



THE LAW SOCIETY
OF NEW SOUTH WALES

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of The Law Society of New South Wales (**Law Society**) will be held at **4.30pm** on **Thursday, 28 October 2021** (the **Meeting**). If permitted by any COVID-19 restrictions in place at the time of the Meeting, Senior Office Bearers and senior management of the Law Society will attend the Meeting from Level 2, Law Society Building, 170 Phillip Street, Sydney NSW 2000.

Due to current COVID-19 restrictions on movement and gatherings and having regard to the health and safety of our members, the annual general meeting will be held as a virtual meeting and members will NOT be able to attend the meeting in person at the Law Society Building.

Additional information regarding proposed resolutions to be considered by members is set out in the Explanatory Memorandum which accompanies and forms part of this notice of meeting.

Items of Business

1. Financial Statements and Reports

To receive and consider the Financial Report of the Law Society and its controlled entities and the reports of the Councillors and auditor for the year ended 30 June 2021.

(The reports may be viewed at www.lawsociety.com.au/about/organisation/annualreports)

No resolution is required relating to the Financial Report but members will be given the opportunity at the Meeting to ask questions about, or make comments on, the operations and management of the Law Society and to ask the auditor questions regarding the conduct of the audit and the content of the auditor's report.

2. Composition of Council

In 2020, the Council undertook a review of the composition of the Council and identified a number of matters for further analysis and consideration. In the Notice of 2020 Annual General Meeting, members were advised that the Council determined to defer further consideration of the composition of the Council to a future year. The Council has determined to undertake the review of the composition of the Council in 2022. At that time, the Council will determine any recommendations to be made to members in respect of the size and composition of the Council that the Council considers is appropriate.

3. Special Business

To consider and, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:

That the constitution of the Law Society submitted to the Meeting and signed by the Chair for the purpose of identification is approved and adopted as the constitution of the Law Society in substitution for and to the exclusion of the existing memorandum and articles of association, with effect from the close of this meeting.

4. Declaration of Election of Councillors

By Order of the Council

Meaghan Lewis
Company Secretary

27 September 2021



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MEETING NOTES

A special resolution is passed if at least 75% of the votes cast on the resolution are in favour of that resolution. No substantive amendment to a special resolution may be proposed at the Meeting.

If a ballot is demanded on any item of special business, the Chair of the Meeting intends to vote any undirected proxies in favour of the proposed resolutions set out in this notice of meeting.

A copy of the new constitution is available on the Law Society's website ([click here](#)).

Appointing a Proxy

A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his or her stead. A proxy must be a Solicitor Member of the Law Society. A proxy shall be appointed in writing in a common or usual form. You may give your proxy general authority to vote on your behalf or direct how you wish your proxy to vote on an item of business.

If you are unable to attend the 2021 Annual General Meeting and wish to vote, please download a copy of the [proxy form](#). The proxy form 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 received by the Company Secretary at the registered office of the Law Society, Law Society Building (3rd Floor), 170 Phillip Street, Sydney (or a scanned signed copy may be given by email to secretary@lawsociety.com.au), no later than **4.30pm on Tuesday 26 October 2021** (or not less than forty-eight (48) hours before the time for holding any adjourned meeting at which the person named in the document proposes to vote). In default the instrument of proxy shall not be treated as valid.

If you return your signed proxy form and have specified the way your proxy is to vote and your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote on your behalf on a ballot as you have directed on the proxy form.

Should you require any assistance in regard to appointing a proxy, please contact the Company Secretary of The Law Society of New South Wales on (02) 9926 0213.

Submitting questions in advance of and during the Meeting

Members may submit questions to the Law Society in advance of the Meeting. Questions should relate to the business of the Meeting and can be submitted by emailing the Company Secretary at secretary@lawsociety.com.au by 4.30pm on Tuesday, 26 October 2021.

Members will also have the opportunity to submit questions during the Meeting in relation to the formal items of business. In order to ask a question online during the Meeting, please follow the instructions provided in the introductory information video or as outlined by the Chair during the Meeting. Questions may be moderated or amalgamated if there are multiple questions on the same topic.

Members will also be able to participate by asking questions verbally via a telephone line, the details of which will be provided to all members who pre-register to attend.

