



CONSTITUTION

of

New South Wales Justices Association Incorporated

(Changes Approved at the AGM 22nd
November 2014)

(Registered with NSW Office of Fair Trading
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INTERPRETATION

- 1 In this Constitution, unless there is something in the subject or contract inconsistent therewith
- ‘the Act’ means the Associations Incorporation Act 2009 as amended
 - ‘the Regulation’ means the Associations Incorporation Regulation 2010 as amended
 - ‘Board’ means the Board of Directors of the Association from time to time
 - ‘Director’ means a person appointed a Director of the Association under Clause 56 of this Constitution
 - ‘Directors’ means, unless otherwise indicated, the Board of Directors (i.e., State President, State Vice-President and the elected Directors) of the Association
 - ‘the Association’ means New South Wales Justices Association Incorporated
 - ‘the Register’ means the Register of Members to be kept pursuant to the Act
 - ‘the Seal’ means the Common Seal of the Association
 - ‘month’ means calendar month
 - ‘State Registrar’, also referred to as ‘Secretary’, means
 - a) any person appointed under this Constitution to perform the duties of a Secretary of the Association and includes an Acting State Registrar, or
 - b) if no such person holds that office – the Public Officer of the Association
 - ‘Secretary’, also referred to as the ‘State Registrar’ means
 - a) any person appointed under this Constitution to perform the duties of Secretary of the Association and includes an Acting Registrar, or
 - b) if no such person holds that office – the Public Officer of the Association
 - ‘Public Officer’ means a Member of the Association appointed to the role by the Directors
 - ‘in writing’ and ‘written’ means and includes words printed, lithographed, represented or produced in any mode in a visible form
 - ‘Member’ means a Member of the Association whose current annual subscription has been received by the State Registrar if payable and is registered accordingly, or a Life Member or a Life Associate or an Honorary Member.
 - ‘Financial Year’ means the year from July 1 in one year up to, and including June 30 in the following year
 - ‘Membership year’ means the calendar year commencing the first day of the month in which the Member joined the Association; and, in the case of a Member whose joining date cannot be determined, it means the calendar year commencing 1 January
 - ‘General Meeting’ means the Annual General Meeting of the Members or Extraordinary General Meeting of the Members
 - ‘Standard Operating Procedure’ means a rule or regulation made by the Board of Directors of the Association from time to time to define how various administrative or policy matters relating to it are dealt with
 - ‘Bankrupt’ includes a person compounding with their creditors or liquidating their affairs by arrangement, and ‘bankruptcy’ has a corresponding meaning
 - ‘words’ importing the singular number include the plural number and vice versa.

- 2 In this Constitution:
- a) A reference to a function includes a reference to a power, authority and duty.
 - b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 3 The provisions of the *Interpretation Act 1987* apply to, and in respect of this Constitution, in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

NAME

- 4 The name of the Association is New South Wales Justices Association Incorporated.

PATRON

- 5 There shall be a Patron or Patrons of the Association appointed by the Directors.

MISSION

- 6 The New South Wales Justices Association Incorporated will protect the rights and enhance the opportunities of its Members in their voluntary service to the public.

OBJECTIVES

- 7 The objectives of the Association are:
- a) to promote, protect and support the rights, character and interests of Justices of the Peace in New South Wales and to afford Members of the Association the means and advantages of association and of united action in conformity with the Law;
 - b) to promote and support by way of lectures, seminars, tutorials and workshops the extension of education and knowledge of persons appointed as Justices of the Peace relating to their powers, rights, duties and obligations, and generally to take such measures as may be thought from time to time desirable to encourage and provide financial assistance for the study of the laws of New South Wales particularly with regard to the powers, rights, duties and obligations of Justices of the Peace in New South Wales;
 - c) to establish, support and control Branches within New South Wales as may seem expedient and from time to time to regulate their constitution, rights,

privileges, duties and obligations and to settle disputed points of practice and questions of usage and courtesy between Members;

- d) to represent the views of Justices of the Peace, to preserve their integrity, status, efficiency and responsibility, and to petition Parliament and take any other expedient steps to redress or remedy any abuses, defects or wrongs in the administration of justice or in the conduct of Justices of the Peace;
- e) to prepare, edit, publish and circulate or disseminate papers, gazettes and other publications relating to the conduct, functions, powers, rights, duties and obligations of Justices of the Peace in New South Wales;
- f) to provide at the offices of the Association or elsewhere rooms or facilities for use on such terms as the Directors may think fit for any private or public purpose;
- g) to do all things incidental or conducive to the attainment of all or any of the objects of the Association.

LIABILITY

- 8 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of Membership of the Association as required by Clause 16 hereof.

ASSETS AND INCOME

- 9 The income and property of the Association, whensoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profits to the Members of the Association; provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any Member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest on money lent, or reasonable and proper rent for premises demised or let by any Member of the Association, but so that no Director or Member of the Board or governing body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or in kind shall be given by the Association to any Director or Member of the Board except repayment of out-of-pocket expenses and interest on money lent or of reasonable and proper rent for premises demised or let to the Association.

MEMBERS

- 10 The number of Members for which the Association proposes to be registered is five (5) thousand, but the Directors may, from time to time, register an increase in Members.
- 11 Until otherwise determined by Members in a General Meeting after due notice of motion has been given, Membership shall consist of and be divided into the following classes:
 - a) Ordinary Member
 - b) Associate Member
 - c) Life Member
 - d) Life Associate Member
 - e) Honorary Member
 - f) Affiliate Member
- 12 Every Member shall be deemed to agree to be bound by this Constitution and the payment of the annual subscription (or in the case of a Member who is not liable for the payment of an annual subscription, then the acceptance of Membership by them) shall be conclusive evidence of such agreement.
- 13 Except as herein provided, each nominee for Membership shall pay a joining fee, the amount of which shall from time to time be determined by the Directors for each or any class of Membership.

ORDINARY MEMBERS

- 14 14.1 Only a person appointed as a Justice of the Peace in and for the State of New South Wales according to the Justices of the Peace Act 2002 (or any amendment to it or Act replacing it) shall be eligible for selection as an Ordinary Member of the Association.
 - 14.2 In the event of an Ordinary Member of the Association having their appointment as a Justice of the Peace suspended for whatever reason, their rights as a Member of the Association shall also be suspended for the period their appointment as a Justice of the Peace has been suspended.
 - 14.3 In the event of an Ordinary Member of the Association being notified of an investigation relating to their appointment as a Justice of the Peace by the Attorney General's office for whatever reason, they are to stand down from any Association activities, including, but not limited to, holding Branch positions, Board positions and/or volunteering on a NSWJA Community JP Desk, for the duration of the investigation.

