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Constitution of Law Society Northern Territory

This is a copy of the Constitution of the Law Society Northern Territory approved at the Annual General Meeting of the Law Society Northern Territory held on 10 October 2007.

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1. NAME

The name of the Society shall be the “Law Society Northern Territory”.

2. INTERPRETATION

In this Constitution unless the contrary intention appears:

- (a) “ADI” means an authorised deposit taking institution within the meaning of the *Banking Act 1959* (Cth)
- (b) “By-Laws” means the By-laws of the Society made pursuant to Clause 16 hereof;
- (c) “Legal practitioner” means a person whose name is on an Australian roll of legal practitioners and:
 - (i) holds a local practising certificate or an interstate practising certificate; or
 - (ii) under the *Law Officers Act*, is taken to hold a legal practising certificate; or
 - (iii) under the *Director of Public Prosecutions Act* or the *Judiciary Act 1903* (Cth), is entitled to practise in the Territory.
- (d) “member” means a member of the Society admitted pursuant to Clause 4 hereof;
- (e) “practitioner” means a legal practitioner who is not a private practitioner;
- (f) “private practitioner” means a legal practitioner who:
 - (i) is practising on his account; or
 - (ii) is practising in partnership; or
 - (iii) is a director of a legal practising company which continues in existence under the *Legal Profession Act*; or
 - (iv) Is a director of an incorporated legal practice incorporated pursuant to the *Legal Profession Act* or a corresponding law as defined in that Act; or
 - (v) is employed by a legal practitioner so practising or by such a legal practising company or incorporated legal practice.
- (g) “Territory” means the Northern Territory of Australia;
- (h) “the Council” means the Council of the Law Society Northern Territory constituted pursuant to the provisions of Clause 9 hereof;

- (i) “the Society” means the Law Society Northern Territory.

3. OBJECTS

The objects of the Society are:

- (aa) to carry out its objects and exercise the powers granted to it pursuant to the *Legal Profession Act*;
- (a) to advance the study of law;
- (b) to promote the administration of justice and development and improvement of law throughout the Territory;
- (c) to encourage and assist suitable persons to enter into the legal profession;
- (d) to promote the establishment in the Territory of facilities for legal training;
- (e) to support and protect the character, status and interest of the legal profession and legal practitioners generally in the Territory;
- (f) to promote honourable practice, to suppress mal-practice, professional misconduct, unprofessional conduct and unprofessional practice on the part of legal practitioners;
- (g) to settle disputed points of practice and to decide all questions of professional usage or courtesy between or among legal practitioners;
- (h) to uphold the honour of the profession of the law and encourage cordial intercourse among members of the legal profession and to arrange social and sporting functions and gatherings among the legal profession, and also social and sporting functions in which the legal profession and other professions may participate;
- (i) to consider proposed changes in the law and to aid such amendments and reforms thereof as are likely to benefit the public;
- (j) to consider all questions affecting the interest of the legal profession in the Territory and in that interest to initiate and watch over, and if necessary to petition parliament or promote deputations, in relation to general measures affecting the legal profession and to procure changes of law or practice and the promotion of improvements in the principles and administration of the law;
- (k) to represent the views and wishes of the legal profession;

- (l) to promote information on legal subjects by lectures, discussions, books, correspondence with public bodies and individuals or otherwise;
- (m) to seek, receive and disseminate information;
- (n) to provide rooms and other facilities for members;
- (o) to afford assistance to members in their practices as legal practitioners by the provision of services and facilities of all kinds including where appropriate services and facilities for which fees may be charged;
- (p) to promote and administer or assist in the administration of insurance schemes and retirement and assurance schemes superannuation schemes or provident funds for members or the employees of members;
- (q)
 - (i) to make arrangements with ADIs for the payment to the Society of amounts equivalent in amount to/or representing interest on trust moneys held by legal practitioners or firms of legal practitioners in trust accounts with ADIs in the Territory;
 - (ii) to receive from ADIs any moneys that may be paid to the Society in accordance with arrangements made under the preceding sub-clause and to hold and stand possessed of all such moneys for public charitable purposes upon the trusts of a Public Purposes Trust Fund and to that end to enter into and execute a Deed of Trust to establish such a Public Purposes Trust Fund on such terms and conditions as the Society may deem appropriate;
 - (iii) to promote and administer or assist in the promotion and administration of a Public Purposes Trust Fund as hereinbefore referred to and for such purposes to undertake the office of trustee of such a Public Purposes Trust Fund and to perform and discharge the duties and functions incidental thereto;
 - (iv) to amend, vary or alter from time to time any such arrangements, trusts, terms and conditions in such manner as the Society may deem appropriate and
- (r) to do all such things as are incidental or conducive to the attainment of all or any of the above objects.

