.00pm on a business day not less than 21 days before the Extraordinary General Meeting.
- 8.9.3 The Secretary must issue a notice to members advising nominations within 7 days after the deadline for their receipt.
- 8.9.4 The election of members at the Extraordinary General Meeting will be conducted in accordance with the procedure for general meetings.

9. OFFICE BEARERS AND OFFICERS

9.1 Office Bearers

The Office Bearers of the Society are:

- (a) President;
- (b) Senior Vice-President;
- (c) Junior Vice-President;
- (d) Treasurer; and
- (e) Immediate Past President.

9.2 Timing of the election of office bearers

At the first Council meeting held in each calendar year the Council shall determine the date of the Council Meeting at which the election of Office Bearers shall be held which shall be after the Annual General Meeting and before the first Council meeting in December of that year.

9.3 Election of Office Bearers

The Senior Vice-President, Junior Vice-President and Treasurer of the Society shall be elected by the Council from Councillors on the date set under clause 9.2.

9.4 Term of office

- 9.4.1 The Senior Vice-President, Junior Vice-President and Treasurer shall hold office for the calendar year following their election.
- 9.4.2 At the end of the calendar year following the election of the Senior Vice-President the Senior Vice-President shall become the President and shall hold office as President for 1 calendar year. The President shall be paid an annual allowance equivalent to the annual salary (as fixed at the time the President assumes office) paid to a Judge of the District Court of New South Wales.
- 9.4.3 At the end of the term of office of the President the President shall become the Immediate Past President and shall hold office as Immediate Past President for 1 calendar year.

9.5 Cessation of office

The term of office of an Office Bearer shall end on:

- (a) the end of the next calendar year after the appointment;
- (b) notice of retirement from the office being given to the Society;
- (c) the Office Bearer ceasing to be a Councillor for any reason; or
- (d) removal from the office by a resolution of Council.

9.6 Casual vacancy

A casual vacancy in the Office of President, Senior Vice-President, Junior Vice-President or Treasurer may be filled by any member appointed by the Council. A person filling a casual vacancy holds office for the remainder of the term of the office bearer who last held the position.

9.7 Duties of Office Bearers

- 9.7.1 The President shall supervise the affairs of the Society and is an ex-officio member of all committees established by the Council.
- 9.7.2 The most senior available of the Senior Vice-President, Junior Vice-President or Treasurer shall discharge the duties of the President where the President is unable to do so.
- 9.7.3 The Treasurer shall manage the finances of the Society and must report on the financial position of the Society as required and attend to all other duties required by the Corporations Act and the Council.

9.8 Secretary

- 9.8.1 The Council shall appoint a Secretary for such term and at such remuneration and upon such conditions as it may think fit.
- 9.8.2 The Council may appoint an Assistant Secretary to carry out the duties of the Secretary in the Secretary's absence.
- 9.8.3 The Secretary and Assistant Secretary may be removed by the Council.
- 9.8.4 On receipt of an application for membership in the prescribed form from a Solicitor or upon admission of any person to honorary membership the Secretary shall make an entry in the Register of the name of the applicant or such person as the case may be, the class of membership, the date of admission to membership, the business address and such other information pertaining to the Member as the Council may from time to time determine.
- 9.8.5 Any change in the particulars relating to a Member contained in the Register shall be communicated immediately in writing to the Secretary by the Member.
- 9.8.6 The Secretary shall have the following duties:
- (a) ensure that due notice is given, agendas prepared and accurate minutes kept of all meetings of the Society, its Council and committees;
 - (b) cause copies of the minutes of all meetings to be forwarded to the Members present at the meeting;
 - (c) ensure the sending, receipt and proper filing of all correspondence;
 - (d) issue notices of all resolutions, decisions and amendments to these Articles;
 - (e) notify the Councillors and all members of committees of their election or appointment;
 - (f) maintain all statutory registers including the Register which shall record each Member's name, home address, the date on which his or her membership commenced and the date on which membership ceased and any other information specified by the Council from time to time; and
 - (g) file all statutory notices and returns.

9.9 Chief Executive Officer

The Chief Executive Officer shall, subject to any resolution to the contrary, have the right to attend and address (but not to vote at) all meetings of the Society, its Council and all committees.

