

**CONSTITUTION  
OF  
WOMEN LAWYERS OF WESTERN AUSTRALIA**

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**1 Name**

- 1.1 The name of the association shall be Women Lawyers of Western Australia Inc. (Association).
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**2 Objects**

- 2.1 The objects of the Association are:
- (a) to further understanding of and support for the legal rights of women;
  - (b) to achieve equality for women working in the law;
  - (c) to achieve equality for women seeking access to justice and the law;
  - (d) to identify, highlight and eradicate discrimination against women in the legal system and in the community generally;
  - (e) to work towards reform of the law and of the administration of the law, in order to achieve those objects set out in paragraphs (a), (b), (c) and (d);
  - (f) to provide a professional and social network for women in the profession;
  - (g) to promote and maintain the highest possible standards of conduct by lawyers, in order to protect the interests of women, prevent discrimination against women and gain access for women to justice; and
  - (h) to do all things necessary, conducive and incidental to the achievement of these objects including the institution of or participation in any proceedings in a court or tribunal.
- 2.2 In carrying out the objects of the Association, the property and income of the Association shall be applied in accordance with clause 13.1.
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**3 Membership**

- 3.1 There shall be the following classes of membership:
- (a) Ordinary Members;
  - (b) Associate Members;
  - (c) Corporate Members;
  - (d) Student Members; and
  - (e) Honorary Members.
- 3.2 Subject to this Constitution the following persons shall be eligible for Ordinary Membership of the Association:
- (a) women who have been admitted to practice in the Supreme Court of Western Australia;
  - (b) women who hold a degree in law from any University within the Commonwealth of Australia;
  - (c) women who hold a degree in law from any other University as the Committee may from time to time determine; or
  - (d) women who work as paralegals.

- 3.3 Subject to this Constitution the following persons shall be eligible for Associate Membership of the Association:
- (a) women who are supportive of the objectives of the Association.
- 3.4 Subject to this Constitution the following entities shall be eligible for Corporate Membership of the Association:
- (a) organisations that have objects that are consistent with or supportive of the objectives of the Association.
- 3.5 Subject to this Constitution the following persons shall be eligible for Student Membership of the Association:
- (a) women who are proceeding to a degree in law at any University in Western Australia; or
  - (b) women who are enrolled in an award course with a legal focus at a tertiary institution in Western Australia.
- 3.6 Honorary Membership may be conferred by the Committee on any person when it appears to be in the interests of the Association to do so.
- 3.7 The Committee has the power to accept or reject applications for membership of the Association.
- 3.8 A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- 3.9 If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

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## **4 Becoming a member**

- 4.1 An applicant for membership of the Association becomes a member when:
- (a) the Committee accepts the application; and
  - (b) the applicant pays any membership fee
  - (c)
  - (d) s payable to the Association.

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## **5 When membership ceases**

- 5.1 A person ceases to be a member when any of the following take place:
- (a) for a member who is an individual, the individual dies;
  - (b) for a member who is a body corporate, that body corporate is wound up;
  - (c) the person resigns from the Association by providing their resignation in writing to the Secretary;
  - (d) the person is expelled from the Association; or
  - (e) the person has not paid the annual subscription which has been in arrears for three months.

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## 6 Subscriptions

- 6.1 Members of the Association shall pay an annual subscription and any other levies which may be determined by the Committee from time to time except that the Committee may waive the annual subscription in relation to an individual or class of individuals.
- 6.2 Subscriptions shall be due and payable on 31 December in each year.

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## 7 Committee

- 7.1 The conduct of the affairs of the Association shall be vested in a Committee. The Committee, which shall be elected in accordance with clause 12.7, shall consist of:
- (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) 6 other committee members, all of whom must be either:
  - (f) an Ordinary Member who has paid their annual subscription at the time of their election or appointment to the Committee; or
  - (g) a Corporate Nominee of a Corporate Member which has paid its annual subscription at the time of the Corporate Nominee's election or appointment to the Committee.
- 7.2 A Corporate Member will be entitled to nominate one authorised person being a woman to act as its delegate and vote at meetings or elections of the Association, or to be elected as a member of the Committee, on behalf of the Corporate Member (**Corporate Nominee**).
- 7.3 The Committee may co-opt up to a further 6 members from time to time for a period of up to 12 months.
- 7.4 Elected members of the Committee shall hold office until the next Annual General Meeting.
- 7.5 The Secretary of the Committee is to:
- (a) conduct and keep copies of all correspondence of the Association;
  - (b) keep the minutes of all the Association's General Meetings and Annual General Meetings, and of all meetings of the Committee;
  - (c) keep a register of the names and contact details of all members of the Association or delegate this task to a member of the Committee, such member to be approved by the Committee from time to time;
  - (d) ensure the safe custody of the books of the Association, other than the financial statements and financial reports, as applicable to the Association;
  - (e) keep any other books or records that the Committee may determine;
  - (f) advise Committee members of any meetings; and
  - (g) keep any records and copies of documents required by s 35, s 58 and any other section of the Act.