- 14.4 In the event that an Ordinary Member of the Association has their appointment as a Justice of the Peace in and for the State of New South Wales revoked by the Attorney General for whatever reason, their rights as a Member of the Association shall be terminated at that time and they will be required to stand down from all Association positions and activities. Any unexpired term of Membership will be forfeited. Where Membership is terminated under this Clause the Member shall forfeit any subscriptions previously paid by them and also all rights and privileges associated with Membership of the Association other than their right to be repaid, on the due dates for repayment, any amounts then owing to them under any debentures held by them.
- 15 No person shall be admitted to Membership of the Association unless they have signed an application for Membership, as may from time to time be required by the Directors, undertaking specifically to be bound by this Constitution.
- 16 No person shall be admitted to Ordinary Membership of the Association unless they pay into the Association at the time of lodging the application such subscription and fees as shall be determined from time to time in accordance with this Constitution. Provided an application for Membership satisfies the requirements of the Association, the State Registrar shall accept it on behalf of the Association and have the details entered in the Membership Register. If an application is not successful, all monies paid by the applicant shall be returned to the applicant.
- 17 Every Ordinary Member shall pay to the Association an annual subscription, which shall become due on the first day of the next Membership year.
- 18 A Member may at any time resign their Membership of the Association and such resignation shall take effect from the date of receipt of such notice. Such Member shall continue to be liable for any annual subscription and arrears which may be due and unpaid at the date of receipt of such notice.
- 19 The Directors in their absolute discretion shall have power to expel or otherwise deal with any Member who may be adjudged by the Directors to be guilty of any misconduct or act of commission or omission that, in the opinion of the Directors, justifies such action, or who has been deprived of their appointment as a Justice of the Peace.

Such power shall be exercised in accordance with the provisions of this clause, namely:

- a) before any such action is taken, the Directors must resolve to and send a notice by registered post to the Member at their place of residence last known to the Association notifying them of the charges made against them and inviting them to attend before the Directors;

- b) seven (7) clear days notice of the meeting of the Directors at which such charges are to be heard shall be given both to the Member complained against and to the complainant by registered post, and should either fail to attend the Directors may proceed to hear the charges as if both had been present;
- c) if after hearing all the available evidence the Directors are of the opinion that the charges have been sustained, they may if they then think fit expel the Member complained against or impose such lesser penalty by way of suspension from Membership for such period as the Directors shall deem fit, and if a charge is not sustained then the Directors shall dismiss the complaint;
- d) If the Board expels or suspends a Member, the State Registrar must, within seven (7) days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under section 20;
- e) The expulsion or suspension does not take effect:
 - i. until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - ii. if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under section 20,
 - iii. whichever is later;
- f) A Member expelled under this Clause shall forfeit any subscriptions previously paid by them and also all rights and privileges associated with Membership of the Association other than their right to be repaid, on the due dates for repayment, any amounts then owing to them under any debentures held by them;
- g) A Member who has been requested to attend the meeting of Directors to hear charges made against them shall be entitled to call witnesses and give evidence and be heard thereon at such meeting or adjournment thereof;
- h) The decision of the Directors shall be final, subject to the right of appeal to a General Meeting;
- i) A Member suspended or expelled shall forfeit the right to attend any Conference or meeting of the Association whilst the suspension or expulsion is in place.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 20 20.1 A Member may appeal to the Association in general meeting against a resolution of the Board under section 19, within seven (7) days after notice of

the resolution is served on the Member, by lodging with the State Registrar a notice to that effect;

- 20.2 The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal;
- 20.3 On receipt of the notice from the Member under subclause 20.1, the State Registrar must notify the Board which is to convene an Extraordinary General Meeting of the Association to be held within 28 days after the date on which the State Registrar received the notice;
- 20.4 At a general meeting of the Association convened under subclause 20.3:
- a) no business other than the question of the appeal is to be transacted, and
 - b) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked;
 - d) The cost of such meeting will be borne by the Association.
- 20.5 The appeal is to be determined by a simple majority of votes cast by the Members of the Association present.

ASSOCIATE MEMBERS

- 21 21.1 A person who is a current or past Member of the Association, having held a Commission or appointment as a Justice of the Peace in and for the State of New South Wales, and has resigned their commission or appointment or allowed it to lapse, shall be eligible for acceptance as an Associate Member of the Association except where they have been removed from office by the Governor of the State of New South Wales or have been expelled from Membership of the Association in accordance with Clause 19 of this Constitution.
- 21.2 No person shall be admitted to Associate Membership of the Association unless, at the time of lodging the application, that person pays into the Association such subscriptions and fees as shall be determined from time to time in accordance with this Constitution and, unless the person is currently an Ordinary Member of the Association, has signed an application for Membership, as may from time to time be required by the Directors, undertaking specifically to be bound by this Constitution.
- 21.3 Every Associate Member shall pay to the Association an annual subscription, which shall become due on the first day of the next Membership year.
- 21.4 An Associate Member shall not be entitled to vote or accept any elected office within the Association.

LIFE MEMBERS

- 22 22.1 Notwithstanding the provisions of this Constitution as to the admission of persons to Membership of the Association, the Directors may from time to time appoint any Member appointed a Justice of the Peace in and for the State of New South Wales according to the *Justices of the Peace Act 2002* (and any amendment to it or Act replacing it) to be a Life Member of the Association.
- 22.2 Where a Branch considers a Member is worthy of being granted Life Membership of the Association, the Member's details are to be submitted to the Board of Directors through the State Registrar (using the appropriate format) for consideration.
- 22.3 The conferring of Life Membership shall be restricted to no more than one Member from any one Branch of the Association in any one year.
- 22.4 The number of Life Members and Life Associate Members shall not exceed forty at any one time, or one per cent of the total Membership, whichever is the greater.
- 22.5 Upon appointment as a Life Member the person shall then become a Member of the Association for life (while they remain appointed as a Justice of the Peace in and for the State of New South Wales) and shall, subject to this Constitution, be entitled to the rights and privileges and shall be subject to the obligations and liabilities of a Member of the Association in every respect for life.
- 22.6 No Life Member shall, so long as they continue to be a Life Member, be called on to pay any Membership subscription or fee in respect of their Membership.
- 22.7 Life Membership may be conferred only on Members who meet the following criteria.
- 22.7.1 The nominee shall have a minimum of fifteen years unbroken Membership, or twenty years Membership if there has been a break, provided that the total period of Membership is at least fifteen years.
- 22.7.2 At least eight (8) of the following requirements have been satisfied. The nominee shall:
- a) over a minimum twelve-year period, have attended at least seventy per cent of possible meetings held by the Branch or Branches of which the nominee is or has been a Member;

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- b) have served as a Member of a Branch Executive — President, Vice-President, Secretary or Treasurer — for a minimum of five years (not necessarily consecutive);
- c) have served as a Member of a Branch Committee — Branch Executive, Minute Secretary, Program Officer, Publicity Officer, Welfare Officer, Assistant Secretary or Assistant Treasurer or other like position — for a minimum of five years (not necessarily consecutive);
- d) have served as a Member of the Executive — Chairperson or contact person, Secretary, Secretary–Treasurer or Treasurer — of a Support Group over a period of at least five years (not necessarily consecutive);
- e) have served as a Member of the Board of Directors for a minimum of four years (not necessarily consecutive) and, during their tenure, attended at least seventy-five per cent of the scheduled meetings of the Board each year unless granted leave of absence;
- f) have served as an executive Member of the Board of Directors — State President or State Vice-President — for a minimum of two years;
- g) have served on a Board subcommittee for a minimum of two years (not necessarily consecutive);
- h) within the past five calendar years, have attended at least ten branch meetings or social functions (other than those relating to the nominee’s branch) as a Director or an Ordinary Member;
- i) have attended at least one Advisory Meeting each year, and at least one Annual General Meeting of the Association, over a period of at least five years;
- j) have contributed to the running of the Association by assisting on volunteer desks located in public places;
- k) have contributed to the conduct of the Association’s training workshops as a voluntary facilitator, overviewer or assessor;
- l) have completed one or more projects of benefit to the Association at no cost;
- m) have contributed to the expansion of the Association by being involved in the successful establishment or rejuvenation of one or more branches and/ or support groups.