10. POWERS AND DUTIES OF THE COUNCIL

10.1 Manage general business of the Society

- 10.1.1 The business of the Society shall be managed by the Council.
- 10.1.2 The Council may exercise all powers of the Society and on behalf of the Society do all the acts that may be done and exercise all the powers that may be exercised by the Society and are not required to be exercised by the Society in general meeting by the Corporations Act or by these Articles.
- 10.1.3 Subject to the Memorandum of Association the Council may:

- (a) engage the services of any person as an employee or contractor on such terms as the Council thinks fit; and
- (b) reimburse a Councillor for reasonable expenditure incurred by way of travelling expenses and for other expenses incurred in the service of the Society.

10.2 Power to delegate

- 10.2.1 The Council may delegate any of its powers (other than that of delegation) to committees appointed by Council provided that at least 75% (calculated to the nearest whole number) of the members of a committee are Solicitor Members.
- 10.2.2 The Council may revoke any delegation of its powers by ordinary resolution.
- 10.2.3 Any committee exercising the delegated power of Council shall comply with any conditions or limitations imposed by Council.

10.3 Representations by the Society

- 10.3.1 The President or the Council may authorise any committee or individual to represent the Society before any government or governmental body or committee or to make statements or express views on behalf of the Society. The authority may be given generally or for a specific situation and may be given on such conditions as the President or Council thinks fit.
- 10.3.2 Unless duly authorised to do so under this clause, no Member may make any statement or express any view which purports to be a statement or view of the Society or as having been made or expressed on behalf of or with the concurrence of the Society.

11. MEETINGS OF THE COUNCIL

11.1 Meetings

- 11.1.1 The Council may meet for the transaction of business and adjourn and otherwise regulate its meetings as it thinks fit.
- 11.1.2 The Councillors are to be regarded as present together when in communication by telephone or other means of audio or audio-visual communication and when each of the Councillors participating in the communication is able to read the written contributions or hear each of the other participating Councillors. A meeting of the Council may only be held in this manner where all of the Councillors (other than any Councillor on leave of absence) have access to the communication facilities to be used for the meeting.
- 11.1.3 The Secretary must convene a meeting of the Council on the requisition of the President, a Vice-President or any 2 Councillors.

11.2 Notice of Council Meetings

- 11.2.1 At least 24 hours notice of a meeting of the Council must be given to each Councillor specifying the place, time and date of the meeting and the general nature of items to be discussed.
- 11.2.2 Shorter notice may be given if at least 75% of the Councillors agree or if the President considers that the business of the meeting is urgent.

11.3 Quorum

- 11.3.1 The quorum necessary for the transaction of the business of the Council is 3.
- 11.3.2 The Council may act notwithstanding any vacancy on the Council.

11.4 Chair

- 11.4.1 The President or in the absence of the President, the Senior Vice-President or, in the absence of the Senior Vice-President, the Junior Vice-President, shall take the Chair at all meetings of the Council.
- 11.4.2 If neither the President nor Senior Vice-President nor Junior Vice-President is present at any meeting of Council within 15 minutes after the time appointed for holding the meeting, or if no one of them present is willing to act as Chair, the Councillors present shall elect a Councillor to be Chair of the meeting.

11.5 Voting

- 11.5.1 Questions arising at a meeting of the Council shall be decided by a majority of votes of Councillors present and voting. A decision by a majority of the members present and voting is for all purposes a decision of the Council.
- 11.5.2 The Chair of the meeting has a casting vote in addition to a deliberative vote where there is an equality of votes.

11.6 Written resolution

- 11.6.1 A written resolution signed or approved by electronic mail by all Councillors (other than any Councillor on leave of absence) is taken to be a decision of the Councillors passed at a meeting of the Councillors duly convened and held.
- 11.6.2 The written resolution may consist of:
- (a) several documents in like form, each signed by 1 or more Councillors and, if so signed, takes effect on the last date on which a Councillor signs 1 of the documents; or
 - (b) the printed record of several electronic mail messages each indicating the identity of the sender, the text of the resolution and the sender's agreement to the resolution, and such a resolution takes effect on the date on which the last Councillor sends such a message.

