



THE NOTRE DAME SYDNEY LAW SOCIETY

CONSTITUTION

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Part 1 – Preliminary

1. Name of the Society

This Constitution formally establishes a society of law students at the University of Notre Dame Australia, Sydney. The name of this society shall be the “Notre Dame Sydney Law Society”.

2. Definitions

2.11. In this Constitution, unless the context requires otherwise:

“**ALSA**” means the Australian Law Students’ Association.

“**Bylaws**” means the Notre Dame Sydney Law Society Bylaws.

“**Casual Vacancy**” is defined by Section 15.

“**Chair**” means the person appointed as chair for a meeting pursuant to this Constitution.

“**Committee**” means the Executive and Ordinary Committee Members of the Society.

“**Dean**” means the Dean of the School of Law of the University of Notre Dame Australia, Sydney or their delegate.

“**Executive**” is defined by Section 11.

“**General Fund**” is defined by Section 24.

“**Mature Age Student**” means a person currently enrolled at the University of Notre Dame Australia who is aged over twenty (20) years as at 1 March in their year of admission or someone who, regardless of age, has completed some post-secondary study prior to enrolment at the University of Notre Dame Australia, Sydney.

“**Member**” is defined by Section 8.

“Ordinary Committee Member” means a member of the committee who is not an office-bearer of the Notre Dame Sydney Law Society.

“Portfolio” means the responsibilities set out in the By-Laws and all matters reasonably incidental thereto.

“SAUNDA” means the Student Association of the University of Notre Dame Australia.

“Secretary” means the person holding office under this Constitution as secretary.

“School of Law” means the School of Law of the University of Notre Dame Australia, Sydney.

“Society” means the Notre Dame Sydney Law Society.

“Special Majority” means two thirds of the present and voting Members (with voting rights) at any duly convened meeting (including, without limitation, a General Meeting) where an abstention is not counted as a vote.

“University” means the University of Notre Dame Australia, Sydney.

3. Relationship to Bylaws

3.1. In the event of an inconsistency between this Constitution and the Bylaws, this Constitution prevails to the extent of the inconsistency.

3.2. The Bylaws shall be binding on the Committee, unless excluded by clause 3.1.

4. Legal Structure of the Society

The Society shall be an unincorporated association and therefore will not operate as a separate legal entity to the Members associated with it.

5. Non-profit Clause

The assets and income of the Society shall be applied solely in furtherance of its Purpose and Objects and no portion shall be distributed directly or indirectly to the Members

of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6. Purpose of the Society

The purpose of this Society is to enrich the student experience through educational, vocational and social initiatives on a not-for-profit basis.

7. Objects of the Society

These objects of the Society are:

- (a) to foster, promote and enhance the general wellbeing of Members at the University, particularly the environment in which law is studied at the University.
- (b) to respect, promote and uphold the values and ethos of the School of Law and the University.
- (c) to act as the officially recognised body for the accreditation of teams wishing to represent the University in intervarsity law competitions.
- (d) to regularly convene academic legal competitions, such as, but not limited to, client interviewing and mooting.
- (e) to annually produce careers information.
- (f) to maintain strong ties with ALSA and SAUNDA.

Part 2 - Membership

8. General Membership

A person is taken to be an ordinary Member of the Society if:

- (a) the person is a natural person; and
- (b) the person is currently enrolled in a law degree at the University of Notre Dame Australia, Sydney and is studying at least one law unit; and
- (c) the person has not ceased membership following the operation of Section 10.

9. Rights and Duties of Members

9.1. Membership of the Society is personal and is not transferable.

9.2. An ordinary member may:

- (a) vote at the election of the Committee in accordance with this Constitution; and
- (b) be given notice, attend, speak, propose and vote on resolutions at any General Meeting of the Society; and
- (c) receive all services and regular publications of the Society on the terms determined by the Committee.

9.3. If a Member or person introduced by a Member damages or loses any property of the Society, the Member shall make good the damage or loss to the extent of the damage or loss suffered.

10. Cessation of Membership

10.1. A Person automatically ceases to be a Member of the Society if the person:

- (a) dies; or
- (b) graduates from the School of Law; or

(c) withdraws enrolment in the School of Law; or

(d) the Member delivers to the Secretary a written notice of resignation of membership.

10.2. Subject to this Constitution, the membership of a Member may at any time be terminated by resolution in a General Meeting if the Member:

(a) refuses or neglects to comply with the provisions of this Constitution or any Bylaw of the Society; or

(b) engages in conduct which is, in the opinion of the Committee, prejudicial to the interests of the Society; or

(c) fails to pay any debt due to the Society for a period deemed unreasonable by the Committee.

10.3. The operation of clause 10.2. requires the Member in question:

(a) be provided, by the Secretary, written notice of the resolution to be considered no less than seven (7) days prior to the meeting;

(b) be provided an opportunity to respond to the matter at the meeting; and

(c) be given prompt notice of the decision reached.

Part 3 – Governance of the Society

11. The Executive

11.1. The Society shall be governed by the Executive. The Executive shall be composed of the following persons:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) Secretary.

11.2. Powers and duties of the Executive

- (a) The Executive shall be responsible for the efficient operation of the Committee in the furtherance of the Purpose and Objects of the Society.
- (b) Subject to this Constitution and resolution at a General Meeting, the Executive may do all things necessary or convenient for carrying out the Purpose and Objects of the Society. This includes, but is not limited to, the opening and managing of bank accounts and the investment of the Society's funds. Such actions are to be undertaken with notice provided to all executive members as soon as practical and prior to their enactment. Disagreements should be addressed in Committee meetings and the views of individual committee members must be considered. The Executive Committee will open and begin managing the funds by the 31st of January of the year of inauguration.
- (c) Subject to this Constitution, the Executive may act independently of the Committee where it is appropriate in all the circumstances. Any such act must be brought to the Committee's attention as soon as is practicable.

- (d) The Executive may act independently of the Committee with the written approval of three (3) Executive members.

12. The Committee

12.1. The Committee shall consist of the Executive and Ordinary Committee Members.

12.2. The Ordinary Committee Members of the Society shall consist of the following:

- (a) Careers Director
- (b) Competitions Director
- (c) Communications Director
- (d) Education Director
- (e) Information Technology Director
- (f) Social Events Director
- (g) Social Justice Director
- (h) Sponsorship Director
- (i) Sports Director
- (j) Mature Age Representative
- (k) Final Year Representative
- (l) Fourth Year Representative
- (m) Third Year Representative
- (n) Second Year Representative
- (o) First Year Representative
- (p) Immediate Past President

12.3. Powers and duties of the Committee

- (a) Subject to this Constitution and any resolution passed by the Committee, the Committee is to control and manage the affairs of the Society.

- (b) The Committee may exercise all functions that may be exercised by the Society other than those required to be exercised by resolution at a General Meeting.
- (c) The general business of the Society shall be managed by the Committee at the direction of the Executive.
- (d) The Committee is required to take action for the furtherance of the Purpose and Objects of the Society in accordance with this Constitution and the Bylaws.
- (e) No one Member is permitted to concurrently hold more than one Committee position, unless a casual vacancy is unable to be filled.

12.4. Ex-Officio Position

- (a) The Immediate Past President shall be required to hold an ex-officio position on a newly elected committee.
- (b) The Immediate Past President has no voting rights during Committee Meetings.

12.5. Terms of office

- (a) All members of the Committee shall be in office from the conclusion of the Annual General Meeting following their election and end at the conclusion of the subsequent Annual General Meeting.
- (b) Where a Committee member is appointed, their term of office shall end at the conclusion of the next Annual General Meeting.

12.6. The Committee shall be governed by the Constitution and Bylaws of the Society.

13. Removal of Committee Members

13.1. A Committee Member may be removed, before the end of their term of office, by resolution at any meeting of the Committee if that member:

- (a) has failed to adequately fulfil the requirements of their position as defined by this Constitution and the Bylaws; or
- (b) has failed to attend two consecutive meetings or society events without reasonably acceptable apologies; or
- (c) has acted in any such way that is prejudicial to the interests of the Society.

13.2. For the operation of clause 13.1. a member of the Executive must indicate a vote of no confidence.

13.3. A vote of no confidence must specify:

- (a) the Executive member proposing the resolution or the four (4) Committee members proposing the resolution;
- (b) the Executive member seconding the motion or the additional three (3) Committee members seconding the motion; and
- (c) the grounds upon which the Committee member is to be removed from office.

13.4. A vote of confidence may only be passed if it has either of the following:

- (a) Majority support of the Executive; or
- (b) Support of three quarters (3/4) of the Committee which includes two (2) Executive members, in the event that the Executive does not sufficiently support the resolution.

13.5. The Committee Member to whom the motion of no confidence refers must abstain from voting on a resolution under this Section.

13.6. In the event that a vote of no confidence refers to a member of the Executive, only satisfaction of clause 13.4(b) will result in the removal of an Executive member.

14. Elections

14.1. Notice of elections and nominations

- (a) Notice of election shall be given at the discretion of the President.
- (b) Notice must be given through display on the Society website and via email to Members.
- (c) The notice of the election, nomination period and campaign period shall run in accordance with the NDSLS bylaws.
- (d) The President or their delegate is to receive all nominations.
- (e) Nominations must include:
 - i. the Member's name; and
 - ii. the Committee position(s) for which they are nominating; and
 - iii. a statement of candidature.
- (f) A member may nominate for up to three (3) Committee positions.

14.2. Eligibility for an Executive position

- (a) To nominate for President, Vice President, Secretary and/or Treasurer, the Member must be a member of the Committee or have been a member of the Committee, and must not have been removed from office following the operation of Section 13.*
- (b) To nominate for Vice President and/or Secretary, the Member must not have been removed from office following the operation of Section 13 if they have previously been a Committee Member.*

(c) In the event that no eligible Member nominates for President, Vice President, Secretary and/or Treasurer by the conclusion of the nomination period, any Member may nominate for President, Vice President, Secretary and/or Treasurer if they have the written consent of 30 Members.

(d) Subcommittee members are included as members of the Committee for the purpose of 14.2. and so are eligible to nominate for President, Vice President, Secretary and/or Treasurer provided that they have not previously been removed from office.

14.3. Any Member is eligible to nominate as an Ordinary Committee Member.

14.4. If nominations are not received for any Committee position, they shall be taken to be a Casual Vacancy.

(a) The First Year Representative position is an exception to be governed by 15.3.

(b) Where 14.2.(c) applies, if no nominations are received for President and/or Treasurer, the nomination period will be extended by 5 (five) business days.

14.5. In the event that more than one nomination is received for a Committee position, a ballot is to be held in the voting period to determine which candidate shall fill the position.

14.6. Only Members are eligible to vote.

15. Casual Vacancies

15.1. In the event of a Casual Vacancy occurring, the Executive may appoint, by resolution, a Member to fill the vacancy. The Member appointed is to hold office, subject to this Constitution, until the conclusion of the term of office.

15.2. A Casual Vacancy occurs if the Committee member:

(a) dies;

- (b) ceases to be a Member;
- (c) resigns by notice in writing given to the Secretary; or
- (d) is removed from office through the operation of Section 13.

15.3. First Year Representative

- (a) Nominations for First Year Representative may be received from the date chosen by the President at his or her discretion.
- (b) Notice of election shall be given at the discretion of the President in Semester One.
- (c) The voting procedure shall follow the procedure set out in Section 14 and the election bylaws.

16. Change Over Period

16.1. ***The changeover period shall begin at the conclusion of the Annual General Meeting and will extend for the subsequent fourteen (14) days.***

16.2. The outgoing President shall ensure that:

- (a) each member of the outgoing Committee prepares a guide with all the relevant materials to be handed to the incoming Committee;
- (b) the guide is to be handed to the incoming Committee at the Annual General Meeting.
- (c) the outgoing Committee is to assist the incoming Committee with developing a strategy for the incoming Committee's term of office, and also to ensure all reasonable steps are taken to obtain sponsorship.

16.3. Contracts entered into by the outgoing Committee that relates to events occurring within the change over period shall not, where reasonable, be cancelled by the incoming Committee.

17. Grievances

- 17.1. For the purpose of this Constitution, a grievance is an issue that arises between Committee Members, or Committee Members and Members which is not otherwise covered by University regulations or grievance procedures.
- 17.2. All grievances in relation to the Society should be brought to the attention of the Executive or the Equity Officer at first instance for resolution, be treated in confidence and in accordance with the NDSLS Committee Code of Conduct.
- 17.2.1. The Equity Officer may act within the role of an arbitrator or mediator if a resolution is not reached between aggrieved parties.
- 17.2.2. The Equity Officer's decision in its role as arbitrator or mediator is binding upon the aggrieved parties.
- 17.2.3. The Equity Officer must abide by the NDSLS Committee Code of Conduct, specifically ss 15, 16, and 17.
- 17.2.4. If in the case the Equity Officer is one of the aggrieved parties, the Executive may act as the arbitrator or the mediator in that circumstance, binding as in 17.2.2.
- 17.2.5. If in the case the Equity Officer and one or more Executive Members are party to the grievance, then the resolution will be voted upon by a majority of the Full Committee.
- 17.3. If the aggrieved person remains unsatisfied by the resolution, or the Equity Officer's decision, the grievance may be brought to the attention of the Assistant Dean of the School of Law.

Part 4 – Meetings

18. General Meetings

Annual General Meetings

18.1. Annual General Meetings shall be held in the month of October or November each year.

18.2. The President shall convene the Annual General Meeting.

18.3. Notice must be given to all Members at least 14 days prior to the Annual General Meeting. This notice must specify the place, date and time of the meeting, and the business to be transacted at the meeting in the form of an agenda.

18.4. Procedure at the Annual General Meeting

(a) Quorum shall be 15 Members or one third of the Society's Members at that time, whichever is the lesser.

(b) The President shall chair the Annual General Meeting. In the President's absence, the Vice President shall chair the Annual General Meeting.

(c) (c) The Annual General Meeting shall be conducted in accordance with the Bylaws.

(d) The President may, with the consent of the Members present by resolution, adjourn the meeting to another time if appropriate in all the circumstances.

(e) A resolution put to the vote of the meeting is decided by a show of hands unless private ballot is demanded by at least five (5) Members.

(f) Where a private ballot is demanded, the votes shall be counted by the President and the Secretary, or in their absence, another Executive member.

(g) Proxy votes shall not be accepted at an Annual General Meeting.

(h) Prior to the conclusion of the meeting a motion shall be passed to confirm the incoming Committee into their positions.

Special General Meetings

18.5. A Special General Meeting shall be called by the President and held within 14 days of receiving a written requisition from:

- (a) two Executive members; or
- (b) 25 Members.

18.6. The written requisition must state the resolutions being put to the meeting.

18.7. The President may also call a Special General Meeting at any time.

18.8. The notice requirement shall be the same as for an Annual General Meeting.

18.9. The procedure shall be the same as for an Annual General Meeting.

19. Committee Meetings

19.1. The Committee must meet on a monthly basis.

19.2. The President shall convene Committee meetings.

19.3. All members of the Committee shall be given at least three (3) days notice of a meeting, including the time and place of the meeting.

19.4. Committee meetings shall be conducted in accordance with the Bylaws.

19.5. Quorum at Committee meetings shall be eight (8) Members of the Committee.

19.6. The President shall chair Committee meetings. In the President's absence, the Vice President shall chair Committee meetings.

19.7. All Committee members may vote at Committee meetings.

19.8. All members are entitled to attend Committee meetings as observers. Observers may be granted speaking rights by the Chair.

19.10. A resolution put to the vote of the meeting is decided on a show of hands unless private ballot is demanded by at least five (5) Members.

19.11. Where a private ballot is demanded, the votes shall be counted by the President and the Secretary, or in their absence, another Executive member.

19.12. Proxy votes may be accepted at Committee meetings.

20. Minutes of Meetings

20.1. The Society must keep a record of the proceedings of all meetings.

20.2. Draft minutes of all meetings must be circulated to all Members of the Committee within five (5) days of the close of the meeting for information and approval.

20.3. Subject to any objection, the Chair must sign the minutes to certify that they are a true and correct record of the proceedings of the meeting.

20.4. Circulation of the minutes shall be undertaken by the nominated Committee member.

20.5. The minutes of all meetings shall be available to Members upon ratification by the Chair.

21. Resolutions, Voting and Decisions

21.1. Questions or motions arising at a Committee meeting or at a General Meeting are to be resolved by resolution.

21.2. A resolution may be proposed by providing a written motion to the President and Secretary. For the proposed resolution to be valid it must specify:

- (a) the Member proposing the resolution;
- (b) the Member seconding the resolution; and
- (c) the resolution proposed.

21.3. After the proposed resolution has been read at the Committee meeting, both the Member proposing the resolution and seconding the resolution will be afforded the

opportunity to speak on the resolution. The resolution will then be open for discussion by the Committee and those granted speaking rights which will be followed by a right of reply by both the Member proposing and seconding the resolution.

21.4. At the cessation of discussion, the Committee shall vote on the resolution. Any abstentions may be noted at the election of the Member.

21.5. Subject to this Constitution, a resolution shall be successful where a majority of votes were cast in its favour.

21.6. Each Committee member present at a Committee meeting is entitled to one vote.

21.7. Any Member present at a General Meeting is entitled to one vote.

21.8. In the event of an equality of votes, the Chair may cast a second vote.

21.9. The Chair and the minutes must state the number or proportion of the votes recorded in favour and against the resolution.

21.10. If the question is to be determined by a poll, it is to be conducted in accordance with the directions of the Chair.

22. Changing this Constitution

22.1. This Constitution may only be changed by Special Majority.

22.2. Any changes made to the Constitution must be passed by Special Majority of the Committee before it may be put to a General Meeting.

22.3. In the event of an amendment being passed, a nominated Committee member shall make available amended copies of the Constitution to all Members within a reasonable time.

Part 5 – Finance

23. Budgeting

- 23.1. A budget shall be prepared at the beginning of the term of office by the Treasurer, in consultation with the President and Vice President.
- 23.2. This budget shall be adjusted appropriately on receipt of funds obtained from sponsors.
- 23.3. The budget shall allocate funds to each Portfolio. The areas sponsored shall be a material consideration in this allocation of funds.
- 23.4. Any amount in excess shall be allocated to the General Fund.
- 23.5. Funds from sponsors shall not be allocated to the General Fund unless the obligations to the sponsor have been fulfilled, or have sufficient funds allocated to allow for the proper fulfilment and execution of sponsorship obligations.
- 23.6. Subject to representations made by the Society, amounts raised through other fundraising endeavours shall be allocated to the General Fund.

24. The General Fund

- 24.1. The General Fund consists of all money collected by the Society not allocated to a Portfolio at the beginning of the term of office.
- 24.2. Amounts in the General Fund may be allocated at the discretion of the Executive.
- 24.3. The General Fund shall be used in accordance with the Bylaws.

25. The Trust Fund

- 25.1. The Trust Fund consists of all money collected by the Society for a particular purpose.
- 25.2. All funds in the Trust Account are to be recorded on the trust ledger stating their particular purpose.
- 25.3. Trust funds can only be used at the direction of two members of the Executive.

26. Reimbursement and Funding

26.1. Members shall be reimbursed for amounts spent bona fide in serving the interests of the Society.

26.2. The Society may provide equity to Members to assist in their attending legal competitions, educational conferences and other events which support the Purpose and Objects of the Society including, but not limited to, ALSA council meetings and conferences, and legal competitions.

26.3. Reimbursement and funding shall be conducted in accordance with the Bylaws.

Part 6 – Miscellaneous

27. Insurance

The Society, until such time that it becomes an incorporated entity, shall be insured by the University.

28. Accounts and Records

28.1. The Committee shall cause proper records of accounts and business to be kept.

28.2. The accounts and records shall be kept in the custody of the nominated Committee member as the Committee deems appropriate.

28.3. The Committee shall prepare and present all relevant accounts at the Annual General Meeting; and any other General Meeting where the Committee deems appropriate.

28.4. The President shall ensure that such proper accounts and records are kept and shall be responsible for ensuring that they are maintained by the nominated Committee member.

29. Service of Notices

29.1. For the purpose of this Constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally; or
- (b) by sending it by email to the person.

29.2. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by email, on the date it was sent.

30. Reporting Period

The reporting period for the Society shall be, for the purposes of annual reports presented at the Annual General meeting, from 1 December to 30 November.

31. Delegation by Committee to Subcommittee

31.1. The Committee may, by instrument in writing, delegate to one or more subcommittees (consisting of such Member or Members as the Committee deems appropriate) the exercise of such of the functions of the Committee as are specified in the instrument, other than this power of delegation.

31.2. A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

31.3. Despite any delegation under this clause, the Committee may continue to exercise any function delegated.

31.4. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Committee.

31.5. The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

31.6. A subcommittee may meet and adjourn as it thinks proper.

31.7. Subcommittee members are ineligible to vote at Committee meetings, unless a proxy vote is granted to them by operation of 19.12.

32. Dissolution

32.1. Dissolution of the Society will occur after the following conditions have been met:

- (a) A Special General Meeting is petitioned in writing as set out in 18.5.;

- (b) Procedures for notification as set out in 18.3. are followed, and the reasons for the proposed dissolution are included;
- (c) Quorum for the meeting to dissolve the Society shall be the same as for an Annual General Meeting;
- (d) No other business may be conducted at the meeting to dissolve the Society;
- (e) After the petitioning body has stated its case any opposition must be given the opportunity to reply, with at least ten (10) minutes set aside for this purpose;
- (f) A vote is taken and the motion to dissolve lapses if opposed by fifteen (15) or more members of the Society;
- (g) If the motion to dissolve is carried, SAUNDA must be notified within ten (10) academic days.

32.2. Dissolution of the Society will also occur if the Society has been financially and administratively inactive for a period of eighteen (18) months. SAUNDA must give twenty (20) academic days notice in an official SAUNDA publication and in writing to the last known President before dissolving the Society in this way.

32.3. On dissolution of the Society, the Society is not to distribute assets to Members. All assets are to be distributed to an organisation with similar goals or objectives that also prohibits the distribution of assets to Members. This organisation may be nominated at the dissolution meeting of the Society. If no other legitimate organisation is nominated, SAUNDA will begin procedures to recover any property, monies, or records belonging to the Society which it perceives would be useful to other SAUNDA-affiliated clubs and societies. The Society will be given twenty (20)

academic days to forward all relevant items to SAUNDA before any action is instigated.

LIST OF EDITORS

NAME	POSITION	DATE (Final edit)
Andrew Gouveia	Vice President (2018-19)	05/12/2018