SOCIETY of UNIVERSITY LAWYERS

Constitution of the Society of University Lawyers Limited

ABN 22 606 266 693

A company limited by guarantee

Version: 2026 General Meeting (21 October 2026)

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1. Definitions and Interpretation

1.1 Definitions

Unless the context requires otherwise, in this Constitution the following terms will have the meanings below:

ACNC Act	means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).
Appointed Director	means each person appointed as a Director of the Company by the Board in accordance with this Constitution.
Associate Member	means any person admitted to membership as an associate member under this Constitution.
Board	means the board of Directors as constituted under this Constitution.
Business Day	means a day which is not a Saturday, Sunday or public holiday in Victoria.
Casual Vacancy Director	means each person appointed as a Director of the Company by the Board to fill a casual vacancy on the Board occasioned by the resignation or removal of an Elected Director in accordance with this Constitution.
Company	means the Society of University Lawyers Limited ACN 606 266 693.
Corporations Act	means the *Corporations Act 2001* (Cth).
Director	means each person appointed as a director of the Company in accordance with this Constitution and includes an Appointed Director, a Casual Vacancy Director and an Elected Director.
Elected Director	means each person elected as a Director of the Company by the Members in accordance with this Constitution.
Honorary Member	means any person admitted to membership as an Honorary Member under this Constitution.
Member	means each person admitted to membership in any class in accordance with this Constitution.
Notice Address	means, in relation to a person, any of: (a) the current address for the person in the Register; (b) another address advised by the person in writing to the Company; or (c) an email address advised by the person in writing to the Company.

Ordinary Member	means any person admitted to membership as an ordinary member under this Constitution.
President	means the Director holding the office of president of the Company.
Register	means the register of Members kept under the Corporations Act.
Registered Charity	means a charity registered under the ACNC Act.
Secretary	means each Director holding the office of Secretary of the Company.
Special Resolution	means a resolution that has been passed by at least 75% of the votes cast by Members present in person, by representative or by proxy and entitled to vote on the resolution.
Surplus Assets	means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.
Treasurer	means the Director holding the office of Treasurer of the Company.
University	means any university in Australia recognised as a university for Commonwealth funding purposes and any controlled entity of such a university, or any other tertiary education institution within or outside Australia approved by the Board.

1.2 Interpretation

Unless the context requires otherwise, in this Constitution:

(a) a reference to:

(i) a clause or schedule is a reference to a clause or schedule in this Constitution;

(ii) Constitution includes this Constitution as varied, amended or supplemented;

(iii) one gender includes all other genders;

(iv) legislation or a legislative provision includes any statutory modification or substitution of that legislation or provision and any subordinate legislation issued under that legislation or provision; and

(v) 'person' includes a corporation, trust, partnership, unincorporated body, government, local authority or agency, or other entity, whether or not it constitutes a separate legal entity;

(b) headings and any table of contents do not form part of this Constitution or affect its interpretation;

(c) a word or phrase that is derived from or is another grammatical form of a defined word or phrase has a corresponding meaning;

(d) the meaning of general words is not limited by specific examples introduced by 'including', 'for example' or similar expressions;

(e) the singular includes the plural and vice versa;

(f) where the term 'Member' is used in connection with voting, it must be construed and confined only to refer to a Member who has the right to vote; and

(g) if any day on or by which a person must do something under this Constitution is not a Business Day, then the person must do it on or by the next Business Day.

1.3 Reading this Constitution with the Corporations Act

(a) The replaceable rules set out in the Corporations Act do not apply to the Company.

(b) While the Company is a Registered Charity, the ACNC Act and the Corporations Act override any clauses in this Constitution which are inconsistent with those Acts.

(c) If the Company is not a Registered Charity (even if it remains a charity), the Corporations Act overrides any clause in this Constitution which is inconsistent with the Corporations Act.

(d) A word or expression that is defined in the Corporations Act, or used in the Corporations Act and covering the same subject, has the same meaning as in this Constitution.

2. Preliminary

(a) The Company is a not-for-profit public company limited by guarantee.

(b) The liability of members is limited to the amount under clause 21.1.

3. Charitable purposes of the Company

(a) The Company's object is to pursue the following charitable purposes:

(i) to advance the education and interests of Members;

(ii) to foster and promote the exchange of information relating to legal and other relevant matters affecting Universities and tertiary education generally;

(iii) to hold a conference, and/or to present webinars and other information, events and materials, dedicated to educating Members on:

(A) legal issues affecting Universities;

(B) practice issues for in-house legal practitioners acting for Universities; or

(C) any other topic which in the opinion of the Board could be of value to the members;

(iv) to promote collegial relationships between legal practitioners who act for Universities and to foster co-operation between Members in a manner beneficial to the interests of Universities;

(v) to provide support, services and assistance to Members in their roles, including but not limited to providing grants and scholarships, to enhance their ability to provide advice and services to and represent the interests of Universities;

(vi) to represent the views of Members in relation to proposed changes in law and policy connected with and relevant to the University sector;

(vii) to assist and support Universities Australia from time to time in relation to matters of law and policy connected with and relevant to the University sector;

(viii) to do all such other things as may appear incidental or conducive to the pursuit or attainment of the above purposes, or to the exercise of any power (express or implied) by the Company; and

(ix) in furtherance of any of the charitable purposes above, enter into collaborations or arrangements with organisations in Australia and overseas for the benefit of Members.

(b) None of the above charitable purposes will be construed to limit or be limited by any other purpose.

4. Powers

4.1 General powers

Subject to clause 4.2, the Company has the following powers, which may only be used to carry out its purposes set out in clause 3:

(a) the powers of an individual, and

(b) all the powers of a Company limited by guarantee under the Corporations Act.

4.2 Not-for-profit

(a) The Company's income and property must be applied solely towards promoting the Company's purposes set out in clause 3 and no distributions may be made to Members.

(b) Clause 4.2(a) does not prevent the Company, with the prior approval of the Board acting in good faith, paying:

(i) remuneration to any Director, employee or Member of the Company in return for any services rendered to the Company, if such

payment is approved by the Board and the amount payable is not more than an amount that would be commercially reasonable for the service;

(ii) for goods supplied in the ordinary and usual course of business;

(iii) interest at a reasonable and proper rate on money borrowed from any Member;

(iv) reasonable and proper rent for premises leased by any Member to the Company; or

(v) reasonable out-of-pocket expenses incurred by a Director in performing a duty as a Director.

5. Membership

The rules and procedures relating to membership and Members are as set out in Schedule 1.

6. Meetings generally

6.1 Form

Any meeting of Members or Directors or any committee of the Board may be held by any one or a combination of any of the following means:

(a) in person at one or more venues determined for that purpose; or

(b) by using any written, visual, electronic or audiological technology that gives each person participating a reasonable opportunity to participate in the meeting and must permit each person participating in the meeting:

(i) to hear and be heard by each other person participating in the meeting; or

(ii) to otherwise communicate with and receive communication from each other person participating in the meeting.

6.2 Notice

(a) A notice of a meeting may be given:

(i) in writing; or

(ii) by electronic means of communication.

(b) A notice of a meeting must:

(i) specify the date and time for the proposed meeting;

(ii) specify the medium for conducting the meeting and, in the case of a meeting in person, the place of the meeting; and

(iii) specify the nature of the business to be transacted at the meeting.

6.3 Using technology

Where any form of technology is used to conduct a meeting:

(a) a person participating in the meeting is taken to be present at the meeting;

(b) all the provisions in this Constitution relating to meetings apply, so far as they can and with such changes as are necessary, to meetings in more than one location or using that technology; and

(c) if the technology used encounters a technical difficulty, whether before or during the meeting, which results in a person not being able to participate in the meeting, the chairperson may allow the meeting to continue or may adjourn the meeting:

(i) for a reasonable period required to resolve the difficulty or make alternative arrangements for the meeting; or

(ii) to another time as the chairperson determines.

6.4 Conduct of meetings

(a) The chairperson of a meeting is responsible for the conduct of the meeting and for the procedures to be adopted at the meeting, subject to this Constitution and applicable law. The chairperson may require the adoption of procedures which are in their opinion necessary or desirable for:

(i) proper and orderly debate or discussion, including limiting the time that a person may speak on a motion or other item of business at the meeting; and

(ii) proper and orderly casting or recording of votes at the meeting.

(b) The chairperson of a meeting may at their discretion at any time during the meeting, adjourn the meeting or:

(i) any business or resolution being considered or remaining to be considered; and

(ii) any debate or discussion,

and may adjourn such business or resolution, debate or discussion either to a later time at the same meeting or to another meeting of which notice is given in accordance with this Constitution.

7. Members' meetings

7.1 Director may call

A majority of the Directors may call a Members' meeting whenever they decide.

7.2 Member's request

(a) The Directors must call and arrange to hold a Members' meeting on the request of any Member or Members holding at least 5% of the votes that

may be cast at a Members' meeting. The request from the Members must be signed by the members requesting the meeting and must:

(i) state all resolutions to be proposed at the meeting; and

(ii) be given to the Directors.

(b) The Directors may refuse to convene the Members' meeting if the Members requesting the meeting do not have the right to vote or if the proposed resolution is not within the power of those Members.

(c) If a Members' meeting is requested under clause 7.2(a), the Directors must:

(i) within 28 days of the Members' request, give all members notice of a Members' meeting; and

(ii) hold the Members' meeting within three months of the Members' request.

7.3 Members may convene

(a) If the Directors do not call the meeting within 28 days of being requested under clause 7.2(a), 50% or more of the Members who made the request may call and arrange to hold a Members' meeting.

(b) To call and hold the meeting under clause 7.3(a), the Members must:

(i) as far as possible, follow the procedures for Members' meetings set out in this Constitution;

(ii) call the meeting using the list of Members on the Company's Register, which the Company must provide to the Members making the request at no cost; and

(iii) hold the Members' meeting within three months after the request was given to the Company.

(c) Unless the Directors have refused to call the meeting under clause 7.2(b), the Directors may decide to pay any reasonable costs the Members who request the Members' meeting incur because the Directors did not call and hold the meeting.

7.4 Annual general meeting

(a) The Company must hold an annual general meeting at least once in each calendar year.

(b) The business of an annual general meeting is:

(i) to receive and consider the annual financial report;

(ii) to elect Directors;

(iii) to appoint auditors of the Company (if required or so resolved); and

(iv) to transact any other business which under this Constitution or at law ought to be or may be transacted at an annual general meeting.

(c) Other than the business in clause 7.4(b), all business transacted at an annual general meeting or at any other Members' meeting will be deemed to be special business.

(d) Before or at the annual general meeting, the Directors must give information to the Members on the Company's activities and finances during the period since the last annual general meeting.

(e) The Company does not need to provide the information referred to in clause 7.4(d) to any Member who has provided written notice to the Company stating they do not wish to receive a copy of the information.

(f) The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

7.5 Notice of meeting

(a) A Members' meeting can only be called by giving the Members notice of the meeting at least 21 days before the meeting.

(b) The Directors may, by giving notice to all Members who received the original notice at least 48 hours before the appointed meeting time:

(i) postpone a Members' meeting; or

(ii) change the venue (in the case of a meeting in person) or medium for the meeting.

(c) If a Member does not receive a meeting notice or the Directors omit to give a Member a meeting notice, that omission will not invalidate any proceedings, or any resolution passed at the meeting.

(d) No business is to be transacted at any Members' meeting except that contained in the meeting notice unless all the Members at the meeting entitled to vote agree otherwise.

7.6 Quorum

(a) A quorum will be 20 Members who are entitled to receive notice of and vote at the meeting.

(b) A quorum of Members must be present throughout each Members' meeting. If a quorum is not present at any time, the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.

7.7 Determining a quorum

In determining whether a quorum is present:

(a) a person attending as a proxy is to be counted as the relevant Member for the purposes of the meeting; and

(b) a Member who is present in their own capacity and as a proxy of another Member will be counted only once.

7.8 Procedure where no quorum

(a) If a quorum is not formed within 30 minutes after the appointed meeting time, the meeting will be adjourned.

(b) An adjourned meeting will be rescheduled to a day and time that the Directors decide, failing which the meeting is adjourned to:

(i) if the date is not specified, the same day in the next week; and

(ii) if the time is not specified, the same time.

(c) Any rescheduled meeting will be held at the same place or using the same media or technology as the adjourned meeting unless the Directors determine otherwise.

(d) If at the rescheduled meeting a quorum is not formed within 30 minutes after the appointed time, the meeting will be dissolved.

7.9 Appointment of chairperson

(a) The President will preside as chairperson at every meeting of the Members.

(b) Where a Members' meeting is called and held and the President is not present within 15 minutes after the appointed time or is unwilling to act, the Directors attending may choose another Director as chairperson of the meeting (or part of it).

(c) If no Director is present or if all Directors present decline to act as chairperson for all or part of the meeting, the Members present may choose one of their number to be chairperson of the meeting (or part of it).

7.10 Chairperson's powers

Without limiting clause 6.4, the chairperson may:

(a) make rulings without putting the question (or any question) to a vote if required to ensure the orderly conduct of the meeting;

(b) determine any dispute concerning the admission, validity or rejection of a vote at a Members meeting;

(c) refuse to allow discussion on any matter which is not referred to in the meeting notice; or

(d) refuse any person admission to, or require a person to leave and remain out of, the meeting if that person:

(i) in the opinion of the chairperson, is not complying with their reasonable directions;

(ii) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

(iii) is not entitled under this Constitution to attend the meeting.

7.11 No casting vote

The chairperson does not have a casting vote in addition to any vote the chairperson has as a Member.

7.12 Adjournment

(a) Subject to clause 7.8, an adjournment of a Members' meeting must only be made with the consent of a majority of Members attending and entitled to vote.

(b) Any adjournment may change the venue (in the case of a meeting in person), time or medium for the meeting.

(c) Only proposed resolutions or unfinished business which have not been the subject of a vote at an adjourned meeting may be proposed at any rescheduled meeting.

(d) If a meeting is to be adjourned for more than 21 days, notice of the rescheduled meeting must be given as if it was a new meeting. A new notice of meeting is not required to be given for a rescheduled meeting where the adjournment is for 21 days or less.

7.13 Decisions of Members

(a) Unless a Special Resolution is required by this Constitution or the Corporations Act, questions arising at a Members meeting must be decided by a majority of votes cast by the Members present at the meeting and entitled to vote.

(b) In the case of equality of votes, a resolution will be deemed to have been lost.

7.14 Voting

(a) A resolution must not be put to a vote at a Members' meeting if a quorum of Members is not present at the time the resolution is put to the vote.

(b) Any vote taken at a Members' meeting is decided on a show of hands unless a poll is required by:

(i) the chairperson;

(ii) at least five Members, present in person or by proxy, having the right to vote at the meeting; or

(iii) any Member or Members present in person or by proxy, who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll.

(c) No poll may be demanded on any resolution concerning the election of a chairperson or the adjournment of any meeting.

(d) Before a vote is taken the chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.

(e) The chairperson's declaration that a resolution has been passed or not passed is conclusive evidence of that fact. It is not necessary to record the number or proportion of votes recorded for or against the resolution.

7.15 Demand for poll

(a) A poll will be taken immediately if one is required or at any other time as the chairperson decides.

(b) Any poll required on the appointment of a chairperson or on a question of adjournment must be taken immediately.

(c) The result of the poll will be recorded as the resolution of the meeting at which the poll was required.

(d) The requirement for a poll may be withdrawn at any time before the poll is taken.

(e) The demand for a poll will not prevent the continuance of the meeting or the transaction of any business other than the resolution on which the poll has been demanded.

7.16 Number of votes

Subject to this Constitution and to any rights or restrictions attached to any class of membership:

(a) on a show of hands at a meeting of Members, every person present who is either a Member or a proxy has one vote; and

(b) on a poll at a meeting of Members, every Member present in person or by proxy has one vote.

7.17 No vote if fees unpaid

A Member is not entitled to vote at any meeting unless all fees due and payable by the Member to the Company have been paid.

7.18 Objections to qualifications to vote

Any objection to the qualification of a person to vote must be made at the same meeting at which that person's vote is tendered. Any objection must be referred to the chairperson of the meeting whose decision is final and binding on all Members.

8. Voting by proxy

8.1 Appointment

(a) A Member is entitled to appoint another person (whether a Member or not) as the Member's proxy to attend and vote instead of the Member at the meeting.

(b) A proxy may be appointed for all meetings or for any number of meetings or for a particular purpose.

(c) The appointment of a proxy must be made in writing and signed by the Member making the appointment and must contain:

(i) the Member's name and address;

(ii) the Company's name;

(iii) the proxy's name or the name of the office held by the proxy; and

(iv) the meeting(s) at which the appointment may be used.

8.2 How to vote

If the proxy's appointment specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the appointment. Any vote tendered otherwise is invalid and must be disregarded.

8.3 Authority

A person appointed as a proxy has the same rights as the Member to:

(a) speak at the meeting;

(b) vote on any amendment to the proposed resolutions;

(c) vote on any procedural motions; and

(d) demand or join in demanding a poll.

8.4 Delivery before meeting

(a) The appointment of a proxy is not valid unless the appointment is delivered to the Directors not less than 48 hours before the appointed meeting time.

(b) Proxy appointments must be delivered to the place or by the medium specified in the notice convening the meeting.

8.5 Validity

(a) A vote tendered in accordance with a proxy is valid even if:

(i) the relevant Member dies or becomes mentally incapacitated; or

(ii) the proxy is revoked in any way,

but only if the Company had no written notice of any of these matters before any vote is made.

(b) A proxy does not have the authority to speak and vote for a Member at a meeting while the Member is at the meeting.

9. Directors

9.1 Number of Directors

(a) The Company must have at least six and no more than ten Directors provided that no more than two Directors are Appointed Directors at any time.

(b) The Company in general meeting may increase or decrease the number of Directors.

9.2 Composition of the Board

(a) The Board will comprise at least:

(i) President;

(ii) Secretary;

(iii) Treasurer; and

(iv) three other Directors.

(b) The Board may at any time by resolution, appoint any Ordinary Member as a Casual Vacancy Director to fill a casual vacancy in the vacant role of Elected Director until the conclusion of the next annual general meeting subject to this Constitution and any criteria for appointment determined by the Board.

(c) The Board may at any time by resolution, appoint any Ordinary Member as an Appointed Director to hold office in the role of Director subject to this Constitution and any criteria for appointment determined by the Board.

(d) All remaining Directors are Elected Directors.

(e) The continuing Directors may act notwithstanding any vacancy in their number, but for as long as the number of Directors is below the minimum fixed by this Constitution, the Directors will not act except in emergencies or for the purpose of filling vacancies or convening a general meeting of the Company.

9.3 Who can be a Director

(a) A person is eligible for election or appointment as a Director if they:

(i) are an Ordinary Member;

(ii) are nominated as follows:

(A) for the role of Elected Director: by two Ordinary Members as required by clause 9.4;

(B) Casual Vacancy Director: by two Directors OR two Ordinary Members following any call for nominations issued by the Board in a form determined by the Board; or

(C) Appointed Director: by two Directors;

(iii) give the Company their signed consent to act as a Director;

(iv) hold a Director Identification Number (DIN) as required by the Corporations Act;

(v) are not ineligible to be a Director under the Corporations Act or a Responsible Person under the ACNC Act; and

(vi) satisfy any additional criteria set by the Board for Casual Vacancy Directors and Appointed Directors.

(b) A Director who ceases to be an Ordinary Member, or to be eligible to be an Ordinary Member, ceases to be a Director.

9.4 Director nomination – Elected Director

(a) Any Elected Director nomination must be:

(i) in writing;

(ii) signed by the candidate and the two nominating Ordinary Members; and

(iii) lodged with the Secretary at least 35 days before the annual general meeting at which the election is to take place, unless the meeting resolves to waive that period or accept a shorter period.

(b) The Directors must set and may change, procedures for giving information to Members about people nominated.

9.5 Election procedures – Elected Directors

(a) Elections for Elected Directors must be conducted in accordance with the procedures outlined in the By-Laws made by the Directors under clause 19 from time-to-time. Such procedures may include electronic voting and voting prior to the annual general meeting by Members entitled to vote in an election.

(b) Clause 8 does not apply to an election conducted before the annual general meeting under this clause.

(c) Candidates are taken to be elected at the annual general meeting at which the result of the election is declared.

9.6 Term of office

(a) Each Elected Director:

(i) is elected for a fixed term starting at the end of the annual general meeting at which they are elected by Members and ending at the close of the annual general meeting three years after the annual general meeting at which the Director was elected;

(ii) must retire at the conclusion of the annual general meeting at which their fixed term under clause 9.6(a)(i) ends; and

(iii) may be re-elected.

(b) Each Casual Vacancy Director appointed in accordance with clause 9.2(b):

(i) is appointed for a fixed term commencing on the date resolved by the Board and ending at the conclusion of the next annual general meeting, at which time they must retire; and

(ii) may nominate for election as an Elected Director in accordance with clause 9.4 or may be appointed by the Board as an Appointed Director in accordance with clause 9.2(c).

(c) Each Appointed Director appointed in accordance with clause 9.2(c):

(i) is appointed for a fixed term commencing on the date resolved by the Board and ending three years after the date of the start of their term or such other lesser period determined by the Board; and

(ii) may be reappointed provided that the total term does not exceed a maximum of three consecutive terms of three years each excluding any period as a Casual Vacancy Director.

9.7 When a Director ceases being a Director

A Director will cease to be a Director if they:

(a) give written notice of resignation as a Director to the Company;

(b) die;

(c) are removed as a Director by a resolution of the Members;

(d) cease to be a Member;

(e) are absent without a resolution passed by the remaining Directors approving the absence in accordance with this Constitution:

(i) from all Board meetings held during a period of three months; or

(ii) at least 50 per cent of Board meetings held over a period of 12 months;

and the Directors resolve that their office be vacated;

(f) become 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;

(g) become bankrupt or insolvent or makes an arrangement or composition with their creditors generally; or

(h) become ineligible to be a Director under the Corporations Act or the ACNC Act.

9.8 Suspension or removal for misconduct

(a) If the conduct of any Director is such that continuance in office appears to a majority of the Directors to be prejudicial to the interests of the Company, a majority of the Directors at a meeting of the Directors specially convened for that purpose may suspend that Director.

(b) Within 14 days of the suspension, the Directors must call a general meeting, at which the Members may either:

(i) confirm the suspension and remove that Director from office in accordance with law; or

(ii) annul the suspension and reinstate that Director.

9.9 Removal by Members

(a) The Company may by resolution, remove any Director.

(b) If any vacancy on the Board created by the Members' exercise of the authority in clause 9.9(a) is to be filled, the Director must be drawn from the same category as the Director removed by the Members.

(c) Any Director appointed under this clause must satisfy the requirements of clauses 9.3(a) and 9.4, as relevant, except that:

(i) any Casual Vacancy Director vacancy referred to in clause 9.3(a)(ii)(B) shall be filled following the submission of nominations by the Members only; and

(ii) the reference in clause 9.4(a)(iii) to the "annual general meeting" will be taken to read "general meeting".

10. Powers and duties of Directors

10.1 Directors to manage

(a) The management of the business and affairs of the Company is vested in the Directors.

(b) The Directors may exercise all of the powers of the Company except for powers that, under the Corporations Act or this Constitution, may only be exercised by Members.

(c) The Directors must decide on the responsible financial management of the Company including:

(i) any suitable written delegations of power under clauses 10.2 and 10.3, and

(ii) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.

10.2 Delegation of Directors' powers

(a) The Directors may delegate any of their powers and functions to a committee, a Director, an employee of the Company or any other person, as they consider appropriate.

(b) The delegation must be recorded in the Company's minute book.

10.3 Directors may appoint attorney or agent

(a) The Directors may, by resolution, power of attorney, or other written instrument, appoint any person or persons, to be attorney or agent of the Company for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.

(b) The appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him.

10.4 Duties of Directors

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

(a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director;

(b) to act in good faith in the best interests of the Company and to further the purposes of the Company set out in clause 3;

(c) not to misuse their position as a Director;

(d) not to misuse information they gain in their role as a Director;

(e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 10.5;

(f) to ensure that the financial affairs of the Company are managed responsibly, and

(g) not to allow the Company to operate while it is insolvent.

10.5 Conflicts of interest

(a) A Director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

(i) to the other Directors, or

(ii) if all of the Directors have the same conflict of interest, to the Members at the next general meeting, or at an earlier time if reasonable to do so.

(b) The disclosure of a conflict of interest by a Director must be recorded in the minutes of the meeting.

(c) Each Director who has a material personal interest in a matter that is being considered at a meeting of Directors (or that is proposed in a circular resolution) must not, except as provided under clause 10.5(d):

(i) be present at the meeting while the matter is being discussed, or

(ii) vote on the matter.

(d) A Director may still be present and vote if:

(i) their interest arises because they are a Member, and the other Members have the same interest;

(ii) their interest relates to an insurance contract under clause 16.2 that insures, or would insure, the Director against liabilities that the Director incurs as a Director;

(iii) their interest relates to a payment by the Company under the indemnity under clause 16.1 , or any contract relating to an indemnity that is allowed under the Corporations Act; or

(iv) the Directors who do not have a material personal interest in the matter pass a resolution that:

(A) identifies the interested Director, the nature and extent of the interested Director's interest in the matter and how it relates to the affairs of the Company, and

(B) says that those Directors are satisfied that the interest should not stop the interested Director from voting or being present.

11. Directors' meetings

11.1 Frequency

The Directors may decide how often, where and when they meet.

11.2 Calling Directors' meetings

(a) Any Director may call a Directors' meeting by giving, or requesting the Secretary give, reasonable notice to all other Directors.

(b) The failure to give a notice of meeting will not invalidate the meeting or any resolution passed.

11.3 Chairperson

(a) The President will preside as chairperson at every meeting of the Directors.

(b) The Directors may elect a deputy chairperson who, in the absence of the chairperson at a meeting of Directors, may exercise all the powers and authorities of the chairperson.

(c) Where a Directors' meeting is called and held and the chairperson or deputy chairperson is not present within 15 minutes after the appointed time or is unwilling to act, the Directors present will choose another Director as chairperson of the meeting (or part of it).

11.4 Quorum

(a) A quorum at a Directors' meeting will be:

(i) three Directors; or

(ii) that number of Directors determined by a Directors' resolution.

(b) A quorum must be present throughout the Directors' meeting. If a quorum is not present at any time, the meeting is not validly convened but without affecting the validity of any business conducted before the absence of a quorum occurs.

11.5 Voting

(a) Each Director may exercise one vote in relation to each item of business at a Directors' meeting.

(b) Any question arising at a Directors' meeting or any committee of Directors is determined by a simple majority of votes of the Directors.

11.6 No casting vote

(a) The chairperson does not have a casting vote in addition to any vote the chairperson has as a Director.

(b) In the case of equality of votes, a resolution will be deemed to have been lost.

11.7 Directors to continue

Where a vacancy in the office of a Director occurs, the remaining Directors may continue to act. If the number of remaining Directors is insufficient to constitute a quorum, the Directors may act only for the purpose of increasing the number of Directors to that required to constitute a quorum.

11.8 Circular resolution

(a) Directors may pass a resolution without a Directors' meeting if, at least the number of Directors required to constitute a quorum for a meeting of Directors and entitled to vote on the resolution, sign a document setting out the resolution and containing a statement that they are in favour of the resolution.

(b) The Directors may sign two or more separate documents containing the resolution in identical terms which will together be deemed to constitute the signed resolution.

(c) The Company may send a circular resolution by email to the Directors and the Directors may confirm they are in favour of the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

(d) A resolution is deemed to be passed at the time when the last Director required to constitute a quorum for a meeting of Directors and entitled to vote on the resolution signs or confirms they are in favour to the resolution.

11.9 Committees of Directors

(a) A committee to which any powers have been delegated under clause 10.2 must exercise the powers delegated in accordance with any directions of

the Directors. A power exercised in accordance with those directions is deemed to have been exercised by the Directors.

(b) As far as they are capable of application and with the necessary changes, the clauses for regulating the meetings and proceedings of Directors govern the meetings and proceedings of committee of two or more Directors. A quorum for a committee will be two members of the committee or such larger number as the Board determines.

11.10 Validity of acts

All things done by any Directors' meeting or by a committee of Directors or by any person acting as a Director will be valid even though it subsequently becomes known:

(a) that there was some defect in the appointment of a person to be a Director or a member of the committee; or

(b) that a person appointed was disqualified or removed as a Director by virtue of this Constitution.

12. Office Bearers

(a) The Directors may appoint any Director as a Secretary.

(b) A Secretary's appointment will be for a period and on terms as the Directors decide.

(c) The Directors may terminate a Secretary's appointment or remove any Secretary.

(d) A Secretary is also removed if the Secretary is disqualified from that office by the Corporations Act.

(e) Clauses 12(a) to 12(c) apply to the President and the Treasurer as they apply to a Secretary.

13. Minutes and records

(a) The Company must, within one month, make and keep the following records:

(i) minutes of proceedings and resolutions of general meetings;

(ii) a copy of a notice of each general meeting;

(iii) minutes of proceedings and resolutions of Directors' meetings (including meetings of any committees), and

(iv) all resolutions passed by Directors without a meeting.

(b) To allow Members to inspect the Company's records:

(i) the Company must give a Member access to the records set out in clause 13(a)(i); and

(ii) inspection may be made available online.

(c) The Directors must ensure that minutes of a general meeting or a Directors' meeting are signed within a reasonable time after the meeting by:

(i) the chairperson of the meeting, or

(ii) the chairperson of the next meeting.

14. Financial and related records

14.1 Obligation to keep

(a) The Company must make and keep written financial records that:

(i) correctly record and explain its transactions and financial position and performance, and

(ii) enable true and fair financial statements to be prepared and to be audited.

(b) The Company must also keep written records that correctly record its operations.

(c) The Company must retain its records for at least seven years.

(d) The Directors must take reasonable steps to ensure that the Company's records are kept safe.

14.2 Annual accounts

The Directors must put the annual financial report for the previous financial year of the Company to Members at each annual general meeting.

15. Auditors

If the Company is required to appoint auditors or the Directors resolve to do so, the auditors of the Company:

(a) must be appointed and may be removed as provided in the Corporations Act; and

(b) will perform the duties and have the rights and powers provided in the Corporations Act.

16. Indemnity, insurance and access

16.1 Indemnity

To the extent permitted by the law, including the Corporations Act, the Company indemnifies every person who is, or who has been, a Director or Secretary of the Company against any liability (including any liability for legal costs or expenses) incurred by them in their capacity as a Director or Secretary, to a person other than the Company.

16.2 Insurance

To the extent permitted by the Corporations Act, the Company may insure or pay any premiums on a policy of insurance for a person who is or has been a Director or Secretary against any liability for which the Company indemnifies the person under clause 16.1.

16.3 Clause not exhaustive

Nothing in this clause limits the powers of the Company to indemnify or insure other officers of the Company or any of its subsidiaries or to enter into any other document containing an indemnity in favour of, or providing insurance for the benefit of, a person (including a Director or Secretary) who may be lawfully indemnified or insured by the Company, on such terms as the Directors approve.

16.4 Access

(a) A Director has a right of access to the financial records of the Company at all reasonable times.

(b) If the Directors agree, the Company must give a Director or former director access to:

(i) certain documents, including documents provided for or available to the Directors, and

(ii) any other documents referred to in those documents.

17. Execution of documents

(a) The Company may execute a document if the document is signed:

(i) by two Directors; or

(ii) by a Director and a Secretary (if one has been appointed).

(b) The Company may execute a document as a deed if the document is expressed to be executed as a deed.

(c) This clause will not be interpreted as limiting the way the Company may execute a document (including a deed).

18. Amending the Constitution

(a) Subject to clause 18(b), the Members may amend this Constitution by passing a Special Resolution.

(b) The Members must not pass a Special Resolution that amends this Constitution if passing it causes the Company to no longer be a charity.

19. By-laws

(a) The Directors may pass a resolution to make by-laws to give effect to this Constitution.

(b) Members and Directors must comply with by-laws as if they were part of this Constitution.

20. Notices

20.1 Form of notice

Any notice or other communication in connection with this Constitution must be in writing and sent to a Notice Address of the person to whom it is to be given.

20.2 Time of delivery

The notice or other communication will be deemed to be received at the time and on the day set out in the table in this clause 20.2:

Delivery Method	Duly Received
Personal delivery to the party to whom the notice is addressed.	When it is personally delivered.
Sent by prepaid /registered post to the party to whom the notice is addressed at the address provided in this Constitution, or any other address notified by that party to all other parties from time to time.	On the fifth Business Day after posting by registered post
Transmission by email to the party to whom the notice is addressed, to the email address notified by that party to all other parties from time to time.	On the day of transmission by email. This method of service is effective only if the message is not rejected or undeliverable (as evidenced by a message to that effect received by the sender).

20.3 Calculation of notice period

In calculating the time for giving a notice, the day of doing the act or other thing is excluded.

21. Winding up

21.1 Contribution of Members

Each Member must contribute an amount not more than $10.00 to the property of the Company if the Company is wound up while the Member is a Member, or within 12 months after they cease being a Member for:

(a) payment of debts and liabilities of the Company contracted before the time when they ceased to be a Member;

(b) payment of the costs, charges and expenses of winding up; and

(c) adjustment of the rights of contributories among themselves.

21.2 Surplus Assets not to be distributed to Members

If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former member of the Company, unless that Member or former member is an institution described in clause 21.3.

21.3 Distribution of Surplus Assets

(a) Subject to the Corporations Act and any other applicable Act, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more institutions:

(i) with charitable purposes similar to, or inclusive of, the purposes of the Company in clause 3,

(ii) whose constitution prohibits the distribution of any Surplus Assets to its members to at least the same extent as the Company; and

(iii) if the Company is immediately prior to its dissolution registered or approved under any Commonwealth law as exempt from income tax as a charity, the institution or institutions must be similarly registered or approved.

(b) The decision as to the institution to be given the Surplus Assets must be made by a Special Resolution of Members at or before the time of winding up. If the Members cannot decide, the Company may apply to the Supreme Court to make this decision.

Schedule 1 Membership

1. Members

1.1 Who can be a Member?

The Members are such natural persons the Board admits to membership in accordance with this Constitution.

1.2 Classes of membership and qualifications

There will be three classes of membership in the Company, for which the qualifications will be as follows:

Member class	Qualifications
Ordinary	Any natural person who: (a) practises as a barrister or solicitor of the Supreme Court of any State or Territory; and (b) is employed by a University in the capacity of legal advisor.
Associate	Any natural person who is: (a) not admitted as a legal practitioner of the Supreme Court of any State or Territory; and (b) employed by a University under the direct supervision of an Ordinary Member, or employed by a University in a quasi-legal role such as contracts management, paralegal or compliance role, and who is within one or more of the following categories: (c) studying for a tertiary qualification in law; (d) pursuing study in legal practice or articles of clerkship with the intention of being admitted as a legal practitioner once qualified to do so; or (e) holds an international qualification in law and is in the process of seeking admission as a legal practitioner of the Supreme Court of any State or Territory.
Honorary Member	Any natural person who falls into one of the following categories: (a) the person has been an Ordinary Member and remains employed by a University, but not in the capacity of legal advisor; or (b) previously held the office of President, Secretary, Treasurer or Director (or a similar role in any predecessor body); or (c) the person has been an Ordinary Member and has made a significant contribution to SOUL as determined by the SOUL Board regardless of

Member class	Qualifications
	whether they continue to be employed by a University; provided that the person: (d) contributes to and supports the purposes of the Company; and (e) is accepted by the Board in its absolute discretion as an appropriate person to be admitted as an Honorary Member.

1.3 Qualifications after ceasing employment

A person will not cease to be qualified to become or remain a Member just because they cease to be employed by a University for a period of 30 days or less.

1.4 Membership class rights

(a) An **Ordinary Member** has the following rights:

(i) the right to participate in the activities of the Company;

(ii) the right to receive notice of and attend all meetings of the Company; and

(iii) the right to vote at all meetings of the Company.

(b) An **Associate Member** or **Honorary Member** has the following rights:

(i) the right to participate in the activities of the Company in the manner approved by the Board from time to time;

(ii) the right to receive notice of and attend all meetings of the Company with the permission of the President; and

(iii) no right to vote at meetings of the Company.

1.5 How to apply to become a Member

A person may apply to become a Member by providing a written application to the Board signed by the applicant and two Ordinary Members (as proposer and seconder).

1.6 Board to decide whether to approve membership

(a) The Board must consider an application for membership within a reasonable time after it receives the application.

(b) The Board may request an applicant provide additional information to that contained in the application.

(c) The Board will determine whether to approve or reject an application for membership. The Board may reject an application without giving any reason for the rejection.

(d) When an application for membership is rejected, the Secretary will send to the applicant written notice of such rejection and any entrance fee paid by such applicant will be refunded in full.

(e) When an applicant has been accepted for membership, the Secretary will send to the applicant written notice of their acceptance and will enter the applicant's name and details in the Register.

(f) On approval of an application by the Board, the applicant will become a Member in the Member class identified in their application.

1.7 Membership not transferable

Membership is not transferable and all rights and privileges of membership of the Company will cease upon a person ceasing to be a Member.

1.8 Renewal of Associate Member and Honorary Member membership

(a) An Associate Member and an Honorary Member must renew their membership annually.

(b) Applications by Associate Members and Honorary Members to renew their membership must be received by the date set by the Directors each year.

(c) The Board must consider an application from an Associate Member or an Honorary Member for renewal within a reasonable time after it receives the application.

(d) The Board will determine whether to approve or reject an application for renewal. The Board may reject an application without giving any reason for the rejection.

(e) If an application for renewal is rejected, the Secretary will send the Associate Member or Honorary Member written notice of such rejection. The relevant Member's membership will end 14 days after notice of the rejection has been given.

(f) If an Associate Member or Honorary Member fails to apply to renew their membership, the non-renewing Member's membership will lapse on the renewal date set under paragraph 1.8(b) of this schedule.

1.9 Register of Members

The Company must establish and maintain the Register. The Register must be kept by the Secretary and must contain:

(a) for each current Member:

(i) name;

(ii) type of membership;

(iii) address;

(iv) any Notice Address advised by the Member; and

(v) date the Member was entered on to the register; and

(b) for each person who ceased being a Member in the last seven years, the date of ceasing to be a Member.

2. Fees and levies

(a) The Board may from time to time determine any entrance fee payable by applicants on application for membership of the Company. Until so determined by the Board, no entrance fee will be payable.

(b) Members must pay annual membership fees and any other fees in such amounts and at such times as the Board may from time to time determine.

(c) To provide additional funds required for the operation of the Company, the Board may determine that levies are to be paid by Members and may fix the amount and the dates for payment. Until so determined by the Board, no levies will be payable by Members.

(d) In determining fees or levies, the Board may differentiate between the classes of Members and if any waivers of fee or levies are appropriate.

(e) The Board may at any time terminate the membership of a Member for non-payment of membership fees if:

(i) the membership fees payable by the Member have remained unpaid for a period of not less than one month after the due date for payment; and

(ii) after the end of that one month period, a notice of default has been given to the Member by the Secretary; and

(iii) membership fees payable by the Member remain in arrears for a period of one month after the date of service of the notice of default upon the Member in relation to those outstanding fees.

3. Cessation and reclassification of membership

3.1 Termination of membership

(a) A person will cease to be a Member if:

(i) the Member resigns by giving notice in writing addressed to the Secretary, effective from the date of receipt of the notice by the Secretary;

(ii) the Board is satisfied, acting reasonably, that a Member has ceased to be eligible for membership under paragraph 1.2 of this schedule;

(iii) the membership is terminated under paragraph 2(e) of this schedule, effective from the day after the lapse of time referred to in paragraph 2(e)(iii) of this schedule;

(iv) the membership is terminated under paragraph 3.3 of this schedule, effective from the date of the resolution of the Board;

(v) the Member is an Associate Member or an Honorary Member and their membership is not renewed under paragraph 1.8 of this schedule;

(vi) the Member dies;

(vii) the Member becomes bankrupt, makes a composition with or assigns the Member's estate for the benefit of the Member's creditors; or

(viii) the Member becomes of unsound mind or their person or estate is liable to be dealt with in any way under the laws relating to mental health.

(b) Any Member who for any reason ceases to be a Member must no longer represent themself in any manner as being a Member.

3.2 Change in Member's qualification

(a) Each Member must promptly notify the Company of any change in the Member's qualifications for membership of the respective Member's class.

(b) The Board may if it considers it appropriate to do so, resolve to change the class of membership of a Member as an alternative to termination of the membership. The Board may do this on receipt of notification from a Member or on its own initiative.

3.3 Non-compliance with Constitution and misconduct

(a) In accordance with this paragraph 3.3 of this schedule, the Directors may resolve to warn or suspend a Member from the Company or terminate a Member's membership if the Directors consider that:

(i) the Member has breached this Constitution;

(ii) the Member's behaviour is causing, has caused, or is likely to cause harm to the Company; or

(iii) the Member ceases to meet the qualifications for membership.

(b) At least 14 days before the Directors' meeting at which a resolution under paragraph 3.3(a) of this schedule will be considered, the Secretary must notify the Member in writing:

(i) that the Directors are considering a resolution to warn or suspend the Member or terminate the Member's membership;

(ii) that this resolution will be considered at a Directors' meeting and the date of that meeting;

(iii) what the Member is said to have done or not done;

(iv) the nature of the resolution that has been proposed; and

(v) that the Member may provide an explanation to the Directors, and details of how to do so.

(c) Before the Directors pass any resolution under paragraph 3.3(a) of this schedule, the Member must be given a chance to explain or defend themselves by:

(i) sending the Directors a written explanation before that Directors' meeting; or

(ii) speaking at the meeting.

(d) After considering any explanation under paragraph 3.3(c) of this schedule, the Directors may:

(i) take no further action;

(ii) warn the Member;

(iii) suspend the Member's rights as a Member for a period determined by the Directors; or

(iv) terminate the Member's membership.

(e) The Directors cannot fine a Member.

(f) The Secretary must give written notice to the Member of the decision under paragraph 3.3(d) of this schedule as soon as possible.

(g) Procedures under this paragraph 3.3 must be completed as soon as reasonably practical.

(h) Members have no right of appeal against a decision of the Directors to suspend a Member, or to reclassify or terminate their membership.

(i) There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this paragraph 3.3 of this schedule.

4. Duties of Members

(a) Where the instructions received or interests being represented by a Member could create a potential or actual conflict of interest in the manner in which that Member participates in meetings or functions or other activities of the Company, the Member must disclose the nature of the conflict to the Board (during a meeting or the chairperson) in respect of the conflict, including abstaining from attending meetings and having access to minutes of meetings restricted.

(b) If it is not possible to disclose the nature of the conflict, the Member must act in accordance with the professional ethical rules that apply to that Member or would apply if the Member were practising as a legal practitioner in any Australian jurisdiction and ensure that they remove themselves from any activity of the Company that may give rise to the conflict, until the situation creating the conflict is resolved.

(c) For the purposes of this paragraph 4, a conflict will include the circumstances where a colleague of a Member accepts instructions to act against a University.

(d) If a Member does not properly disclose a conflict in accordance with the provisions of this Constitution, the Board may deal with the conduct in accordance with paragraph 3.3 of this schedule.