11.7 Defects in appointment or qualification of a Councillor

- 11.7.1 All acts done in good faith by a meeting of the Council or of a committee of Council or by any person acting as a Councillor, committee member or Office Bearer of the Society will be valid and effective notwithstanding that it is afterwards discovered that there was some defect in the appointment of that person or that the person was disqualified from acting for any reason.

11.8 Councillor's interests

- 11.8.1 A Councillor who is in any way interested in a contract or proposed contract with the Society or a Related Body Corporate of the Society must declare the nature of the Councillor's interest immediately in writing to the President.
- 11.8.2 The Secretary must record every declaration of interest in the minutes of the Council meeting at or after which it is made.
- 11.8.3 If a Councillor is interested in a contract or proposed contract with the Society or its Related Bodies Corporate and declares the nature of the interest as required by these Articles:
- (a) the Councillor is not disqualified by holding office as a Councillor from contracting or entering into any arrangement with the Society or its Related Bodies Corporate, whether as vendor, purchaser or otherwise;
 - (b) a contract or arrangement entered into by or on behalf of the Society or its Related Bodies Corporate in which the Councillor is in any way, whether directly or indirectly, interested, is not liable to be avoided; and
 - (c) the Councillor is not liable to account to the Society or its Related Bodies Corporate for a profit realised from that contract or arrangement by reason of the Councillor holding that office.
- 11.8.4 A firm in which the Councillor has an interest may act in a professional capacity for the Society or its Related Bodies Corporate. The firm of the Councillor shall be entitled to remuneration for professional services provided to the Society as if the Councillor was not a Councillor.
- 11.8.5 Nothing in this clause authorises a Councillor or a firm in which the Councillor is interested to act as auditor of the Society.

11.9 Participation by interested Councillor

- 11.9.1 A Councillor may not vote on or be present during the consideration by the Council of any matter in which the Councillor has, directly or indirectly, a material personal interest. If a councillor votes in contravention of this clause that Councillor's vote is not counted.
- 11.9.2 A Councillor who is not entitled to vote or to be present during the consideration of a matter, may not be

counted in any quorum required for a meeting of the Council.

11.9.3 The prohibitions in clauses 11.9.1 and 11.9.2 do not apply if:

- (a) the Council has at any time resolved that it is satisfied that the Councillor's interest in the matter (as specified by resolution of the Council) should not disqualify the Councillor from considering or voting on the matter; or
- (b) the interest which the Councillor has in the matter arises by reason only that the Councillor is a Member and has an interest in the matter in common with the other Members.

11.9.4 A Councillor may attest the affixing of the Seal to a contract or arrangement entered into by the Councillor or in which the Councillor is, directly or indirectly, interested.

12. REGIONAL LAW SOCIETIES

12.1 Recognition

The Council may by resolution recognise as a Regional Law Society any local association of Members established in any part of New South Wales.

12.2 Classification

Regional Law Societies shall be classified as:

- (a) Country Law Societies if they operate within an area which is substantially outside a radius of 32 kilometres from the Supreme Court in Sydney;
- (b) Suburban Law Societies if they operate within an area which is substantially within a radius of 32 kilometres but wholly outside a radius of 2 kilometres from the Supreme Court in Sydney; or
- (c) City Law Societies if they operate within a radius of 2 kilometres from the Supreme Court in Sydney.

12.3 Current Regional Law Societies

12.3.1 The following Country Law Societies are recognised:

Albury and District Law Society
Blue Mountains Law Society
Central Coast Law Society
Central Western Law Society
Clarence River and Coffs Harbour Law Society
Far North Coast Law Society
Far South Coast and Monaro Law Society
Far West Law Society
Hunter Valley Law Society
Macarthur Law Society
Mid-North Coast Law Society
Nepean/Hawkesbury Law Society
Newcastle Law Society
North and North-West Law Society
Orana Law Society
Riverina Law Society
Shoalhaven and District Law Society
Southern Tablelands Solicitors Association
South West Slopes Law Society
Wollongong and District Law Society

12.3.2 The following Suburban Law Societies are recognised:

Bankstown and District Law Society
Eastern Suburbs Law Society
Inner West Law Society
Liverpool and District Law Society
Northern Beaches Solicitors Association
North Metropolitan Law Society

Parramatta District Law Society
St. George-Sutherland Law Society

12.3.3 The following City Law Society is recognised:

City of Sydney Law Society Inc.

