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| CONSTITUTIONOF THE AUSTRLIAN LAW STUDENTS’ ASSOCIATION |
| Australian Company Number (ACN) [608 664 982]  Australian Business Number (ABN) [78 608 664 982]  A company limited by guarantee |

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6. **Executive officers may hold an Executive office and a Committee office simultaneously where a Committee office is unfilled**

## The Committee

1. **The Committee consists of the Executive officers and the following elected Committee officers:**
2. **The duties of Committee Officers will be set out in the bylaws of this Constitution after the agreement of a simple majority in Council.**
3. **Where a Committee position is not filled by the Council, or becomes vacant, the Executive may appoint a person to the position until such time as the appointment may be ratified by a simple majority vote of the ALSA Council.**
4. **Each Committee Officer will, upon election, assume office on October 1 of that year for one calendar year.**
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## Preliminary

1. **Name of the company**

The name of the **company** is The Australian Law Students’ Association Ltd. (the **company**).

1. **Type of company**

The **company** is a not-for-profit public **company** limited by guarantee which is established to be, and to continue as, a charity.

1. **Limited liability of registered legal members**

The liability of **registered legal members** is limited to the amount of the guarantee in clause

1. **The guarantee**

Each **registered legal member** must contribute an amount not more than $10 (the guarantee) to the property of the **company** if the **company** is wound up while the **registered legal member** is a **registered legal member**, or within 12 months after they stop being a **registered legal member**, and this contribution is required to pay for the:

* + 1. debts and liabilities of the **company** incurred before the **registered legal member** stopped being a **registered legal member**, or
    2. costs of winding up.

1. **Definitions**

In this constitution, words and phrases have the meaning set out in clauses 70 and 72.

## Charitable Purposes and Powers

1. **Object**

The **company**’s object is to advance the education of law students by pursuing the following charitable purposes:

* 1. To represent and promote the interests and concerns of **Australian Law Students**;
  2. To gather and disseminate information of interest and concern to **Australian Law Students**;
  3. To promote and facilitate communication and the exchange of information between **Australian Law Student Society/Associations**, particularly within Australia; and
  4. To promote and facilitate interaction and activities of a social, intellectual, and competitive nature among **Australian Law Students** generally.
  5. Without limiting the generality of clauses 6.1 to 6.4, the company will also pursue the following objects in furtherance of its purpose to promote the education of law students:
     1. conducting an annual **Australian Law Students Conference** in July each year which will incorporate the following:
        1. the **Annual Council General Meeting** of the **company**;
        2. a Paper Presentation competition;
        3. a Mooting competition;
        4. a Witness Examination competition;
        5. a Client Interviewing competition;
        6. a Negotiation competition;
        7. an International Humanitarian Law Mooting competition; and
        8. seminars on matters of concern to **Australian Law Students**;
     2. conducting an **Annual Legal Education Forum** in conjunction with the Annual Conference;
     3. publishing materials including but not limited to:
        1. a collection of student research papers; newsletter for distribution to all **members** of the **company**, that can be delivered in, but is not limited to, electronic format;
        2. other publications of interest and concern to **Australian Law Students**; and
        3. newsletters.
     4. developing employment and career related products services, and materials to the benefit of all **Australian Law Students**;
     5. entering into relationships with other organisations that will enable ALSA to effectively pursue or achieve its objects enumerated in clauses 6.1 to 6.5;
     6. entering into arrangements with organisations for the purpose of attracting sponsorship and otherwise raising money considered necessary for the proper achievement and conduct of ALSA’s objects enumerated in clauses 6.1 to 6.5;
     7. promoting all Australian law graduates to prospective employers;
     8. making information relevant to all Australian Law Students, including but not limited to published materials by the company pursuant to sub-clause 6.5(c), available on the internet; and
     9. actively defending and promoting issues of social justice and strongly opposing discrimination in all its forms including, but not limited to, discrimination on the basis of gender, race, sexuality, disability, age, ethnic background, marital status, pregnancy status, socio-economic, religious and political beliefs.
     10. through the provision of scholarships to all Australian Law Students, including but not limited to:
         1. the ALSA Equity Scholarship; and
         2. the ALSA Community Involvement Scholarship.

1. **Powers**

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

* + 1. the powers of an individual, and
    2. all the powers of a **company** limited by guarantee under the **Corporations Act**.

1. **Not-for-profit**
   1. The **company** must not distribute any income or assets directly or indirectly to its **registered legal members** ormembers, except as provided in clauses 8.2 and 69.
   2. Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith:
      1. paying a **registered legal member** or member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
      2. making a payment to a **registered legal member** ormember in carrying out the **company’s** charitable purpose(s).
2. **Amending the constitution**
   1. Subject to clause 9.2, the **registered legal members** may amend this constitution by passing a **special resolution**.
   2. The **registered legal members** must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.

## Registered Legal Members

1. **Membership and register of members**
   1. The **registered legal members** of the **company** are:
      1. **initial members**, and
      2. any other person that the directors allow to be a **registered legal member**, in accordance with this Constitution.
   2. The **company** must establish and maintain a register of **registered legal members**. The register of **registered legal members** must be kept by the Vice President of Administration and must contain:
      1. for each current **registered legal member**:
   3. name
   4. address
   5. any alternative address nominated by the member for the service of notices, and
   6. date the member was entered on to the register.
      1. for each person who stopped being a **registered legal member** in the last 7 years:
2. name
3. address
4. any alternative address nominated by the member for the service of notices, and
5. dates the membership started and ended.
   1. The **company** must give current **registered legal members** access to the register of **registered legal members**.
   2. Information that is accessed from the register of **registered legal members** must only be used in a manner relevant to the interests or rights of **registered legal members**.
   3. **Registered Legal Members** must act on the advice of **Council** in so far as that advice does not contradict anything in this Constitution or any other legal duty.
6. **Who can be a Registered Legal Member**
   1. An **Australian Law Student** who supports the purposes of the **company** is eligible to apply to be a member of the **company** under clause 12.
   2. A person who ceases to be an **Australian Law Student** maycontinue to be a **registered legal member** of the **company** it they were already a **registered legal member**
7. **How to apply to become a registered legal member**

A person (as defined in clause 11.2) may apply to become a **registered legal member** of the **company** by writing to the Vice President of Administration stating that they:

1. want to become a **registered legal member**
2. support the purpose(s) of the **company**, and
3. agree to comply with the **company**’s Constitution, including paying the guarantee under clause 4 if required.
4. **Directors decide whether to approve registered legal membership**
   1. The directors must consider an application for **registered legal membership** within a reasonable time after the Vice President of Administration receives the application.
   2. If the directors approve an application, the Vice President of Administration must as soon as possible:
      1. enter the new **registered legal member** on the register of **registered legal members**, and
      2. write to the applicant to tell them that their application was approved, and the date that their **registered legal membership** started (see clause 14).
   3. If the directors reject an application, the Vice President of Administration must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.
   4. For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 12(a), 12(b) or 12(c). In that case, by applying to be a member, the applicant agrees to those three matters.
5. **When a person becomes a registered legal member**
   1. Other than **initial members**, an applicant will become a **registered legal member** when they are entered on the register of **registered legal members**.
6. **When a person stops being a registered legal member**
   1. A person immediately stops being a **registered legal member** if they:
7. die
8. are wound up or otherwise dissolved or deregistered (for an incorporated member)
9. resign, by writing to the Vice President of Administration
10. are expelled under clause **Error! Reference source not found.**, or
11. have not responded within three months to a written request from the Vice President of Administration that they confirmin writing that they want to remain a **registered legal member**.