22.7.3 In their deliberations regarding any nomination for Life Membership, the Board of Directors must consider:

- a) whether, during their period of Membership, the nominee has clearly demonstrated that they:
 - are a ‘team player’
 - conduct themselves in a dignified and proper manner
 - show respect for other Members of differing opinions and has not discriminated against other Members on the basis of sex, disability, religious or political beliefs, etc.
 - are able to communicate with JPs and Members of the public at large in a civilized and hospitable manner in order to command their full respect

- b) whether the activities cited as meeting the requirements of Clause 22.7.2 were satisfied in an exceptional manner and for the betterment and progress of the Association

- c) the ways in which the nominee has furthered the Association with their Membership and responsibilities and brought goodwill to the Association in the eyes of related bodies, Members of the public and government.

22.7.4 Duties and activities carried out by the nominee while serving as an employee of the Association, apart from the casual provision of assistance to the office staff, shall be disregarded for the purposes of evaluation under Clauses 22.7.2 and 22.7.3.

22.8 The Association may in General Meeting from time to time by extraordinary resolution revoke the appointment of any person as a Life Member, and thereupon such person shall cease to be a Life Member of the Association.

22.9 In the event of revocation of the appointment of a Life Membership pursuant to clause 22.8, the person may, subject to this Constitution, be and remain an Ordinary Member of the Association liable for the payment of an annual subscription from and including the Membership year then current.

LIFE ASSOCIATE MEMBERS

23 23.1 Notwithstanding the provisions of this Constitution as to the admission of persons to Membership of the Association, the Directors may from time to time appoint any person who had been granted Life Membership when they held the Commission of, or during their appointment as, a Justice of the Peace in and for the State of New South Wales, but relinquished same of their own volition or did not seek reappointment at the end of their current appointed term or, having sought reappointment for a further five years, had the

- application declined for reasons other than an adverse probity finding, to be a Life Associate for life.
- 23.2 A Life Associate shall not be entitled to vote or accept any elected office within the Association.
- 23.3 No Life Associate shall, so long as they continue to be a Life Associate, be called on to pay any Membership subscription or fee in respect of their Membership.
- 23.4 The Association may from time to time, in a General Meeting by extraordinary resolution, revoke the appointment of any person as a Life Associate and thereupon such person shall cease to be a Life Associate of the Association.
- 23.5 In the event of revocation of the appointment of a Life Associate pursuant to clause 23.4, the person may, subject to this Constitution, be and remain an Associate Member of the Association liable for the payment of an annual subscription from and including the Membership year then current.

HONORARY MEMBERS

- 24 24.1 An Honorary Member shall mean a person who has temporarily or otherwise been granted honorary privileges of the Association by the Directors and shall be:
- a) a Patron of the Association or a Branch; or
 - b) a Member of the Judiciary or of the Bench of Magistrates in New South Wales; or
 - c) a person of distinguished position or attainment who visits the Association; or
 - d) a person holding a Commission of the Peace in another State or Territory of the Commonwealth and a Special Magistrate, Police or other Magistrate resident in such State or Territory.
- 24.2 Honorary Membership to persons set out in Clause 24 above may be granted for a period of up to twelve months, which period may be extended for a further similar period under special circumstances.
- 24.3 Honorary Members shall be entitled to the social privileges of the Association or any of its Branches and to such other privileges as may from time to time be determined by the Directors, but shall not be entitled to vote or accept any elected office within the Association.

AFFILIATE MEMBERS

- 25 25.1 Any corporation, partnership or trust shall be eligible to be selected as an Affiliate Member.
- 25.2 No entity shall be admitted as an Affiliate Member of the Association unless, at the time of lodging the application, that entity pays into the Association such subscriptions and fees as shall be determined from time to time in accordance with this Constitution and, unless the entity has signed an application for Membership, as may from time to time be required by the Directors, undertaking specifically to be bound by this Constitution.
- 25.3 Every Affiliate Member shall pay to the Association an annual subscription, which shall become due on the first day of the next Membership year.
- 25.4 An Affiliate Member shall not be entitled to vote or accept any elected office within the Association.
- 25.5 An affiliate Member is entitled to access and receive, free of charge, such publications of the Association as the Board determines from time to time.
- 25.6 The Board may impose different terms and conditions on different applications for Affiliate Membership of the Association.
- 25.7 The Association shall seek affiliation with other Associations and organisations as it sees fit.
- 25.8 An Affiliate Member is not entitled to be elected to, or sit on, or otherwise participate on the Board.

RIGHTS OF MEMBERS

- 26 26.1 Only Ordinary Members and Life Members are entitled to one (1) vote each.
- 26.2 Ordinary Members, Associate Members, Life Members, Life Associates and Honorary Members are all entitled to attend and be heard at any general meeting.
- 26.3 Affiliate Members are only entitled to attend at a general meeting.
- 26.4 A Member of the Association shall not be a Member of more than one Branch or Support Group of the Association.
- 26.5 The rights of a Member shall be personal and shall not be transferable and shall cease upon their death or otherwise as provided by this Constitution.

CESSATION OF MEMBERSHIP

- 27 27.1 A person ceases to be a Member of the Association if the person:
- a) dies, or
 - b) resigns Membership in writing, or
 - c) is expelled from the Association, or
 - d) fails to pay the annual subscription fee under clauses 17, 21.3 and 25.3 by the due date, being the date the Member's annual subscription expires
- 27.2 Each Member shall be given one (1) month grace to pay their annual subscription fee, if it is not paid by the due date.

REGISTER OF MEMBERS

- 28 28.1 The Public Officer or State Registrar of the Association must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a Member of the Association together with the date on which they became a Member.
- 28.2 The Register of Members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.

SUBSCRIPTIONS

- 29 Members shall pay an annual subscription, the amount of which shall from time to time be determined by the Directors for each or any class of Membership.
- 30 Notwithstanding anything herein contained, the Directors shall have the power in their absolute discretion to accept from a Member a reduced subscription under special circumstances.

GENERAL MEETINGS

- 31 A General Meeting called the Annual General Meeting shall be held once in every calendar year. The date, time and place shall be determined by the Directors, who shall give at least twenty-one days prior notice to all Members of the Association. The Annual General Meeting shall take place within six months after the end of the financial year. All other General Meetings shall be called Extraordinary General Meetings.

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- 32 An Extraordinary General Meeting may be called on the requisition in writing of at least five (5) per cent of the Members of the Association in any one financial year.
- 33 The Directors may, whenever they think fit, convene an Extraordinary General Meeting.
- 34 The business of the Annual General Meeting shall be:
- a) to receive and consider the financial accounts of the Association and all its Branches, such records to be made up to date not more than six months before such meeting;
 - b) to receive and consider the reports of the Directors and of the Accountants;
 - c) to declare Directors elected according to this Constitution; and;
 - d) to transact any other business of which due notice has been given in accordance with this Constitution.
- 35 No Member shall be at liberty to move any resolution unless they are a Member of the Association.
- 36 36.1 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to the business, save as is herein otherwise provided. Twenty-five Members personally present shall constitute a quorum for all purposes.
- 36.2 Only Members whose subscriptions have been received by the State Registrar at least fourteen days prior to the date of a General Meeting and Life Members shall be eligible to vote thereat or hold office.
- 37 If within half an hour after the time appointed for the holding of a General Meeting the requisite quorum is not present, the meeting if convened on the requisition of Members shall be dissolved and in any other case shall stand adjourned until the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within half an hour after the time appointed for the holding of the meeting, those eligible to vote who are present, being not less than ten in number, shall be a quorum and may transact the business for which the meeting was called.
- 38 The State President, or in their absence the State Vice-President, shall be the Chairperson at every General Meeting, but if at any such meeting they are not present within fifteen minutes after the time appointed for holding the meeting, or if they are unwilling or unable so to act, then the Members present shall elect one of their number (preferably a Director) to act as Chairperson of the meeting.
- 39 The Chairperson shall have the power to call on any Member (preferably a Director) to take the chair for any part of the meeting.
- 40 The Chairperson, with the consent of any meeting at which the requisite quorum is present, may adjourn the meeting from time to time and from place to place as the

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meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business left unfinished at that meeting.