12.4 Requirement to have an office and notify Society

Each Regional Law Society shall:

- (a) have an office to which communications may be addressed which could be the office of the president or secretary of the Regional Law Society;
- (b) notify the Society of its office and any change of address; and
- (c) provide to the Society particulars of its current president and secretary.

12.5 Withdrawal of recognition

12.5.1 If the Council forms the opinion that a Regional Law Society has:

- (a) ceased to function; or
- (b) engaged in conduct detrimental to the interests of the Society generally,

the Council may withdraw recognition of the Regional Law Society by the following procedure:

- (i) the Council must resolve to withdraw recognition of the Regional Law Society;
- (ii) the Council must give at least 3 months' notice in writing of the Council's intention accompanied by short particulars in writing to the Regional Law Society of the grounds upon which the Council proposes to act;
- (iii) not later than 1 month before the expiration of the notice given by the Council, the Regional Law Society may submit any information to the Council regarding any matter stated in the grounds accompanying the notice for the consideration of the Council on or in connection with the motion for the withdrawal of its recognition;
- (iv) the Council must consider any submission which it receives from the Regional Law Society; and
- (v) the Council may either take no action or rescind the motion to withdraw recognition of the Regional Law Society.

12.6 Annual Convention

12.6.1 Two conventions of representatives of Regional Law Societies shall be held in New South Wales in Sydney, one to be held immediately prior to the Annual General Meeting and the other to be held on a date established by resolution of the convention or in default of such resolution on a date to be fixed by resolution of the Council.

12.6.2 Every resolution passed at a convention which refers any issue or item of business to the Council for its consideration shall be communicated to the Secretary who shall place the same before the Council within 2 months of the date of the convention at which such resolution was passed.

12.7 Power to make regulations

The Council may make regulations regarding:

- (a) the form of the constitution and the conditions of membership of Regional Law Societies;
- (b) the nature and functions of Regional Law Societies;
- (c) the information to be furnished from time to time by Regional Law Societies to the Council;
- (d) the annual regional convention and other meetings of representatives of Regional Law Societies;

- (e) voting procedures at the annual regional convention and other meetings of representatives of Regional Law Societies;
- (f) the definition or re-definition of the boundaries of Regional Law Societies; and
- (g) any other incidental matters.

13. MINUTES OF MEETINGS

13.1 Secretary to attend meetings

Unless directed otherwise by the Council, the Secretary must attend all meetings of the Council and all general meetings of the Society and must keep a record of the proceedings of those meetings.

13.2 Preparation, circulation and approval of minutes

- 13.2.1 The Secretary must cause draft minutes of all meetings to be promptly circulated to all Councillors for information and approval.
- 13.2.2 Subject to any objection, the Chair of the meeting or the next such meeting must sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.

14. THE SEAL

14.1 Custody of Seal

The Secretary must provide for the safe custody of the Seal.

14.2 Affixing the Seal

- 14.2.1 The Seal may be used only by the authority of the Council or a duly authorised committee of the Council.
- 14.2.2 Every document to which the Seal is affixed must be signed by 2 Councillors and witnessed by the Secretary.

14.3 Seal Register

- 14.3.1 The Secretary must maintain a Seal Register.
- 14.3.2 Prior to affixing the Seal to a document a short title and description of the document together with the date of the resolution authorising the Seal to be affixed to it must be entered in the Seal Register. The entry must be signed by the persons attesting the affixing of the Seal to the document prior to the document being delivered out of the custody of the Society.

15. ACCOUNTS

15.1 The Society to keep accounts

The Council must cause proper books of account to be kept in accordance with the Corporations Act.

15.2 Where accounts to be kept

The books of account must be kept at the Registered Office or, subject to the Corporations Act, at such other place or places as the Council thinks fit.