The Chair will endeavour to respond to questions from members during the Meeting. It may not be possible to respond to all questions submitted. The Chair will request that members identify themselves prior to asking a question.

THE LAW SOCIETY OF NEW SOUTH WALES

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THE LAW SOCIETY
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A virtual Meeting

Given the current COVID-19 circumstances and in the interests of public health and the safety of our members, the Law Society will hold a virtual Annual General Meeting rather than ask members to physically attend the Meeting. Please refer to the information below on how members can attend and participate in the Meeting.

As the Annual General Meeting is a virtual meeting, technical issues may arise. In that event, the Law Society will have regard to the impact of the technical issue on members and the Chair of the Meeting may, in exercising her powers as the Chair, issue any instructions for resolving the issue and may continue or adjourn the Meeting if it is appropriate to do so.

Pre-registration for the Meeting

Members who intend to attend the Annual General Meeting will need to pre-register to participate in the Meeting. **You will require your LAWID to pre-register your attendance to participate in the Meeting online.**

To pre-register, please enter the following URL in your browser: <https://lawsociety.eventsair.com/80800---annual-general-meeting/lawid> or click on the AGM pre-registration link on the home page of the Law Society's website. If you are having difficulty pre-registering online or have not yet activated your LAWID, please email agm@lawsociety.com.au or call (02) 9926 0161.

Please note that the connection details for participation in the Meeting will only be provided to members who complete the pre-registration process.

Pre-registration will close at 4.30pm on Tuesday, 26 October 2021. If you have not pre-registered by that time and still wish to attend the Meeting, please email agm@lawsociety.com.au or call (02) 9926 0161 to enable any additional manual arrangements that may be required to be made.

How members can participate

Members will be able to participate in the Meeting online, which will allow them to view a live webcast and ask questions in writing and vote. Members will also be able to participate by asking questions verbally via a telephone line, the details of which will be provided to all members who pre-register to attend.

Once you have pre-registered, on the day prior to the Meeting you will be emailed a link and instructions to join the Meeting. (If you have contacted us to attend the Meeting after pre-registration has closed, you may not receive this email until the day of the Meeting.) If you do not receive the email with your link to join the Meeting, please email agm@lawsociety.com.au or call (02) 9926 0161 as soon as possible.

If you would like to participate in the Law Society's virtual Annual General Meeting and have special requirements, please include this information when you pre-register online or please email agm@lawsociety.com.au or call (02) 9926 0161 as soon as possible, to enable us to further discuss your attendance with you.

Explanatory Memorandum

Adopting a new constitution and repealing the Memorandum and Articles of Association.

1. Background

- 1.1. The operations of The Law Society of New South Wales (the **Law Society**) are governed by the Memorandum of Association which dates from 22 September 1884 and the Articles of Association which date from 31 October 1996. While the Articles of Association have been updated on several occasions to adapt to changing circumstances, they have not been subject to a comprehensive review or update.
- 1.2. The Council recommends that a new constitution drafted in plain English be adopted to reflect best practice for a member-based company limited by guarantee while retaining provisions that are necessary to comply with the Law Society's role and function and the various regulatory requirements applicable to it.
- 1.3. The adoption of a new constitution must be approved by members by special resolution in accordance with section 136(2) of the *Corporations Act* (Cth) 2001 (the **Corporations Act**). A special resolution requires the approval of at least 75% of members present and voting, in person or by proxy.
- 1.4. A copy of the new constitution was made available for review and comment at www.lawsociety.com.au during the period from 19 July 2021 to 30 July 2021 and will be available for inspection at the general meeting.

2. Summary of changes

2.1. Overview

- 2.1.1 This explanatory memorandum provides an overview of the areas where the new constitution varies from the existing Memorandum and Articles of Association to assist and enable those members entitled to vote to do so with full knowledge of the reasons behind the proposed changes. No substantive changes have been proposed at this time to provisions relating to the size and composition of the Council, regional law societies or the categories within classes of membership (eg. Suburban Members, Government Members). The only change to the existing classes of members is the movement of Student Members into their own class to reflect the Society's increased focus on the engagement of law students. Under this new class students will continue to pay zero fees for their membership.
- 2.1.2 The summary below deals with the key changes only. There are a number of typographical, definitional or conforming changes that have also been made that are not described below.