- 41 At every General Meeting resolutions put to the vote of the meeting shall be decided upon by a show of hands and, unless a poll is demanded by any three (3) Members present in person and entitled to vote, a declaration by the Chairperson that a resolution has been carried by a particular majority, or lost or not carried by a particular majority, and an entry to that effect in the minutes of the meeting shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 42 If a poll be demanded in manner aforesaid it shall then be taken in such manner as the Chairperson shall direct and the result of the poll shall be deemed the resolution of the meeting at which the poll was determined and held.
- 43 In case of equality of votes either on a show of hands or at a poll, the Chairperson of the meeting at which a show of hands has taken place or at which the poll is declared, as the case may be, shall have a second casting vote.
- 44 Every notice convening a General Meeting shall be sent by prepaid post to every Member entitled to attend and vote at General Meetings pursuant to Clause 31 of this Constitution.
- 45 At least twenty-one days notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the date for which notice is given) specifying the place, the day, the hour of the meeting and, in case of special business, the general nature of that business shall be given in manner hereinafter mentioned, or in such other manner, if any, as may be prescribed by the Directors to such Members as are entitled to receive such notices, but with the consent of all Members entitled to receive notice of some particular meeting, that meeting may be convened by such shorter notice and in such manner as those Members think fit.
- 46 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.
- 47 Except in the election of Directors, a Member may vote in person or by proxy. On a show of hands or on a poll every person present who is a Member, or as a proxy of a Member shall have one vote.
- 48 A Member who is of unsound mind or whose person or estate is under guardianship or is liable to be dealt with in any way under the law relating to mental health may vote by their legal representative whether on a show of hands or on a poll.
- 49 49.1 The instrument appointing a proxy shall be in writing under the hand of the appointer or of their attorney duly authorized in writing. A proxy must be a Member of the Association except as provided by Clause 47 hereof. The

instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

49.2 Every instrument of proxy shall be in the form prescribed by the Board in the notice of meeting or otherwise in a form complying with the model constitution.

50 The instrument appointing a proxy and a certified copy of the Power of Attorney or other authority, if any, under which it is signed or duly verified shall be deposited at the Association's principal place of administration, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

51 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at its principal place of administration or at such other place within the State as is specified for that purpose in the notice convening the meeting before the commencement of the meeting or adjourned meeting at which the instrument is used.

RETURNING OFFICER

52 52.1 The Returning Officer for any ballot shall be appointed by resolution of the Board.

52.2 A Member of the Board may not be appointed as a Returning Officer.

52.3 The Returning Officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a Returning Officer) appointed by the Returning Officer.

DIRECTORS

53 The strategic management of the Association shall be carried out by the Directors, who shall meet together and exercise all the powers of the Association as are not by the Act or by this Constitution required to be exercised by the Association in General Meeting. No regulation made by the Association in General Meeting shall invalidate any prior act of the Directors that would have been valid if that regulation had not been made.

54 The Board of Directors shall consist of a State President, a State Vice-President and a further seven (7) Directors and they shall be elected as set out herein.

- 55 The Association shall have the power to increase or decrease the size of the Board of Directors by Special Resolution.
- 56 56.1 To be elected to the office of State President, State Vice-President or Director a Member must be nominated and seconded in writing by two (2) Members of the Association and must endorse such nomination that they are prepared to stand for election.
- 56.2 The Returning Officer for any election of Directors shall be appointed by resolution of the Board. The Returning Officer shall conduct the ballot in accordance with Clause 69.
- 56.3 The method and timetable for the calling of nominations for the positions of State President, State Vice-President and Directors for the ensuing two-year term, as well as the method of issuing the ballot papers to Members entitled to vote, shall be determined by the Board of Directors no later than 31 March in the calendar year in which the ballot is to be held.
- 56.4 No Member shall qualify for election to State President or State Vice-President unless they have served at least two (2) years as a Member of the Board of Directors of the Association, except where no nominations from qualified Members have been received, in which case the nomination of any Member who has been a Member of the Association for at least two (2) years may be accepted.
- 56.5 A Member nominating for the office of State President and/ or State Vice-President may also nominate for the position of a Director if they so wish. In the event of their being elected to the higher office any votes cast in their favour for the position of a Director of the Association shall be totally disregarded for the purposes of the election of the Directors.
- 57 57.1 The State President, State Vice-President and Directors shall be elected by a majority of primary votes of Members cast at a secret postal ballot, and the ballot shall be declared at the Annual General Meeting of the Association. In the event of a tied vote the election shall be determined on a draw out of the hat by the Returning Officer.
- 57.2 The ballot for election of State President, State Vice-President and Directors shall close at 5.00 pm on a day no later than thirty-one days prior to the Annual General Meeting, the actual date to be determined by the Board of Directors.
- 57.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected at the Annual General Meeting. Any vacant positions remaining on the Board are taken to be casual vacancies.

- 57.4 If the number of nominations received is equal to the number of vacancies on the Board to be filled, the candidates nominated are taken to be elected at the Annual General Meeting.
- 57.5 If the number of nominations received exceeds the number of vacancies to be filled a secret postal ballot is to be held.
- 58 a) A Director's term shall be two (2) years from the date of election with the exception of four (4) of the Directors (determined by the Board) elected at the Annual General Meeting in 2013 whose term of office will conclude at the Annual General Meeting held in 2016. The term of office of the State President shall be two (2) years from the date of election with the exception of the State President elected at the Annual General Meeting held in 2013 whose term of office will conclude at the Annual General Meeting held in 2016. The term of office of the State Vice-President shall be two (2) years from the date of election.
- b) The position of State President may not be held by the same person for more than three (3) consecutive terms;
- c) If otherwise eligible the State President, State Vice-President and Directors may offer themselves for re-election. However, any Director who has held any position on the Board for three (3) consecutive terms is not eligible to stand for re-election for at least one (1) calendar year.
- 59 59.1 Should the State President not remain in office for their elected term for any reason, the State Vice-President shall become the State President for the remainder of the term and the Directors shall elect one of their number to be the State Vice-President for the remainder of the term. In these circumstances, should the State Vice-President be unable or unwilling to become State President, the Directors shall elect one of their number to be State President for the remainder of the term. Any vacancy so created shall then be filled in accordance with Clause 59.3
- 59.2 Should the State Vice-President not remain in office for their elected term for any reason, the Directors shall elect one of their number to be State Vice-President for the remainder of the term. Any vacancy so created shall then be filled in accordance with Clause 59.3
- 59.3 Any casual vacancy may be filled by a decision of the Board to appoint a Member to the Board. Should the casual vacancy be caused by a Director not remaining in office for their elected term, the Member will be appointed for the remainder of the term of that Director. Should the casual vacancy be caused by insufficient candidates for all the vacancies at an Annual General Meeting the Director will be appointed for the remainder of a two (2) year term commencing at that Annual General Meeting.