4. MEMBERSHIP

- (1) All legal practitioners who are present either personally or by proxy at the meeting at which the Society is inaugurated and who are by motion admitted as members of the Society at that meeting shall be the first members of the Society.
- (2) Any legal practitioner may apply to the Council to become a member of the Society.

- (3) Every application for membership of the Society shall be made in such form and accompanied by such proof of qualification for membership as the Council may from time to time determine.
- (4) Every application for membership of the Society shall be dealt with by the Council at the meeting of the Council next after the date of receipt of such application. If the Council is satisfied that the applicant is qualified to be a member of the Society, it shall admit such person to membership.
- (5) The members of the Society shall be divided into the classes of legal practitioners set out in Clauses 6(2)(a), (b) and (c).

4A. ASSOCIATE MEMBERS, HONORARY MEMBERS AND LIFE MEMBERS

- (1) The Council may, at its discretion, permit such other persons as it determines to join the Society as Associate Members.
- (2) The Council may, at its discretion, permit such other persons as it determines to be Honorary members of the Society.
- (3) The Society, at a General Meeting, may elect persons to be Life Members of the Society upon the recommendation of Council.
- (4) Associate Members, Honorary Members and Life Members shall be entitled to receive such benefits as Council may from time to time determine but such benefits shall not include the rights and entitlements extended to members under the Constitution of the Society.
- (5) The Council may cancel the membership of any Associate Member or Honorary Member for any reason or at any time.
- (6) The Society, at a General Meeting, may cancel the membership of any Life Member for any reason upon the recommendation of Council.

5. CESSATION OF MEMBERSHIP

- (1) Any member may resign from the Society by notice in writing to the Council, and such resignation shall be effective from the date of the meeting of the Council next after the receipt of the resignation, unless the resignation is in the meantime withdrawn by the member.
- (2) No person shall by reason of his having ceased to be a member, be released from any liability for any subscription or any other sums due to the Society.

- (3) If any member neglects to pay annual subscription charges to the Society or any other sums due to it within three (3) months after such subscription or other sums become due, such member shall cease to be a member, provided that, upon payment of arrears within six (6) months after that due date such person may be readmitted to membership by the Council.
- (4) If at any time a legal practitioner ceases to be a legal practitioner within the meaning of Clause 2(c) hereof such person shall ipso facto cease to be a member of the Society...
- (5) Deleted
- (6) Upon the happening of any event which disentitles a member to practice the profession of law such member shall ipso facto cease to be a member of the Society.

6. MEMBERSHIP FEES AND LEVIES

- (1) All members and Associate Members within the meaning of Clause 4A(1) hereof, shall be required to pay such annual subscriptions and levies to the Society as may be determined by the Council from time to time.
- (2) In determining annual subscriptions and levies the Council may differentiate between:
 - (a) private practitioners as defined in Clauses 2,(e)(i), (ii) or (iii) hereof;
 - (b) private practitioners who are employees of private practitioners;
 - (c) practitioners; and
 - (d) Associate Members.
- (3) Annual subscriptions shall become due and payable on the first day of July in each and every year or at a time when application for membership of the Society is accepted.

7. ANNUAL GENERAL MEETINGS

- (1) A General Meeting of the Society (in this Constitution referred to as "Annual General Meeting") shall be after 30 June but before 30 November in every calendar year.
- (2) If for any reason it is found impracticable to convene the Annual General Meeting during that period, it shall be held as soon as possible thereafter.

- (3) At least twenty one (21) days notice, specifying the place, the date and the hour of the Annual General Meeting, shall be given to all members of the Society, and shall be accompanied by the annual report.
- (4) The business of the Annual General Meeting shall be:
 - (a) To receive the Annual Report and Statement of Accounts referred to in Clause 15 hereof;
 - (b) to elect the council for the ensuing year;
 - (c) to appoint an Auditor who shall not be a member of the Society; and
 - (d) to transact other business, notice of which has been given in the notice calling the Meeting.