Members are encouraged to view the proposed constitution in its entirety.

2.2. Single constitution

- 2.2.1 The existing Memorandum and Articles are replaced by a single constitution, consistent with modern practice.
- 2.2.2 The objects of the Law Society that were previously contained in the Memorandum of Association have been retained and now appear in clause 4. The rules relating to the not for profit nature of the Law Society have been retained and slightly modernised and now appear in clause 5.
- 2.2.3 The provisions in the Memorandum of Association in relation to winding up have been retained and modernised and now appear in clause 21 of the new constitution.

2.3. Definitions (Clause 1)

- 2.3.1 The proposed changes to the Definitions in the new constitution are as follows:
 - (a) Deletion of the definition of "Assistant Secretary"
The office of Assistant Secretary is no longer specifically provided for in the constitution as it is more common in modern companies to appoint an additional secretary or secretaries if required.
 - (b) Updated definitions of "Corporate Member" and "Government Member"
The new definitions substantially track the Legal Profession Uniform Law but are based upon a person being "primarily" engaged in the relevant activities rather than being "only" engaged in those activities. This will enable those Members wishing to nominate as Councillors to be considered for the Reserved Position most applicable to them, notwithstanding they may also have some involvement in additional activities such as pro bono or volunteer work.
 - (c) Updated definition of "Life Member"
This definition has been updated to recognise that Life Members are a subset of Solicitor Members. A number of the operative clauses have also been updated to clarify that this is the case. These are clarificatory rather than substantive changes – there has been no change to the actual treatment of Life Members.
 - (d) Definition of "Immediate Past President" inserted
The term is now defined consistent with other office bearers.
 - (e) Updated definition of "Officer"
The definition has been updated to cover both current and former officers, where appropriate.
 - (f) Definition of "Student Member" inserted

The definition of Student Member has been inserted as a result of Student Members now forming their own class of membership. While Student Members have been separated out from other Associate Members there have been no changes to the rights of Student Members.

- 2.3.2 Consolidation of Interpretation clauses (Clause 1.2)
The interpretation clauses have been consolidated and simplified.

2.4. Clarification of positions (throughout the constitution)

- 2.4.1 The new constitution removes many of the specific references to the role of the Secretary. This change provides greater flexibility for the Council to delegate responsibility under the constitution.
- 2.4.2 As noted in item 2.3.1(c) above, changes have also been made to clarify the fact that Life Members are a sub-set of Solicitor Members.

2.5. Replaceable Rules (Clause 2)

- 2.5.1 The new constitution disapplies the replaceable rules as set out in the Corporations Act with the exception of section 198B. Section 198B of the Corporations Act provides for the execution of negotiable instruments by the Law Society.

2.6. Transitional provisions (Clause 3)

- 2.6.1 The new constitution contains a transition provision to ensure the effective and streamlined transition from the Memorandum and Articles of Association to the new constitution, particularly to ensure that office bearers and Councillors elected or appointed under the Articles continue to hold their positions as if elected or appointed under the new constitution.

2.7. Qualification and Admission to Membership (Clause 6)

- 2.7.1 The new constitution replaces an outdated provision requiring the register of members to be closed between the date of closure of candidate nominations and the annual general meeting with a new clause (clause 12.2.8(b)) that has the same intended purpose of clarifying a cut-off date for eligibility to vote in Council elections.
- 2.7.2 The new constitution clarifies that the Council will determine the qualifications and rights applicable to any new classes of membership determined by the Council from time to time.
- 2.7.3 The new constitution clarifies that a person studying law or who has successfully completed a course in law recognised for admission as a lawyer in Australia at any institution in

Australia and who has signified the intention to practise as a legal practitioner now qualifies to be a Student Member, as opposed to an Associate Member.

2.8. Rights and Duties of Membership (Clause 7)

2.8.1 The new constitution has been amended to separate out the right to access the Law Society Library, which is also available to all Solicitors, and the right to access the general facilities of the Law Society, which is only available to members.