- 7.6 The Treasurer is to:
- (a) receive all moneys paid to the Association and issue official receipts;
  - (b) keep accounts of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place;
  - (c) keep accounts of the property, credits and liabilities of the Association;
  - (d) keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in the manner that the Committee directs, and
  - (e) present a Treasurer's report at each meeting of the Committee.
- 7.7 The Committee may exercise all powers of the Association which are not by this Constitution required to be exercised by the Association in General Meeting.
- 7.8 The Committee may resolve to create categories of Corporate Membership and may from time to time determine the entitlements (if any) of the employees and associates of the Corporate Member.
- 7.9 Committee meetings shall be conducted in accordance with the following provisions:
- (a) the Committee shall meet no fewer than 6 times per year;
  - (b) quorum of 4 is necessary for the transaction of any business by the Committee;
  - (c) the Chair shall be taken by the President and in her absence another member of the Committee may be elected for that purpose;
  - (d) any resolution of the Committee shall be passed by simple majority, and where the votes are equal, the President shall have a casting vote;
  - (e) co-opted members of the Committee shall not be entitled to vote;
  - (f) Committee meetings may be conducted in person, by telephone, by electronic means or by a combination of these means; and
  - (g) meetings of the Committee may be convened upon giving of reasonable notice to each Committee member.
- 7.10 The Committee may pass a resolution without holding a Committee meeting provided that all Committee members entitled to vote on the resolution sign or otherwise agree to the resolution, which is to be done in accordance with the following provisions:
- (a) each Committee member either signs a single document setting out the resolution and containing a statement that they agree to the resolution, or separate copies of the document, as long as the wording of the resolution is the same in each copy; or
  - (b) the President or the Secretary sends a circular resolution by email or other electronic means to the Committee members and each Committee member may agree by sending a reply to that effect, including the text of the resolution in their reply.
- 7.11 In the event that a position on the Committee becomes vacant, other than by the effluxion of time, the Committee may appoint any Ordinary Member or Corporate Nominee to that position. Any appointment under this clause shall be ratified at the next General Meeting of the members of the Association.

- 7.12 The position of a Committee member becomes vacant if the person:
- (a) dies;
  - (b) becomes bankrupt or applies to take advantage of any law relating to bankrupt or insolvent debtors, or compounds with her creditors or makes any assignments of her estate for their benefit;
  - (c) becomes of unsound mind;
  - (d) resigns in writing from the Committee;
  - (e) fails, without reasonable excuse, to attend three consecutive meetings of the Committee;
  - (f) in the case of a Committee member who is a Corporate Nominee, the Corporate Member withdraws in writing the authority of that person; or
  - (g) ceases to be a member of the Association, or in the case of a Corporate Nominee the Corporate Member ceases to be a member of the Association.
- 7.13 If the Committee so resolves, the income and expenditure accounts of the Association shall be audited within one month prior to each Annual General Meeting and the auditor's remuneration, rights and duties shall be regulated by the Committee.
- 7.14 The Association shall not have a Common Seal.

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## 8 Subcommittees

- 8.1 To help the Committee in the conduct of the Association's business, the Committee may in writing, appoint one or more Subcommittees.
- 8.2 A Subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- 8.3 Subject to any direction given by the Committee, a Subcommittee may meet and conduct business as it considers appropriate.

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## 9 Delegation to Subcommittees

- 9.1 In this rule, a ***non-delegable duty*** means a duty imposed on the Committee by the Act or another written law.
- 9.2 The Committee may, in writing, delegate to a Subcommittee the exercise of any power or the performance of any duty of the Committee other than:
- (a) the power to delegate; and
  - (b) a non-delegable duty.
- 9.3 A power or duty, the exercise of which has been delegated to a Subcommittee under this rule, may be exercised or performed by the Subcommittee in accordance with the terms of the delegation.
- 9.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- 9.5 The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 9.6 Any act or thing done by a Subcommittee under the delegation has the same force and effect as if it had been done by the Committee.
- 9.7 The Committee may, in writing, amend or revoke the delegation.

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## **10 Patron**

- 10.1 The Committee may from time to time agree on a person to be appointed as patron of the organisation.