7A. SPECIAL GENERAL MEETING

- (1) The Council may, whenever it thinks fit, convene a Special General Meeting of the Society.
- (2) Twenty one (21) days notice at least, specifying the place, the date and the hour and the business to be conducted at a Special General Meeting shall be given to all members of the Society.
- (3) The Council shall, upon the requisition in writing of not less than five members, convene a Special General Meeting.
- (4) Any such requisition:
 - (a) shall specify the object of the meeting required;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be deposited with the Secretary of the Society; and
 - (d) may consist of several documents in like form, each signed by one or more of the members making the requisition.
- (5) The meeting shall be convened for the purposes specified in the requisition and, if convened otherwise than by the Council, for those purposes only.
- (6) In case the Council fails to convene a Special Meeting to be held within one month after such a requisition is deposited, the members making the requisition (or any five members) may themselves, subject to compliance

by them with Sub-clause (2) hereof, convene a meeting to be held within two months after such deposit.

8. PROCEEDINGS AT GENERAL MEETING

- (1) Five (5) members personally present shall be a quorum for a General Meeting for the purpose of:
 - (i) Electing a Chair;
 - (ii) Receiving any Report of the Council or any statement by the Treasurer; or
 - (iii) Adjourning the meeting.
- (2) For all other purposes the quorum of a General Meeting shall be ten (10).
- (3) No business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of business.
- (4) If, within half an hour of the time appointed for the meeting, a quorum is not present, a meeting convened upon requisition of members shall be dissolved, and any meeting not so convened shall stand adjourned until the same day of the next week at the same time and place or until such other later date and time and such place as the Council may determine and if at the adjourned meeting the quorum is not present within half an hour of the time appointed for the meeting the members present shall constitute a quorum. The Council shall give notice to all members of any determination made by it pursuant to this sub-clause and shall give to all members at least seven (7) days notice of the meeting referred to in such determination.
- (5) The President, or in his absence, the Vice President, shall be entitled to take the Chair at every General Meeting and if neither the President nor the Vice President is present within fifteen minutes after the time appointed for the holding of the meeting, the members present shall choose one of their number to be Chair.
- (6) At any general meeting a resolution put to the vote of the meeting shall be decided on show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded, either by the Chair or by at least three members present.
- (7) Unless a ballot is so demanded a declaration by the Chair that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost or not carried by a particular majority and an entry made to that effect in the book containing the Minutes of the proceedings of the Society, shall be conclusive evidence of the fact

without proof of the number or proportion of votes recorded in favour of or against the resolution.

- (8) In the case of an equality of votes on show of hands or on a ballot, the Chair of the meeting at which the show of hands take place, or at which the ballot is demanded, shall be entitled to a second or casting vote.
- (9) At any general meeting of the Society each member present either personally or by proxy at the meeting shall have one vote.
- (10) No member shall be entitled to vote at any General Meeting unless annual subscription and all other sums due to the Society have been paid by the member.
- (11) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at a meeting shall be allowed for all purposes. Any such objections made in due time shall be referred to the Chair of the Meeting, and his decision shall be final and conclusive.
- (12) The Chair of any General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

9. THE COUNCIL

- (1) The management of the affairs of the Society shall be vested in the Council which shall consist of:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Honorary Secretary;
 - (d) the Honorary Treasurer;
 - (e) seven (7) members; and
 - (f) the Representative of the Northern Territory Bar Association Inc; and
 - (g) the President or other Nominee of the Young Lawyers Committee and an Alternate Nominee in the event that the President or other Nominee is unavailable.

- (2) At least one member of the Council shall be a practitioner practising in Alice Springs but this sub-clause shall have no application if no practitioner practising in Alice Springs is willing or able to accept nomination for election on the Council.
- (2A) In order to fulfil the requirements of the preceding sub-clause, subject to the availability of persons as described being willing and able to accept nomination, the Annual General Meeting will elect an Alice Springs Member and an Alice Springs Alternate Member upon the basis that the latter may attend any meeting of the Council in the former's stead.
- (3) All members of the Council shall retire annually and each retiring member of the Council shall be eligible for re-election.
- (4) No member shall be eligible to hold the office of President for more than three consecutive terms.
- (5) The Council shall have power at any time and from time to time to appoint any member to be a member of the Council to fill a vacancy. Any member so appointed shall hold office until the next Annual General Meeting.
- (6) The Society may resolve to remove any member of the Council before the expiration of his period of office and may resolve to appoint another member in his stead. A member so appointed shall hold office until the next Annual General Meeting.
- (7) A member of the Council shall be deemed to have vacated his office if the member:
 - (a) becomes bankrupt or makes any arrangements or composition with his creditors generally;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (c) resigns by notice in writing to the Council;
 - (d) for more than three (3) months is absent without permission of the Council from meetings of the Council held during that period provided that this sub-clause shall not apply to any member who is a practitioner or private practitioner practising in Alice Springs and who has exercised his right to vote by proxy at Council meetings;
 - (e) ceases to be a member of the Society.

