

COMMBAR

THE COMMERCIAL BAR ASSOCIATION

STATEMENT OF PURPOSES

AND

RULES

OF THE

COMMERCIAL BAR ASSOCIATION OF VICTORIA INC

(registration no. A0120851O)

Melbourne

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STATEMENT OF PURPOSES
OF THE
COMMERCIAL BAR ASSOCIATION OF VICTORIA INC

The objects of the Commercial Bar Association of Victoria (established as an unincorporated association on 26 October 1994 and incorporated under the *Associations Incorporation Reform Act* 2012 (**the Act**) on [date]) shall be:

- (1) To be an association of The Victorian Bar Inc and provide a forum for meetings of Barristers of the Bar who practice in or have an interest in commercial law and to foster closer working and social relationships between them.
- (2) To bring to the attention of members, through the medium of regular meetings, matters of concern or interest or both relating to commercial law and to conduct discussions and formulate position statements or recommendations or both for submission to such person or body as the Executive may deem proper.
- (3) To establish communications and actively liaise with Courts, Tribunals, authorities, government departments and instrumentalities and other associations and bodies concerned with or interested in commercial law.
- (4) To seek representation on and liaison with committees of the Bar concerned with matters of concern to members.
- (5) To liaise with the Bar Council of the Bar in relation to matters of concern to members of the Association and to ensure that, as far as practicable, consultation between the Bar Council and the Executive takes place before the Bar Council formulates policies or makes decisions on commercial law matters.
- (6) To encourage participation by members in continuing legal education programs, conferences and other outlets whereby the legal profession, other interested professional groups and the public may increase their knowledge and understanding of commercial law.

- (7) To develop the commercial bar at the Victorian Bar including by promoting the profile of the association and its members, providing opportunities for its members to develop their practices, and attracting the best legal minds to practise as members of the association.

RULES OF THE COMMERCIAL BAR ASSOCIATION OF VICTORIA INC

Name

1. (1) The name of the association is the “***Commercial Bar Association of Victoria Inc***” (in these Rules called “***CommBar***” or “the association”).

(2) The name and registration number of the association must appear in legible characters in all notices, advertisements and other official publications of the association, and in all its business documents, including letters, invoices and cheques.
See s 23 of the Act.

(3) The registered address of CommBar is “Commercial Bar Association of Victoria Inc, c/- Victorian Bar Office, Level 5, Owen Dixon Chambers East, 205 William Street, Melbourne, VIC 3000”.

Definitions

2. (1) In these Rules, unless the contrary intention appears
“**Associate Member**” means a person who holds Associate Membership of CommBar.
“**Associate Membership**” means Associate Membership of CommBar conferred on a person pursuant to clauses 3(5C) and (5D).
“**Bar**” means The Victorian Bar Inc.
“**commercial law**” shall be given the widest possible interpretation and shall include:
 - (a) laws (both Federal and State) relating to arising out of concerning or affecting trade or commerce;

- (b) laws (both Federal and State) directly or indirectly related to laws of the kind referred to in (a) above, and without limiting the generality of the foregoing, laws of the kind referred to in Order 2 of Chapter II of the Rules of the Supreme Court of Victoria and those areas corresponding to the subject areas of the Sections;
- (c) proposed changes to any such laws;
- (d) the administration practice and procedure of any court body or authority administering any such laws.

“Chair” means a member who is appointed by the President to Chair a Section of CommBar.

“Executive” means the committee of management of CommBar.

"financial year" means the year ending on 30 September.

"general meeting" means a general meeting of members convened in accordance with Rule 11.

“Honorary Life Member” means a person who holds Honorary Life Membership of CommBar.

“Honorary Life Membership” means membership of CommBar for the life of the person upon whom such membership is conferred pursuant to clause 3(5).

“Honorary Member” means a person who holds Honorary Membership of CommBar.

“Honorary Membership” means honorary membership of CommBar for the term specified by the Executive at the time such membership is conferred pursuant to clause 3(5A).

“Honorary Reader Member” means a person who holds Honorary Reader Membership of CommBar.

“Honorary Reader Membership” means honorary membership of CommBar for the term of the Reading Period of a person referred to in clause 3(5B).

"member" means, unless the context otherwise indicates, a financial member of CommBar and, for the avoidance of doubt, does not include Honorary Life Members, Honorary Members, Honorary Reader Members or Associate Members.

"ordinary member of the Executive" means a member of the Executive who is not an officer of CommBar under Rule 21.

