

**AUSTRALIAN CORPORATE LAWYERS ASSOCIATION TRADING AS THE
ASSOCIATION OF CORPORATE COUNSEL (ACC) AUSTRALIA**

DIVISION REGULATIONS

NAME

1. The names of the Divisions of the Association of Corporate Counsel (**ACC**) Australia are as follows:
 - ACC Australia New South Wales Division
 - ACC Australia Queensland Division Australian
 - ACC Australia Victorian Division
 - ACC Australia Western Australian Division
 - ACC Australia South Australian Division
 - ACC Australia Australian Capital Territory Division
 - ACC Australia Tasmanian Division

INTERPRETATION

2. In these Regulations, unless the contrary intention appears:

(1) Definitions

“Act” means the Corporations Act 2001 (Cth), as amended from time to time.

“Alternative Director” means an alternative Director of the Board.

"Association" means the Australian Corporate Lawyers Association trading as the Association of Corporate Counsel (ACC) Australia.

"Board" means the Board of Directors of the Association.

“Constitution” means the Constitution of the Association.

“Director” means a member of the Board and includes an Alternate Director.

“Division” means a Division of the Association as detailed in section one of these Division Regulations.

"Executive Committee" means the Executive Committee of the relevant Division.

"Financial Year" means the year ending 30th June or such other period as the Board may determine from time to time.

"Member" means a Member of the Association (as defined in the Constitution) resident in the relevant Division.

"Member of the Executive Committee" means a member of the Executive Committee and includes Office Bearers.

“National Secretariat” means the body or person appointed as the Association’s national secretariat from time to time.

"Office Bearer" means an office bearer of the relevant Division pursuant to Regulation 20(1).

“Register of Members” means the register of members required to be maintained by the Association pursuant to clause 7 of the Constitution.

"Voting Member" means a Voting Member of the Association (as defined in the Constitution) resident in the relevant Division.

References to "President", "Vice-President", "Immediate Past President", "Treasurer" and "Secretary" are references to the President, Vice-President, Immediate Past President, Treasurer and Secretary of the relevant Division.

(2) Construction

- (a) words importing one gender include all other genders;
- (b) words importing the singular number include the plural number and vice versa;
- (c) if a word or phrase is defined its other grammatical forms have corresponding meanings; and
- (d) “includes” means including without limitation.

PURPOSE

- 3. The purpose of these Regulations is to document the composition, responsibility, and other procedures for the Divisions of the Association. Each Division is established pursuant to clause 15.1 of the Constitution and shall have the powers and functions accorded it pursuant to clause 15.2 of the Constitution. These Regulations supplement the Constitution and where there is any inconsistency, the Constitution prevails.

MEMBERSHIP

- 4. (1) Subject to the Constitution, each Division shall be responsible for its Members and the activities of the Division in respect of those Members
- (2) All applications for membership of the Association shall be made in writing to the National Secretariat in a form and manner approved by the Board.
- (3) Subject to any determination of the Board, the National Secretariat shall be responsible for the admission to, continuance and termination of the membership of the Members.

MEMBERSHIP FEES AND ANNUAL SUBSCRIPTIONS

- 5. All fees payable by Members shall be as determined by the Board from time to time in accordance with clause 6 of the Constitution.

REGISTER OF MEMBERS

6. A register of Members will be maintained in accordance with clause 7 of the Constitution and will be available for inspection by Members at the registered office of the Association.

ANNUAL GENERAL MEETING

7. (1) A Division, if it so requires, may in each calendar year convene an annual general meeting of its Members to be held at such time as the Executive Committee determines (not being more than fifteen (15) months after the holding of the last preceding annual general meeting) provided that such meeting is held no later than 30 September in each year.
- (2) The annual general meeting shall be specified as such in the notice convening it. The annual general meeting can be held in person or virtually or a mixture of both. All persons registered for and recorded as participating in the meeting will be taken for all purposes to be present at the meeting while participating. This means that physical attendance for the purposes of achieving a quorum may be met using technology
- (3) The ordinary business of the annual general meeting may include:
- (a) confirmation of the minutes of the last preceding annual general meeting and of any general meeting held since the last preceding annual general meeting;
 - (b) receipt from the Executive Committee of reports upon the transactions and activities of the Division during the last preceding Financial Year;
 - (c) the election of the Executive Committee; and
 - (d) the transaction of any business which under the Act, the Constitution or these Regulations is required to be transacted.
- (4) The annual general meeting may transact special business of which notice is given in accordance with these Regulations.
- (5) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

GENERAL MEETING

8. All general meetings other than the annual general meeting shall be called general meetings.
9. (1) The Executive Committee may, whenever it thinks fit, convene a general meeting of the Division. Such meetings can be held in person or virtually or a mixture of both. All persons registered for and recorded as participating in the meeting will be taken for all purposes to be present at the meeting while participating. This means that physical attendance for the purposes of achieving a quorum pursuant to clause 11(3) may be met using technology.