10. ELECTION OF MEMBERS OF COUNCIL

- (1) Other than the Representative of the Northern Territory Bar Association and the President or nominee of the Young Lawyers Committee and Alternate Nominee of the Young Lawyers Committee, the election of the Council shall take place at the Annual General Meeting.
- (2) Candidates for membership of the Council other than the Immediate Past President shall be proposed and seconded in writing by members of the Society and the nomination forms shall not be valid unless they bear the written assent of the candidates to their nomination.
- (3) The election shall be conducted by ballot under the supervision of the Honorary Secretary or of a returning officer appointed by the Council. The closing of nominations for election to the Council, the manner of conducting elections and the determination of the results thereof and any other matters relating to such elections shall be provided for in the By-laws and until such provision is made shall be in accordance with the remaining sub-clauses of this clause.
- (4) Nominations for election to the Council shall be lodged with the Law Society at least seven clear days before the date for the Annual General Meeting. In the event that no nomination is received for a position on the Council, nominations may be called from the floor of the meeting and seconded verbally by a member at any time prior to the closure of nominations by the Chair.
- (5) A member may be a candidate for election to any position on the Council. A separate nomination shall be lodged for each position sought.
- (6) Deleted.
- (7) If the number of candidates for the respective positions to be filled does not exceed the number of those positions the candidates shall be deemed elected.
- (8) If there are more candidates than the number of vacancies the method of election shall be as follows:
 - (a) A member desirous of voting shall mark the ballot paper with the name of the candidate preferred for each position to be filled and shall return the ballot paper to the Secretary.
 - (b) The positions shall be filled in the following order:
 - (i) The President
 - (ii) The Vice President

- (iii) The Secretary
 - (iv) The Treasurer
 - (v) The Alice Springs Member
 - (vi) The Alice Springs Alternate Member
 - (vii) The Council
- (c) The Secretary shall hand all valid ballot papers to two scrutineers appointed by the Council who shall count the votes and advise the Secretary the names of all those elected.
- (d) The members so elected shall subject to these rules hold office until the next Council is elected.
- (9) The Representative of the Northern Territory Bar Association shall be elected at a General Meeting of the Northern Territory Bar Association to be held prior to the Annual General Meeting.
- (10) Prior to the Annual General Meeting the Secretary of the Northern Territory Bar Association shall notify the Secretary of the Society in writing of the name of the Representative of the Northern Territory Bar Association.
- (11) The Secretary of the Society shall notify the Annual General Meeting of the name of the Representative of the Northern Territory Bar Association and upon the Annual General Meeting being so advised the Representative of the Northern Territory Bar Association shall become a member of the Council for one year.
- (12) If during the year of office of a Council a vacancy occurs among its elected members the Council may fill the vacancy by appointing a member to hold office until the next annual election.
- (13) If during the year of office of Council the position of the Representative of the Northern Territory Bar Association becomes vacant the Council of the Northern Territory Bar Association may fill the vacancy by appointing a member of the Northern Territory Bar Association to hold office until the next Annual General Meeting.

11. Young Lawyers Committee

- (1) Notwithstanding anything contained in this Constitution, the Council shall facilitate the establishment and management of a committee called the Young Lawyers Committee.

- (2) The Young Lawyers Committee will be governed by the terms of reference and standing orders conferred by the Council in consultation with the Young Lawyers Committee.

12. POWERS AND DUTIES OF THE COUNCIL

- (1) The Council shall have the sole management of the Society and of the affairs and concerns and the income and property thereof for the purposes and benefit of the Society and may exercise all powers conferred by law and this Constitution on the Society and do all such acts and things as are directed or authorised to be done by this Constitution and these Rules by the Society.
- (2) Notwithstanding anything contained in this Constitution, the Council may establish such Committees as it deems desirable from time to time and may delegate any of its power to such Committees which may consist of one or more members.
- (3) The Council may engage all such officers and servants as it may consider necessary and may regulate their duties and fix their salaries.
- (4) The Council shall cause Minutes to be made:
 - (a) Of all appointments of officers; and
 - (b) Of all proceedings at all meetings of the Society and of the Council.
- (5) Such Minutes shall be signed by the Chair of the meeting at the time when the meeting was held or by the Chair of the next succeeding meeting.

