

# VSCL Rules

## 1. NAME

The name of the incorporated Association is VICTORIAN SOCIETY FOR COMPUTERS AND THE LAW INC (in these Rules called "the Association").

## 2. INTERPRETATION

### 2.1 In these Rules, unless the contrary intention appears:

'address' in relation to a member of the Association means the email address or the DX address or the facsimile transfer number of such member as recorded in the register of members or in default of any such address the postal address of such member recorded therein.

'Bundle Administrator' means, in relation to a Corporate Bundle, the nominee that has been authorised by the Corporate Member to exercise the membership rights associated with the Corporate Bundle.

'Board' means the Board of Management of the Association.

'Corporate Bundle' has the meaning given in Rule 4.1.3.

'delivery' of any notice or document not required to be delivered personally nor signed shall include delivery by electronic mail, facsimile transfer or delivery by DX.

'DX address' means a Document Exchange (DX) number.

'email address' means an electronic mail address.

'fax number' means a facsimile transfer (fax) number.

'financial year' means the year ending on 30 June.

'general meeting' means a general meeting of members convened in accordance with Rule 9.

'Member' means a member of the Association.

'Ordinary Member of the Board' means a member of the Board who is not an officer of the Association under Rule 12.3.

'Special resolution' means that resolution described at section 64 of the Act.

'The Act' means the *Associations Incorporation Reform Act 2012 (Vic)*.

'The Regulations' means regulations under the Act.

'the current Internet address of the Association' means <https://www.vscl.org.au> or such other Internet address as shall be decided upon by the Board.

### 2.2 In these Rules, a reference to 'the Secretary' is a reference:

2.2.1 where a person holds office under these Rules as Secretary of the Association – to that person; and

2.2.2 in any other case, to the Secretary of the Association.

- 2.3 Where under these Rules a notice is required to be given but such notice is not required to be delivered personally nor signed the same may be delivered by being sent by electronic mail, facsimile transfer, DX delivery or post at the option of the Association.
- 2.4 Upon request of a member to the Secretary a copy of these Rules will be made available for inspection at any reasonable time in accordance with the Act. In addition a copy of these Rules will be available in electronic form through the current Internet address of the Association.
- 2.5 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic) and the Act as in force from time to time.
- 2.6 Headings are for convenience only, and do not affect interpretation.
- 2.7 The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply:
- 2.7.1 A reference to legislation (including subordinate legislation) is to that legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it.
- 2.7.2 A singular word includes the plural, and vice versa.
- 2.7.3 A word which suggests one gender includes the other genders.

### **3. APPLICATION FOR MEMBERSHIP**

- 3.1 A person or body corporate meeting relevant membership requirements set out at clause 4 may, upon tendering any relevant entrance and periodic membership fees, apply in a manner to be prescribed by the Committee to become a member of the Association and the membership shall commence upon the earlier of:
- 3.1.1 the application being formally accepted by the Board;
- 3.1.2 if the application is not formally rejected or accepted, at the conclusion of the second Board meeting following the Association's receipt of the application.
- 3.2 A right, privilege, or obligation of a person by reason of the person's membership of the Association:
- 3.2.1 is not capable of being transferred or transmitted to another person; and
- 3.2.2 terminates upon the cessation of the person's membership whether by death or resignation or otherwise.

### **4. TYPES OF MEMBERSHIP, ENTRANCE & MEMBERSHIP FEES**

- 4.1 The membership of the Association consists of the following types, each of which has the respective qualifications, voting rights and privileges set out below:

#### **4.1.1 Individual Members**

Qualifications: Any natural person over 18 years of age.

Voting Rights: Full voting rights.

Privileges: Full privileges.

#### **4.1.2 Student Members**

Qualifications: Any natural person over 18 years of age who is a full time student at a government recognised educational institution.

Voting Rights: Full voting rights.

Privileges: Full privileges.

#### **4.1.3 Corporate Members**

Qualifications: Any corporation, government body or instrumentality, or partnership (a "Corporate Member"). For the avoidance of doubt, an organisation that qualifies as a Corporate Member may purchase one or more corporate memberships.

