

**FRENCH AUSTRALIAN LAWYERS SOCIETY INCORPORATED
CONSTITUTION**

TABLE OF CONTENTS

PART 1 - PRELIMINARY	3
1 NAME	3
2 OBJECTS	3
3 FOUNDING MEMBERS	3
4 NOT-FOR-PROFIT	3
5 INDEPENDENCE	3
6 DEFINITIONS	3
PART 2 - MEMBERSHIP	4
7 MEMBERSHIP GENERALLY	4
8 CLASSES OF MEMBERSHIP	4
9 RIGHTS AND DUTIES OF MEMBERS	4
10 APPLICATION FOR MEMBERSHIP	5
11 CESSATION OF MEMBERSHIP	5
12 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	5
13 RESIGNATION OF MEMBERSHIP	5
14 REGISTER OF MEMBERS	6
15 FEES AND SUBSCRIPTIONS	6
16 MEMBERS' LIABILITIES	7
17 RESOLUTION OF DISPUTES	7
18 DISCIPLINING OF MEMBERS	7
19 RIGHT OF APPEAL OF DISCIPLINED MEMBER	8
PART 3 - THE COMMITTEE	8
20 COMPOSITION OF THE COMMITTEE	8
21 ELECTION OF COMMITTEE MEMBERS	9
22 CONDUCT OF ELECTION	9
23 FIRST MEETING OF THE NEWLY ELECTED COMMITTEE	10
24 PRESIDENT	10
25 VICE-PRESIDENT	10
26 SECRETARY	10
27 TREASURER	10
28 CASUAL VACANCIES	11
29 REMOVAL OF COMMITTEE MEMBERS	11
30 POWERS OF THE COMMITTEE	12
31 COMMITTEE MEETINGS AND QUORUM	12

32	DELEGATION BY COMMITTEE TO SUB-COMMITTEE	13
33	VOTING AND DECISIONS	13
34	PAYMENT OF MEMBERS OF THE COMMITTEE.....	13
	PART 4 - GENERAL MEETINGS	14
35	ANNUAL GENERAL MEETINGS	14
36	ANNUAL GENERAL MEETINGS: CALLING OF AND BUSINESS AT	14
37	SPECIAL GENERAL MEETINGS.....	14
38	QUORUM.....	15
39	PRESIDING MEMBER.....	15
40	NOTICE	15
41	ADJOURNMENT	15
42	MAKING OF DECISIONS	16
43	SPECIAL RESOLUTIONS	16
44	VOTING	16
45	PROXY VOTES.....	17
	PART 5 - MISCELLANEOUS	17
46	INSURANCE.....	17
47	FUNDS: SOURCE	17
48	FUNDS: MANAGEMENT	17
49	CHANGE OF NAME, OBJECTS AND CONSTITUTION.....	17
50	CUSTODY OF BOOKS.....	17
51	INSPECTION OF BOOKS	18
52	SERVICE OF NOTICES.....	18
53	FINANCIAL YEAR.....	18
	EXECUTION PAGE.....	19
	APPENDIX 1 – FORM OF APPOINTMENT OF PROXY	20

Part 1 - Preliminary

1 Name

The name of the association is “The French Australian Lawyers Society Inc.” (**the society**).

2 Objects

The objects for which the society is established are:

- 1) to bring together French and Australian lawyers;
- 2) to promote, develop and strengthen the knowledge and understanding of French law amongst Australian Lawyers and of Australian law amongst French lawyers; and
- 3) to promote the mutual understanding of both legal systems and facilitate a mutual diploma recognition.

3 Founding Members

The founding members of the society are:

- 1) Sandrine Alexandre-Hughes;
- 2) Emmanuelle Boue-Mansukh;
- 3) Xavier Dziuba-Rémi;
- 4) Magali Ferron; and
- 5) Barthélémy Thévenot.

4 Not-For-Profit

The society is a not-for-profit organisation.

5 Independence

The society is an independent, non-religious and non-political organisation.

6 Definitions

In this constitution:

Act means the *Associations Incorporation Act 2009 (NSW)*.

Bureau means the body described in section 20(3).

Committee means the body described in section 20(1).

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

Ordinary committee member means a member of the committee who is not a member of the bureau of the society.

Regulation means the *Associations Incorporation Regulation 2010 (NSW)*.

Secretary means the person holding office under this constitution as secretary of the society.

Special general meeting means a general meeting of the society other than an annual general meeting.

Special resolutions means resolutions defined under section 43.