59.4 The State President, State Vice-President and/or Director so elected, being eligible, may offer themselves for re-election when their term expires.

- 60 Without prejudice to the general powers conferred, but subject to the limitations imposed by Clause 53 and of the other powers conferred by the Constitution, it is hereby expressly declared that the Directors shall have the power to invest and deal with any of the monies of the Association not immediately required for the purpose thereof upon such securities and in such manner as they may think fit and from time to time to vary or realise such investments.
- 61 The NSWJA Code of Meeting Practice set out in Schedule 1 of this Constitution applies as if it were contained in the body of this Constitution.
- 62 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any one of the State President, State Vice-President or Directors, and countersigned by one of the designated staff Members, appointed by the Directors, or in such other manner as the Directors may from time to time determine.
- 63 A Director shall not vote in respect of any contract or proposed contract with the Association in which they have an interest or any matter arising thereat and if they do so, their vote shall not be counted.
- 64 64.1 The Office of Director of the Association shall become vacant if the Member:
- a) becomes bankrupt or insolvent or suspends payment or compounds with their creditors;
 - b) becomes of unsound mind or of such infirm health as to be incapable of managing their affairs;
 - c) absents themselves from the Meetings of the Directors for more than three (3) consecutive meetings without special leave of absence from the Directors and/or non-performance of duty as a Director within the meaning of this Constitution;
 - d) becomes prohibited from being a Director by reason of any order made under the Act;
 - e) by notice, in writing to the Board of Directors, resigns their office;
 - f) is convicted of a felony;

g) is interested directly or indirectly within the meaning of the Act in any contract with the Association or participates in the profits of any contract with the Association;

h) ceases to be a Member of the Association.

64.2 A Member of the Association shall not, however, vacate their Office by reason of their being a Member of any corporation, firm, society or association which has entered into contracts with or done work for the Association, if they have declared the nature of their interest in the manner required by the Act.

64.3 The Association in General Meeting may, by resolution, remove the State President and/or State Vice-President and/or any Director from office before the expiration of their term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the person so removed.

64.4 If a Member of the Board, to whom a proposed resolution referred to in Clause 64.3 relates, makes representation in writing to the State Registrar (not exceeding 600 words) and requests that the representation be notified to the Members of the Association, the State Registrar shall send a copy of the representation to each Member of the Association or, if the representation is not so sent, the Member is entitled to require that the representation be read out at the meeting at which the resolution is considered.

65 It shall be lawful for the Directors to refer to mediation or arbitration any claim, or demand by, or against the Association, and to implement any decision arising therefrom.

66 It shall be lawful for the Board from time to time to appoint any person or persons to be attorneys or agents of the Association with such powers and upon such terms as they deem necessary.

DISPUTE RESOLUTION

67 67.1 A dispute between a Member and another Member (in their capacity as Members) of the Association, or a dispute between a Member or Members and the Association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

67.2 If a dispute is not resolved by mediation within three (3) months of the referral to a community justice centre, the dispute is to be referred to arbitration.

67.3 The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

CONDUCT OF ELECTIONS

68 The election of State President, State Vice President and Directors shall be conducted as outlined in Clause 56.1

69 The Returning Officer, as appointed by the Board, shall conduct a secret ballot for the elections.

69.1 The Returning Officer conducts the ballot on behalf of the Association.

69.2 Where a matter needs to be considered by the Members at a General Meeting, the Board will:

- a) cause the details of the proposal on which a vote is required to be set out in a statement, and
- b) fix the dates for:
 - a. forwarding the details of the proposal on which a vote is required, as set out in the statement, to be posted to Members, and
 - b. the closing date for receipt of a postal ballot in relation to the matter.

69.3 A postal ballot paper, in the format specified in the Association's Incorporation Regulations 2010 (or as amended), is to be forwarded to each Financial Member, at the same time as the statement providing details of the proposal is sent to them, for use as an alternative to attendance at the meeting to vote, if they so wish.

69.4 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation (2010) or as amended.

STATE REGISTRAR AND SECRETARY

70 The Directors shall select from the Members of the Association a suitable person to act as State Registrar and Secretary of the Association upon such terms and conditions as the Directors think fit. Nothing herein shall prevent the Directors from appointing a Member of the Association as Honorary Secretary.

71 The State Registrar must ensure that all records, books and other documents relating to the Association are kept at the principal place of administration of the Association or at such other place or places as the Directors think fit.

FINANCIAL CONTROLLER

- 72 The State President shall appoint from among the Members of the Association a suitable person to act as Financial Controller of the Association upon such terms and conditions as the Directors think fit.

BOARD ASSOCIATES

- 73 73.1 From time to time the Board may appoint, from the membership, Board Associates to work on specific projects

73.2 Board Associates will provide to the Board a report on the specific project.

- 73.3 Board Associates may attend Board Meetings on the invitation of the Board and only for the purpose of reporting to the Board.

COMMON SEAL

- 74 The Directors shall provide for the safe custody of the Seal. The Seal shall only be used by the authority of the Directors previously given and in the presence of one of the Directors, who shall sign every instrument to which the Seal is affixed, and every such instrument shall be countersigned by a second Director or by the Secretary or some other person appointed for that purpose by the Directors

HONORARY SOLICITOR

- 75 The Directors shall appoint a Solicitor to act as Honorary Solicitor of the Association. Such Solicitor shall be entitled to attend all meetings of the Directors, Advisory Meetings and General Meetings of the Association on the invitation of the State President, but shall not be entitled to vote.

ACCOUNTS

- 76 The Directors shall, in compliance with the Act, cause proper accounts to be kept with respect to:
- a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
 - b) all sales and purchases of goods by the Association;
 - c) the assets and liabilities of the Association.

- 77 The accounts shall be kept at the Association's principal place of administration or at such other place or places as the Directors think fit and shall always be open to inspection by the Directors.
- 78 78.1 At least once a year the Board must cause a record of the financial accounts of the Association to be prepared by a Member of one of the major accountancy bodies who holds a practising certificate and then, unless otherwise requested in writing by at least five (5) per cent of the Members of the Association, in any one financial year to prepare a general-purpose financial report, to have a special-purpose financial report prepared for presentation to Members in accordance with Clause 80 herein.
- 78.2 Where required by the Associations Incorporations Act 2009, the financial account must be audited.
- 79 A copy of the financial accounts, which are to be laid before the Association at the Annual General Meeting, shall be sent to all persons entitled to receive notice of General Meetings of the Association, not less than twenty-one days before the meeting.

NOTICES

- 80 A notice may be served by the Association upon any Member either personally or by sending a notice by registered post to the Member at their place of residence last known to the Association.

LOCAL BRANCHES, SUPPORT GROUPS AND REPRESENTATIVES

- 81 The Directors may set up, constitute, control and arrange Branches, Support Groups or Representatives of the Association at such places as it thinks fit and may make or approve such rules, regulations and Standard Operating Procedures as, in its opinion, are necessary for the proper control, administration and management of the affairs of such Branches, Support Groups or Representatives and may amend or rescind from time to time any such rules, regulations and Standard Operating Procedures; provided, however, that nothing hereinbefore contained shall prevent the Directors from ratifying the Constitution of any Branch existing at the date of this Constitution. Branch or Support Group Presidents or Chairpersons and their Committees shall have the power to control Branch or Support Group activities and shall be responsible to the Directors.