Voting Rights: Full voting rights for a Corporate Member as a single voting member, such rights (unless otherwise expressly granted to a named nominee) to be capable of being exercised only by a Bundle Administrator. The voting rights of a Corporate Member shall be limited to those of a single voting member, regardless of the number of corporate memberships the Corporate Member holds at any one time.

Privileges: Full privileges as a single member with the right to nominate up to a maximum of five persons for each corporate membership purchased (each a 'Corporate Bundle'), whether employees, principals or partners of the Corporate Member to attend functions including seminars, conferences, and other activities of the Association of a like type on the same terms as Individual Members, save that nomination for and election to any elected position as an officer or member of the Board shall be limited to a single nominee from a Corporate Member at any one time;

Nominees of a Corporate Member must be specified by name at the commencement of each period of corporate membership and can be changed:

(a) at renewal of the corporate membership;

in the event that a nominee is:

(A) no longer an employee principal or partner in the Corporate Member; or

(B) no longer engaged in work for the Corporate Member that relates to the objects of the Association,

in which case the Corporate Member may replace that nominee with

(b) another person upon notice to the Board; or

(c) at the discretion of the Board upon application.

#### **4.1.4 Honorary Life Members**

Qualifications: Any person being a natural person over 18 years of age nominated by the Board or by the Association in General Meeting.

Voting Rights: Full voting rights.

Privileges: Full privileges with no membership fees payable.

**4.2** The Board may prescribe in writing other types of membership and their qualifications duration and privileges, providing that such membership types have no voting rights.

- 4.3 The Board may prescribe in writing entrance and membership fees for each relevant type of membership.
- 4.4 Without limiting paragraph 4.3, the Board may prescribe in writing a policy that allows for the pro-rating of entrance and membership fees for membership applications that are received after the start of a membership period.
- 4.5 A member shall cease to be a member of the Association at the expiry of 45 days from the date on which any relevant periodic membership payable by the member becomes due for payment, and is not paid in full.

## 5. REGISTER OF MEMBERS

The Secretary shall keep and maintain in documentary or electronic form a register of members in which shall be entered the full name, address, email address (if any), DX address (if any) and the fax number of the member (if any), the date of entry of the name of each member and the date to which that member's periodic membership fees (if any) have been paid, membership class and such other data as the Board shall prescribe. The register shall be available for inspection by members at the address of the Secretary.

## 6. RESIGNATION AND EXPULSION OF MEMBER

- 6.1 A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of the member's intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 6.2 Upon the expiration of a notice given under sub-clause 6.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 6.3 Subject to these Rules, the Board may by resolution:
- 6.3.1 expel a member from the Association; or
  - 6.3.2 suspend a member from membership of the Association for a specified period.
- 6.4 A resolution of the Board under sub-clause 6.3:
- 6.4.1 does not take effect unless the Committee, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under sub-clause 6.5 confirms the resolution in accordance with this clause; and
  - 6.4.2 where the member exercises a right of appeal to the Association under sub-clause 6.5, does not take effect unless the Association confirms the resolution in accordance with this clause.
- 6.5 Where the Board proposes to consider making a resolution under sub-clause 6.3 (the "proposed resolution"), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- 6.5.1 setting out the proposed resolution of the Board and the grounds on which it is based;
  - 6.5.2 stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
  - 6.5.3 stating the date, place and time of that meeting; and
  - 6.5.4 informing the member that the member may do one or more of the following:
    - (a) attend that meeting;

- (b) give to the Board before the date of that meeting a written statement addressing the proposed resolution; and
- (c) if at that meeting the Board confirms the resolution, not later than 48 hours after that meeting, lodge with the Secretary a notice to the effect that the member wishes to appeal to the Association in general meeting against the resolution.

**6.6** At a meeting of the Board held in accordance with sub-clause 6.4, the Committee:

- 6.6.1 shall give to the member an opportunity to be heard;
- 6.6.2 shall give due consideration to any written statement submitted by the member; and
- 6.6.3 shall by resolution determine whether to confirm the proposed resolution.