15.3 Accounts open for inspection

- 15.3.1 The books of account must always be open for the inspection of Councillors.
- 15.3.2 Subject to the Corporations Act, the Council may from time to time determine at what times and places and under what conditions the accounts and books of the Society or any of them may be open for inspection by Members.

15.4 Annual Accounts

The Council must cause to be prepared, circulated to and laid before the Members in general meeting such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are from time to time required by the Corporations Act.

16. AUDIT

Auditors of the Society must be appointed and removed and their duties regulated in accordance with the Corporations Act.

17. NOTICES

17.1 Means of giving notices

17.1.1 A notice pursuant to these Articles must be given in writing and may be given to the addressee by:

- (a) mail (postal service);
- (b) document exchange;
- (c) facsimile; or
- (d) electronic mail,

to the appropriate address or number of the addressee.

17.1.2 A Councillor, Secretary or other person authorised by the Council may give notices on behalf of the Society. The signature on a notice given by the Society may be written, photocopied, printed or stamped.

17.1.3 Notices given to the Society must be marked for the attention of the Secretary.

17.2 Address for service

17.2.1 The address for service is:

- (a) in the case of a Member or Councillor, the home address (or any postal address, document exchange address, electronic mail address or facsimile number in the case of postal, document exchange, electronic mail or facsimile dispatch) of the Member or Councillor specified in the Register; and
- (b) in the case of the Society, the address (or any postal address, document exchange address, electronic mail address or facsimile number in the case of postal, document exchange or electronic or facsimile dispatch) of the Registered Office for the time being specified on the official stationery of the Society .

17.3 Notification of change of address

17.3.1 If the home address, postal address, document exchange address, electronic mail address or facsimile number of a Member changes, the Member must promptly give notice of the change to the Society.

17.3.2 the Society must promptly notify Members of any change in its address.

17.4 Time notices are effective

17.4.1 Except if a later time is specified in a clause dealing with a notice or other communication, a notice (other than a notice convening a meeting) is to be regarded as given, served, received and as having come to the attention of the addressee:

- (a) if delivered to the home address of the addressee, at the time of delivery;
- (b) if it is sent by post to the home address or postal address or if it is sent by way of the document exchange to the document exchange address of the addressee, on the third (or fifth if outside Australia) business day after sending; or

- (c) if sent by electronic mail or facsimile to the electronic mail address or facsimile number of the addressee, at the time transmission is completed.

17.5 Proof of giving notices

- 17.5.1 Proof of the sending of a notice by facsimile and the time of completion of transmission may be established by production of a transmission report by the machine from which the facsimile or electronic transmission was sent which indicates that the facsimile or electronic mail was sent in its entirety to the facsimile number or electronic mail address of the addressee.
- 17.5.2 A certificate signed by a Councillor or Secretary that a notice was delivered or posted at a particular time is conclusive evidence that the notice was delivered or posted at that time.
- 17.5.3 A certificate signed by a Councillor or Secretary that a notice was sent by electronic mail at a particular time and that no "undeliverable mail" message has been received in relation to it is conclusive evidence that the notice was sent and received at that time.

17.6 Notice of meetings

- 17.6.1 Subject to the Corporations Act, a notice of a general meeting or a meeting of the Council is taken to be given on the day of dispatch.
- 17.6.2 The accidental failure to give a notice of meeting to a Member, Councillor or a committee member or the non-receipt of such a notice will not invalidate the proceedings of the meeting.

18. WINDING UP

The provisions of the Memorandum of Association relating to the winding up or dissolution of the Society will have effect and be observed as if they were repeated in these Articles.

19. OFFICERS' LIABILITY INSURANCE

- 19.1 To the extent permitted by the Corporations Act, the Society may pay or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the Society against a liability:
 - (a) incurred by the person as an officer provided that the liability does not arise out of conduct involving:
 - (i) a wilful breach of duty in relation to the Society; or
 - (ii) a contravention of sub-sections 232(5) or (6) or the Corporations Act; and
 - (b) for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, whatever their outcome.