WINDING UP

- 82 82.1 The Association shall be wound up voluntarily if a Special Resolution is passed requiring the Association to be so wound up.

82.2 If, upon the winding up or dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under or by virtue of Clause 9 hereof, such institution or institutions to be determined by the Directors of the Association at, or before the time of dissolution, and in default thereof by the Chief Judge in Equity or a Judge of the Supreme Court in Equity having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

INDEMNITY

83 Every Director or Officer of the Association or any person (whether an Officer of the Association or not) employed by the Association shall be indemnified out of the funds of the Association against all liability incurred by them as such Member of the Association, State Registrar, Officer or employee in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted them by the Court.

ALTERATION OF OBJECTS AND CONSTITUTION

84 The statement of the objectives and this Constitution may be altered, rescinded or added to only by a Special Resolution of the Association.

SCHEDULE 1: CODE OF MEETING PRACTICE

PART A: Meetings

Introduction

1. To operate efficiently and professionally, the Board of an organisation must conduct its meetings in accordance with the Code of Meeting Practice adopted by it.

Agenda and Business Papers for Board Meetings

1. The State Registrar must ensure that the agenda for a meeting of the Board states:
 - a) all matters to be dealt with arising out of the proceedings of former meetings of the Board, and
 - b) if the President is the Chairperson—any matter or topic that the Chairperson proposes, at the time when the agenda is prepared, to put to the meeting, and
 - c) subject to subclause 2, any business of which due notice has been given including Notices of Motion provided according to the Code of Meeting Practice.
2. The State Registrar must not include in the agenda for a meeting of the Board any business of which due notice has been given if, in the opinion of the State Registrar, the business is (or the implementation of the business would be) unlawful. The State Registrar must report (without giving details of the item of business) any such exclusion to the next meeting of the Board.
3. The State Registrar must send to each Director, at least three (3) days before each meeting of the Board, a notice specifying the time and place at which the meeting is to be held and the date on which the meeting is to be held and the business proposed to be transacted at the meeting.

Giving Notice of Business

1. The Board must not transact business at a meeting of the Board, unless a Director has given notice of the business in writing, within such time before the meeting, as is fixed by the Board's Code of Meeting Practice.
2. Subclause 1 does not apply to the consideration of business at a meeting if the business:
 - a) is already before, or directly relates to a matter that is already before, the Board, or
 - b) is the election of a Chairperson to preside at the meeting, or

- c) is a matter or topic put to the meeting by the Chairperson as a minute, or
 - d) is a motion for the adoption of recommendations of a committee of the Board.
3. Despite subclause 1, business may be transacted at a meeting of the Board even though due notice of the business has not been given to the Directors. However, this can happen only if:
- a) a motion is passed to have the business transacted at the meeting, and
 - b) the business proposed to be brought forward is ruled by the Chairperson to be of great urgency.

Such a motion can be moved without notice.

4. Only the mover of a motion referred to in subclause (3) can speak to the motion before it is put.

Quorum

1. The Quorum for Board Meetings is fixed at five (5) Members.

What happens when a Quorum is not Present?

1. A meeting of the Board must be adjourned if a quorum is not present:
- a) within half an hour after the time designated for the holding of the meeting, or
 - b) at any time during the meeting.
2. In either case, the meeting must be adjourned to a time, date and place fixed:
- a) by the chairperson, or
 - b) in his or her absence—by the majority of the Directors present, or
 - c) failing that, by the State Registrar.
3. The State Registrar must record in the Board's minutes the circumstances relating to the absence of a quorum (including the reasons for the absence of a quorum) at or arising during a meeting of the Board, together with the names of the Directors present.

Adjournment

1. Should the business of a Board Meeting not be concluded by 9 pm the Board shall determine whether the meeting shall continue for up to 1 hour or stand adjourned. The motion dealing with this issue shall be put to the vote without debate subject to the motion having a mover and seconder.

2. If a Board Meeting is adjourned before all business set down for the meeting is transacted then only the business not transacted is to be considered at any subsequent meeting called to complete the business.
3. A time, date and place for a meeting to complete the business not transacted must be set:
 - a) by the Chairperson, or
 - b) in his or her absence—by the majority of the Directors present

Order of Business

1. The Board of the NSWJA must conduct an Ordinary Meeting of the Board at least four (4) times a year on a day and at a place to be determined by the Board at the beginning of each calendar year commencing generally at 6.30pm.
2. The following Order of Business will be adopted for all Ordinary Meetings of the Board:
 1. Acknowledgement of Queen and Country
 2. Apologies
 3. Confirmation of Minutes
 4. Acknowledgement of Motions dealt with by the Board between the previous Board Meeting and this Board Meeting
 5. State President's Minutes
 6. Declaration of Interest
 7. Director Reports
 8. Committee Reports
 9. Correspondence and State Registrar's Report
 10. Notices of Motion
 11. Other Business
3. The order of business fixed under subclause 2 may be altered if a motion to that effect is passed. Such a motion can be moved without notice.
4. Only the mover of a motion referred to in subclause 3 may speak to the motion before it is put.

Presence at Board Meetings

1. Directors will normally participate in a meeting by being personally present. However a director may participate in a board meeting via electronic technology eg Skype. All directors must be personally present at at least two (2) board meetings per year.
2. If no Chairperson is present at a meeting of the Board at the time designated for the holding of the meeting, the first business of the meeting must be the election of a Chairperson to preside at the meeting.
3. If, at an election of a Chairperson, 2 or more candidates receive the same number of votes and no other candidate receives a greater number of votes, the Chairperson is to be the candidate whose name is chosen by lot.
4. For the purposes of subclause 2, the person conducting the election must:
 - a) arrange for the names of the candidates who have equal numbers of votes to be written on similar slips, and
 - b) then fold the slips so as to prevent the names from being seen, mix the slips and draw one of the slips at random.

The candidate whose name is on the drawn slip is the candidate who is to be the Chairperson.

Who Presides at Meetings of the Board?

1. The President or, at the request of or, in the absence of the President, the State Vice President presides at meetings of the Board.
2. If the President and the Deputy President are absent, a Director elected to chair the meeting by the Directors present presides at a meeting of the Board.

What are the Voting Entitlements of Directors?

1. Each Director is entitled to one (1) vote.
2. However, the person presiding at a meeting of the Board has, in the event of an equality of votes, a second or casting vote.

What Constitutes a Decision of the Board?

1. A decision, supported by a majority of the votes at a meeting of the Board at which a quorum is present, is a decision of the Board.

Voting at Board Meetings

1. A Director who is present at a meeting of the Board but who fails to vote on a motion put to the meeting is taken to have voted against the motion.
2. If a Director who has voted against a motion put at a Board meeting so requests, the State Registrar must ensure that the Director's dissenting vote is recorded in the Board's minutes.
3. The decision of the Chairperson as to the result of a vote is final, unless the decision is immediately challenged and no fewer than two (2) Directors demand a division.
4. When a division on a motion is demanded, the Chairperson must ensure that the division takes place immediately. The State Registrar must ensure that the names of those who vote for the motion and those who vote against it are respectively recorded in the Board's minutes.
5. Voting at a Board Meeting, including voting in an election at such a meeting, is to be by open means (such as on the voices or by show of hands).

