

Constitution of Feminist Legal Clinic

1. Name & Objects

- i) The name of the association shall be Feminist Legal Clinic, referred to in these rules as “FLC”.
- ii) The objects of FLC shall be to operate as a not for profit community legal centre working to advance the cause of feminism, primarily by providing collaborative assistance and free or discounted legal support to feminist organisations, groups, campaigns and services and the women who are involved in these and the women they are intended to benefit. This work may include, but not be limited to, the following:
 - a) law reform and policy submissions of feminist significance,
 - b) undertaking cases with a human rights focus relevant to women,
 - c) developing community legal education projects that advance feminism,
 - d) supporting feminist organisations with statutory compliance,
 - e) telephone and email advice, assistance & targeted referral,
 - f) assisting feminist groups & activists with networking and communications
 - g) face to face appointments at the WFLCSS at the Sydney Family Court.

2. Membership

- i) Subject to these rules, the members of FLC shall be the members immediately prior to incorporation, as well as such other women and organisations as the committee admits to membership.
- ii) There will be two categories of membership: **active membership** for women who are actively involved in the activities of Feminist Legal Clinic including volunteers and collaborators and **client membership** for women and groups who wish to access the services of Feminist Legal Clinic.
- iii) Women and feminist groups wishing to become members of FLC shall apply to the management committee (referred to in these rules as “the Committee”) in writing (including by email or other electronic means) or in a form to be determined by the committee.
- iv) It is the Committee who will determine whether or not to accept applications for membership and into which category they should fall and who will communicate the results of successful applications.
- v) A register of members shall be kept by FLC showing the name, address and contact details and date of commencement of membership for each member. This register may be kept electronically but must be convertible into hard copy.

- vi) Membership fees shall be paid annually and will be an amount to be determined annually by the committee. The financial year shall run from July 1 to June 30 or such other period as is determined by the Committee.
- vii) Membership will cease upon death, resignation, expulsion or failure to pay outstanding membership fees within three months of the due date. Active membership may cease after 12 months of inactivity or through disciplinary conduct. Membership entitlements are not transferable
- viii) The members of FLC shall have no liability to contribute towards the payment of debts and liabilities of FLC or the costs, charges and expenses of the winding up of FLC, except to the amount of any unpaid membership fees.
- ix) The procedures for resolving disputes and disciplining members shall be determined by the Committee. Anyone who wishes to appeal a decision refusing membership, expulsion from membership or any other disciplinary action, may do so at the next general meeting of FLC.

3. The Committee

- i) The Committee is to consist of the office bearers of the association and at least three (3) ordinary members. The total number of committee members is to be seven (7). A Public Officer must also be appointed.
- ii) By operation of these rules, the person or persons appointed or employed as Principal Solicitor or co-Principal Solicitor of FLC shall be a member of the Committee.
- iii) The office bearers may consist of Convenor, Secretary and Treasurer. Each position may be shared by two people. In particular, co-convenors may be appointed in preference to the appointment of a secretary but must then share the role of secretary (see3(xii)). A Committee member may hold up to two offices if necessary.
- iv) The Committee may establish working groups to assist in the day to day operation of FLC and may delegate in writing to these working groups the exercise of any of the functions of the Committee, other than the power of delegation and the discharge of statutory responsibilities. Despite any delegation under this clause, the Committee may continue to exercise any function delegated. The Committee may revoke its delegations wholly or in part at any time.
- v) The office bearers and other members of the Committee shall be elected at the Annual General Meeting. Any casual vacancy in the Committee may be filled by a member appointed by the Committee and any vacancies left after the Annual General Meeting may also be filled by co-option.