**6.7** Where the Secretary receives a notice under sub-clause 6.5, the Secretary shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

**6.8** At a general meeting of the Association convened under sub-clause 6.7:

- 6.8.1 no business other than the question of the appeal shall be transacted;
- 6.8.2 the Board may place before the meeting details of the grounds for the proposed resolution;
- 6.8.3 the member shall be given an opportunity to be heard; and
- 6.8.4 the members present shall vote by secret ballot on the question whether the proposed resolution should be confirmed.

**6.9** If at the general meeting:

- 6.9.1 two-thirds of the members vote in person or by proxy in favour of the confirmation of the proposed resolution, the resolution is confirmed.

**6.10** The grievance procedure set out in this Rule 6.10 applies to disputes under these Rules between a member and another member or a member and the Association.

- 6.10.1 The parties to a dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 6.10.2 If the parties to a dispute are unable to resolve the dispute at the meeting held pursuant to sub-clause 6.10.1 above, or if one of the parties fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 6.10.3 The mediator must be a person chosen by agreement between the parties or in default of agreement in the case of a dispute between members, a person appointed by the Board and in the case of a dispute between a member and the Association a person appointed by the Chairman of the Victorian Bar Council Inc.
- 6.10.4 A member of the Association can be a mediator but the mediator cannot be a member who is a party to the dispute.
- 6.10.5 The parties to the dispute must attempt to settle the dispute by mediation in good faith.
- 6.10.6 The mediator in conducting the mediation shall:
  - (a) give the parties an opportunity to be heard;

- (b) allow due consideration by all parties of any written submissions submitted; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation.

6.10.7 If the mediation is unsuccessful the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **7. ANNUAL GENERAL MEETING**

7.1 The Association shall in each calendar year convene an annual general meeting of its members.

7.2 The annual general meeting shall be held on such day as the Board determines.

7.3 The annual general meeting shall be specified as such in the notice convening it.

7.4 The ordinary business of the annual general meeting shall be:

7.4.1 to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

7.4.2 to receive from the Board reports upon the transactions of the Association during the last preceding financial year;

7.4.3 to elect officers of the Association and elect or appoint the ordinary members of the Board; and

7.4.4 to receive and consider the financial statements for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.

7.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.

7.6 The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

## **8. SPECIAL GENERAL MEETING**

8.1 All general meetings other than the annual general meeting shall be called special general meetings.

8.2 The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.

8.3 The Board shall, on the requisition in writing of members representing not less than 20 members or 5% of the total number of members, whichever is greater, convene a special general meeting of the Association.

8.4 The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

8.5 If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

8.6 A special general meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all

reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

## **9. NOTICE OF MEETING**

**9.1** Subject to section 64 of the Act in relation to notices of special resolutions, the Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at the member's address a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

**9.2** In the event that the said notice is sent to the postal address it shall be sent by pre-paid post.

**9.3** No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

**9.4** A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

## **10. PROCEEDINGS AT MEETINGS**

**10.1** All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

**10.2** No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

**10.3** 5 members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

**10.4** If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

**10.5** Each member shall be entitled to appoint another member as the member's proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

**10.6** The notice appointing the proxy shall be in the form prescribed in the notice of meeting or as otherwise prescribed by the Board.

**10.7** The President, or in the President's absence, the Vice-President, shall preside as Chairman at each general meeting of the Association.

**10.8** If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.

**10.9** The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**10.10** Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.

- 10.11** Except as provided in sub-clauses 10.9 and 10.10, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 10.12** A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 10.12.1 Upon any question arising at a general meeting of the Association, a member has one vote only
- 10.12.2 All votes shall be given personally or by proxy.
- 10.12.3 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 10.13** If at a meeting a poll on any question is demanded by a member, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 10.14** A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 10.15** A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to the Association have been paid.