- (2) The Executive Committee shall, on the requisition in writing of not less than:
- (a) twenty (20) Voting Members; or
 - (b) such number of Voting Members as represents not less than 5% of the total number of Voting Members,
- (whichever is lesser), convene a general meeting of the Division.
- (3) The requisition for a general meeting shall state the objects of the meeting and shall be signed by the Voting Members making the requisition and be sent to the Secretary at the National Secretariat and may consist of several documents in a like form, each signed by one or more of the Voting Members making the requisition.
- (4) If the Executive Committee does not cause a general meeting to be held within two (2) months after the date on which the requisition is received at the National Secretariat, Voting Members with more than 50% of the votes of all of the Voting Members who made the request under clause 9(2) of these Regulations, may convene a general meeting to be held not later than three (3) months after the date on which the requisition is received at the National Secretariat.
- (5) A general meeting convened by Voting Members pursuant to these Regulations shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Executive Committee and all reasonable expenses incurred in convening the meeting shall be reimbursed by the relevant Division to the persons incurring the expenses.

NOTICE OF MEETING

10. (1) The Secretary shall, at least twenty-one (21) days before the date fixed for holding an annual general meeting or a general meeting of the relevant Division (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day on which the general meeting is to be held), cause to be sent to each Member personally, through ordinary post or electronically to the Member's address appearing in the Register of Members a notice stating the place, date and time of the meeting and the nature of the business, which can be in general form, to be transacted at the meeting.
- (2) A Member desiring to bring any business, other than ordinary business, before a meeting may give notice of that business in writing to the Secretary not less than twenty-eight (28) days prior to that meeting. The Secretary shall include that business in the notice calling the next general meeting after the receipt of the notice. Ordinary business may be raised at the general meeting without prior notice.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting, except ordinary business, whether or not appearing on the notice convening the meeting, may be transacted at the meeting.

- (4) The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice does not invalidate the proceedings at the meeting.

PROCEEDINGS AT MEETINGS

11. (1) All business that is transacted at a general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in these Regulations 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 the Constitution to vote is present during the time when the meeting is considering that item.
- (3) Five (5) Voting Members personally present constitute a quorum for the transaction of the business of a general meeting.
- (4) If within fifteen (15) minutes after the appointed time for the commencement of a general meeting a quorum is not present the meeting, if convened upon the requisition of Voting 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 chairperson 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 fifteen (15) minutes after the time appointed for the commencement of the meeting, the Voting Members present (being not less than five (5)) shall be a quorum.
12. (1) The President, or in the President's absence, the Vice-President shall preside as chairperson at each general meeting of the Division.
- (2) If the President and the Vice-President are both absent from a general meeting, the Members present shall elect one (1) of their number to preside as chairperson at the meeting.
13. (1) The chairperson 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 (14) days or more, a further 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.

14. (1) A question arising at a general meeting of a Division 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 chairperson 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 Division is prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution. The demand for a poll may be withdrawn.
- (2) Where a meeting is virtual and a show of hands is not possible, the chairperson can determine an appropriate polling method at their discretion.
15. (1) Upon any question arising at a general meeting of a Division, a Voting Member has one (1) vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of votes, the chairperson of the meeting shall be entitled to exercise a second or casting vote.
16. (1) If at a meeting a poll on any question is demanded by a Voting Member, it shall be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson 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 chairperson may direct.
17. A Voting Member is not entitled to vote at any general meeting unless all moneys due and payable by the Voting Member to the Association have been paid.
18. (1) Each Voting Member shall be entitled to appoint another Voting Member as the Voting Member's proxy by notice given to the Secretary no later than forty-eight (48) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in a common or usual form as approved by the Executive Committee from time to time.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a poll.
- (4) A vote given in accordance with the terms of an instrument of proxy is valid despite the previous death or unsoundness of mind of the appointor or revocation of the instrument or of the authority under which the instrument was executed unless notice in writing of the death, unsoundness of mind or revocation is received by the Division before the meeting or adjourned meeting at which the instrument is used. A proxy is not revoked by the appointor attending and taking part in any meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for that appointor has no vote as proxy on that resolution.