"President", **"Senior Vice-President"**, **"Vice-President (Convenor)"**, and **"Treasurer"** severally mean the person (or persons if more than one) for the time being holding the appropriate office in accordance with these Rules;

"Reading Period" means the period defined as the Reading Period within the *Application and Reading Regulations* approved by the Victorian Bar.

"Registrar" has the same meaning as in section 3 of the Act;

"registered address" of a member means the address of the Barrister's Clerk whose List the member was on at the date of becoming a member or the address of any other Barristers' Clerk to whose List the member may have transferred provided that the member has notified the Bar in writing of such change;

"Section" of CommBar means a specialist grouping of members of CommBar established by resolution of the Executive from time to time.

"Secretary", **"Assistant Secretary"** and **"Deputy Chair"** means the person appointed by the Chair of a Section to act as Secretary, Assistant Secretary or Deputy Chair of the Section.

"The Roll" means the Roll of Counsel of The Victorian Bar Inc.

- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

Membership

3. (1) Any person who is registered or entitled to be registered on the Roll may apply to become a member by completing the application form in Schedule 1 and delivering it electronically or otherwise to the Vice-President (Convenor) care of the Bar administration office and by paying the sum payable, if any as may be determined from time to time, under these Rules. CommBar may make arrangements for the Bar to handle applications for membership of CommBar or renewal of membership as part of the Bar membership subscription process, in which case such arrangements will be published on the Bar's website Associations section. An eligible person may apply to be registered or renew

their subscription as a member of CommBar pursuant to any such arrangement.

- (2) Upon completion and delivery of the application form and payment of such sum as may be determined from time to time, under these Rules the application for membership shall be deemed to be approved unless the applicant is notified to the contrary in writing by the Vice-President (Convenor) within 14 days of the latter date of delivery of the application form and payment of the sum payable.
- (3) Except in the case of an application which is not approved as provided for in sub-clause (2), the Vice-President (Convenor) or at his direction the Bar shall, upon compliance with sub-clause (2) cause the applicant's name to be entered in the register of members of CommBar maintained by the Bar on its behalf and, upon the name being so entered, the applicant becomes a member of CommBar.
- (4) A right, privilege, or obligation of a person by reason of membership of CommBar -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (5) The Executive may confer Honorary Life Membership, to be known as a Fellowship, upon any person whether already a member of CommBar or not.
- (5A) The Executive may confer Honorary Membership upon any person who is not a member of CommBar.
- (5B) Bar Readers shall be deemed Honorary Reader Members of CommBar during the period of their Reading Period, provided that such membership will cease at the conclusion of their Reading Period.

- (5C) Any person who is not registered on the Roll may apply to become an Associate Member in the same manner set out for an application to become a member under clause 3, except by way of the application form in schedule 1A, provided that person is within a category of persons entitled to be Associate Members approved by the Executive from time to time.
- (5D) Upon completion and delivery of the application form in schedule 1A and payment of the membership fee referred to in clause 4, the application for membership as an Associate Member shall be deemed to be approved unless the applicant is notified to the contrary in writing by the Vice-President (Convenor) within 14 days of the latter date of delivery of the application form and payment of the sum payable.
- 5(E) Honorary Life Members, Honorary Members and an Honorary Reader Members are exempt from liability for the membership fee required to be paid for membership under clause 3.
- (5F) For the avoidance of doubt, Honorary Life Members, Honorary Members, Honorary Reader Members and Associate Members are:
- (a) entitled to attend a general meeting but are not entitled to a vote; and
 - (b) are not entitled to nominate as an officer of CommBar or as an ordinary member of the Executive.
- (6) A member shall be entitled to remain a member for as long as his or her name appears upon the register of members of CommBar referred to in sub-clause (3) and for as long as all membership fees have been paid.
4. Until otherwise determined by the Executive, from time to time, the annual subscription is \$95.00 for members over 3 years call, \$45.00 for other members and Bar Readers, and \$200 for Associate Members.
5. The register of members maintained by the Bar on behalf of CommBar shall be available for inspection by members upon request.