## Dispute Resolution and Disciplinary Procedures

1. **Dispute resolution** 
   1. The dispute resolution procedure in this clause applies to disputes (disagreements) under this Constitution between any of the following:
      1. one or more **registered legal members**
      2. one or more members
      3. one or more of its member organisations
      4. one or more of the **elected officers**
      5. one or more of the **appointed officers** (if any)
      6. one or more directors, or
      7. the **company**.
   2. A party to a dispute governed under this clause must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17, until the disciplinary procedure is completed.
   3. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
   4. If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
      1. tell the directors about the dispute in writing
      2. agree or request that a mediator be appointed, and
      3. attempt in good faith to settle the dispute by mediation.
   5. Upon being informed of a dispute, the directors must refer the matter to the **Discipline and Grievance Committee**
   6. In the first instance the **Discipline and Grievance Committee** will mediatethe dispute unless this is not agreed to by the parties.
   7. The mediator must:
      1. be chosen by agreement of those involved, or
      2. where those involved do not agree:
2. for disputes between members, the **Discipline and Grievance Committee**, or
3. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the President of the Law Institute or Society in the relevant State or Territory in which the **company** has its registered office.
   1. When conducting the mediation, the mediator must:
      1. allow those involved a reasonable chance to be heard
      2. allow those involved a reasonable chance to review any written statements
      3. ensure that those involved are given natural justice, and
      4. not make a decision on the dispute.
   2. **Discipline and Grievance Committee** will be made up of the **Immediate Past President** of the **company** andfourother **Australian Law Students** elected prior to the end of the previous discipline and grievance committee’s term ending at a General Council Meeting**.** 
      1. Eligibility for being a member of the **Discipline and Grievance Committee** is the same as eligibility to be an **elected officer**
   3. The term of the discipline and grievance committee is from 1 October to 30 September, commencing in the same year as their election.
4. **Disciplining members**
   1. In accordance with this clause, the **Discipline and Grievance Committee** may resolve to warn, suspend or expel a member from the **company** if the **Discipline and Grievance Committee** consider that:
      1. the member has breached this Constitution, or
      2. the member’s behaviour is causing, has caused, or is likely to cause harm to the **company**.
   2. At least 14 days before the **Discipline and Grievance Committee’s** meeting at which a resolution under clause 17.1 will be considered, the Vice President of Administration must notify the member in writing:
      1. that the **Discipline and Grievance Committee** are considering a resolution to warn, suspend or expel the member
      2. that this resolution will be considered at a **Discipline and Grievance Committee’s** meeting and the date of that meeting
      3. what the party to the dispute is said to have done or not done
      4. the nature of the resolution that has been proposed, and
      5. that the party to the dispute may provide an explanation to the **Discipline and Grievance Committee**, and details of how to do so.
   3. Before the **Discipline and Grievance Committee** pass any resolution under clause 17.1, the party to the dispute must be given a chance to explain or defend themselves by:
      1. sending the **Discipline and Grievance Committee** a written explanation before that **Discipline and Grievance Committee’s** meeting, and/or
      2. speaking at the meeting.
   4. After considering any explanation under clause 17.3, the **Discipline and Grievance Committee** may:
      1. take no further action
      2. warn the party
      3. suspend the party’s rights as a member or other rights for a period of no more than 12 months
      4. expel the party
      5. refer the decision to an unbiased, independent person on conditions that the **Discipline and Grievance Committee** consider appropriate (however, the person can only make a decision that the **Discipline and Grievance Committee** could have made under this clause), or
      6. require the matter to be determined at a **General Meeting**.
   5. The **Discipline and Grievance Committee** or directors cannot fine a member.
   6. The **Vice President (Administration)** must give written notice to the party of the decision under clause 17.4 as soon as possible.
   7. Disciplinary procedures must be completed as soon as reasonably practical.
   8. There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.
   9. **Formal Removal of Directors and Officers Procedure**
   10. A member of the **Executive** or **Committee** commits a Serious Dereliction of Responsibilities if they fail to comply with:
       1. A responsibility defined in a promulgated bylaw or the Constitution regarding their position's description;
       2. An undertaking to complete tasks agreed to by a majority of the Executive and that **Committee** or **Executive** Member;
   11. If an **Executive** or **Committee** Member commits a Serious Dereliction of Responsibilities as defined in clause 17.10, the Executive may decide by simple majority to give notice to that member detailing
       1. the reasons for the notice;
       2. that failure to respond within 14 days to the **Executive** will result in the party being deemed to have resigned their position, pursuant to clause 17.12.
       3. that if the party does respond to the notice, a meeting of the **Discipline and Grievance Committee** will be scheduled at least 5 but no more than 10 days after the **Executive** receives their response.
   12. The member of the **Executive** or **Committee** will be deemed to have resigned if he or she fails to respond within 14 days to a notice pursuant to 18.6.2 being sent,
   13. If the member of the **Executive** or **Committee** responds, the Discipline and Grievance Committee will meet at least 5 but no more than 10 days after the response is received to hear his or her reasons and may take such action as it deems appropriate, including removing the member of the Executive or Committee from their position.
   14. The Discipline and Grievance Committee has the power to remove a member(s) of the **Executive** or **Committee** pursuant to the above.
   15. If a member of the **Executive** is removed by the **Discipline and Grievance Committee** they must:
       1. resign as a **director** immediately
       2. resign as a **registered legal member** as soon as practicable

## General Meetings of Registered Legal Members

1. **General Meetings called by directors** 
   1. The directors may call a **General Meeting**.
   2. If **registered legal members** with at least 5% of the votes that may be cast at a **General Meeting** make a written request to the **company** for a **General Meeting** to be held, the directors must:
      1. within 21 days of the **registered legal members’** request, give all **registered legal members** notice of a **General Meeting**, and
      2. hold the **General Meeting** within two months of the **registered legal members’** request.
   3. The percentage of votes that **registered legal members** have (in clause 18.2) is to be worked out as at midnight AEST before the **registered legal members** request the meeting.
   4. The **registered legal members** who make the request for a **General Meeting** must:
      1. state in the request any resolution to be proposed at the meeting
      2. sign the request, and
      3. give the request to the **company**.
   5. Separate copies of a document setting out the request may be signed by **registered legal members** if the wording of the request is the same in each copy.
2. **General Meetings called by registered legal members**
   1. If the **directors** do not call the meeting within 21 days of being requested under clause 18.2, 50% or more of the members who made the request may call and arrange to hold a **General Meeting**.
   2. To call and hold a meeting under clause 19.1 the **registered legal members** must:
      1. as far as possible, follow the procedures for G**eneral Meeting**s set out in this Constitution
      2. call the meeting using the list of members on the **company’s** **registered legal member** register, which the **company** must provide to the **registered legal members** making the request at no cost, and
      3. hold the **General Meeting** within three months after the request was given to the **company**.
   3. The **company** must pay the **registered legal members** who request the **General Meeting** any reasonable expenses they incur because the **directors** did not call and hold the meeting.
3. **Annual General Meeting**
   1. A **General Meeting**, called the **Annual** **General Meeting**, must be held:
      1. within 18 months after registration of the **company**, and
      2. after the first annual **general meeting**, at least once in every calendar year.
      3. within seven days of the **Annual Council General Meeting** upon the completion
   2. Even if these items are not set out in the notice of meeting, the business of an **Annual** **General Meeting** may include:
      1. a review of the **company**’s activities
      2. a review of the **company**’s finances
      3. any auditor’s report, if required
      4. the election of directors, and
      5. the appointment and payment of auditors, if any.
   3. Before or at the **Annual** **General Meeting**, the directors must give information to the **registered legal members** on the **company**’s activities and finances during the period since the last **Annual** **General Meeting**.
   4. The chairperson of the **Annual** **General Meeting** must give **registered legal members,** as a whole, a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.
4. **Notice of General Meetings**
   1. Notice of a **General Meeting** must be given to:
      1. each **registered legal member** entitled to vote at the meeting
      2. each director, and
      3. the auditor (if any).
   2. Notice of a **General Meeting** must be provided in writing at least 21 days before the meeting.
   3. Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
      1. for an **Annual** **General Meeting**, all the **registered legal members** entitled to attend and vote at the **Annual** **General Meeting** agree beforehand, or
      2. for any other **General Meeting**, **registered legal members** with at least 95% of the votes that may be cast at the meeting agree beforehand.
   4. Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
      1. remove a director
      2. appoint a director in order to replace a director who was removed, or
      3. remove an auditor.
   5. Notice of a **General Meeting** must include:
      1. the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
      2. the general nature of the meeting’s business
      3. if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
      4. a statement that members have the right to appoint proxies andthat, if a member appoints a proxy:
5. the proxy does not need to be a member of the **company**
6. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
7. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
   1. If a **General Meeting** is adjourned (put off) for one month or more, the **registered legal members** must be given new notice of the resumed meeting.
8. **Quorum at General Meetings** 
   1. For a **General Meeting** to be held, at least 3/5 members (quorum) must be present (in person, by proxy or by representative) for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a representative or proxy of more than one **registered legal member**).
   2. No business may be conducted at a **General Meeting** if quorum is not present.
   3. If there is no quorum present within 30 minutes after the starting time stated in the notice of the **General Meeting**, the **General Meeting** is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
      1. if the date is not specified – the same day in the next week
      2. if the time is not specified – the same time, and
      3. if the place is not specified – the same place.
   4. If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.
9. **Auditor's right to attend meetings**
   1. The auditor (if any) is entitled to attend any **General Meeting** or **council meeting** and to be heard by the **registered legal members** or members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
   2. The **company** must give the auditor (if any) any communications relating to the **General Meeting** that a member of the **company** is entitled to receive.
10. **Removed**
11. **Using technology to hold meetings**
    1. The **company** may hold a **General Meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
    2. Anyone using this technology is taken to be present in person at the meeting.
12. **Chairperson for General Meetings**
    1. The **chairperson** is entitled to chair **General Meetings**.
    2. The **registered legal members** present and entitled to vote at a **General Meeting** may choose a director or **registered legal member** to be the chairperson for that meeting if:
       1. there is no **chairperson**, or
       2. the **chairperson** is not present within 30 minutes after the starting time set for the meeting, or
       3. the **chairperson** is present but says they do not wish to act as chairperson of the meeting.
13. **Role of the chairperson**
    1. The chairperson is responsible for the conduct of the **General Meeting**, and for this purpose must give **registered legal members** a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).
    2. The chairperson does not have a casting vote.
14. **Adjournment of meetings**
    1. If a quorum is present, a **General Meeting** must be adjourned if a majority of **members present** direct the chairperson to adjourn it.
    2. Only unfinished business may be dealt with at a meeting resumed after an adjournment.