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## **11 General Meetings**

- 11.1 The Committee may convene a General Meeting at a place, date and hour as it determines, provided that at least 1 General Meeting is convened in every 12 month period.
- 11.2 The quorum for a General Meeting and for an Annual General Meeting convened pursuant to clause 12 is 15 Ordinary Members or Corporate Nominees present in person.
- 11.3 At all General Meetings the Chair shall be taken by the President and in her absence a member of the Committee may be elected for the purpose, and in the absence of members of the Committee, the Ordinary Members and Corporate Nominees present at the meeting shall elect a chairperson.
- 11.4 The Committee must convene a General Meeting if at least 20% of the members require a General Meeting to be convened.
- 11.5 A requisition for a General Meeting shall be delivered to the Secretary and shall state the objects of the meeting proposed to be called.
- 11.6 Notice in writing of the place, date, hour and objects of a General Meeting, as well as any motions to be put to that meeting, is to be circulated to all members at least 14 days before the meeting.
- 11.7 The non-receipt by a member of a notice of a General Meeting does not invalidate proceedings at that meeting.
- 11.8 Subject to clause 12.7, only Ordinary Members and Corporate Nominees shall be entitled to vote at any General Meeting. Unless a poll is requested at a meeting, all voting shall be by show of hands and each person present and entitled to vote shall be entitled to cast only one vote. Any resolution shall be passed by simple majority and if the votes are equal, the Chairperson shall have the casting vote.

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## **12 Annual General Meetings**

- 12.1 The Association will hold an Annual General Meeting at a date, place and hour determined by the Committee, provided that the Annual General Meeting must take place within 4 months of the end of the financial year.
- 12.2 The following business must be transacted at every Annual General Meeting:
- (a) the receiving of the statement of income and expenditure, assets and liability and of mortgages, charges and securities affecting the property of the Association for the last financial year;
  - (b) where the Committee has resolved that the income and expenditure accounts of the Association shall be audited in accordance with 5.11, the presentation of those audited accounts to the Annual General Meeting; and (c) the election of the Committee.
- 12.3 Notice in writing of the place, date, hour and objects of an Annual General Meeting as well as any motions to be put to that meeting, is to be circulated to all members at least 14 days before the meeting. If an election of the Committee or any member of

the Committee is to form part of the business of the meeting, the last day for the receipt of nominations of candidates shall be included in the notice.

- 12.4 The non-receipt by a member of a notice of an Annual General Meeting does not invalidate proceedings at that meeting.
- 12.5 At all Annual General Meetings, the Chair shall be taken by the President and in her absence a member of the Committee may be elected for the purpose, and in the absence of members of the Committee, the Ordinary Members and Corporate Nominees present at the meeting shall elect a Chairperson.
- 12.6 Each Ordinary Member shall be entitled to appoint another Ordinary Member as her proxy by notice, in the form prescribed at Annexure A. A notice appointing a proxy is valid only if given to the Secretary forty eight (48) hours immediately before the meeting or such shorter time as the President allows having regard to any unforeseen circumstances.
- 12.7 Each Ordinary Member shall be entitled to appoint another Ordinary Member as her proxy by notice, in the form prescribed at Annexure A. A notice appointing a proxy is valid only if given to the Secretary forty eight (48) hours immediately before the meeting or such shorter time as the President allows having regard to any unforeseen circumstances. An Ordinary Member, other than the Chairperson, must not be appointed as a general proxy for more than three other Ordinary Members.
- 12.8 Only Ordinary Members, in person or by proxy, and Corporate Nominees shall be entitled to vote at any Annual General Meeting.
- 12.9 Where an election for the Committee is held and there is more than one candidate running for that position, voting shall be by secret ballot. Otherwise, all voting at a meeting shall be by show of hands unless a poll is requested. Each person present, or by proxy and entitled to vote shall be entitled to cast only one vote. Any resolution shall be passed by simple majority and if the votes are equal, the Chairperson shall have the casting vote.
- 12.10 The Annual General Meeting may amend, by simple majority, any motion put to it provided that any amendment does not alter the intent of the motion.
- 12.11 At the Annual General Meeting, the members present may appoint an auditor to audit the books of the Association, with the auditor to hold office until the next Annual General Meeting. The auditor's remuneration rights and duties shall be regulated by the members present or by the Committee.

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### **13 Income Property and Accounts**

- 13.1 The income and property of the Association are to be applied solely towards the promotion of the objects and purposes of the Association and no portion is to be paid or transferred, directly or indirectly, to any member of the Association except where an amount is paid, with the authority of the Committee, as bona fide compensation for services rendered to, or expenses incurred on behalf of, the Association.
- 13.2 The Committee may open any bank accounts it thinks necessary into which all money received is to be paid.
- 13.3 Cheques and electronic funds transfers are to be drawn on a bank account of the Association only for the payment of expenditure that has been authorised by the Committee.
- 13.4 The Association's accounts, books, records and documents are to be open to the inspection of the members of the Association at General Meetings, or Annual General Meetings of the Association, or any other times upon the giving of reasonable notice in writing to the President.