20. INDEMNITY OF OFFICERS

- 20.1 Every Officer or agent of the Society is entitled to be indemnified out of the property of the Society against any liability incurred by the Officer or agent in that capacity:
 - (a) in defending any proceedings, whether civil or criminal, in which judgment is given in favour of the Officer or agent or in which the Officer or agent is acquitted; or
 - (b) in connection with any application in relation to those proceedings in which relief is granted to the Officer or agent by the Court under the Corporations Act.
- 20.2 The indemnity under this clause will be limited to the amount of the liability after deducting:
 - (a) the amount in respect of which the person is otherwise entitled to be indemnified and is otherwise actually indemnified by another person (including, in particular, an insurer under any insurance policy); and

- (b) where the liability is incurred in the conduct of the business of another person or in the discharge of the duties of the Officer in relation to another person, the amount in respect of which the Officer is entitled to be indemnified and is actually indemnified out of the assets of that person.

20.3 To the maximum extent permitted by the Corporations Act, 'liability' in this clause means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind, including in particular, legal costs (calculated on a solicitor/client basis) incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

_____ Schedule follows _____

SCHEDULE

STANDING ORDERS OF THE LAW SOCIETY OF NEW SOUTH WALES

1. SCOPE

Meetings of the Law Society of New South Wales shall be conducted in accordance with these Standing Orders.

2. MEETINGS

2.1 Duration of meetings

Meetings shall commence promptly at the time set out in the notice of meeting and shall continue until all business shown on the agenda has been dealt with unless the meeting resolves otherwise.

2.2 Business in accordance with the Agenda

The meeting will deal with the items of business set down for a meeting in the order in which they appear on the agenda.

2.3 Attendance at meetings

All Solicitor Members and Life Members may attend every meeting. Meetings may be observed by:

- (a) Associate Members and Honorary Members;
- (b) staff of the Law Society; and
- (c) any persons invited by the meeting or the Chair to attend.

2.4 Meetings may be in camera

2.4.1 A meeting shall be closed to observers other than Solicitor Members and Life Members on affirmative resolution of the motion "That this meeting move into camera".

2.4.2 The meeting may invite one or more observers to remain present in a meeting that it has resolved to hold in camera.

2.4.3 All or part of a meeting may be held in camera.

3. ORDER

3.1 Chair

3.1.1 The Chair of a meeting shall be determined by Article 7.2.

3.2 Speakers to be heard in Silence

3.2.1 A person addressing a meeting shall be heard in silence.

3.3 Chair to control meeting

The Chair shall maintain order and conduct each meeting in accordance with these Standing Orders.

3.4 Points of order

3.4.1 A Solicitor Member or Life Member may take a point of order at any time.

- 3.4.2 On the taking of a point of order, debate on any matter shall be suspended subject to the ruling of the Chair on the point of order.
- 3.4.3 A point of order must be clearly and succinctly stated in less than 2 minutes, shall contain no irrelevancy, and shall not seek to debate any motion before the Chair.
- 3.4.4 A point of order may be asserted on the grounds that the speaker was:
- (a) using unseemly language;
 - (b) not speaking on the question before the meeting;
 - (c) moving an amendment contrary to the intention expressed in the original motion;
 - (d) engaging in unlawful conduct; or
 - (e) infringing a provision of the Memorandum and Articles of the Law Society or these Standing Orders.
- 3.4.5 If the Chair rules upon a point of order, the ruling shall determine the matter in accordance with Article 7.2.2.

4. MOTIONS

4.1 Motions to be on notice

A Solicitor Member or Life Member shall not move a motion other than a procedural or amending motion unless notice of the motion has been given not less than 14 days prior to the date of the notice convening the meeting.

4.2 Matters already dealt with

No substantive motion or amendment may be proposed at a meeting which is in substance the same as a motion or amendment previously proposed and disposed of at the same meeting.

4.3 Motions must be Seconded

A motion shall lapse if there is no seconder.

4.4 One speech per Solicitor Member or Life Member per motion

- 4.4.1 No Solicitor Member or Life Member shall speak more than once on any motion, amendment or procedural motion, other than the mover of a motion in reply.
- 4.4.2 There shall be no right of reply to a procedural motion.

4.5 Motions carried if no objection

- 4.5.1 If, before calling upon the mover of a motion to speak, the Chair asks if there is any objection to the motion and no Member objects, the motion shall be declared carried.
- 4.5.2 If the mover of a motion has spoken, the motion has been seconded; and no Solicitor Member or Life Member speaks against the motion, the Chair shall put the motion without further debate.