2.9. Cessation of Membership (Clause 8) and Annual Membership Fees (Clause 9)

2.9.1 The new constitution provides that automatic termination of membership will occur if membership has lapsed (for failure to pay the annual membership fee within a period determined by the Council after the due date for payment) or if an Incorporated Legal Practice Member has ceased to be an incorporated legal practice, and it removes outdated automatic termination of membership provisions expressly related to mental health or disability.

2.9.2 To avoid circumstances of unintended termination of membership, the new constitution provides for the Council to have discretion to determine that a member's membership will not cease, or to readmit a member on terms and conditions thought fit, where considered appropriate.

2.9.3 The new constitution clarifies that a member's membership will continue while their application for renewal of membership is being determined.

2.9.4 The new constitution permits the Council to determine membership fees payable by Solicitor Members and Associate Members and also clarifies that Student Members are not required to pay a membership fee.

2.9.5 The new constitution provides greater flexibility for the Council to determine annual membership fees in the future, for example, fees may vary within a class so as to take into account additional benefits and services which are made available to some but not all members or which some but not all members elect to receive.

2.10. General Meetings (Clauses 10 and 11)

2.10.1 The new constitution removes references to "extraordinary general meetings", consistent with the approach taken in the Corporations Act. The Law Society will have an annual general meeting and all other meetings will be general meetings.

2.10.2 The new constitution deletes the provision that required the annual general meeting to be held on the fourth Thursday of October and replaces it with the Corporations Act requirement to hold the meeting within 5 months of the financial year end.

- 2.10.3 The new constitution replaces the old standing orders with a new clause (clause 11.3) that is commonly found in modern constitutions. The new clause provides for the general conduct and procedures of a general meeting to be managed by the Chair of the meeting. The Chair is given a broad range of powers to ensure the orderly conduct of the meeting and to determine the validity of votes cast.
- 2.10.4 Having regard to the notice requirements for general meetings in the Corporations Act, the new constitution extends the time within which a general meeting must be held after a requisition is received, consistent with section 249D of the Corporations Act, to ensure there is sufficient time for a notice and explanatory memorandum (if any) to be prepared and sent to members.

2.11. Use of Technology at General Meetings (Clause 10.2)

- 2.11.1 The new constitution expressly allows annual general meetings to be held at two or more venues using technology (ie, a hybrid meeting) or virtually. The new clauses ensure that any hybrid or virtual annual general meetings meet the requirements of the Corporations Act and enable all Members entitled to attend as a whole a reasonable opportunity to participate.
- 2.11.2 The new constitution includes a requirement that a notice of general meeting for hybrid or virtual meetings includes information about how Members entitled to attend can participate in the meeting and appoint proxies (where applicable) (clause 10.4.3).
- 2.11.3 The new constitution includes a requirement that voting at hybrid or virtual general meetings is taken at the meeting on a ballot and not on a show of hands (clause 11.5.2).

2.12. Proxies (Clause 11.7)

- 2.12.1 The new constitution includes a simplified provision in relation to proxies. Some of the key changes include:
- (a) the deletion of the prescribed proxy form and the inclusion of an obligation on the Law Society to accept a form of appointment of proxy that meets the requirements of the Corporations Act. This reflects the fact that the Corporations Act now contains detailed provisions in relation to proxies;
 - (b) allowing the Council to implement internet lodgements of proxies; and
 - (c) making clear that a proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on the relevant resolution.
- 2.12.2 The new provisions will operate in conjunction with the provisions in the Corporations Act dealing with proxies.

2.13. Composition of the Council (Clause 12.1)

- 2.13.1 The new constitution removes now redundant transitional provisions in respect of the composition of the Council and sets out the Council make up as at the current date and going forward, until further amended.

2.14. Procedures for election of Councillors (Clause 12.2)

- 2.14.1 The new constitution removes the requirement for a nomination for election as a Councillor to be in the previously prescribed form. Nominations must now simply be in writing in any form (including electronic) that the Council may prescribe or accept.
- 2.14.2 The new constitution permits the Law Society to send a voting paper to each of the voting members in electronic format. The Law Society currently provides both a printed and an electronic voting paper to voting members and intends to continue to provide printed voting papers to members who wish to receive them. Where members do not indicate a preference for a printed voting paper, the Law Society will consider providing those voting members with an electronic voting paper only, to reduce environmental costs and make savings on printing, postage and handling.
- 2.14.3 These changes are designed to streamline the Councillor election process.