13. PROCEEDINGS OF THE COUNCIL

- (1) The Council shall meet at such times and places as it shall determine or if no such determination has been made at such times and places as the Honorary Secretary on the instructions of the President shall notify to members of the Council.
- (1A) The Council may meet together either in person or by telephone, email, radio, audio, audio visual or other means of instantaneous communication for the dispatch of business (which shall be deemed for all purposes to constitute being personally present).
- (2) Every member of the Council present personally or by proxy shall have one vote except the President or the person presiding at any of the meetings who shall have deliberative as well as a casting vote.
- (3) Six (6) members of the Council present at the time the meeting commences shall form a quorum.

- (4) At every meeting of the Council, the President shall preside as Chair unless he is unwilling to act or is absent, in which case the Vice President shall preside. If the President and Vice President are unwilling to act or are absent, then after fifteen (15) minutes have elapsed after the time appointed for the meeting to commence the Council members present provided they constitute a quorum, for the time being necessary for the transaction of business, may elect one of their number as Chair of the meeting.
- (5) All acts done by any meeting of the Council or by any person acting as a member of the Council shall notwithstanding that it be afterward discovered that there was some defect in the appointment of any such member of the Council or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

14. FUNDS

14.1 Bank Accounts

All funds belonging to or received by the Society shall be placed in one or more accounts held with one or more ADIs in the name of the Society.

14.2 Method of Operation

The signatories to all accounts held by the Society shall be the holders for the time being of the offices of President, Vice President, Honorary Secretary, Honorary Treasurer, Chief Executive Officer and Chief Financial Officer. Any one of such office holders or any other person approved by the Council may endorse cheques or negotiable instruments paid to the credit of the Society. Funds shall be withdrawn from such account or accounts only by means of cheque signed by or electronic transfer by any two (2) of the account signatories.

14.3 Investments

Funds surplus to immediate requirements may be invested as approved by the Council from time to time.

15. ACCOUNTS

- (1) The financial year of the Society shall conclude on the 30th day of June in each year.
- (2) The Council shall cause proper books of accounts to be kept in respect of :
 - (a) All sums of money received and expended by the Society.

- (b) All sales and purchases of goods by the Society.
- (c) The assets and liabilities of the Society
- (3) The books of account shall be kept at such place or places as the Council thinks fit within the Territory and shall be open to inspection of members of the Council.
- (4) Subject to any restrictions that may be imposed by the Council from time to time as to the time and manner of inspecting same, all the books of account of the Society shall be open to inspection of any member on every week day.
- (5) The Council shall at least annually cause to be prepared and lodged before the Society in general meeting; profit and loss accounts, balance sheets, the Auditor's report and such reports of the Council required under Part 5 of the Associations Act or necessary from time to time.
- (6) A copy of every balance sheet which is to be lodged before the Society in general meeting shall together with a copy of the Auditor's report not less than seven (7) days before the date of the meeting be sent to all members.
- (7) Financial statements comprising an income and expenditure account shall be presented to the Council every quarter of the calendar year.

16. BY-LAWS

- (1) The Council may from time to time by resolution make amend and repeal by-laws not inconsistent with this Constitution and these Rules in respect of any subject or matter which shall be necessary for the general order and good government of the Society and the management of its affairs and whether or not such subject or matter is expressly referred to in this Constitution and these Rules as one concerning which By-Laws may be made.
- (2) A copy of each by-law shall be furnished to each member not later than seven days after the date on which it is made.
- (3) A by-law has no force or effect unless at a general meeting held more than fourteen (14) days after the date on which it is made a motion for its adoption is carried.
- (4) A by-law whilst in force shall have the same effect as this Constitution.

17. NOTICES

- (1) A notice may be given by the Society to any member either personally or by sending it by post, facsimile transmission or email to the member's business or last known address.
- (2) Where a notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the Notice, and unless the contrary is shown, to have been effected at the time at which the letter would be delivered in the ordinary course of post, and in the case of facsimile and email, by receipt of confirmation of successful transmission by the sender.
- (3) Notice of every general meeting shall be given in any manner herein before authorised to every member in the case of the Annual General Meeting also to the Auditor for the time being of the Society.

18. AMENDMENT TO CONSTITUTION

- (1) This Constitution may be amended at a General Meeting of the Society provided that notice of the proposed amendment is included in the notice calling the said meeting.
- (2) No amendment to this Constitution and these Rules shall be of any effect unless it is passed by a majority of members present at the meeting referred to in the immediately preceding sub-clause.

19. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

In the event that the Society is wound up or dissolved in any manner, there shall be no distribution of surplus assets to any member, associate member, honorary member, life member, officer or employee of the Society.