4.6 Order of Speech

- 4.6.1 After the mover of a motion has spoken the seconder may speak or reserve his or her right to speak and then the Chair shall call upon speakers against the motion and for the motion alternately.
- 4.6.2 Subject to 4.5.2, if, after a Solicitor Member or Life Member has spoken for or against a motion or amendment, no Solicitor Member or Life Member seeks to speak to the contrary, the Chair may permit any other Solicitor Member or Life Member willing to speak on the motion to address the meeting or put the motion after allowing the mover to exercise his or her right of reply.
- 4.6.3 If 2 or more Solicitor Members or Life Members wish to speak, the Chair shall call upon the Solicitor Member or Life Member who, in the Chair's opinion, first indicated a wish to speak.

4.7 Secondeer may reserve right to speak

- 4.7.1 The seconder of a motion or an amendment may speak after the mover or may reserve his or her right to speak until later in any debate.
- 4.7.2 If there is no opposition to a motion or the mover has exercised his or her right of reply, the reserved right of a seconder of the motion shall not be exercised.

4.8 Speaking Times

- 4.8.1 The mover of a substantive motion shall be allowed 5 minutes to move the motion.
- 4.8.2 Speakers following the mover of a motion shall be allowed 4 minutes to speak.
- 4.8.3 The mover of a motion may speak for 3 minutes in his or her right of reply.
- 4.8.4 The meeting may grant any speaker an extension of time by ordinary resolution. An extension of time shall be for a further 3 minutes unless the meeting resolves otherwise.

4.9 Right of Reply

A right of reply shall be allowed to the mover of a motion other than a procedural motion, after which the motion shall be put forthwith.

4.10 Withdrawal of Motions

The mover of a motion may withdraw his or her motion. If the mover of a motion withdraws a motion without the consent of the seconder, the seconder shall become the mover of the motion.

5. AMENDMENT OF MOTIONS

5.1 Content of amendments

A Solicitor Member or Life Member may move an amendment to any substantive motion provided that, if the amendment is carried, the amended motion would not be contrary to the intention expressed in the original motion.

5.2 Amendments to be in writing

The mover of an amendment must hand the amendment in writing to the Chair before the amendment is put or if the amendment is accepted by the mover, before the motion is put.

5.3 Moving amendments

- 5.3.1 If the mover of a substantive motion accepts any proposed amendment, the amendment shall become the motion and the mover of the original motion shall be deemed the mover of the amended motion.
- 5.3.2 Where the mover of a substantive motion does not accept a proposed amendment, the amendment shall be debated and put, and if carried shall become the motion before the Chair.
- 5.3.3 If a proposed amendment is put and lost, and no further amendment is proposed, the original motion shall again be open to debate.
- 5.3.4 Only 1 amendment may be considered by the Chair at any time but a Solicitor Member or Life Member may foreshadow his or her intention to move another amendment when debate on the amendment before the Chair is concluded.

5.4 Acceptance of amendments

- 5.4.1 The mover of a motion may amend his or her motion with the consent of the seconder.
- 5.4.2 If the consent of the seconder to an amendment to a motion is not obtained by the mover of the motion:
- (a) the seconder may propose the original motion provided he or she obtains another seconder; and
 - (b) the mover may move the proposed amendment.

5.5 Time for debate of amendments

Debate of all amendments must take place:

- (a) before conclusion of debate of the original motion; and
- (b) before the mover of the original motion replies.

6. DEBATE

6.1 Solicitor Members or Life Members must address the Chair

A Solicitor Member or Life Member wishing to speak shall address the Chair.

6.2 Speeches must be in relation to motions before the meeting

No speech, other than a report or the address of an invited guest, shall be permitted except to a motion submitted to the meeting for deliberation or by way of an amendment of a substantive motion.

6.2.1 No Solicitor Member or Life Member may speak to any motion after it has been put.

6.3 Chair not to enter debate from the Chair

The Chair must vacate the chair before entering any debate.