## **11. RESOLUTIONS, POLLS & ELECTIONS CONDUCTED BY ALTERNATE MEANS**

- 11.1** Any resolution, poll, election, or other business that can be conducted or put at a general meeting can be conducted or put to members in any alternate manner as the Board in its absolute discretion shall decide, including, but not limited to submission of written votes to a returning officer by post or any other form of delivery.
- 11.2** Subject to section 64 of the Act in relation to special resolutions, where any business of the Association is to be conducted in accordance with sub-clause 11.1, the Secretary of the Association shall cause to be sent to each member of the Association at the member's address appearing in the register of members at least 14 days before the date fixed for conclusion of the transaction of that business a notice by pre-paid post:
- 11.2.1 stating the nature of the business to be conducted and the method by which it will be transacted; and
- 11.2.2 including any ballot papers, forms or other material necessary for the member to participate in the transaction of the business.
- 11.3** Any resolution may be put in the form of a negative poll and will be deemed to have been carried unless the required majority of members vote against the resolution to defeat it.

## **12. BOARD OF MANAGEMENT**

- 12.1** The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 12.3.
- 12.2** The Board:
- 12.2.1 shall control and manage the business and affairs of the Association;



- 12.2.2 may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- 12.2.3 subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 12.3** The officers of the Association shall be:
- 12.3.1 a President;
- 12.3.2 a Vice-President;
- 12.3.3 a Treasurer;
- 12.3.4 a Secretary;
- 12.3.5 a Membership Officer; and
- 12.3.6 such other officers as the Board may by resolution determine,
- as the Association expressly elects pursuant to this Rule at the Annual General Meeting or an Extraordinary General Meeting.
- 12.4** The provisions of Rule 13 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause 12.3.
- 12.5** Each officer of the Association shall hold office until the annual general meeting next after the date of the officer's election but is eligible for re-election.
- 12.6** In the event of a casual vacancy in any office referred to in sub-clause 12.3, the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the member's appointment.
- 12.7** Subject to section 77 of the Act, the Board shall consist of
- 12.7.1 the officers of the Association; and
- 12.7.2 such ordinary members as are elected or appointed by resolution at the annual general meeting of the Association in each year or appointed by resolution of the Board.
- 12.8** Each ordinary member of the Board shall, subject to these Rules, hold office until the annual general meeting next after the date of the member's election or appointment but is eligible for re-election.
- 13. ELECTION OF OFFICERS AND VACANCY**
- 13.1** Nominations of members as candidates for election as officers of the Association or as ordinary members of the Board:
- 13.1.1 shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 13.1.2 shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

- 13.2** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 13.3** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13.4** If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 13.5** The ballot for the election of officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- 13.6** A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 13.7** For the purposes of these Rules, the office of an officer of the Association or of an ordinary member of the Board becomes vacant if the officer or member:
- 13.7.1 ceases to be a member of the Association;
  - 13.7.2 becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
  - 13.7.3 resigns from office by notice in writing given to the Secretary.

#### **14. PROCEEDINGS OF THE BOARD**

- 14.1** The Board shall meet at least 3 times in each year at such places and such times as the Committee may determine.
- 14.2** Special meetings of the Board may be convened by the President or by any 4 of the members of the Board.
- 14.3** Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 14.4** A simple majority of the members of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
- 14.5** No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- 14.6** At meetings of the Board:
- 14.6.1 the President or in the President's absence the Vice-President shall preside; or
  - 14.6.2 if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- 14.7** Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 14.8** Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 14.9 Written notice of each Board meeting shall be served on each member of the Board by delivering it to the member at a reasonable time before the meeting or by sending it by pre-paid post addressed to the member at the member's usual or last known place of abode at least two business days before the date of the meeting.
- 14.10 Subject to sub-clause 14.4 the Board may act notwithstanding any vacancy on the Board.
- 14.11 The Board may by resolution delegate any of its powers or authority to any Board sub-committee or Board member.
- 14.12 A Board meeting may be convened or held using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 14.13 A Board member who participates in a meeting in a manner permitted under Rule 14.12 is taken to be present at the meeting.
- 14.14 The Board may pass a resolution without a Board meeting being held if:
  - 14.14.1 the wording of the resolution is sent to each of the Board members entitled to vote on the resolution; and
  - 14.14.2 a majority of the Board members entitled to vote on the resolution have stated in writing (copied to all Board members that are entitled to vote on the resolution) that they vote in favour of the resolution.