- vi) Subject to these rules each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting when they will be eligible for re-election. There is no maximum number of consecutive terms for which a committee member may hold office.
- vii) The Committee shall meet as often as necessary to conduct the business of FLC, but not less than 6 times a year. If within half an hour of the time appointed for a meeting quorum is not present, the meeting shall be dissolved.
- viii) Any three members of the committee shall constitute a quorum for the transaction of the business of a meeting of the committee, provided that one of these three people is the Principal Solicitor. If the Committee membership is reduced below quorum the remaining members may act only to appoint new Committee members.
- ix) Notice of a Committee meeting shall be given at the previous committee meeting or by such other means as the Committee may decide upon, but at least 48 hours (or any other period that has been agreed upon) before the time appointed for the holding of the meeting.
- x) A member of the committee shall cease to hold office upon resignation in writing, removal as a member of FLC or absence from three successive Committee meetings without approval by the Committee.
- xi) Attempts shall be made to obtain consensus in relation to all decision making. However, should consensus not be possible, a question may be decided by the majority of votes of those present. In the case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote.
- xii) A committee meeting may be held using any technology approved by the committee that gives committee members a reasonable opportunity to participate and vote as if they were present in person.
- xiii) **The role of the Convenor/s** is to convene and chair meetings or delegate this function to another,
- xiv) **The role of Secretary** (which must be filled by the convenor if no secretary has been appointed or otherwise by the Public Officer) includes the following:
 - a) as soon as practicable after being appointed, lodge a notice with the association of her address;
 - b) keep the minutes of all appointments of office bearers and members of the committee;
 - c) keep a record of the names of members of the committee present at

- committee meetings and at General Meetings;
- d) keep minutes of all proceedings at committee meetings and general meetings;
- e) ensure meeting minutes are signed by the chair of the meeting or the chair of the next meeting, either in writing or electronically.
- f) attend to all correspondence, both postal and email, by ensuring it has been responded to appropriately in accordance with any directions by the Committee and stored so that it may be readily accessed by Committee members in future when required.

xv) The role of Treasurer includes the following:

- a) ensuring that all money due to the association is collected and received and that all payments authorised by the association are made, and
- b) maintaining correct books and accounts that show the financial affairs of the association, including details of all receipts and expenditure connected with the activities of the association, and are available for inspection by Active members.
- c) establish a bank account in FLC's name and organise and maintain a petty cash system, cheque book and credit or debit card for the payment of expenses, including keeping records of the authorised signatories appointed by the Committee.
- d) ensuring that all major or unusual expenses have first been authorised by the Committee or a general meeting and checking that the passing of these payments by the Committee has been entered into the minutes.
- e) organising the preparation of financial statements for inclusion in the Annual Report and presentation to the AGM.

xvi) The Public Officer is the official point of contact for FLC and an authorised signatory. This person may be an office bearer, committee member or any other person regarded as suitable for the position by the Committee. This person must be over 18 years of age and reside in NSW. The Committee may at any time remove the Public Officer and appoint a new Public Officer. When a vacancy occurs in the position of Public Officer the Committee must within 14 days notify the Department of Fair Trading using the prescribed form of the appointment of a new Public Officer.

xvii) The Public Officer or a committee member is required to notify the Department of Fair Trading by the prescribed form in the following circumstances:

- a. Appointment of the Public Officer (within 14 days)
- b. A change of the Public Officer's residential address (within 14 days)
- c. A change in FLC's objects or rules (within one month)
- d. A change in the membership of the Committee (within 14 days)
- e. FLC's financial affairs (within one month after the AGM)
- f. A change in FLC's name (within one month)
- g.

4. General Meetings

- i) FLC must hold its first annual general meeting (AGM) within 18 months after its registration under the Act. Thereafter it must hold its AGM each year within 6 months after the close of its financial year on a date to be determined by the Committee.
- ii) In addition to any other business, the AGM must include the following:
 - a) confirmation of the minutes of the last preceding AGM and any special general meeting held since that meeting;
 - b) receipt of the Committee's report on the activities of the association during the last preceding financial year;
 - c) election of office bearers and other ordinary committee members;
 - d) receipt and consideration of the financial statement and annual report as required under the legislation.
- iii) In addition to the AGM, the Committee may also, whenever it thinks fit, convene a special general meeting of FLC.
- iv) A special general meeting must also be convened by the Committee within one (1) month of receiving a written request to do so from at least ten (10) active members of five percent (5%) of the active membership of FLC, whichever is the greater. A requisition by members for a special general meeting must be in writing, state the purpose of the meeting and be signed by those making the requisition. It must be lodged with the secretary or convenor of FLC and this may be done electronically.
- v) At least 14 days' notice of a general meeting must be given to all members, providing details of the place, date and time of the meeting and the nature of the business proposed to be dealt with at the meeting, in the form of an agenda. This notice may be given in person, by post or by email. No business other than that specified in 4(ii) or in the notice convening the meeting is to be transacted. A notice convening an AGM must specify the nature of the meeting scheduled.
- vi) If the nature of the business proposed to be dealt with at a general meeting will require a special resolution of the association, then notice of this must be served 21 days before the date fixed for the meeting, with details of the special resolution proposed. Special resolutions may only be passed in accordance with Section 39 of the *Associations Incorporation Act 2009*.
- vii) A special resolution will be required to effect any of the following changes:
 - a) change FLC's name
 - b) change in FLC's objects or rules as set out in this constitution
 - c) amalgamate with another incorporated association
 - d) voluntarily wind up FLC and distribute its property
 - e) apply for registration as a company or cooperative.