2.15. Termination of office of Councillors (Clause 12.5)

- 2.15.1 The new constitution removes the provision that renders a Councillor's office vacant where the Councillor becomes bankrupt.
- 2.15.2 The new constitution specifies that where a Councillor becomes of unsound mind or a person whose estate or person is liable to be dealt with under the law relating to mental health, their office only becomes vacant if those circumstances exist for six consecutive months or six months during a Membership Financial Year. Where a Councillor may be experiencing temporary mental health difficulties, termination of office may not be an appropriate outcome and suitable care, support and, if required, a leave of absence may enable them to continue to effectively serve as a Councillor for the remainder of their term.

2.16. Leave of Absence and Appointment of alternate Councillors (Clause 12.7)

- 2.16.1 The new constitution allows the Council to grant a leave of absence to Councillors for one or more meetings of the Council, including where the Councillor becomes of unsound mind or a person whose estate or person is liable to be dealt with under the law relating to mental health.
- 2.16.2 The new constitution provides that any Solicitor Member appointed by the Council as an alternate Councillor must be from the same Reserved Position category as the Councillor in whose place the

alternate Councillor seeks to stand.

- 2.16.3 This change ensures a consistent number of Councillors from each of the Reserved Positions are represented in the Council.

2.17. Election of Councillors by General Meeting (Clause 12.8)

- 2.17.1 The new constitution requires that nominations be due 28 days before the meeting, to ensure there is sufficient time for a notice advising nominations to be prepared and sent to members under clause 12.8.3 of the new constitution.

2.18. Power to delegate (Clause 14.2)

- 2.18.1 Consistent with section 198D of the Corporations Act, the new constitution clarifies that the Council may delegate its powers in relation to the management of the Law Society to the Chief Executive Officer of the Law Society, an employee of the Law Society or any other person, on such terms and conditions as the Council thinks fit.
- 2.18.2 The new constitution also clarifies that the meetings and proceedings of a committee exercising the delegated power of the Council are governed by the new constitution (where applicable and to the extent the constitution is not inconsistent with the governing documents of that committee).

2.19. Meetings of the Council (Clause 15)

- 2.19.1 The new constitution includes a modernised clause in relation to meetings of the Council. The amendments:
- (a) allow a meeting to be called using any technology consented to by the Council, provided that all Councillors are able to read the written contribution and hear each of the other participating Councillors;
 - (b) clarify that the Councillors can signify their assent to a circulating resolution through electronic means; and
 - (c) allow for both hybrid and virtual meetings of the Council.

2.20. Regional conventions (Clause 16.6)

- 2.20.1 The new constitution removes the requirement for two regional conventions to be held in Sydney, one prior to the annual general meeting and the other on a date established by resolution of the convention or fixed by a resolution of the Council. The amendments instead provide for at least two conventions to be held in New South Wales and provide flexibility for the conventions to be held on

dates established by the convention or determined by the Council.

2.21. Notices (Clause 20)

2.21.1 The new constitution provides that notices of general meetings or notices of elections of Councillors may be given to members electronically, using forms of technology other than facsimile or electronic mail (where considered appropriate in future), and by publication in or accompanying Law Society publications, to any address provided by a member to the Law Society.

2.22. Officers' Liability Insurance (Clause 22) and Indemnity of Officers (Clause 23)

2.22.1 The new constitution includes modernised clauses in relation to officers' liability insurance and indemnity of officers, aligning the provisions with the Corporations Act and clarifying and confirming applicability to legal costs incurred with respect to a broader range of matters, including appearances, investigations and inquiries.

2.22.2 The new constitution permits the execution of deeds of indemnity, where considered appropriate, provided the terms are not inconsistent with the relevant provisions in the constitution.

2.23. Deletions

2.23.1 The outdated provisions in relation to the maintenance of a seal register have been deleted.

2.23.2 The provisions in relation to accounts of the Law Society have also been deleted, consistent with modern practice. The Law Society considers the obligations to prepare accounts and make them available to members are sufficiently dealt with in the Corporations Act.

2.23.3 Any references to "facsimile" have been deleted to better align the new constitution with modern practice.