**15. SECRETARY**

The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting (including any financial statements submitted at a general meeting) and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

**16. TREASURER**

**16.1** The Treasurer of the Association:

- 16.1.1 shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- 16.1.2 shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

**16.2** The accounts and books referred to in sub-clause 16.1 shall be available for inspection by members.

**17. REMOVAL OF MEMBER OF THE BOARD**

**17.1** The Association in general meeting may by resolution remove any member of the Board before the expiration of the member's term of office and appoint another member in the member's stead to hold office until the expiration of the term of the first-mentioned member.

**17.2** Where the member to whom a proposed resolution referred to in sub-clause 17.1 makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

## **18. MANAGEMENT OF FUNDS**

- 18.1** The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.
- 18.2** The Association must maintain a transactional account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited promptly upon receipt.
- 18.3** Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association.
- 18.4** Subject to Rule 18.5, the Board may authorise the expenditure of funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- 18.5** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board.
- 18.6** The Association may:
- 18.6.1 acquire, hold and dispose of real or personal property;
  - 18.6.2 open and operate accounts with financial institutions;
  - 18.6.3 invest its money in any security in which trust monies may lawfully be invested;
  - 18.6.4 raise and borrow money on any terms and in any manner as it thinks fit;
  - 18.6.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - 18.6.6 appoint agents to transact business on its behalf;
  - 18.6.7 enter into any other contract it considers necessary or desirable.
- 18.7** The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **19. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

These Rules and the statement of purposes of the Association shall be not altered except in accordance with the Act.

## **20. NOTICES**

- 20.1** Unless personal service is required, a notice may be served by or on behalf of the Association upon any member at the option of the Association by sending it to the member by electronic mail at the member's email address or by Document Exchange (DX) to the DX address or by facsimile transfer to the fax number or by pre-paid post and in any case to such address as is shown in the register of members.
- 20.2** Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 20.3** Where a document is sent to the email address or the fax number of the member recorded in the register of members the document shall, unless the contrary is proved, be deemed to have been given to the person within 24 hours of its transmission.

**20.4** Where a document is properly addressed pre-paid and sent by Document Exchange (DX) to a person to the DX address of the member recorded in the Register of Members, the document shall, unless the contrary is proved, be deemed to have been given to the person within 24 hours of the time at which the document would have been available for collection by the member in the ordinary course of DX delivery.

## **21. RESTRICTION ON DISTRIBUTION OF ASSETS**

The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to the members of the Association except as bona fide remuneration for services rendered or reimbursement of expenses incurred on behalf of the Association.

## **22. WINDING UP OR DISSOLUTION**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever the property shall not be paid and or distributed amongst the members of the Association but shall be given or transferred to some other institution or institutions having objects or purposes similar to the purposes of the Association and which is not carried on for the profit or gain of its individual members.

## **23. CUSTODY OF RECORDS**

**23.1** Except as otherwise provided in these Rules, the Secretary shall keep in the Secretary's custody or under the Secretary's control all books, documents and securities of the Association.

**23.2** Members may on request inspect free of charge –

23.2.1 the register of members;

23.2.2 the minutes of general meetings (including any financial statements submitted at general meetings);

23.2.3 subject to Rule 23.3, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

**23.3** The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

**23.4** Subject to Rule 23.3, a member may make a copy of any of the other records of the Association referred to in Rule 23.2 and the Association may charge a reasonable fee for provision of a copy of such a record.

## **24. STATEMENT OF PURPOSES**

**24.1** The purposes of the Association are:

24.1.1 To study and to further the study of the inter-relationship of all aspects of computer developments and all aspects of the law.

24.1.2 To further the study of the impact on the present law by computer use and abuse.

24.1.3 To further the study and use of computers by the legal profession.

24.1.4 To further the study of the relationship of the development and change of the law and its effects on computer studies and technology.

24.1.5 To further the study of the relationship of computer studies and development in all its aspects of the law.

- 24.1.6 To encourage such research and educational projects as will further the above objects of the society.
- 24.1.7 To provide financial support to courts, tribunals and organisations established for the purpose of providing legal aid and assistance, whether within or outside Australia, to assist in the development of computer security and computerised facilities.
- 24.1.8 To do all such other things to promote and further the above objects of the society including all such social activities as are compatible with the foregoing.