- viii) 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 at the meeting and considering that item. The quorum for a general meeting shall be five (5) active members present in person. If within half an hour of the appointed time for the commencement of a general meeting quorum is not present, the meeting is to be dissolved.
- ix) Voting at general meetings shall be by a show of hands unless a secret ballot is requested. In all cases endeavours will be made to make decisions by consensus. However, in those cases where a vote is necessary, decisions shall be made by a simple majority vote with the exception of those matters to be decided by special resolution where a three-quarter majority, half of which must be active members, shall be required.
- x) Nominations of candidates for election as office bearers or other committee members should be made 7 days before an Annual General Meeting or in such other way as may be determined by FLC at a general meeting. If there are insufficient numbers nominated to fill available positions, extra nominations may be accepted at the meeting. All nominees must be active members and must be nominated by 2 other members, who must have been active members for at least 6 months prior to the Annual General Meeting, one of whom must have been an active member of more than 12 months standing.
- xi) The rules in relation to voting are as follows:
 - a) on any question arising at a general meeting a member has one vote only;
 - b) in the case of an equality of votes, the chair is entitled to exercise a second or casting vote;
 - c) a member is not entitled to vote at any general meeting unless all money due and payable by the member to the association has been paid;
 - d) a member is not entitled to vote if the member is under 18 years;
 - e) all votes shall be given personally and there shall be no voting by proxy;
 - f) postal or electronic ballots may be undertaken as the committee determines , to determine any issue or proposal in accordance with Schedule 3 to the *Associations Incorporation Regulation 2016*.

5. Miscellaneous

- i) FLC shall effect and maintain insurance as as required under the *Associations Incorporation Act 1984* together with any other insurance which may be required by law or regarded as necessary by the Committee. This will include Public Liability and Volunteer Accident Insurance, as well as the necessary Professional Liability insurance required to operate a legal practice.
- ii) The funds of FLC shall be derived from membership fees, donations, grants, from payment for legal services rendered and from such other sources approved by

the Committee. The precise manner in which these funds shall be derived will be determined by the Committee.

- iii) Subject to the *Associations Incorporation Act 2009* and the *Associations Incorporation Regulation 2016*, FLC must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide pecuniary gain for any of its members. The income and property of FLC shall be used only for promotion of the objects of FLC and shall not be paid or transferred to members by way of dividend, bonus or profit.
- iv) Pursuant to section 5(2) of the *Association Incorporation Act 2009*, clause 5(iii) does not preclude financial benefit derived by use of FLC's services by members or bona fide remuneration of active members, including committee members, for their efforts. Remuneration of active members will be determined by the Committee in the absence of the individual/s to be remunerated.
- v) All records, books and other documents relating to FLC must be kept in New South Wales at the main premises of FLC, in the custody of the public officer or an active member to whom the Committee has delegated this responsibility. In the absence of premises, these records must be kept at FLC's official address in the custody of the Public Officer.
- vi) The following documents must be open to inspection, free of charge, by a member of the association, at any reasonable hour:
 - a) records, books and other financial documents of the association;
 - b) this constitution;
 - c) minutes of all committee meetings and general meetings of the association.

A copy of these documents shall be made available on payment of a fee not exceeding \$1 per page copied. However, the Committee may refuse to permit a member to inspect or copy records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.
- vii) FLC shall be dissolved in the event of membership of less than 3 persons or upon the vote of three quarters majority of members present at a Special General Meeting convened to consider such a question.
- viii) Subject to the aforementioned Act and Regulations, in a winding up of the association any surplus property, remaining after satisfaction of the debts and liabilities of the association and expenses of winding up have been paid, is to be transferred to another organisation with similar objects and which is not carried out for the profit or gain of its individual members.
- ix) The financial year of FLC shall commence on 1 July and end on 30 June in the following year.