## Registered Legal Members’ Resolutions and Statements

1. **Registered Legal Members' resolutions and statements**
   1. **Registered legal members** with at least 5% of the votes that may be cast on a resolution may give:
      1. written notice to the **company** of a resolution they propose to move at a **General Meeting** (members’ resolution), and/or
      2. a written request to the **company** that the **company** give all of its **Registered legal members** a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members’ statement).
   2. A notice of a **Registered legal members’** resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
   3. A request to distribute a **registered legal members’** statement must set out the statement to be distributed and be signed by the members making the request.
   4. Separate copies of a document setting out the notice or request may be signed by **registered legal members** if the wording is the same in each copy.
   5. The percentage of votes that **registered legal members** have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
   6. If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **General Meeting** held more than two months after the notice is given.
   7. This clause does not limit any other right that a **registered legal member** has to propose a resolution at a **General Meeting**.
2. **Company must give notice of proposed resolution or distribute statement**
   1. If the **company** has been given a notice or request under clause **Error! Reference source not found.**:
      1. in time to send the notice of proposed members’ resolution or a copy of the **registered legal members'** statement to **registered legal members** with a notice of meeting, it must do so at the **company**’s cost, or
      2. too late to send the notice of proposed **registered legal members'** resolution or a copy of the **registered legal members'** statement to members with a notice of meeting, then the **registered legal members** who proposed the resolution or made the request must pay the expenses reasonably incurred by the **company** in giving **registered legal members** notice of the proposed members’ resolution or a copy of the members' statement. However, at a **General Meeting**, the **registered legal members** may pass a resolution that the **company** will pay these expenses.
   2. The **company** does not need to send the notice of proposed **registered legal members’** resolution or a copy of the members' statement to members if:
      1. it is more than 1 000 words long
      2. the **directors** consider it may be defamatory
      3. clause 30.1(b) applies, and the **registered legal** **members** who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed **registered legal members’** resolution or a copy of the members' statement to **registered legal members**, or
      4. in the case of a proposed **registered legal members’** resolution, the resolution does not relate to a matter that may be properly considered at a **General Meeting** or is otherwise not a valid resolution able to be put to the **registered legal members**.
3. **Circular resolutions of registered legal members**
   1. Subject to clause 31.3, the directors may put a resolution to the **registered legal members** to pass a resolution without a **General Meeting** being held (a circular resolution).
   2. The **directors** must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to **registered legal members**, and set out the wording of the resolution.
   3. Circular resolutions cannot be used:
      1. for a resolution to remove an auditor, appoint a director or remove a director
      2. for passing a **special resolution**, or
      3. where the **Corporations Act** or this constitutionrequires a meeting to be held.
   4. A circular resolution is passed if all the **registered legal members** entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
   5. **Registered Legal Members** may sign:
      1. a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
      2. separate copies of that document, as long as the wording is the same in each copy.
   6. The **company** may send a circular resolution by email to **registered legal members** and **registered legal members** may agree by sending a reply email to that effect, including the text of the resolution in their reply.

## Voting at General Meetings

1. **How many votes a Registered Legal Member has**
   1. Each **registered legal member** has one vote.
2. **Challenge to registered legal member’s right to vote**
   1. A **registered legal member** or the **chairperson** may only challenge a person’s right to vote at a **General Meeting** at that meeting.
   2. If a challenge is made under clause 33.1, the **chairperson** must decide whether or not the person may vote. The **chairperson’s** decision is final.
3. **How voting is carried out** 
   1. Voting must be conducted and decided by:
      1. a show of hands
      2. a vote in writing, or
      3. another method chosen by the **chairperson** that is fair and reasonable in the circumstances.
   2. Before a vote is taken, the **chairperson** must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
   3. On a show of hands, the **chairperson’s** decision is conclusive evidence of the result of the vote.
   4. The **chairperson** and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
4. **When and how a vote in writing must be held** 
   1. A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
      1. at least five **registered legal members present**,
      2. **Registered legal members present** with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight AEST before the vote in writing is demanded), or
      3. the chairperson.
   2. A vote in writing must be taken when and how the **chairperson** directs, unless clause 35.3 applies.
   3. A vote in writing must be held immediately if it is demanded under clause 35.1:
      1. for the election of a **chairperson** under clause 26.2, or
      2. to decide whether to adjourn the meeting.
   4. A demand for a vote in writing may be withdrawn.
5. **Appointment of Proxy** 
   1. A **registered legal member** may appoint a proxy to attend and vote at a **General Meeting** on their behalf.
   2. A proxy does not need to be a **registered legal member**.
   3. A proxy appointed to attend and vote for a **registered legal member** has the same rights as the member to:
      1. speak at the meeting
      2. vote in a vote in writing (but only to the extent allowed by the appointment), and
      3. join in to demand a vote in writing under clause 35.1.
   4. An appointment of proxy (proxy form) must be signed by the **registered legal member** appointing the proxy and must contain:
      1. the **registered legal member’s** name and address, and
      2. the meeting(s) at which the appointment may be used.
   5. A proxy appointment may be standing (ongoing).
   6. Proxy forms must be received by the **company** at the address stated in the notice under clause 21.5(d) or at the **company**’s registered address at least 48 hours before a meeting.
   7. A proxy does not have the authority to speak and vote for a **registered legal member** at a meeting while the **registered legal member** is at the meeting.
   8. Unless the **company** receives written notice before the start or resumption of a **General Meeting** at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing **registered legal member**:
      1. dies
      2. is mentally incapacitated
      3. revokes the proxy’s appointment, or
      4. revokes the authority of a representative or agent who appointed the proxy.
   9. A proxy appointment may specify the way the proxy must vote on a particular resolution.
6. **Voting by proxy**
   1. A proxy is not entitled to vote on a show of hands (but this does not prevent a **registered legal member** appointed as a proxy from voting as a **registered legal member** on a show of hands).
   2. When a vote in writing is held, a proxy:
      1. does not need to vote, unless the proxy appointment specifies the way they must vote
      2. if the way they must vote is specified on the proxy form, must vote that way, and
      3. if the proxy is also a **registered legal member** or holds more than one proxy, may cast the votes held in different ways.