In this constitution:

a reference to a function includes a reference to a power, authority and duty, and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

Part 2 - Membership

7 Membership generally

Any person with an interest in French and Australian law may be eligible to be a member of the society if:

- 1) The person is a natural person; or
- 2) The person is a corporate body.

8 Classes of membership

1) Student membership:

Any natural person currently studying law either in France or Australia.

2) Full member membership:

- a) Individual member: Any natural person who is a qualified lawyer and/or who is practising law in France or in Australia and/or who has a genuine interest in French and Australian law.
- b) Corporate member: Any corporate body based in France or in Australia.
- c) Academic member: Any natural person or body corporate (i.e. universities) who is engaged in teaching, lecturing and/or research in law.

3) Honorary members membership:

The committee may appoint honorary members and determine the duration of their membership and their privileges.

4) Members of the Association French Australian Lawyers (AFAL).

9 Rights and duties of members

1) General rights of all members:

- a) The members may vote at any general meeting;
- b) The members will receive notice to attend and vote at any general meeting of the society;
- c) The members may appoint and be appointed as a proxy at any general meeting; and
- d) The members may receive services and regular publications of the society.

2) Duties of corporate members:

The members must nominate one representative of the corporation who will exercise the rights and discharge the duties of the corporate member.

- 3) Rights of members:
Any member may be nominated as candidate for the election as committee member.

10 Application for membership

- 1) An application of a person for membership of the society must be lodged on the website of the society or in writing to the secretary.
- 2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the committee, which is to determine whether to approve or to reject the application.
- 3) The committee can request any document such as identity evidence, practising certificate evidence or copy of complete degree or diploma.
- 4) After the committee makes a determination, the secretary must notify the applicant, in writing, that the committee approved or rejected the application.
- 5) The committee does not need to give any reason for approving or rejecting an application.
- 6) Upon approval by the committee of an application, the applicant will be requested to pay the membership fee.
- 7) The secretary must, on payment by the applicant of the amounts referred to in section 15 within the period referred to in that provision, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the society.

11 Cessation of membership

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

- 1) dies;
- 2) resigns membership;
- 3) is expelled from the society; or
- 4) fails to pay the annual membership fee under section 15 within 3 months after the fee is due.

12 Membership entitlements not transferable

Except as provided by section 45, a right, privilege or obligation which a person has by reason of being a member of the society:

- 1) is not capable of being transferred or transmitted to another person; and
- 2) terminates on cessation of the person's membership.

13 Resignation of membership

- 1) A member of the society may resign from membership of the society by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 2) If a member of the society ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

14 Register of members

- 1) The secretary must establish and maintain a register of members of the society specifying:
 - a) the full name and any contact details of the member of the society;
 - b) the member's professional status;
 - c) the class of membership;
 - d) the date on which the person became a member (being the date of entry in the register under section 10); and
 - e) the date of last annual or other subscription payment.
- 2) The register of members must be kept in New South Wales:
 - a) at the main premises of the society; or
 - b) if the society has no premises, at the society's official address.
- 3) If a member requests that any information contained on the register about the member (other than the member's full name) should not be available on the website of the society that information must not be made available.
- 4) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the society or other material relating to the society; or
 - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 5) A member must advise the secretary of any changes to their details.

15 Fees and subscriptions

- 1) The fee is annual:
 - a) Every member of the society must pay to the society an annual membership fee; and
 - b) The fee is due and payable on admission to membership and, with respect to existing members, on 1 March each year.
- 2) Determination of the annual membership fees:
 - a) The committee may determine the amount of the fees applicable to each class of membership in its absolute discretion before it becomes payable. Different rates may apply to different classes of membership but the same rate or rate scale will apply 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.
 - b) The amount of the relevant fees must be expressly communicated to members and applicants each year.
- 3) No refund:

Cessation does not entitle a member to any refund of all or part of his/her membership fee.
- 4) Free memberships:

Honorary members shall not pay any membership fees.

16 Members' liabilities

The liability of a member of the society to contribute towards the payment of the debts and liabilities of the society or the costs, charges and expenses of the winding up of the society is limited to the amount, if any, unpaid by the member in respect of membership of the society as required by section 15.

17 Resolution of disputes

- 1) A dispute between a member and another member of the society, or a dispute between a member or members and the society, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983 (NSW)*.
- 2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- 3) The *Commercial Arbitration Act 1984 (NSW)* applies to any such dispute referred to arbitration.