Certain Circumstances do not Invalidate Board Decisions

1. Proceedings at a meeting of the Board are not invalidated because of:
 - a) a vacancy in the Board, or
 - b) a failure to give notice of the meeting to any Director, or
 - c) any defect in the election or appointment of a Director, or
 - d) a failure of a Director to disclose a pecuniary interest at a Board meeting, or
 - e) failure to comply with the Code of Meeting Practice.

Attendance of the State Registrar at Board Meetings

1. The State Registrar is entitled to attend, but not to vote at, a meeting of the Board, unless the State Registrar is a Director.
2. However, the State Registrar may be excluded from a meeting of the Board while the Board deals with a matter relating to the standard of performance of the State Registrar or the terms of the employment of the State Registrar.

Minutes

1. The Board must ensure that full and accurate minutes are kept of the proceedings of a meeting of the Board.
2. The minutes must, when they have been confirmed at a subsequent meeting of the Board, be signed by the person presiding at that subsequent meeting.

Matters to be Included in Minutes of a Board Meeting

1. The State Registrar must ensure that the following matters are recorded in the Board's minutes:
 - a) all appointments of officers
 - b) the names of all Directors present
 - c) details of each motion moved at a Board Meeting and of any amendments moved to it
 - d) the names of the mover and seconder of the motion or amendment
 - e) whether the motion or amendment is passed or lost
 - f) details of all proceedings of the Board Meeting
 - g) all disclosures made by Directors at the meeting

Questions may be put to the Directors and NSWJA Employees

1. A Director may, through the Chairperson, put a question to another Director or State Registrar. If other NSWJA employees are present questions to them must be put through the State Registrar.
2. A Director or NSWJA employee to whom a question is put is entitled to be given reasonable time to answer the question and, in particular, sufficient time to enable reference to be made to other persons or to documents.
3. The Director must put every such question directly, succinctly and without argument.
4. The Chairperson must not permit discussion on any reply or refusal to reply to a question put to a Director or NSWJA employee.

Calling of Extraordinary Meeting on Request by Directors

1. If the President receives a request in writing signed by at least two (2) Directors and delivered by hand, facsimile or email in the form of one or several documents, the

President must call an extraordinary meeting of the Board to be held as soon as practicable but in any event within seven (7) days after receipt of the request. The original request is to be available at the meeting.

2. Notice of less than three (3) days may be given of an extraordinary meeting called in an emergency.
3. The quorum for an extraordinary meeting of the Board is a majority of the Directors of the Board who hold office for the time being and are not suspended from office.

Agenda for Extraordinary Meetings

1. The State Registrar must ensure that the agenda for an extraordinary meeting of the Board deals only with the matters stated in the notice of the meeting.
2. Despite subclause 1, business may be transacted at an extraordinary meeting of the Board even though due notice of the business has not been given to the Directors. However, this can happen only if:
 - a) a motion is passed to have the business transacted at the meeting, and
 - b) the business proposed to be brought forward is ruled by the Chairperson to be of great urgency.

Such a motion can be moved without notice but only after the business notified in the agenda for the meeting has been disposed of.

3. Only the mover of a motion referred to in subclause (2) can speak to the motion before it is put.

PART B: Motions

State President's Minutes

1. If the President is the Chairperson at a meeting of the Board, the Chairperson is, by minute signed by the Chairperson, entitled to put to the meeting without notice any matter or topic that is within the jurisdiction of the Board or of which the Board has official knowledge.
2. Such a minute, when put to the meeting, takes precedence over all business on the Board's agenda for the meeting. The Chairperson (but only if the Chairperson is the State President) may move the adoption of the minute without the motion being seconded.
3. A recommendation made in a minute of the Chairperson (being the State President) is, so far as adopted by the Board, a resolution of the Board.

Chairperson to have Precedence

1. When the Chairperson rises during a meeting of the Board every Director present must be silent to enable the Chairperson to be heard without interruption.

Chairperson's Duty with respect to Motions

1. It is the duty of the Chairperson at a meeting of the Board to receive and put to the meeting any lawful motion that is brought before the meeting.
2. The Chairperson must rule out of order any motion that is unlawful or the implementation of which would be unlawful.
3. Any motion, amendment or other matter that the Chairperson has ruled out of order is taken to have been rejected.

Motions to be Seconded

1. A motion or an amendment cannot be debated unless or until it has been seconded.

How Subsequent Amendments may be moved

1. If an amendment has been rejected, a further amendment can be moved to the motion to which the rejected amendment was moved, and so on, but no more than one (1) motion and one (1) proposed amendment can be before the Board at any one time.
2. A Director may foreshadow an amendment.

Limitation as to Number of Speeches

1. A Director who, during a debate at a meeting of the Board, moves an original motion has the right of general reply to all observations that are made by another Director during the debate in relation to the motion and to any amendment to it, as well as the right to speak on any such amendment.
2. A Director, other than the mover of an original motion, has the right to speak three (3) times on the motion and two times (2) on each amendment to it.

3. However, the Chairperson may permit a Director who claims to have been misrepresented or misunderstood to speak more than the number of speeches allotted on a motion or an amendment and for longer than three (3) minutes on that motion or amendment, to enable the Director to make a statement limited to explaining the misrepresentation or misunderstanding.
4. Despite subclauses 1 and 2, a Director may move that a motion or an amendment be now put:
 - a) if the mover of the motion or amendment has spoken in favour of it and no Director expresses an intention to speak against it, or
 - b) if at least two (2) Directors have spoken in favour of the motion or amendment and at least two (2) Directors have spoken against it.
5. The Chairperson must immediately put to the vote, without debate, a motion moved under subclause 4. A seconder is not required for such a motion.
6. If a motion that the original motion or an amendment be now put is passed, the Chairperson must, without further debate, put the original motion or amendment to the vote immediately after the mover of the original motion has exercised his or her right of reply under subclause 1.
7. If a motion that the original motion or an amendment be now put is rejected, the Chairperson must allow the debate on the original motion or the amendment to be resumed.

Rescinding Resolutions

1. Notices of Motion of Rescission signed by three (3) Directors are to be delivered to the State Registrar no later than 12.00 noon on the second business day following the Board Meeting at which the resolution was passed.
2. All Directors are to be advised as soon as possible of the lodgement of a Rescission Motion.
3. Delivery of the Rescission Motion is to be effected either by hand or by facsimile transmission or by email in one or several documents duly signed subject to the original(s) being delivered to the State Registrar no later than 4.30pm on the Monday immediately preceding the next Ordinary Meeting of the Board.

Rescinding or Altering Resolutions

1. A resolution passed by the Board may not be altered or rescinded except by a motion to that effect, of which notice has been duly given in accordance with the Board's Code of Meeting Practice.

2. If Notice of Motion to rescind a resolution is given at the meeting at which the resolution is carried, the resolution must not be carried into effect until the Motion of Rescission has been dealt with.
3. If a motion has been negatived by the Board, a motion having the same effect as the one negatived must not be considered unless notice of it has been duly given in accordance with the Board's Code of Meeting Practice.
4. A Notice of Motion to alter or rescind a resolution, and a Notice of Motion which has the same effect as a motion which has been negatived by the Board, must be signed by three (3) Directors if less than three (3) months has elapsed since the resolution was passed, or the motion was negatived, as the case may be.
5. If a motion to alter or rescind a resolution has been negatived, or if a motion which has the same effect as a previously negatived motion, is negatived, no similar motion may be brought forward within three (3) months. This subsection may not be evaded by substituting a motion differently worded, but in principle the same.
6. The provisions of this section concerning negatived motions do not apply to motions of adjournment.