6.4 Duration of Debate

6.4.1 Not more than half an hour shall be allowed for the discussion of any subject unless the time is extended by motion of the meeting.

6.4.2 When a discussion has taken place for half an hour and the duration of any extension of time granted by motion of the meeting has passed, the motion shall be put after the mover has exercised a right of reply.

7. VOTING

7.1 Method of voting

Voting shall be in accordance with Articles 7.5 and 7.6.

7.2 Cognate Debate

7.2.1 2 or more motions dealing with the same subject matter may be considered in cognate debate.

7.2.2 If the Chair decides to consider 2 motions in cognate debate 1 motion shall be declared to be substantive and the other as foreshadowed.

7.2.3 The order of cognate debate shall be:

- (a) mover of the substantive motion;
- (b) seconder of the substantive motion;
- (c) mover of the foreshadowed motion;
- (d) seconder of the foreshadowed motion;
- (e) speakers against both, for the substantive motion and for the foreshadowed motion, one after the other;
- (f) right of reply for the substantive motion; and then
- (g) right of reply for the foreshadowed motion.

7.2.4 After the right of reply for the foreshadowed motion, the substantive motion shall be put and, if carried, the other motion shall lapse.

7.2.5 If the substantive motion is lost, any foreshadowed motion shall be put without further debate.

8. PROCEDURAL MOTIONS

8.1 Procedural motions take precedence

A procedural motion shall take precedence over any substantive motion or proposed amendment to a substantive motion.

8.2 Chair's discretion

The Chair has a discretion to refuse any procedural motion if, in his or her opinion, there has not been sufficient debate on the motion before the meeting.

8.3 Motions to be put without debate

8.3.1 The Chair shall put the following motions to the meeting without debate:

- (a) That a person should or should not be heard;
- (b) That a person should not be further heard;
- (c) That strict order of debate be followed; and
- (d) That the motion be put.

8.3.2 The Chair may, in his or her discretion, allow debate in relation to the following motions:

- (a) That the motion be not put;
- (b) That the meeting be adjourned;
- (c) That the motion lie on the table;
- (d) That the debate be adjourned; and
- (e) That the meeting proceed to the next item of business.

8.4 That the Motion be put

8.4.1 It shall not be in order to move "That the Motion be put" until at least 2 Solicitor Members or Life Members, in addition to the mover and seconder, shall have had the opportunity to speak on the motion. The seconder shall be taken to have had an opportunity to speak on the motion if the seconder reserves his or her right to speak.

8.4.2 Debate on a motion shall be closed if the motion "That the motion be put" is carried, whereupon the substantive motion shall be put without further debate or amendment but allowing the mover a right of reply.

8.5 That the Motion be not put

8.5.1 If the motion "That the motion be not put" is carried, the meeting shall proceed to the next item of business.

8.5.2 On the negative resolution of the motion "That the motion be not put", the debate of the motion shall continue.

8.6 Postponement motions

Debate on a motion shall be stood over at least until the next meeting on the affirmative resolution of a motion:

- (a) "That the motion lie on the table"; or
- (b) "That the meeting proceed to the next item of business".

8.7 That strict order of debate be followed

If the procedural motion "That strict order of debate be followed" is put and affirmatively resolved the Chair shall:

- (a) permit only 1 speech per speaker, except to allow the mover to present a right of reply; and
- (b) not permit consecutive speeches either in favour of, or opposing, the motion.

9. SUSPENSION OF STANDING ORDERS

9.1 Motions to Suspend Standing Orders

A motion to suspend Standing Orders shall take the form "that so much of Standing Orders be suspended as would prevent...".

9.2 Debate

9.2.1 The mover of a motion to suspend Standing Orders shall be allowed 1 minute to explain the need to suspend Standing Orders. The seconder of a motion to suspend Standing Orders shall not have a right to speak.

9.2.2 A motion to suspend Standing Orders shall be put without debate.

9.3 Simple majority required

A motion to suspend Standing Orders shall be resolved in the negative unless carried by a majority of those present and voting.

10. AMENDMENTS TO STANDING ORDERS

10.1 Amendments must be on notice

Amendments to these Standing Orders shall be made only by resolution of which notice has been given in accordance with Article 6.3.

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