18 Disciplining of members

- 1) A complaint may be made to the committee by any person that a member of the society:
 - a) has refused or neglected to comply with a provision or provisions of this constitution; or
 - b) has wilfully acted in a manner prejudicial to the interests of the society.
- 2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the committee decides to deal with the complaint, the committee:
 - a) must cause notice of the complaint to be served on the member concerned;
 - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint; and
 - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4) The committee may, by resolution, expel the member from the society the member from membership of the society if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5) If the committee expels a member, the secretary must, within 7 days after the committee's resolution, inform the affected member by written notice of the expulsion, of the committee's reasons, and of the member's right of appeal under section 19.
- 6) The expulsion or suspension does not take effect:
 - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - b) if within that period the member exercises the right of appeal,

unless and until the society confirms the resolution under section 19(5), whichever is the later.

19 Right of appeal of disciplined member

- 1) A member may appeal to the society against a resolution of the committee under section 18, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under subsection (1), the secretary must notify the committee which is to convene a general meeting of the society to be held within 28 days after the date on which the secretary received the notice.
- 4) At a general meeting of the society convened under subsection (3):
 - a) no business other than the question of the appeal is to be transacted;
 - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - c) the members present are to vote by secret ballot on the question of whether the resolution by the Committee to expel or suspend a member should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of the society.

Part 3 - The committee

20 Composition of the committee

- 1) The committee is to consist of:
 - a) the 'bureau', and
 - b) ordinary committee members
- 2) The total number of committee members is to be at least 5 and must not exceed 15.
- 3) The bureau of the society is to always consist of:
 - a) the president;
 - b) the vice-president;
 - c) the secretary; and
 - d) the treasurer.

and can also include :

- a) a communication officer; and
- b) the immediate past president.

- 4) After registration of the society and until the first annual general meeting, the first committee of the society will be composed of the 5 founding members.
- 5) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- 6) Each member of the committee is, subject to this constitution, to hold office for a term ending on 31 December, but is eligible for re-election.

21 Election of committee members

- 1) Nominations of candidates for election as committee members:
 - a) must be made in writing; and
 - b) must be delivered to the secretary of the society at least one month before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 2) At the expiration of the period of one month referred above, the secretary shall prepare a list of all candidates eligible for election.
- 3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations are to be received at the annual general meeting in respect of any vacancies. If insufficient further applications are received, any vacant positions remaining on the committee are deemed to be casual vacancies.
- 4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are deemed to be elected.
- 5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 6) The election of the committee is to be conducted by way of ballot at the annual general meeting.
- 7) A person nominated as a candidate for election as committee member of the society must be a full member or the representative of a corporate member of the society who has paid the current fee membership.

22 Conduct of election

- 1) At the commencement of the general meeting, the secretary shall:
 - a) communicate the list of eligible candidates and indicate the number of vacancies, if any;
 - b) prepare the list of the members eligible to vote for the election of the committee; and
 - c) issue such eligible members with a ballot paper.
- 2) The voting member shall indicate the candidate of his/her choice by placing a cross against the candidate's name.
- 3) Any ballot paper where more than 10 (the maximum number of committee members) candidates have been crossed or which has been written on shall be void.
- 4) The members of the new committee shall be the members who shall obtain the most votes and shall be in office from 1 January.

23 First meeting of the newly elected committee

- 1) The first meeting of the newly elected committee shall be held within two months from the start of the office, i.e. 1 January in accordance with section 20(6).
- 2) During its first meeting, the newly elected committee may:
 - a) elect the members of the bureau; and
 - b) determine the amount of the annual membership fees for the forthcoming calendar year.

24 President

- 1) The president shall supervise the affairs of the society.
- 2) The president of the society shall:
 - a) represent the society before any authority and at all events and functions of the society, unless the president otherwise directs; and
 - b) be the chairman of every meeting, and in his/her absence the vice-president, unless the president otherwise directs.

25 Vice-president

- 1) The vice-president shall discharge the duties of the president where the president is unable to do so.
- 2) The vice-president shall co-operate with the president, and in the president's absence, shall assume control and shall preside over all meetings of the committee, unless the president otherwise directs.

26 Secretary

- 1) The secretary shall keep a register of the names and addresses of all members of the society and of any changes of address or contact details as notified under section 14.
- 2) It is the duty of the secretary to keep records and minutes of:
 - a) all appointments of the committee members;
 - b) the names of members of the committee present at a committee meeting or a general meeting; and
 - c) all proceedings at committee meetings and general meetings.
- 3) The secretary shall call the committee, and regular, extraordinary and annual general meetings.