Notices of Motion

1. A Director who wishes to move a motion at the next Board meeting must provide the State Registrar with the motion in writing seven (7) days before the Board meeting. It may be sent to the State Registrar by letter, facsimile or email and be signed by the Director.

Notice of Motion—Absence of Mover

1. In the absence of the Director who has placed a Notice of Motion on the agenda for a meeting of the Board:
 - a) any other Director may move the motion at the meeting, or
 - b) the Chairperson may defer the motion until the next meeting of the Board at which the motion can be considered.

Motions of Dissent

1. A Director can, without notice, move to dissent from the ruling of the Chairperson on a point of order. If that happens, the Chairperson must suspend the business before the meeting until a decision is made on the motion of dissent.

2. If a Motion of Dissent is passed, the Chairperson must proceed with the suspended business as though the ruling dissented from had not been given. If, as a result of the ruling, any motion or business has been discharged as out of order, the Chairperson must restore the motion or business to the agenda and proceed with it in due course.
3. Only the mover of a Motion of Dissent and the Chairperson can speak to the motion before it is put. The mover of the motion does not have a right of general reply.

PART C: Committees of the Board

1. The Board may, by resolution, establish such committees as it considers necessary and determine whether they are to be sunset committees or ongoing committees.
2. The Board must specify the functions of each of its committees when the committee is established, but may from time to time amend those functions. A committee shall have no powers other than to consider any matters referred to them by the Board.
3. A committee is to consist of Directors (one of which is to be the Chair of the committee) as are elected by the Board and other persons as determined by the Director who is the Chair of the committee. The names of the Members of the committee chosen by the Chair are to be presented to the Board for approval.
4. The quorum for a meeting of a committee shall be a majority of the Members of the committee.
5. A Director who is not a Member of a committee of the Board is entitled to attend, and to speak at, a meeting of the committee. However, the Director is not entitled:
 - a) to give notice of business for inclusion in the agenda for the committee meeting, or
 - b) to move or second a motion at the meeting, or
 - c) to vote at the meeting.
6. A committee, whenever voting on a motion put to a meeting of the committee is equal, the Chairperson of the committee is to have a casting vote as well as an original vote.
7. Voting at a committee meeting is to be by open means (such as on the voices or by show of hands).
8. Each committee of the Board must ensure that full and accurate minutes of the proceedings of its meetings are kept. In particular, a committee must ensure that the following matters are recorded in the committee's minutes:

- a) all proceedings of the meeting
 - b) the names of those in attendance
 - c) details of each motion moved at a meeting and of any amendments moved to it
 - d) the names of the mover and seconder of the motion or amendment,
 - e) whether the motion or amendment is passed or lost.
9. As soon as the minutes of an earlier meeting of a committee of the Board have been confirmed at a later meeting of the committee, the person presiding at the later meeting must sign the minutes of the earlier meeting.
10. Once signed, a copy of the minutes is to be sent to the Board together with any recommendation for the Board to consider.
11. The Chairperson of each committee of the Board must be the Director appointed to the committee by the Board, or in their absence, a Chairperson is to be elected by the committee.
12. A Member ceases to be a Member of a committee if the Member:
- a) has been absent from three (3) consecutive meetings of the committee without having given reasons acceptable to the committee for the Member's absences, or
 - b) has been absent from at least half of the meetings of the committee held during the immediately preceding year without having given to the committee acceptable reasons for the Member's absences.

Note: The expression “year” means the period beginning 1 July and ending the following 30 June.

PART D: Keeping Order at Meetings

Questions of Order

1. The Chairperson, without the intervention of any other Director, may call any Director to order whenever, in the opinion of the Chairperson, it is necessary to do so.
2. A Director who claims that another Director has committed an Act of Disorder, or is out of order, may call the attention of the Chairperson to the matter.
3. The Chairperson must rule on a question of order immediately after it is raised but, before doing so, may invite the opinion of the Board.
4. The Chairperson's ruling must be obeyed unless a motion dissenting from the ruling is passed.

Acts of Disorder

1. A Director commits an Act of Disorder if the Director, at a meeting of the Board or a committee of the Board:
 - a) contravenes the constitution, or
 - b) assaults or threatens to assault another Director or person present at the meeting, or
 - c) moves or attempts to move a motion or an amendment that has an unlawful purpose or that deals with a matter that is outside the jurisdiction of the Board, or addresses or attempts to address the Board on such a motion, amendment or matter, or
 - d) insults or makes personal reflections on or imputes improper motives to any other Director, or
 - e) says or does anything that is inconsistent with maintaining order at the meeting or is likely to bring the Board into contempt.
2. The Chairperson may require a Director:
 - a) to apologise without reservation for an Act of Disorder referred to in subclause 1 (a) or (b), or
 - b) to withdraw a motion or an amendment referred to in subclause 1 (c) and, where appropriate, to apologise without reservation, or
 - c) to retract and apologise without reservation for an Act of Disorder referred to in subclause 1 (d) or (e).
3. A Director may be expelled from a meeting of the Board for having failed to comply with a requirement under subclause 2. The expulsion of a Director from the

meeting for that reason does not prevent any other action from being taken against the Director for the Act of Disorder concerned.

How Disorder at a Meeting may be dealt with

1. If disorder occurs at a meeting of the Board, the Chairperson may adjourn the meeting for a period of not more than 15 minutes and leave the chair. The Board, on reassembling, must, on a question put from the chair, decide without debate whether the business is to be proceeded with or not.

Misbehaviour of a Director means any of the following:

1. A contravention by the Director of the NSWJA constitution or the NSWJA Code of Meeting Practice
2. A failure by the Director to comply with an applicable requirement of the Code of Conduct.

Note: A reference in this part to misbehaviour or an incident of misbehaviour includes a reference to misbehaviour that consists of an omission or failure to do something.

Formal Censure of a Director for Misbehaviour

1. The Board may by resolution at a meeting formally censure a Director for misbehaviour.
2. A Formal Censure resolution may not be passed except by a motion to that effect of which notice has been duly given in accordance with regulations of the Board's Code of Meeting Practice.
3. The Board may pass a Formal Censure resolution only if it is satisfied that the Director has misbehaved on one or more occasions.
4. The Board must specify in the Formal Censure resolution the grounds on which it is satisfied that the Director should be censured.

PART E: Miscellaneous.

Motion of the Board Outside of Meetings

1. A motion in writing signed by all Directors entitled to vote at a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board that the Directors duly convened and held. Any such motion may consist of several documents in like form each signed by one or more Directors.
2. If a motion emailed by a Director to all other Directors entitled to vote at a meeting of Directors is replied to by all Directors in the affirmative then that motion shall be as valid and effectual as if it had been passed at a meeting of the Board that the Directors duly convened and held.
3. Motions referred to in clause 1 and 2 are to be acknowledged at the next meeting of the Board and recorded in the minutes of that meeting.

Recording of Board or Committee Meetings

1. A person may use a recording device to record the proceedings of a meeting of the Board or a committee of the Board only with the authority of the Board or Chair of the committee.
2. A person may, be expelled from a meeting of the Board or a committee for using or having used a recording device in contravention of clause 1.

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