6. (1) A member of CommBar who has paid all moneys due and payable by the member to CommBar may resign from CommBar by first giving one month's notice in writing to the Vice-President (Convenor) of his or her intention to resign and upon the expiration of that period of notice, the member ceases to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Vice-President (Convenor) 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.
7. (1) Subject to these Rules, the Executive may by resolution -
 - (a) expel a member from CommBar;
 - (b) suspend a member from membership of CommBar for a specified period; or
 - (c) fine a member an amount not exceeding \$20 -
- if the Executive is of the opinion that the member -
 - (d) has refused or neglected to comply with these Rules; or
 - (e) has been guilty of conduct unbecoming a member or prejudicial to the interests of CommBar; or
 - (f) no longer is a member of the Bar or a Bar affiliated with the Australian Bar Association.
- (2) A resolution of the Executive under sub-clause (1) -
 - (a) does not take effect unless the Executive, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to CommBar under this clause, does not take effect unless CommBar confirms the resolution in accordance with this clause.
- (3) If the Executive passes a resolution under sub-clause (1), the Vice-President (Convenor) shall, as soon as practicable, cause to be served on the member a notice in writing -

- (a) setting out the resolution of the Executive and the grounds on which it is based;
 - (b) stating that the member may address the Executive at a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:
 - (i) Attend that meeting;
 - (ii) Give to the Executive before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) Not later than 24 hours before the date of the meeting lodge with the Vice-President (Convenor) a notice to the effect that he or she wishes to appeal to CommBar in general meeting against the Resolution.
- (4) At a meeting of the Executive held in accordance with sub-clause (2), the Executive -
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) If the Vice-President (Convenor) receives a notice under sub-clause 3(iii), he or she shall notify the Executive and the Executive shall convene a general meeting of CommBar to be held within twenty-one days after the date on which the Vice-President (Convenor) received the notice.
- (6) At a general meeting of CommBar convened under sub-clause (5) -
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and

- (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting -
- (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

Annual General Meetings

8. (1) CommBar shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day as the Executive determines.
- (3) The annual general meeting shall be specified as such in the notice convening it. In addition to specifying the business of the meeting as hereafter provided by this rule the notice shall call for nominations for the election of officers and ordinary members of the Executive as provided for in Rule 23.
- (4) The ordinary business of the annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Executive reports upon the transactions of CommBar during the last preceding financial year;
 - (c) to elect officers of CommBar and the ordinary members of the Executive; and
 - (d) to receive and consider a report of the Treasurer on the financial position of CommBar.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meetings

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

10. (1) The Executive may, whenever it thinks fit, convene a special general meeting of CommBar and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Executive shall, on the requisition in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of CommBar.
- (3) 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 Vice-President (Convenor) and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Executive does not cause a special general meeting to be held within the month after the date on which the requisition is sent to the address of the Vice-President (Convenor), the members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that date.
- (5) 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 Executive and, all reasonable expenses incurred in convening the meeting shall be refunded by CommBar to the persons incurring the expenses.

Notice of and Quorum at General Meetings

11. (1) The Vice-President (Convenor) of CommBar shall, at least 21 days before the date fixed for holding a general meeting of CommBar, including any meeting at which a special resolution is to be proposed, cause to be sent to each member of CommBar a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (2) Notice may be sent in accordance with rule 33(1).
 - (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
 - (4) A member desiring to bring any business before a meeting may give notice of that business in writing to the Vice-President (Convenor), who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- 12.
- (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.
 - (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.
 - (3) Five 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.
 - (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 quorum.

Conduct of Meetings

13. (1) The President, or in the President's absence, the Senior Vice-President, shall preside as Chairman at each general meeting of CommBar.
- (2) If the President and the Senior Vice-President are absent from a general meeting, the members present shall elect one of the officers of CommBar to preside as Chairman at the Meeting.
14. (1) 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.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

15. (1) Subject to clause 18A below, a question arising at a general meeting of CommBar 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 CommBar is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (2) A special resolution is passed at a meeting if, of the entitled members who vote in person or by proxy at the meeting, not less than three quarters vote in favour of the resolution.

16. (1) Upon any question arising at a general meeting of CommBar, a member has one vote only.
 - (2) All votes shall, subject to clause 18A below, be given personally or by proxy.
 - (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.
17. (1) If at a meeting a poll or any question is demanded by not less than three members, 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.
 - (2) 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 question shall be taken at such time before the close of the meeting as the Chairman may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by the member to CommBar have been paid.
- 18A. Notwithstanding any other provision of these Rules:
 - (1) the Executive may, if it considers it appropriate to do so, direct that voting on any question arising at a general meeting of CommBar may occur, in whole or in part, electronically;
 - (2) in a case where electronic voting is directed by the Executive:
 - a. voting may be opened prior to the meeting and shall be closed only after the commencement of the meeting;
 - b. all votes must be cast personally and proxies shall not be used;
 - c. the results of any electronic vote shall be determined in the manner set out in clauses 15 and 16 above;
 - d. the vote will be deemed to have been taken at the meeting.

Proxies

19. (1) Subject to clause 18A above, each member is entitled to appoint another member as a proxy by notice given to the Vice-President (Convenor) no later

than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy shall be in the form set out in Schedule 2.

The Executive

20. (1) The affairs of CommBar shall be managed by the Executive.
- (2) The Executive -
 - (a) shall control and manage the business and affairs of CommBar;
 - (b) may, subject to these Rules, exercise all such powers and functions as may be exercised by CommBar other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of CommBar;
 - (c) subject to these Rules, has power to perform all such acts and things as appear to the Executive to be essential for the proper management of the business and affairs of CommBar; and
 - (d) may authorise the officers to manage the business and affairs of CommBar between meetings of the Executive.
- (3) The Executive shall consist of—
 - (a) the officers of CommBar; and
 - (b) up to nine ordinary members—
each of whom shall be elected at the annual general meeting of the CommBar as hereafter provided.
- (4) In odd numbered years, the officers and 3 ordinary members are elected.
- (5) In even numbered years, 6 ordinary members are elected.
- (6) Transitional provision 1: Notwithstanding rule 21(3), in the year 2023 (only), the offices of Treasurer and Vice-President Convenor will be subject to election.

- (7) Transitional provision 2: In the year 2023 (only), in addition to the election of officers and ordinary members referred to in sub-clause (4), there shall be an election of an additional 4 ordinary members, whose terms, notwithstanding rule 22(1), will be limited to 1 year.
 - (8) Transitional provision 3: In determining the length of terms of the ordinary members elected pursuant to sub-clauses (4) and (7), and notwithstanding rule 22(1), the first 3 ordinary members whose names are drawn randomly out of hat by the President in the presence of the Vice-President (Convenor) will serve terms of two years and the remaining 4 ordinary members will serve terms of 1 year.
 - (9) Members of the Executive have the duties, obligations and rights set out in Division 3 of Part 6 of the Act.
21. (1) The officers of CommBar shall be -
- (a) a President;
 - (b) a Senior Vice-President;
 - (c) a Vice-President (Convenor); and
 - (d) a Treasurer.
- (1A) For the purposes of the Act, the Vice-President (Convenor) is the Secretary of the association.
- (1AB) A document or proceeding requiring authentication by the association may be authenticated by the signature of the Vice-President (Convenor).
- (1AC) The association may execute a contract or other document if the contract or document is signed by both:
- (a) the Vice-President (Convenor) or the President; and
 - (b) one other member of the Executive.

- (2) The provisions of Rule 23 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 (1).
 - (3) Each officer of CommBar shall hold office until the annual general meeting 2 years next after the date of his or her election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Executive 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 in an odd year following the date of the appointment.
- 22.
- (1) Each ordinary member of the Executive shall, subject to these Rules, hold office until the annual general meeting 2 years next after the date of election/appointment but is eligible for re-election/re-appointment.
 - (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Executive, the President may, subject to clause 22A, appoint a member of CommBar to fill the vacancy.
- 22A.
- (1) In the event that a casual vacancy referred to in clause 22(2) arises:
 - (a) within 9 months of the annual general meeting at which the vacating member was elected to the vacated position, the President shall appoint to that position (providing such member agrees) the member, if any, who received the highest number of votes among the unsuccessful candidates for election to the vacated position; and if that person is unwilling or unable to take up the role, by the person with the next most votes and so on, with a by-election to be held in the event the role is not able to be so filled;

- (b) more than 9 months and less than 15 months of the previous annual general meeting, the vacancy is to be filled by a by-election.
- (2) The person so appointed or elected takes up the position seven days following the departure of the departing member (or immediately following the by-election, as the case may be) and retains that position until the next scheduled election for that position.

Honorary Secretaries

- 22B. As soon as practicable after it takes office following the annual election in an odd-numbered year the Executive must appoint a member who is not a member of the Executive as Honorary Secretary and, from time to time if considered necessary, the Executive may appoint one or more members who are not members of the Executive as Assistant Honorary Secretaries.

Communications Officers

- 22C.
- (1) As soon as practicable after it takes office following each annual election in an even-numbered year, and from time to time if considered necessary, the Executive may appoint from within the Executive one or more Communications Officers.
 - (2) The Executive may determine the duties of the Communications Officers from time to time.

Elections

23. (l) Nominations of candidates for election as officers of CommBar or as ordinary members of the Executive -
- (a) open on the day notice of the annual general meeting has been given in accordance with clause 11(1);
 - (ab) remain open for seven days;

- (b) shall be made in writing signed by two members of CommBar and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) shall be delivered to the Vice-President (Convenor) of CommBar not later than 7 days after notice of the annual general meeting has been given in accordance with clause 11(1);
- (2) If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and no further nominations shall be received at the annual general meeting.
 - (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.
 - (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
 - (5) Notwithstanding clause 18A, the ballot for the election of officers of CommBar shall be conducted electronically in the seven days ending on the day prior to the annual general meeting.
 - (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.

Vacancies

- 24. For the purposes of these Rules, the office of an officer of CommBar, the Chair of a Section, or of an ordinary member of the Executive becomes vacant if the officer, Chair, or member -
 - (a) ceases to be a member of CommBar;
 - (b) ceases to be a member of the Bar;
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001*;

- (d) in the case of a Chair or member is removed by a resolution of the Executive;
- (e) resigns from office by notice in writing given to the Vice-President (Convenor); or
- (f) is appointed to judicial office.

Meetings of the Executive

25. (1) The Executive shall meet at least 3 times in each year at such place and such times as the Executive may determine.
- (2) Special meetings of the Executive may be convened by the President directing the Vice-President (Convenor) to so convene a meeting.
- (3) Notice shall be given to members of the Executive 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.
- (4) Any four members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- (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 elapses.
- (6) At meetings of the Executive -
- (a) the President or in the President's absence the Senior Vice-President shall preside; or
 - (b) if the President and the Senior Vice-President are absent, such one of the remaining members of the Executive as may be chosen by the members present shall preside.

- (7) Questions arising at a meeting of the Executive or of any sub-committee appointed by the Executive 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.
- (8) Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (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.
- (9) Written notice of each committee meeting shall be served on each member of the Executive, in any manner authorised by these Rules, a reasonable time before the meeting.
- (10) Subject to sub-clause (4) the Executive may act notwithstanding any vacancy on the Executive.

Minutes and Annual Statements

- 26. (1) The Vice-President (Convenor) of CommBar shall keep minutes of the resolutions and proceedings of each general meeting and each Executive meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.
- (2) After each financial year of the association, the Vice-President (Convenor) shall lodge with the Registrar an annual statement for that year in accordance with s 102 of the Act.

Treasurer

- 27. The Treasurer of CommBar -
 - (a) shall collect and receive all moneys due to CommBar and make all payments (including the drawing and signing of cheques) authorised by CommBar;
 - (b) shall keep correct accounts and books showing the financial affairs of CommBar with full details of all receipts and expenditure connected with the activities of CommBar;

- (c) will be responsible for engaging a suitably qualified accountant or bookkeeper on behalf of CommBar for the purposes of preparing and then submitting to the relevant annual general meeting financial statements in accordance with Part 7 of the Act;
- (d) shall retain financial statements in accordance with Part 7 of the Act;
- (e) may discharge the duties referred to in subparagraphs (a) to (d) through and with the assistance of the Bar.

Sections

- 28. (1) Each Section of Commbar shall consist of –
 - (a) the Chair and Deputy Chair (each of whom shall be appointed by the President within a reasonable time following the President’s appointment or in the event of a casual vacancy); and
 - (b) the Secretary (each of whom shall be appointed by the Chair of the Section within a reasonable time following the Chair’s appointment or in the event of a casual vacancy).

- (2) The Chair of a Section shall -
 - (a) preside at meetings of the Section.
 - (b) gave general supervision of the activities and affairs of the Section.
 - (c) perform such other duties as may be required;
 - (d) may convene meetings and seminars of that Section upon notice in writing being given to all members of that Section by the Secretary. The Secretary shall notify the Vice-President (Convenor) of the meeting or seminar in sufficient time to allow all members of CommBar to be notified by the Vice-President (Convenor) of the meeting or seminar.

Grievance Procedure

- 28A (1) The grievance procedure in this clause applies to disputes under these Rules between:
 - (a) a member and another member; and
 - (b) a member and the Executive or the association.

- (2) The parties must first attempt to resolve the dispute themselves.
- (3) If the parties are unable to resolve the dispute, the Executive must appoint a conciliator.
- (4) The conciliator:
 - (a) must not have a personal interest in the dispute;
 - (b) must not be biased in favour of or against any party;
 - (c) may be a member or former member of the association;
 - (d) if possible, should be appointed with the agreement of all parties; and
 - (e) shall be appointed by the Executive (if the parties are unable to agree upon a conciliator), regardless of whether the association, the Executive or any person acting, or claimed to be acting, on behalf of the association is a party to the dispute.
- (5) Regardless of whether the conciliator is agreed by the parties or appointed by the Executive, any conciliator's fees and all other costs of the conciliation are to be met by the parties in equal shares unless otherwise agreed or otherwise ordered by a court or tribunal.
- (6) The conciliator must conduct a conciliation at which each party is given a reasonable opportunity to be heard.
- (7) The parties must in good faith attempt to resolve the dispute by conciliation.
- (8) The conciliator must attempt to resolve the dispute by agreement between the parties.
- (9) If the conciliator is unable to resolve the dispute by agreement between the parties, the conciliator must determine the respective rights and obligations under this constitution of the parties and any other members.
- (10) A determination of a conciliator under clause 28A(9) is binding on all parties and all members.

- (11) As required by sections 55(2) and (3) of the Act:
- (a) a member may appoint any person to act on their behalf in the grievance procedure; and
 - (b) the association, in applying the grievance procedure, must ensure that such member has been given an opportunity to be heard; and
 - (c) the outcome of the dispute must be determined by an unbiased decision-maker.
- (12) This grievance procedure shall not apply to matters within clauses 7 and 29.
- (13) The State, Territory and Commonwealth Acts applying to commercial arbitrations do not apply to the grievance procedure in this clause.

Removal from the Executive

29. (1) CommBar in general meeting may by resolution remove any member of the Executive before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to sub-clause (1) makes representations in writing to the Vice-President (Convenor) or President of CommBar (not exceeding a reasonable length) and requests that they be notified to the members of CommBar, the Vice-President (Convenor) or the President may send a copy of the representations to each member of CommBar or, if they are not so sent, the member may require that they be read out at the meeting.

30-31 Not used.

Alteration of Rules

32. These Rules and the statement of purposes of CommBar shall not be altered except by special resolution.

Notices

33. (1) A notice may be served by or on behalf of CommBar upon any member either personally, or by email, or by facsimile, or by sending it to the clerk of the member, or by publication in the fortnightly newsletter of the Bar, "*In Brief*".
- (2) Where a document is properly addressed to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person on the next business day following delivery.
- (3) Wherever practicable, these Rules and the activities of the CommBar will be posted on the internet for access by all members.

Custody and Retention of Records

34. (1) Except as otherwise provided in these Rules, the Vice-President (Convenor), with the assistance of the Honorary Secretary, shall keep in his or her custody or under his or her control all books, documents and securities of CommBar but subject to the direction of the Vice-President (Convenor) the Treasurer shall be responsible for the accounts of the CommBar.
- (2) All accounts, books, documents and securities of CommBar shall be available for inspection and copying by any member of CommBar upon request.

Funds

35. The funds of CommBar shall be derived from annual subscriptions, donations and such other sources as the Executive determines.

Winding Up

36. In the event of the winding up of CommBar, no member shall be entitled to any distribution and after discharge of its liabilities the assets of CommBar shall be disposed of as determined by the Executive.

SCHEDULE 1

APPLICATION FOR MEMBERSHIP OF COMMBAR

I, _____, Barrister, desire to become a member of the Commercial Bar Association.

In the event of my admission as a member, I agree to be bound by the Rules of CommBar for the time being in force.

- I authorise my clerk to deduct from my receipts the annual membership fee for CommBar as may be notified to my clerk by the Treasurer of CommBar or by the Bar on behalf of CommBar until such time as I countermand this authority.

Signature of Applicant

Clerk:

Date:

SCHEDULE 1A

APPLICATION FOR ASSOCIATE MEMBERSHIP OF COMMBAR

I, _____, desire to become a member of the Commercial Bar Association.

I confirm that I have made inquiries with CommBar and, on the basis of those inquiries, I consider that I am within the following category of person entitled to be an Associate Member as approved by the Executive from time to time: _____.

In the event of my admission as an Associate Member, I agree to be bound by the Rules of CommBar for the time being in force and to pay the fee for membership provided for under those Rules for Associate Members.

Signed by or on behalf of the Applicant:

Date:

SCHEDULE 2
FORM OF APPOINTMENT OF PROXY

I,
of
being a member of the Commercial Bar Association appoint
of being a member
of CommBar, as my proxy to vote for me on my behalf at the general meeting of CommBar
(annual general meeting or special general meeting, as the case may be) to be held on
and at any adjournment of that meeting.

.....
Signed

Date:

