



The key reasons for adopting the proposed new Constitution is to:

1. update the language, including making the Constitution technology friendly;
2. remove jurisdictional references;
3. combine the Articles of Association and the Memorandum of Association;
4. update legislative references from the Code to the Corporations Act 2001 (Cth); and
5. gender neutralise the language.

The form taken by the Constitution is common to constitutions used in a company limited by guarantee and not having share capital.

For your reference, in the explanatory memorandum:

- AA = Articles of Association; and
- MOA = Memorandum of Association.

Proposed Constitutional reference	Original Reference	Comment
Definitions Applicant Corporate Nominee Corporate Member Director Honorary Member Office Ordinary Member President Treasurer	In regards to the definition of "Director" see 26(1) of the AA	The requirement that the registered office be in Victoria has been removed.
3. Objects of the Company	II (a-r) of the MOA	Objects of the Company left the same with minor amendments. xviii and xix are additional Objects. References to South East Asia have been amended to Asia.
Clause 4.2 Company may have a seal	55 and 56 of the AA	References to a company seal have been removed from the constitution.
5.3. Payments in good faith	37 of the AA and IV of the MOA	Change made in 5.3(a) to reflect 37 AA.

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5.4. Expenses	37 of the AA	5.4 added to specifically include travel expenditures as per section 37 of the AA.
6. Membership	2 – 14 of the AA and 19 – 21 of the AA.	
6.1. Membership	3 and 5 - 8 of the AA	Have deleted final line in section 3 of the AA: <i>"And who in either case have not ceased to be members of the Association".</i>
6.2. Entry as Member	9 -14 of the AA	
6.3. Maintaining register	2 of the AA	
6.4. Expulsion of members	20 and 24 of the AA 6.4 (a) reflects 20 and 21 of the AA with some additions from the HDY precedent 6.4(c) reflects last paragraph of 21	The sub-sections provided to expel a member are standard.
6.5. Resignation of Membership	Reflects 19 of the AA	

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7. Rights of Membership	Reflects 15 – 18 of the AA	The main change is to abolish the restriction on corporate members to a maximum of 5 votes, no matter how many corporate memberships are held by a particular organisation. This restriction is now seen as anachronistic as the company now has a very broad membership base drawn from a large number of difference organisations.
8. Subscription	22 - 25 of the AA	The due date for subscription fees has been changed to align with the financial year. Subscription renewals will now be able to be posted with the Conference brochure.
9. Circulating Resolutions of Members		
10. Calling meetings of members	61 of the AA	Section 61 of the AA did not comply with section 249D of the Act. A change has been made to the constitution to make the notice of meeting 21 days rather than 14.
10.1. Calling of meetings of Members by a Director	60 of the AA	This clause has been amended to allow 1 director to call a meeting and reflects section 249C of the Corporations Act. Clause 60 of the AA said that the President or any two members of the Board could call a meeting.
10.6. Notice of meetings of Members to Members and Directors	Reflects comments made by Mr Edwards	10.6 allows for electronic communication of meetings.

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10.8. Contents of notice of meetings of Members	62 of the AA	Allows for information to be provided electronically.
10.10. Accidental omission of non-receipt of notice	63 of the AA	
13.5. Quorum	13.5 (a) reflects 42 of the AA 13.5(b) reflects 67 of the AA	
13.6. Chairing meetings of Members	13.6 (a) reflects 68 of the AA 13.6 (b) reflects 69 of the AA	This clause has been amended to make it logistically easier if the Chair is not available.
13.7. Auditor's right to be heard at Members' meetings	79 of the AA	
13.9. Annual general meeting	13.9(a) reflects 59 of the AA 13.9(b)(v) reflects 65 of the AA	The clause that the Board submits to the members a summary report of the activities of the Company for their approval has been removed. This is not a legal requirement.
14.2. How many votes a member has	71 of the AA	14.2(c) reflects the last sentence of section 71 of the AA.

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14.6. Matters on which a poll may be demanded	72 of the AA	72 of the AA is in contrast to section 250K of the Act and is not a replaceable rule.
16.1. Number of directors	26(2) of the AA 16.1 reflects the first sentence of 26(2) of the AA	
16.2. Appointment and removal of Directors	26 and 27 of the AA 16.2(a) reflects 26(2) of the AA (last sentence) 16.2(b) reflects 26(1) of the AA 16.2(c) reflects 27 of the AA	Article 29 of the current Articles of Association in relation to the appointment of a Committee has been removed. Therefore article 26 in relation to the appointment and removal of directors has been removed. A procedure that is consistent with the Corporations Act has been adopted.
16.3. Ceasing to be a member of the Board	31 of the AA	The last clause for terminating a member has been removed i.e, " <i>if he is absent without permission of the Board from three consecutive meetings of the Board then the Board resolves that such a person should no longer be a member of the Board</i> ".
16.9 Office bearers	30 of the AA	This clause is an adaptation clause 30 of the AA.

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17.1 Business of the company	32 – 34 of the AA 17.1 (a) and (b) reflect 32 of the AA 17.1(c) reflects 33 of the AA 17.1 (d) reflects 34 of the AA	
17.4 Negotiable Instruments	54 of the AA	
17.5 Electronic banking		
17.6 Power to raise capital	35 of the AA	
17.7 Expenditure	36 of the AA	
18. Directors resolution and meetings	45 of the AA	<p>Clause 18 permits the company to engage in circular resolutions. This can be done by email where separate copies of a document are used for signing and where the wording of the resolution and statement is identical in each copy.</p> <p>The directors must follow this process so that the intention behind the resolution is clear.</p>
20. President/Vice President	47 - 49 of the AA	
21. Secretary	51 and 52 of the AA	
22. Treasurer	50 of the AA	

Proposed Constitutional reference	Original Reference	Comment
23. Committees	57 and 58 of the AA	<p>This clause retains the power of the constitution to create committees but removes the need for specifically jurisdictional based committees. The current constitution provides for the election of a General Committee (with no more than 30 members). The General Committee then elects the office bearers. This has been the only function of the General Committee for many years.</p> <p>The main business of the Company is planning and conducting the Annual Conference each year. This is done by the Planning Committee, which comprises 15 to 20 members from the General Committee who nominate for a position on that Committee. The Board believes that the constitution should be amended to allow all members to vote on the election of office bearers. The Board will then establish committees, for example, a Planning Committee, Younger Members Committee, Scholarship and Research Prize Committee, and any other committees that may be relevant from time to time on specific areas of law reform etc. Membership of those committees will be open to all members. To be eligible to serve on any of these committees, you should only need to be a member of the Company.</p>
24. Appointment of auditor	79 of the AA	
25. Minutes	38 of the AA	The clause provides that minutes of the members' meetings are to be published on the company website. There is a further discretion given to the board as to the publication of their own meeting minutes.
26. Inspection of books		
27. Accounts	75 – 78 of the AA	
28. Notices	80 of the AA	
29. Liability of Members	V of the MA	



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30. Winding Up	31 reflects 81 of the AA and VI of the MA  The amount of \$20 reflects VI of the MA  31.6 reflects VII of the MOA	
31. Indemnity	82 of the AA	Clause 30 deals with the same issues in section 82 of the AA but is more expansive.