- 13.5 The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 13.6 All cheques, transfers, drafts, bills of exchange, promissory notes and other negotiable instruments are to be signed, or approved electronically by two committee members, being the Treasurer, President, Vice-President or Secretary.
- 13.7 The Committee may pay to a member of the Association:
- (a) remuneration in return for services actually rendered to the Association by the member or for goods supplied to the Association by the member in the ordinary course of business;
  - (b) re-imbusement of expenses incurred by the member on behalf of the Association;
  - (c) interest at a rate not exceeding current bank interest rates on money lent to the Association by the member; or
  - (d) a reasonable and proper sum by way of rent for premises let to the Association by the member.
- 13.8 In this clause 13.8 —
- (a)
    - (i) Committee member includes a member of a Subcommittee; and
    - (ii) Committee meeting includes a meeting of a Subcommittee.
  - (b) A Committee member may, if approved by the Committee, be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
    - (i) in attending a Committee meeting;
    - (ii) in attending a General Meeting; or
    - (iii) otherwise in connection with the Association's business.
- 13.9 The financial year of the Association will commence on 1 July of each year.

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## **14 Alteration of the Constitution**

- 14.1 The Constitution of the Association may be altered at an Annual General Meeting or a General Meeting convened for that purpose.
- 14.2 Particulars of the proposed alteration or addition to the Constitution shall be included in the notice convening the meeting.
- 14.3 Any alteration or addition to the Constitution must be made by motion at the meeting and passed by a majority of 75% of the Ordinary Members, by person or by proxy, and Corporate Nominees present in person and entitled to vote.

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## **15 Dissolution or Winding Up of the Association**

- 15.1 The Association may be dissolved or wound up by a special resolution at a General Meeting called for that purpose.
- 15.2 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed as determined by special resolution by reference to the persons mentioned in sections 24(1) of the Act with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 2.



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## **16 Notices to Members**

- 16.1 All notices to members required by this Constitution to be in writing, may be communicated in writing to members by post, facsimile, email or other electronic means, provided that the member has notified to the Secretary her addresses for such communication to be sent;
- 16.2 It shall be the responsibility of the member to inform the Secretary forthwith of any changes to her addresses for communication of notices, and a notice sent to any one of the last notified addresses by post, facsimile, email or the electronic means, shall be deemed to constitute proper notice;
- 16.3 In the event that a member has failed to provide her email or facsimile address, proper notice by mail to her last known business or residential address shall be deemed to constitute proper notice;
- 16.4 Notwithstanding anything contained in this clause, notices of proposed changes to the Constitution made pursuant to clause 14, shall be communicated by sending the notice to the members' last known residential or business postal or email address.

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## **17 Resolving Disputes**

- 17.1 This procedure applies to disputes —
  - (a) between members; or
  - (b) between one or more members and the Association.
- 17.2 A party to a dispute may give written notice to the Secretary of —
  - (a) the parties to the dispute; and
  - (b) the matters the subject of the dispute.
- 17.3 Within 28 business days of receipt of the written notice:
  - (a) the Committee will appoint a Subcommittee to deal with the dispute; and
  - (b) the Subcommittee will meet and determine the dispute.
- 17.4 The parties to the dispute may make written submissions to the Subcommittee about the dispute.
- 17.5 The Subcommittee will advise the parties of its decision within 7 business days after the Subcommittee meeting at which the determination is made.
- 17.6 A party to the dispute may, within 14 business days after receiving notice of the Committee's determination, give written notice to the Secretary requesting the appointment of a mediator.
- 17.7 The Committee shall appoint a mediator.
- 17.8 The person appointed as mediator by the Committee may be a member or former member of the Association, but must not —
  - (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.
- 17.9 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- 17.10 Each party to the mediation may give the mediator a written statement of the issues that need to be considered at the mediation at least 5 business days before the mediation takes place.
- 17.11 The mediator cannot determine the matter that is the subject of the mediation, the mediation will be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 17.12 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 17.13 If the mediation does not result in the parties reaching a different decision regarding the dispute, then the decision of the Subcommittee will stand.



## Annexure A

### Appointing a Proxy at the Annual General Meeting

An Ordinary Member entitled to attend and vote at the Annual General Meeting (**AGM**) is entitled to appoint a proxy to attend and vote in her place.

A proxy must be an Ordinary Member or Corporate Nominee of Women Lawyers of Western Australia (**WLWA**).

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.

Your proxy must be provided to the Secretary of WLWA via email [president@wlwa.asn.au](mailto:president@wlwa.asn.au) not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the document proposes to vote, and in default the instrument of proxy shall not be treated as valid.

### APPOINTMENT OF PROXY

I, \_\_\_\_\_ being a member of WLWA and entitled to attend and vote hereby appoint:

The Chair of the Meeting

OR

\_\_\_\_\_  
Name

As my proxy to vote for me and on my behalf at the AGM to be held on \_\_\_\_ day of \_\_\_\_\_ (year) \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Contact Telephone Number: \_\_\_\_\_