## Directors

1. **Number of directors**
   1. The **company** must have at least four and no more than six directors.
2. **Election and appointment of directors** 
   1. The initial directors are the people who have agreed to act as directors and who are named as proposed directors in the application for registration of the **company**.
   2. Apart from the initial directors and directors appointed under clause **Error! Reference source not found.**.5, the members may elect a director by a resolution passed in a **General Meeting**.
   3. Each of the directors must be appointed by a separate resolution, unless:
      1. the members present have first passed a resolution that the appointments may be voted on together, and
      2. no votes were cast against that resolution.
   4. A person is eligible for election as a director of the **company** if they:
      1. are a **registered legal member** of the **company**, or a representative of a **registered legal member** of the **company** (appointed under clause 24)
      2. are nominated by two **registered legal members** or representatives of members entitled to vote (unless the person was previously elected as a director at a **General Meeting** and has been a director since that meeting),
      3. give the **company** their signed consent to act as a director of the **company**, and
      4. are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
   5. The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
      1. is a **registered legal member** of the **company**,
      2. gives the **company** their signed consent to act as a director of the **company**, and
      3. is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
   6. If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a **General Meeting**, but for no other purpose.
3. **Election of chairperson**

The **President** will act as **chairperson** subject to ratification by the directors; the directors may elect a different director as the chairperson if the **President** is not ratified as such.

1. **Term of office**
   1. At each **Annual** **General Meeting** all directors must retire.
   2. A director who retires under clause 41.1 may nominate for election or re-election, subject to clause 41.2.
   3. A director who has held office for a continuous period of three years or more may only be re-appointed or re-elected by a **special resolution**
   4. The term of a director office is from 1 October directly after their election for one calendar year finishing on 30 September the following year..
2. **When a director stops being a director**
   1. A director stops being a director if they:
      1. give written notice of resignation as a director to the **company**
      2. die
      3. are removed as a director by a resolution of the members
      4. stop being a member of the **company**
      5. are a representative of a member, and that member stops being a member
      6. are a representative of a member, and the member notifies the **company** that the representative is no longer a representative
      7. are absent for three consecutive directors’ meetings without approval from the directors, or
      8. become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

## Powers of Directors

1. **Powers of directors** 
   1. The directors are responsible for managing and directing the activities of the **company** to achieve the purpose set out in clause **Error! Reference source not found.**.
   2. The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
   3. The directors must decide on the responsible financial management of the **company** including:
      1. any suitable written delegations of power under clause **Error! Reference source not found.**, and
      2. how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
   4. The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members’ resolution at a **General Meeting**.
2. **Delegation of directors’ powers**
   1. The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.
   2. The delegation must be recorded in the **company**’s minute book.
3. **Payments to directors**
   1. The **company** must not pay fees to a director for acting as a director.
   2. The **company** may:
      1. pay a director for work they do for the **company**, other than as a director, if the amount is no more than a reasonable fee for the work done, or
      2. reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company.**
   3. Any payment made under clause 45.2 must be approved by the directors.
   4. The **company** may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this Constitution.
4. **Execution of documents**
   1. The **company** may execute a document without using a common seal if the document is signed by:
      1. two directors of the **company**, or
      2. a director and the secretary.

## Duties of Directors

1. **Duties of directors**

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

* + 1. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
    2. to act in good faith in the best interests of the **company** and to further the charitable purpose(s) of the **company** set out in clause **Error! Reference source not found.**
    3. not to misuse their position as a director
    4. not to misuse information they gain in their role as a director
    5. to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
    6. to ensure that the financial affairs of the **company** are managed responsibly, and
    7. not to allow the **company** to operate while it is insolvent.

1. **Conflicts of interest**
   1. A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):
      1. to the other directors, or
      2. if all of the directors have the same conflict of interest, to the members at the next **General Meeting**, or at an earlier time if reasonable to do so.
   2. The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
   3. Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:
      1. be present at the meeting while the matter is being discussed, or
      2. vote on the matter.
   4. For the avoidance of doubt holding any position on an **Australian Law Student Society/Association** is not, in and of itself, a conflict of interest.
   5. A director may still be present and vote if:
      1. their interest arises because they are a Registered Legal Member of the **company**, and the other members have the same interest
      2. their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 66)
      3. their interest relates to a payment by the **company** under clause 65 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
      4. the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
      5. the directors who do not have a material personal interest in the matter pass a resolution that:
2. identifies the director, the nature and extent of the director’s interest in the matter and how it relates to the affairs of the **company**, and
3. says that those directors are satisfied that the interest should not stop the director from voting or being present.

## Directors’ Meetings

1. **When the directors meet**
   1. The directors may decide how often, where and when they meet.
2. **Calling directors’ meetings** 
   1. A director may call a directors’ meeting by giving reasonable notice to all of the other directors.
   2. A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.
3. **Chairperson for directors’ meetings** 
   1. The **elected chairperson** is entitled to chair directors’ meetings.
   2. The **President** will be the **chairperson** subject to ratification by the **directors**, where the directors do not ratify the **President** that may elect an alternate **chairperson** from the **directors**
   3. The directors at a directors’ meeting may choose a **director** to be the chairperson for that meeting if the **elected chairperson** is:
      1. not present within 30 minutes after the starting time set for the meeting, or
      2. present but does not want to act as chairperson of the meeting.
4. **Quorum at directors’ meetings** 
   1. Unless the directors determine otherwise, the quorum for a directors’ meeting is a majority (more than 50%) of directors.
   2. A quorum must be present for the whole directors’ meeting.
5. **Using technology to hold directors’ meetings**
   1. The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
   2. The directors’ agreement may be a standing (ongoing) one.
   3. A director may only withdraw their consent within a reasonable period before the meeting.
6. **Passing directors’ resolutions**

A directors’ resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

1. **Circular resolutions of directors**
   1. The directors may pass a circular resolution without a directors’ meeting being held.
   2. A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 55.3 or clause 55.4.
   3. Each director may sign:
      1. a single document setting out the resolution and containing a statement that they agree to the resolution, or
      2. separate copies of that document, as long as the wording of the resolution is the same in each copy.
   4. The **company** may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
   5. A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

## Secretary

1. **Appointment and role of secretary**
   1. The **company** must have at least one secretary, who may also be a director.
   2. A **secretary** must be appointed by the **directors** (after giving the **company** their signed consent to act as secretary of the **company**) and may be removed by the **directors**.
   3. The **Vice President of Administration** is to act as **secretary**
   4. The role of the secretary includes:
      1. maintaining a register of the **company**’s members, and
      2. maintaining the minutes and other records of **general meeting**s (including notices of meetings), directors’ meetings and circular resolutions.

## Minutes and Records

1. **Minutes and records**
   1. The **company** must, within one month, make and keep the following records:
      1. minutes of proceedings and resolutions of **general meetings**
      2. minutes of circular resolutions of **registered legal members**
      3. a copy of a notice of each **general meeting**, and
      4. a copy of a **registered legal members’** statement distributed to **registered legal members** under clause **Error! Reference source not found.**.
   2. The **company** must, within one month, make and keep the following records:
      1. minutes of proceedings and resolutions of directors’ meetings (including meetings of any committees), and
      2. minutes of circular resolutions of directors.
   3. To allow **registered legal members** to inspect the **company**’s records:
      1. the **company** must give a **registered legal members** access to the records set out in clause 57.1, and
      2. the directors may authorise a **registered legal member** to inspect other records of the **company**, including recordsreferred to in clause 57.2 and clause 58.1.
   4. The **directors** must ensure that minutes of a **General Meeting** or a **directors’** meeting are signed within a reasonable time after the meeting by:
      1. the **chairperson** of the meeting, or
      2. the **chairperson** of the next meeting.
   5. The **directors** must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a **director** within a reasonable time after the resolution is passed.
2. **Financial and related records**
   1. The **company** must make and keep written financial records that:
      1. correctly record and explain its transactions and financial position and performance, and
      2. enable true and fair financial statements to be prepared and to be audited.
   2. The **company** must also keep written records that correctly record its operations.
   3. The **company** must retain its records for at least 7 years.
   4. The directors must take reasonable steps to ensure that the **company**'s records are kept safe.

## By-laws

1. **By-laws**
   1. The **directors** may pass a resolution to make by-laws to give effect to this Constitution.
   2. All parties and members to this Constitution, including **registered legal members** and **directors** must comply with by-laws as if they were part of this Constitution.
   3. All by-laws must be available on the ALSA website and made available (electronically) to members of Council upon request.
   4. The executive may alter by-laws from time to time as they see fit, however, the amendments must be sent out to Council prior to the next general meeting of Council and a motion submitted to Council for approval of these amendments.
   5. Should the motion referred to in 59.4 fail, the executive may amend the motion for resubmission at the same meeting.

## Notice

1. **What is notice**
   1. Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.
   2. Clauses 61 to 63 do not apply to a notice of proxy under clause36.6.
2. **Notice to the company**

Written notice or any communication under this constitution may be given to the **company,** the directors or the secretary by:

* + 1. delivering it to the **company**’s registered office
    2. posting it to the **company**’s registered office or to another address chosen by the **company** for notice to be provided
    3. sending it to an email address or other electronic address notified by the **company** to the members as the **company**’s email address or other electronic address, or
    4. sending it to the fax number notified by the **company** to the members as the **company**’s fax number.

1. **Notice to Registered Legal Members**
   1. Written notice or any communication under this constitution may be given to a **registered legal members**:
      1. in person
      2. by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
      3. sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
      4. sending it to the fax number nominated by the member as an alternative address for service of notices (if any), or
      5. if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
   2. If the **company** does not have an address for the member, the **company** is not required to give notice in person.
2. **When notice is taken to be given**

A notice:

* + 1. delivered in person, or left at a the recipient’s address, is taken to be given on the day it is delivered
    2. sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
    3. sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
    4. given under clause 62.1(e) is taken to be given on the business day after the notification that the notice is available is sent.

## Financial year

1. **Company's financial year**

The **company**'s financial year is from 1 October to 30 September.

## Indemnity, insurance and access

1. **Indemnity**
   1. The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
   2. In this clause, ‘officer’ means a member of the committee, appointed officer, director or secretary and includes a director or secretary after they have ceased to hold that office.
   3. In this clause, ‘to the relevant extent’ means:
      1. to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
      2. for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
   4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.
2. **Insurance**

To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, the **company** may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

1. **Directors’ access to documents**
   1. A **director** has a right of access to the financial records of the **company** at all reasonable times.
   2. If the **directors** agree, the **company** must give a director or former director access to:
      1. certain documents, including documents provided for or available to the directors, and
      2. any other documents referred to in those documents.

## Winding up

1. **Surplus assets not to be distributed to Registered Legal Members or members**
   1. If the **company** is wound up, any **surplus assets** must not be distributed to a **registered legal members** or former **registered legal members** member or a former member of the **company**, unless that **registered legal members** or former **registered legal members** or member or former member is a charity described in clause 69.1.
2. **Distribution of surplus assets**
   1. Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:
      1. with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause **Error! Reference source not found.**, and
      2. which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
   2. The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

## Definitions and Interpretation

1. **Definitions**

In this Constitution:

***ACNC Act*** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)

***Australian Law Degree*** means a degree (either undergraduate or post-graduate) approved by an admitting authority required as a prerequisite to obtaining authority to practice as a Barrister or Solicitor (or equivalent) and completed at an Australian Institution.

***Australian Law Student*** including international students studying on exchange for the period of their exchange, means any person enrolled in an **Australian Law Degree**

***Australian Law Student Society/Associations*** means a society representing **Australian Law Students** run by, and for the benefit of **Australian Law Students**

***Australian Law Student Association Inc*** *means the organisation with the ABN 37 680 713 915*

***company*** means the **company** referred to in clause 1

***Corporations Act*** means the *Corporations Act 2001* (Cth)

***Council*** *means the members collectively*

***elected chairperson*** means a person elected by the directors to be the **company**’s chairperson under clause 40

***general meeting*** means a meeting of members and includes the annual **general meeting**, under clause 20.1

***initial member*** means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

***member present***means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting or mutually communicable via electronic means

***registered legal member*** has the meaning of the word *member* as defined in section 9 of Corporations Act and that is used at law

***registered charity*** means a charity that is registered under the **ACNC Act**

***special resolution*** means a resolution:

1. of which notice has been given under clause 21.5(c), and
2. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

***surplus assets***means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up.

***The Committee*** means **The Executive** and all elected officers, **The Committee** excludes any appointed officers

***The Executive*** means the directors of the company collectively.

1. **Reading this constitution with the Corporations Act** 
   1. The replaceable rules set out in the **Corporations Act** do not apply to the **company**.
   2. While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.
   3. If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.
   4. A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.
2. **Interpretation**

In this constitution:

* + 1. the words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
    2. reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

## Membership

1. **Membership of ALSA shall be divided into the following classes;**
2. **Executive and Committee Membership;**
   1. **Executive** and **Committee members** are entitled to attend each **Council Meeting** with speaking and voting rights (one vote), propose motions at **Council Meetings** or the annual **Council Meeting**, nominate for election or re-election, use all services provided by the **company** and view minutes and accounts of the society at any reasonable time.
3. **Australian Law Student Society/Associations Membership**
   1. **Australian Law Student Society/Associations** Members of ALSA are entitled to attend each Council meeting with full speaking and voting rights (two votes per **Australian Law Student Society/Associations**). Further, **Australian Law Student Society/Associations** Members are also entitled to propose motions at **Council Meetings** or the annual **Council Meeting**, put forward candidates for election, use all services provided by the **company** and view minutes and accounts of the **company** at each **Council Meetings**.
4. **Joint Australian Law Student Society/Associations Membership**
   1. Joint **Australian Law Student Society/Associations** Members are entitled to attend each **Council Meeting** with full speaking rights and half voting rights (one vote per joint **Australian Law Student Society/Associations** member). Further, Joint **Australian Law Student Society/Associations** Members are entitled to propose motions at **Council Meetings** or the annual **Council Meeting**, put forward candidates for election, use all services provided by the **company** and view minutes and accounts of the **company** at each Council meeting.
5. **Australian Law Student Membership**
   1. All **Australian Law Students** are entitled to **Australian Law Student Membership.**
   2. **Australian Law Student** Members are entitled to attend each **Council Meeting** with no automatic speaking or voting rights, which may be given by a motion from **Council**. **Australian Law Student** members are entitled to run for election, use services provided by the **company** as the **Executive** see fit, view the minutes of the previous **Council Meeting** at the subsequent **Council Meeting** and view the **company’s** accounts at each annual **Council Meeting**.
6. **Associate Membership**
   1. Associate members are entitled to attend each Council meeting with no automatic speaking or voting rights which may be given by a motion from **Council**, put forward candidates to run for election provided they comply with all constitutional requirements, view minutes of the previous **Council Meeting** at the subsequent **Council Meeting** and view the **company’s** accounts at each annual **Council Meeting**.
7. **Life Membership**
   1. Life Members are entitled to attend each **Council Meeting** with speaking rights but no voting rights, run for election provided they comply with all constitutional requirements, view minutes of the previous **Council Meeting** at the subsequent **Council Meeting** and view the **company’s** accounts at each annual **Council Meeting**.
   2. Life Membership may be conferred by the **company** to any individual in recognition and appreciation of their outstanding service to the Association upon the approval of a 75% majority of the members of the **Council** present at the **Council Meeting** in which the matter is considered.
8. **Applying to all membership status**
   1. The list of rights of each class of ALSA membership as listing within Clause 74-79 is not exhaustive.
   2. Executive and Committee members, LSS Members and Joint LSS Members are **Council** members, subject to clause 80.3.
   3. **Australian Law Student Society/Associations Membership** will be open to one **Australian Law Student Society/Associations** from each Australian University offering a law degree upon agreement to pay the annual affiliation fee. Membership may not be denied to an **Australian Law Student Society/Associations** if it is the only **Australian Law Student Society/Associations** at a university.
   4. More than one **Australian Law Student Society/Associations** from a single university may be an **Australian Law Student Society/Associations Members** if each **Australian Law Student Society/Associations** operates on a separate campus. For more than one **Australian Law Student Society/Associations** from a single university to become an **Australian Law Student Society/Associations Member**, an application must be put to **Council** and be approved by special resolution. Regard will be paid to the following factors:
      1. Students’ ability to begin and end a degree on each campus (without consideration of travel between campuses for elective units);
      2. Membership of each geographic **Australian Law Student Society/Associations**
      3. Organisational and financial separation of each **Australian Law Student Society/Associations**
      4. Whether a separate body governs law students on each campus, taking into account:
      5. Whether each campus shares the same academic and administrative law staff;
      6. Whether each campus is governed by a separate dean / head of school;
      7. Whether each campus has its own law library;
      8. Whether each campus shares distribution of funds;
      9. Whether each law library is funded separately
   5. Joint Australian Law Student Society/Associations Membership is open to more than one Australian Law Student Society/Associations from each university where it can be shown that there is;
      1. Separate membership of each Australian Law Student Society/Associations; and
      2. Organisational, geographic and financial separation of each Australian Law Student Society/Associations**.**
9. **Associate membership will be open to any individual, corporation or other body not otherwise a member upon:**
   1. The Approval of the **Executive**
   2. Payment of a fee set annually by the **Vice President (Finance)**.
10. **Membership in the company will cease:**
    1. if a Member is bankrupt;
    2. if a Member formally withdraws from ALSA;
    3. if a Member body disbands or ceases to exist.
    4. give written notice of resignation as a director to the **company**
    5. die
    6. are removed as a director by a resolution of the members
    7. stop being a member of the **company**
    8. are a representative of a member, and that member stops being a member
    9. are a representative of a member, and the member notifies the **company** that the representative is no longer a representative

## The Executive

1. **The Executive** 
   1. **The Executive** consists of the President, Vice-President (Education), Vice-President (Administration), Vice-President (Finance), and the Conference Convenor.
   2. The Immediate Past President of the **company** may serve as an ex-officio member of the Executive. The Immediate Past President will have no voting power during their term as Immediate Past President.
      1. For the purpose of funding, the Immediate Past President will be considered a Committee member for **Council Meetings**
   3. Executive officers must, upon election, be eligible to become **Registered Legal Members** and **directors** of the **company**.
   4. Each Executive officer (apart from the Conference Convenor) will, upon election, assume office on October 1 of that year for one calendar year.
   5. The Conference Convenor-elect will assume the role of Convenor according to the provisions of clause 6.5 of this Constitution.
   6. The Executive will conduct the day to day affairs of the Association.
   7. The members of the **Executive** must upon election at **council** become **Registered Legal Members;** the existing **directors** mustaccept the application of the incoming **Executive.**
   8. The **Registered Legal Members** must, subject to this constitution and any overriding legal duties, elect the **Executive** elected by **Council** as **directors** of the **company.**
2. **A member of the Executive stops being a member of the Executive if they stop being a director**

## Duties of Executive Officers

1. **The duties of the President of the company are:**
   1. to act as the official representative of the Association;
   2. to further the objects of the Association;
   3. to promote the Association;
   4. to coordinate and oversee new initiatives undertaken by the Association;
   5. to issue bylaws of the Association in accordance with Executive policy;
   6. to co-ordinate and manage ALSA’s relationship with sponsors;
   7. to ensure that all sponsorship obligations are fulfilled;
   8. to coordinate the design, production and distribution of ALSA's products;
   9. to chair Council meetings in accordance with the specified meeting procedure; and
   10. to have a working knowledge of meeting procedure.
2. **The duties of the Vice-President (Education) of the company are:**
   1. to chair the Education Subcommittee;
   2. to further the objects of the Association, with emphasis on the educational objects;
   3. to advise the Executive, Committee and Council of ALSA about matters of policy relevant to legal education;
   4. to, in conjunction with the relevant convenor, organise an Annual Legal Education Forum;
   5. to actively promote the legal education priorities of ALSA in the media;
   6. to write bi-annual reports to member LSSs detailing current political developments and lobbying campaigns affecting students;
   7. to promote equity and social responsibility for law students, and within ALSA; and
   8. to have a working knowledge of meeting procedure;
3. **The duties of the Vice-President (Administration) of the company are:**
   1. to keep and maintain all minutes, records and correspondence as may reasonably be required by the Executive for the proper conduct of the Association’s affairs;
   2. to maintain a register of all Members of the Association;
   3. all duties incorporated in their role as **secretary**
   4. to hold custody of the Common Seal;
   5. to oversee that all meetings, notices and other acts and things required under this Constitution are duly summoned, given or done;
   6. to oversee the release of Council materials 7 days prior to each Council meeting;
   7. to keep accurate minutes of all Council meetings and forward such minutes to all Councillors within four weeks after the closing day of each Council meeting;
   8. to provide administrative support to the other members of the Executive;
   9. to coordinate, maintain and develop, in conjunction with the ALSA Committee, a series of manuals to assist Law Student Societies in running competitions;
   10. to coordinate, maintain and develop, in conjunction with the ALSA Committee, a manual for the management of Law Student Societies;
   11. Co-ordinate ALSA’s strategy for publications;
   12. to oversee the development, maintenance and updating of ALSA’s website and online presence;
   13. co-ordinate ALSA’s strategy for online services;
   14. to further the objects of the Association; and
   15. to have a working knowledge of meeting procedure.
4. **The duties of the Vice-President (Finance) of the company are:**
   1. to coordinate **company’s** marketing strategy;
   2. to take responsibility for the receipt and deposit of all Association income;
   3. to make provision for the prompt payment of Association debts;
   4. to keep records of receipts, deposits and payments as necessary;
   5. to prepare an Annual Report outlining the finances of the Association;
   6. to maintain the **company’s** Financial Database which reflects current best practice;
   7. to further the objects of the Association; and
   8. to have a working knowledge of meeting procedure.
5. **Executive officers may delegate their duties to, or share their duties with, other Executive or Committee officers where appropriate.**
6. **Executive officers may hold an Executive office and a Committee office simultaneously where a Committee office is unfilled**

## The Committee

1. **The Committee consists of the Executive officers and the following elected Committee officers:**
   1. the Education Officer (Higher Education);
   2. the Education Officer (Students and Community);
   3. the Careers Officer;
   4. the Information Technology Officer;
   5. the Marketing Officer;
   6. the Sponsorship Officer;
   7. the Conference Convenor-elect;
   8. the Alumni & Scholarships Officer; and
   9. the Competitions Officer.
2. **The duties of Committee Officers will be set out in the bylaws of this Constitution after the agreement of a simple majority in Council.**
3. **Where a Committee position is not filled by the Council, or becomes vacant, the Executive may appoint a person to the position until such time as the appointment may be ratified by a simple majority vote of the ALSA Council.**
4. **Each Committee Officer will, upon election, assume office on October 1 of that year for one calendar year.**
5. **Committee members** officers must, upon election, be eligible to become **Registered Legal Members** of the **company**.
6. **The Conference Convenor**
   1. The Conference Convenor-elect will be elected by Council at the time their Conference bid is accepted.
   2. The Conference Convenor-elect will become an ALSA Committee member on October 1, 2 years before the year of the Conference they are convening.
   3. If the Conference Convenor-elect is elected after October 1, 2 years before the year of the Conference they are convening, they will assume office immediately.
   4. The Conference Convenor-elect’s term ends 30 September of the year immediately preceding the Conference they are convening. At this time, they assume the office of Conference Convenor.
   5. A person immediately stops being a **Committee Member** if they:
      1. die
      2. resign, by writing to the secretary
      3. are expelled under clause **Error! Reference source not found.**, or
      4. have not responded within three months to a written request from the secretary that they confirmin writing that they want to remain a **Committee Member**.

## ALSA Subcommittees

1. **ALSA subcommittees will be created as per the ALSA Subcommittee Bylaw.**
   1. The Executive may create any other ALSA subcommittees that it sees fit and when the need arises, and these subcommittees will be coordinated by the appropriate Executive or Committee Officer(s).
   2. Members of ALSA subcommittees will be appointed by the Executive for a term not exceeding one year from the date of appointment.
   3. Responsibility for the work of ALSA subcommittees will rest with the coordinating Executive and / or Committee Officer(s).
   4. Membership of an ALSA subcommittee will not, of itself, entitle members of the subcommittee to any funding to attend ALSA Council Meetings.

## The Council and Council Meetings

1. **The Council will consists of:**
   1. members of the Executive;
   2. members of the Committee;
   3. the President or Nominee of each **Australian Law Student Society/Associations Member;**
   4. the President or Nominee of each component organisation registered as a **Joint** **Australian Law Student Society/Associations Member**; and
   5. a Representative of each **Australian Law Student Society/Associations Member** body who will, in the course of ALSA business, be referred to as an “ALSA Representative”.
2. **Council Meetings**
   1. **Council Meetings** may be held from time-to-time as the **Council** requires, but in each term year there must be a minimum number of three Councils.
   2. At the direction of the **Council**, the **Vice-President (Administration)** will convene a **Council Meeting** and give notice to all members of the **Council** to meet at a venue and time set by the **Executive**.
   3. **Council** may conduct **Council** business in a Meeting so long as two members of the **Executive** and one representative of each of ten LSS or Joint LSS members are present.
   4. The **President** or his/her nominee will be the Chairperson of the **Council Meeting** and will chair the **Council Meeting** in accordance with specified meeting procedure rules.
   5. All votes at **Council Meetings**, unless otherwise specified, will be resolved by simple majority of the **Council** **Members** present at the Meeting. The **President** will have an additional casting vote in the event of a tie.
   6. The **Council** will follow the specified meeting procedure rules as set out and communicated to them by the **Executive** at least two weeks prior to a **Council Meeting**. The **Council** may, by simple majority, pass bylaws regarding the rules of meeting procedure, over-riding those which were laid out by the **Executive** if the **Council** sees fit.
   7. The meeting procedure rules of the ALSA Council shall not derogate from an ALSA Councillor’s right to be heard unless a disciplinary provision of the meeting procedure has been applied.
   8. Voting rights in **Council** may not be exercised by **Australian Law Student Society/Associations Member** who have not paid current affiliation fees.
   9. Notwithstanding clause 99.8, the **Council** may, by simple majority, choose to allow an **Australian Law Student Society/Associations Member** that has not paid their affiliation fee to vote and speak at **Council** meetings if the **Australian Law Student Society/Associations Member** gives an undertaking that the affiliation fee will be paid as soon as practicable.
   10. The **Council** in a Meeting is empowered, subject to this Constitution, to exercise all the powers of the **company**.
   11. A member of the **Council**, other than an **Executive** or **Committee** member, may confer their Council vote on another law student from the same University if it is in writing.
   12. A member of the **Council**, other than an Executive or Committee member, may proxy their Council vote through the **Vice-President (Administration)**, other than the annual elections, on particular instructions in writing that would be outlined both to Council and in the minutes of the Council meeting where the proxy is exercised.
   13. An Executive or Committee member may proxy their Council vote through the Vice-President (Administration), or through another Executive or Committee member, if it is in writing. In order for such a proxy vote to be exercised it must be lodged at least seven days before the commencement of the meeting.

## The Annual General Meeting of the Members

Responsibility for the Annual Conference and the Annual Legal Education Forum

1. **This section has been removed.**

Attendance of Executive Officers at Conference and Legal Education Forum

1. **This section has been removed.**

The Annual Council General Meeting

1. **The Annual Council General Meeting**
   1. A **Council Meeting** to be called the **Annual Council General Meeting** must be held annually during the **Conference** of the **company** at a date to be fixed by the **Executive** in consultation with the **Conference Convenor**.
   2. Except as is otherwise provided below, provisions governing the conduct of **Council Meetings** apply to the **Annual Council General Meeting**.
   3. The **Vice-President (Administration)** must provide written notice of the **Annual Council General Meeting** 21 days in advance including an agenda setting out all matters of business to be dealt with in the Meeting.
   4. Motions on notice must be conveyed to the **Vice-President (Administration)** of the **company** at the beginning of the **Annual Council General Meeting**.
   5. Only those **Australian Law Student Society/Associations Member** or **Joint** **Australian Law Student Society/Associations Member** which are officially represented at an **Annual Council General Meeting** are entitled to exercise a vote in any matter which arises including the ballot for election of all **Executive** and **Committee** Officers.
   6. The business of an **Annual Council General Meeting** will include:
      1. the adoption of the minutes of the last **Annual Council General Meeting**;
      2. the adoption and discussion of Annual Reports prepared by each **Executive** Member;
      3. the election of **Executive** and **Committee** Officers;
      4. the appointment of such subcommittees as are considered to be necessary by the **Annual Council General Meeting**;
      5. the promulgation of bylaws of the Association;

## Special Council General Meetings

1. **Special Council General Meetings**
   1. The **Executive** may, at any time, convene a special **Council Meeting** of the Association.
   2. The **Executive** must, on request of not less than 75% of **Australian Law Student Society/Associations Member** or **Joint** **Australian Law Student Society/Associations Member**, convene a special **Council Meeting** of the **company**.
   3. The Vice-President (Administration) must provide written notice of the **Special Council General Meetings** 21 days in advance including an agenda setting out all matters of business to be dealt with in the Meeting.
   4. The request for a **Special Council General Meetings** must state the objects of the meeting, be signed by the members requesting the meeting and be sent electronically or otherwise to the Vice-President (Administration).
   5. The business to be conducted at a **Special Council General Meetings** must be limited to motions regarding those on the **Committee**, financial matters, constitutional amendments and all other matters deemed appropriate by the Executive.

## Elections of Executive and Committee Officers

1. **Election of all Executive and Committee Officers are to be run in the manner here so outlined**
   1. The election of all **Executive** and **Committee Officers,** excluding the position of **Conference Convenor,** must be held at the **Annual Council General Meeting.**
   2. Notice of the annual elections is to be sent by the **Vice-President (Administration)** and must be accompanied by job descriptions and the prescribed nomination forms.
   3. (a) Nominations for **Executive** positions must be made in the prescribed form, and will only be accepted until 9:30am 7 days before the **Annual Council General Meeting** is to be held. The Executive will have discretion to reopen nominations if it is determined that there are not sufficient nominations.  
      (b) Nominations for **Committee** positions must be made in the prescribed form, and will only be accepted up to 9:30am the day before the **Annual Council General Meeting** is to be held, unless the Council decides otherwise by a 75% majority of the members of the **Council** present at the **Annual Council General Meeting** at which the matter is considered.
   4. Candidate Statements
      1. All candidates contesting for a position must provide to the Vice-President (Administration) a written statement that:
      2. does not exceed 400 words; and
      3. includes, but is not limited to, relevant experience and policy.
      4. The above provision does not apply to nominations obtained from the floor.
      5. The Vice-President (Administration) shall:
         1. circulate the written statements on the ALSA Council website and via email to the ALSA Council mailing list; and
         2. not publish any material which, in the opinion of the Vice-President (Administration), is, or could be perceived, as being defamatory, discriminatory or derogatory.
      6. In the event the Vice-President (Administration) has a conflict of interest the Returning Officer will administer the above provisions.
   5. The **Vice-President (Administration)** must make copies of the nominations available to Council before the **Annual Council General Meeting**.
   6. A Returning Officer is to be appointed by a simple majority of the **Council** members present at the **Annual Council General Meeting** to conduct elections at the **Annual Council General Meeting**.
   7. Nominations for elections from **Australian Law Students** who are not likely to be **Australian Law Students** at the conclusion of their term will not be accepted without approval of 75% of the members of the **Council** present at the election.
      1. This vote must take place at the start of the **Annual Council General Meeting.**
   8. The Returning Officer may only accept nominations made by **Council** members.
   9. Any nomination that is made on behalf of an individual not present at the AGM must also include the acceptance of that person in writing.
   10. Any dispute as to the validity or otherwise of a nomination will be decided by the President, and the President’s ruling will be final.
   11. Should the number of nominations equal the number of vacancies to be filled, the person nominated will be elected against a vote of no confidence.
       1. Should an uncontested nominee be defeated by a vote of no confidence, then that nominee will be deemed not to be elected.
       2. Defeat by no confidence will open the position to nominations from the floor of the AGM, subject to cl 104.3.
       3. A person defeated by a vote of no confidence is not eligible to nominate from the floor for the position in which they were defeated.
   12. If more than one nomination is received for any one office an election is to be conducted by the Returning Officer.
   13. Election Speeches
       1. Each nominee will be permitted approximately 3 minutes to speak in support of his/her nomination;
       2. If a nominee elects to make a supporting speech, the speech must be made prior to the vote on the position for which the nomination is made;
       3. The Chair may allow questions from the floor to the nominee during the nominee’s supporting speech;
       4. Where a nominee is unable to attend the election for the position for which he or she has been nominated, the nominee may select a person to act on his or her behalf and deliver a 3 minute speech on his or her behalf;
       5. Speeches regarding nominations other than those allowed in accordance with 104.13(a) to 104.13(d) will not be permitted;
       6. Each nominee will be permitted to appoint one scrutineer to scrutinise the counting of the votes by the Returning Officer.
   14. Elections must be conducted in accordance with this **Constitution**, and must be by secret ballot under the Optional Preferential Voting System as provided by clause 104.15.
   15. The Returning Officer must arrange for the preparation of ballot papers for each position and instruct voters to write the number 1 next to their first preferred candidate or, where three or more candidates have nominated for a position, the Returning Officer will instruct voters to indicate their further preferences by writing the number of their choice next to each candidate’s name.
       1. In the event of a tied vote after the first round of voting, a second round of voting shall occur. If a tied vote remains after the second round of voting, a third round of voting shall occur with the removal of the **Executive** and **Committee** bar the **President** from the voting pool. If at the conclusion of this third round a tied vote remains, then the result of the election shall be determined by the flip of a coin administered by the Returning Officer.
   16. At the conclusion of elections (if any) the Returning Officer will announce to the AGM the duly elected **Executive** and **Committee** Officers of ALSA.
   17. In the event that casual vacancies on the **Executive** and **Committee** become available, the **Vice-President (Administration)** will be required to notify **Australian Law Student Society/Associations Member** or **Joint** **Australian Law Student Society/Associations Member** as soon as practicable.
   18. Casual vacancies may be filled at the discretion of the **Executive** but the appointment, in order to be ratified, requires approval by simple majority at the next **Council Meeting**.

## Miscellaneous

1. **Finance & Audit Matters**
   1. The income of the **company** shall be derived from the following activities and arrangements:
      1. the collection of affiliation fees from all classes members of the **company**;
      2. maintaining sponsorship relationships with any individual, corporation, or any other body;
      3. advertising goods, services and existence of any individual, corporation, or any other body within the **company** publications;
      4. advertising goods, services and existence of any individual, corporation, or any other body at the **company** events;
      5. convening the Annual Conference; and
      6. any activities incidental to the above.
   2. **Executive** and **Committee** Officers may maintain bank accounts on behalf of the **company** where necessary.
   3. All cheques drawn on such bank accounts must be signed by two **directors** of the **company**.
   4. A record of expenditure must be kept by each Officer of the **company** and forwarded to the **Vice-President (Finance)**.
   5. All accounts must be kept in accordance with any accounting policies established by the bylaws of this Constitution.
   6. ALSA may, each year, offer scholarships to eligible Australian law students, as detailed in that relevant part of the constitution or bylaw.
   7. The Scholarship amounts will be a minimum amount as set out in that relevant part of the constitution or bylaw.
2. **Reimbursement of Executive and Committee Officers**
   1. **The Executive Officers**
   2. All Executive Officers will be fully reimbursed for all legitimate expenses, provided that:
      1. these expenses were incurred by the Executive Officers in the course of conducting the **company** business and otherwise in the fulfilment of their duties;
      2. where travel expenses under $100 are being claimed in relation to travel not associated with a **Council Meeting**, prior approval of two of the **President**, **Vice-President (Finance)** and another member of the **company** **Executive**;
      3. where travel expenses are being claimed in relation to travel not associated with a Council Meeting, and the travel expense item exceeds $100, prior approval of the **Committee** must be obtained.
      4. A **Council Meeting** in this context involves both **ALSA Council Meetings** and **International Council Meetings** held at an annual conference (such as the New Zealand Law Students’ Association).
   3. **Committee Officers**
      1. Subject to clauses 106.4 and 106.5, all **Committee Officers** will be partially reimbursed for legitimate expenses incurred by them in the course of conducting the **company** business and otherwise in the fulfilment of their duties.
   4. The **Executive** will determine, from year to year, the reimbursement allowance to which all **Committee Officers** will be entitled, having regard to the financial position of the **company** and any relevant sponsorship arrangements entered into by the **company**.
   5. Every Committee Officer is be entitled to seek and obtain sponsorship or other supplementary funding to offset expenses incurred by him/her in the course of conducting the **company** business and otherwise in the fulfilment of his/her duties, subject to consultation with and the approval of the Executive. In no case will a Committee Officer’s reimbursement allowance be offset against such sponsorship or supplementary funding, except to the extent that the reimbursement allowance exceeds the shortfall between the sponsorship/supplementary funding and the total expenses incurred.
   6. **Reimbursement Process**
      1. Every Executive or Committee Officer claiming reimbursement must submit supporting receipts or invoices to the Vice-President (Finance) in the manner prescribed by the Vice-President (Finance).
      2. The Vice-President (Finance) will review the legitimacy of each claim for reimbursement and accordingly will determine how much, if any, reimbursement will be granted, subject to this clause.
3. **Appointment of Patrons of ALSA**
   1. The **Council** may appoint one or more Patrons of the **company**.
   2. A Patron may be nominated to at a **Council Meeting** by any **Council Member**.
   3. A nominee will become a Patron of the **company** upon the approval of a 75% majority of the **Council members** present at the Meeting at which the matter is considered.
   4. A Patron will cease to be such only:
      1. upon formal resignation from office;
      2. upon death;
      3. upon the individual being declared insolvent;
      4. upon expiry of one calendar year from appointment.
4. **Other**
   1. Subject to legal requirements, access to ALSA records are restricted to access as stated in this constitution.
   2. Except for the purposes of reimbursement as provided for under clause 14, the Executive and Committee Officers of ALSA, acting in relation to any of the affairs of ALSA, will be indemnified from and against all actions, costs, charges, losses, claims, demands, damages, and expenses which they, or any of them, incur or sustain by reason of any act done, concurred in, or omitted in or about the execution of their duty, or supposed duty, in the course of their Offices, except such (if any) as he or she or they incur or sustain by or through his or her or their own wilful neglect or default respectively, and none of them will be answerable to the acts or defaults of the other or others of them.
   3. Where information is provided to ALSA or its officers by a member it will be assumed, unless otherwise stated, that copyright resides with that member, and that the information is given with a non-exclusive licence to be used by ALSA for any purpose consistent with the Constitution.
5. **Scholarships**
   1. This section has been removed.
6. **Transitional Arrangements**
   1. Upon the incorporation of the **company** the following **Australian Law Student Societies/Associations** are **Australian Law Student Society/Associations Membership;**
      1. Australian Catholic University (St Patrick's)
      2. Curtin University Law Student Society
      3. Deakin (Warrnambool)
      4. Deakin Law Students Society (Geelong)
      5. ISAACS
      6. James Cook
      7. Law Society of the University of Southern Queensland
      8. Notre Dame Law Students' Society (Fremantle)
      9. RMIT LSS
      10. Southern Cross University
      11. Sunshine Coast
      12. University of Notre Dame (Sydney)
      13. University of South Australia
      14. University of Western Sydney Law Students' Association
      15. Victoria University (Dictum Society)
      16. University of Adelaide
      17. Australian National University
      18. Macquarie University Law Society
      19. University of Melbourne
      20. Monash University
      21. Queensland University of Technology Association of Law Students
      22. University of New South Wales Law Society
      23. University of Queensland
      24. University of Technology Sydney Law Students' Society
      25. UWA (Blackstone Society)
      26. Bond
      27. Deakin (Burwood)
      28. Flinders Law Students' Association
      29. Griffith Law Students Association (Gold Coast)
      30. Griffith University Law Society (Nathan)
      31. La Trobe Law Students' Association
      32. Murdoch
      33. Tasmania University Law Society
      34. University of Newcastle Law Students' Association
      35. Wollongong
   2. Upon receipt of affiliation fees the following **Australian Law Student Societies/Associations** will be recognised as **Australian Law Student Society/Associations Membership;**
      1. ACU North Sydney (McKillops)
      2. Edith Cowan
      3. University of New England Law Students' Society
      4. Charles Darwin University
   3. All existing Life Members of the Australian Law Student Association Incorporated (ABN: 37 680 713 915) are awarded Life Membership of the **company.**
   4. All existing officer and committee bearers and previous officer bearers of Australian Law Student Association Incorporated (ABN: 37 680 713 915) enjoy the same rights and privileges they would enjoy if they were previous officer bearers of the **company.**
   5. Upon inception of the company Alistair Boothwill be recognisedas the **Immediate Past President** for the term of the first President. Alistair Booth’s term as Immediate Past President shall cease on 30th September 2016.
   6. Upon inception of the company the members of the **Discipline and Grievance Committee** will be as follows; Michaela Olson, Alistair Booth, Callum Davidson, Joe Bates, Dan Bruce and Sarah Marshman. The term of the Discipline and Grievance Committee members shall cease on 30th September 2016.