- (5) The chairperson of a meeting may require a person acting as a proxy to establish to the satisfaction of the chairperson that he or she is the person nominated as proxy in the form of proxy lodged under these Regulations. If the person does not comply, that person may be excluded from voting on a resolution either upon a show of hands or upon a poll.

EXECUTIVE COMMITTEE AND OFFICE BEARERS

19. (1) The Role of the Divisions is specified by the Board from time to time.
- (2) Subject to clause 15 of the Constitution and any determination of the Board, each Division will:
- (a) report to the Board regularly on its activities;
 - (b) elect an Executive Committee to manage its affairs; and
 - (c) have such other powers and functions as are delegated to it by the Board.
20. (1) The Office Bearers of each Division shall be:
- (a) the President;
 - (b) the Vice-President;
 - (c) the Immediate Past President;
 - (d) the Treasurer or alternative Office Bearer appointed pursuant to clause 25; and
 - (e) the Secretary.
- (the “**Office Bearers**”).

The Executive Committee may appoint any person, whether or not a Member of the Executive Committee or Member of the Association, as the Secretary or the Treasurer.

- (2) The Office Bearers (other than the Immediate Past President) shall be appointed by the Executive Committee and, subject to these Regulations, each Office Bearer shall hold office until the second year following the year of their appointment or, in the case of a person who is not a Member of the Executive Committee, for such term as may be determined by the Executive Committee from time to time. Officer Bearers can hold office for more than one consecutive term with the consent of the Board, such consent to be sought and obtained prior to any Office Bearer nominating for re-election.
- (3) The Executive Committee shall make the appointments required to be made under this clause 20 as soon as practicable after the election of the Executive Committee of the Division in accordance with clause 22.

- (4) Upon the expiration of the term of office of an Office Bearer, that Office Bearer shall be eligible for reappointment as an Office Bearer of the Division.
21. (1) Subject to these Regulations, the Executive Committee shall consist of:
- (a) the Office Bearers; and
 - (b) not more than fifteen (15) other Members.
- (2) Each Member of the Executive Committee shall, subject to these Regulations, hold office until such Member resigns or another is elected in their place or until their office becomes vacant or on the Member ceasing to be a Member provided that no Member of the Executive Committee shall hold office for a period of more than two (2) years unless re-elected.
- (3) (a) In the event of a vacancy occurring in the office of an Office Bearer, the Executive Committee may appoint a Member of the Executive Committee to fill the vacancy and the Member so appointed shall hold office, subject to these Regulations, during the unexpired term of office of the Office Bearer whose place the Member of the Executive Committee fills. Any Member of the Executive Committee filling a casual vacancy in accordance with this sub-clause 3(a) will be eligible for reappointment as an Office Bearer.
- (b) In the event of a vacancy occurring in respect of a Member of the Executive Committee (other than an Office Bearer), the Executive Committee may appoint a Voting Member to fill the vacancy and that Member so appointed shall hold office, subject to these Regulations, during the unexpired term of office of the Member of the Executive Committee whose place the Voting Member fills. Any Voting Member filling a casual vacancy in accordance with this sub-clause (3)(b) will be eligible for reappointment as a Member of the Executive Committee.

ELECTION OF MEMBERS OF THE EXECUTIVE COMMITTEE

22. (1) Subject to the Constitution no Member (other than a retiring Member of the Executive Committee) shall be eligible for election to the Executive Committee unless the Secretary has received from that Member or from two (2) other Members intending to propose such Member a notice in writing duly signed by the nominee giving their consent to the nomination and signifying their candidature for the office. In the case where two (2) Members are intending to propose the nominee, such notice shall be duly signed by the proposer and seconder.
- (2) If insufficient nominations are received to fill all vacancies on the Executive Committee, the candidates nominated shall be deemed to be elected.
- (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) The ballot for the election of Members of the Executive Committee shall be conducted in such proper manner as the Executive Committee may direct.

PROCEEDINGS OF EXECUTIVE COMMITTEE

23. (1) The Executive Committee shall meet as regularly as required to discharge its business but at least annually at such places and at such times as the Executive Committee may determine and the Executive Committee may establish such sub-committees as it determines from time to time upon and subject to such conditions and rules as the Executive Committee may in its discretion reasonably determine.
- (2) Special meetings of the Executive Committee may be convened by the President or by any three (3) Members of the Executive Committee.
- (3) At least forty-eight (48) hours' notice of every Executive Committee meeting shall be sent to each Member of the Executive Committee. Notice of special meetings must specify the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) The quorum necessary for the transaction of business of the Executive Committee shall be three (3) Members of the Executive Committee or such other number as may be fixed from time to time by the Executive Committee.
- (5) No business shall be transacted unless a quorum is present and if within fifteen (15) minutes 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.
- (6) At meetings of the Executive Committee:
- (a) the President, or in the President's absence the Vice-President, shall preside as chairperson; or
- (b) if the President and Vice-President are both absent the remaining Members of the Executive Committee may appoint one (1) of their number to preside as chairperson.
- (7) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee shall be determined on a show of hands or, if demanded by a Member of the Executive Committee, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each Member of the Executive Committee present at a meeting of the Executive Committee or of any sub-committee appointed by the Executive Committee (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) Subject to sub-clause (5), the Executive Committee may act notwithstanding any vacancy on the Executive Committee.

SECRETARY

24. (1) The Secretary shall keep minutes of the resolutions and proceedings of each annual general meeting, general meeting and Executive Committee meeting in books provided for that purpose or any other suitable medium, whether electronic or otherwise, determined by the Board together with a record of the names of persons present at meetings of the Executive Committee. Copies of these minutes shall be provided to the National Secretariat on request.
- (2) Any such minutes, if purporting to be accepted by the chairperson of such meeting or of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

TREASURER OR ALTERNATIVE OFFICE BEARER

25. (1) The Association's financial affairs are managed by the Association's senior management with oversight from the Board. Accordingly, it is not mandatory for a Division to elect a Treasurer as an Office Bearer if such Division determines this role is not required.
- (2) If a Division determines that the role of Treasurer is not required, that Division may at its discretion elect an alternative role for that Office Bearer position (for example, a 'Division Activities Head' which leads the Division's social activities for Members.)
26. (1) Subject to the Constitution, where a Treasurer is appointed for a Division, the Treasurer shall:
- (a) keep correct records of all receipts and expenditure connected with the activities of the relevant Division;
 - (b) Support the Office Bearers with drafting the annual Divisional Budget; and
 - (c) liaise with the National Secretariat as required.
- (2) The records referred to in sub-clause (3) shall be available for inspection by Members at any reasonable time at the National Secretariat.

COMPLIANCE WITH POLICIES

27. All members of the Executive Committee shall fully comply with any policies and procedures issued by the Board and notified to them from time to time.

REMOVAL OF MEMBER OF EXECUTIVE COMMITTEE

28. (1) The Division in general meeting may by a majority vote remove any Member of the Executive Committee 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.
- (2) The office of a Member of the Executive Committee shall become vacant if such Member:
- (a) has been removed by the Executive Committee in accordance with clause 28(1);

- (b) ceases to be a Voting Member of the Association;
- (c) resigns office by notice in writing to the Secretary;
- (d) becomes a bankrupt or makes any arrangement or composition with creditors generally;
- (e) becomes prohibited from being a director of a company by reason of any order made under the Act;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (g) is absent, without special leave of the Executive Committee, from three (3) consecutive meetings of the Executive Committee;
- (h) where the Member is also a member of the Board, is absent without special leave of the Executive Committee for more than two (2) consecutive meetings of the Board; or
- (i) ceases to be a Member of the Executive Committee for any reason.

NOTICES

29. (1) A notice may be served by or on behalf of a Division upon a Member either personally or by sending it by post or by electronic mail to the Member at the Member's address shown in the Register of Members.
- (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. Where any document is sent by electronic mail, such document will be taken to have been given when the sender receives a delivery confirmation report recording the time at which the electronic mail was delivered to the addressee's last notified email address, unless the sender receives a delivery failure notification, indicating that the electronic mail has not been delivered to the addressee.
- (3) Notice of every general meeting shall be given in any manner to:
- (a) every Member except those Members for whom the Association has no registered address or other address or an address for the giving of notices to them; and
 - (b) the auditor or auditors for the time being of the Association.
- (4) No other person shall be entitled to receive notices of general meetings.

CUSTODY OF RECORDS

30. Except as otherwise provided in the Constitution and these Regulations, the Secretary shall keep in custody or under control all documents and records of the relevant Division.

INDEMNITY

31. Subject to the Act, every person who is or has been an officer (including a Member of the Executive Committee), auditor or agent of the Division shall be indemnified out of the property of the Association against any liability incurred by them in their capacity as officer, auditor or agent:
- a. in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Act granted to them by the Court; and
 - b. to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith.

AMENDMENTS TO REGULATIONS

32. The Executive Committee may from time to time propose amendments to these Regulations for approval by the Board pursuant to clause 15.2(d) of the Constitution.

Approved by the Board
29th July 2020