27 Treasurer

- 1) 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.
- 2) It is the duty of the treasurer of the society to ensure:
 - a) that all money due to the society is collected and received and that all payments authorised by the society are made;

- b) that correct books and accounts are kept showing the financial affairs of the society, including details of all receipts and expenditure connected with the activities of the society;
- c) that all such books are available for inspection by committee; and
- d) report on the financial position of the society at each committee meeting and shall do all such things usually associated with this office.

28 Casual vacancies

- 1) In the event of the occurrence of a casual vacancy in the committee, the committee may appoint a member of the society to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- 2) A casual vacancy in the committee occurs if the member:
 - a) dies;
 - b) ceases to be a member of the society;
 - c) becomes insolvent under administration within the meaning of the *Corporations Act 2001 (Commonwealth)*;
 - d) resigns office by notice in writing given to the secretary;
 - e) is removed from office under section 29;
 - f) becomes a mentally incapacitated person;
 - g) is absent without the consent of the committee from 3 consecutive meetings of the committee;
 - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - i) is prohibited from being a director of a company under Part 2D 6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Commonwealth)*.

29 Removal of committee members

- 1) The society in general meeting may by resolution remove any member of the committee from the office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 2) If a member of the committee to whom a proposed resolution referred to in subsection (1) relates makes submissions in writing opposing such removal to the secretary or president (not exceeding a reasonable length) and requests that such submissions be notified to the members of the society, the secretary or the president may send a copy of the submissions to each member of the society or, if the submissions are not so sent, the member is entitled to require that the submissions be read out at the meeting at which the resolution is considered.

30 Powers of the committee

The committee:

- 1) is to control and manage the affairs of the society;
- 2) may exercise all such functions as may be exercised by the society, other than those functions that are required by this constitution to be exercised by a general meeting of members of the society;
- 3) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the society;
- 4) decides on the society's activities;
- 5) can purchase and dispose of real estate for the society only after the passing of a special resolution of general meeting of the society;
- 6) may authorise any individual to represent the society before any government or governmental body or committee or other external authority or to make statements or express views on behalf of the society. The authority may be given for a specific situation as the committee thinks fit; and
- 7) may take such actions it deems appropriate to further the objects of the society.

31 Committee meetings and quorum

- 1) All the members of the committee shall meet at least 10 times during the year at such place and time as the committee may determine.
- 2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- 3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least one week (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 4) Notice of a meeting given under subsection (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- 5) Any 3 members of the committee constitute a quorum for the transaction of business at a meeting of the committee.
- 6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to the same place and at the same hour of the same day in the following week, or such other hour and day as unanimously agreed.
- 7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 8) At a meeting of the committee:
 - a) the president or, in the president's absence, the vice-president is to preside; or

- b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

32 Delegation by committee to sub-committee

- 1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of members of the society) the exercise of such of the functions of the committee as are specified in the instrument, other than:
 - a) this power of delegation; and
 - b) a function which is a duty imposed on the committee by the constitution or by any other law.
- 2) A function the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 4) Despite any delegation under this section, the committee may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- 6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- 7) A sub-committee may meet and adjourn as it thinks proper.

33 Voting and decisions

- 1) Decisions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- 2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to a quorum being present in accordance with section 31(5), the committee may act despite any vacancy in the committee.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, shall have full force and effect despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

34 Payment of members of the committee

- 1) A member of the committee shall not be appointed to any salaried office of the society or any office of the society paid by fees, and no remuneration

or other benefit in money or monies worth shall be given by the society to any member of the committee except:

- a) repayment of reasonably incurred out of pocket expenses;
- b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the society's bankers for money lent to the society; and
- c) reasonable and proper rent for premises let to the society.

Part 4 - General meetings

35 Annual general meetings

Holding of

- 1) The society must hold its first annual general meeting within 18 months after its registration under the Act.
- 2) The society must hold its annual general meetings within 6 months of its financial year end.
- 3) All general meetings other than the annual are special.

36 Annual general meetings: Calling of and business at

- 1) The annual general meeting of the society is to be convened on such date and at such place and time as the committee thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - b) to receive from the committee reports on the activities of the society during the last preceding financial year;
 - c) to elect the committee members; and
 - d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 3) An annual general meeting must be specified as such in the notice in which it is convened.

37 Special general meetings

Calling of:

- 1) The committee may, whenever it thinks fit, convene a special general meeting of the society.
- 2) The committee must, on the requisition in writing of at least 50% of the total number of full members, convene a special general meeting of the society within a month of the lodging of such request with the secretary.
- 3) A requisition of members for a special general meeting:
 - a) must state the purpose or purposes of the meeting;
 - b) must be signed by the members making the requisition;
 - c) must be lodged with the secretary; and

- d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5) A special general meeting convened by a member or members as referred to in subsection (4) must be convened as soon as practicable in the same manner as general meetings are convened by the committee.

38 Quorum

- 1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering such item.
- 2) 5 members present in person (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - a) if convened on the requisition of members, is to be dissolved; and
 - b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) shall be deemed to constitute a quorum.

39 Presiding member

- 1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the society.
- 2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their numbers to preside as chairperson at the meeting.

40 Notice

- 1) The secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and the list of items to be voted on.
- 2) A notice must be given in writing and may be given the addressee by mail or electronic mail.

41 Adjournment

- 1) The chairperson of a general meeting at which a quorum is present may,

with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the society stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in subsections (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

42 Making of decisions

- 1) A decision taken at a general meeting shall be taken by a simple majority of the ordinary members present, subject to section 45.
- 2) A question arising at a general meeting of the society is to be determined by either:
 - a) a show of hands; or
 - b) a ballot.
- 3) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the society, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4) If the question is to be determined by a ballot, the ballot is to be conducted in accordance with the directions of the chairperson.
- 5) Minutes are to be taken of decisions by the secretary.
- 6) The minutes must be signed by the secretary and by the chairperson.

43 Special resolutions

A special resolution in general meeting, passed by at least three-quarters of the votes cast by the members of the society, being entitled under these sections so to do, and having received a 21 days' written notice of the intention to propose the resolution as a special resolution and including its terms, is required for the:

- 1) modification of the constitution;
- 2) change of the name of the association;
- 3) change of the nature of the association;
- 4) change to the rights attached to the types of membership; or
- 5) termination of the association.

44 Voting

- 1) On any item or decision arising at a general meeting of the society a member has one vote only, subject to section 45.
- 2) In the case of an equality of votes on an item or decision at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- 3) A member is not entitled to vote at any general meeting of the society unless all money due and payable by the member to the society has been paid.
- 4) A member is not entitled to vote at any general meeting of the society if the member is under 18 years of age.

45 Proxy votes

- 1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of any meeting, including an annual general meeting, in respect of which the proxy is appointed.
- 2) The notice appointing the proxy is to be in the form set out in Appendix 1 to this constitution or as prescribed from time to time by the Regulation.
- 3) Only original notices appointing a proxy will be accepted as a valid proxy for any general meeting of the society.

Part 5 - Miscellaneous

46 Insurance

The society may effect and maintain insurance.

47 Funds: Source

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

48 Funds: Management

- 1) Subject to any resolution passed by the society in general meeting, the funds of the society are to be used in pursuance of the objects of the society in such manner as the committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the society, being members or employees authorised to do so by the committee.

49 Change of name, objects and constitution

An application to the Director-General for registration of a change in the society's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

50 Custody of books

Except as otherwise provided by this constitution, the secretary must keep in his or her custody or under his or her control, in both hard and soft copies, all records, books and other documents relating to the society.

51 Inspection of books

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

52 Service of notices

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
 - a) by delivering it to the person personally;
 - b) by sending it by post to the address of the person; or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - a) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - b) in the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post; and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

53 Financial year

The financial year of the society is:

- 1) The period of time commencing on the date of incorporation of the association and ending on the following 30 June; and
- 2) For the financial year 2015-2016, the period commencing on 1 July 2015 and ending on the following 31 December 2015.
- 3) Each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December of the year.

Execution Page

EXECUTED as a constitutional agreement

SIGNED by **Sandrine Alexandre-Hughes**

.....
Signature

.....
Date:

SIGNED by **Emmanuelle Boue-Mansukh**

.....
Signature

.....
Date:

SIGNED by **Xavier Dziuba-Rémi**

.....
Signature

.....
Date:

SIGNED by **Magali Ferron**

.....
Signature

.....
Date:

SIGNED by **Barthélémy Thévenot**

.....
Signature

.....
Date:

Appendix 1 – Form of Appointment of Proxy

I, (insert name).....

of (insert address).....

being a member of the association hereby appoint:

Full Name of Proxy.....

Address of Proxy.....

being a member of that incorporated association, as my proxy to vote for me on my behalf at the annual general meeting/special general meeting (as the case may be) to be held on [day/month/ year] and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details) or at his/her discretion.

Signature of member appointing proxy
Date: