

**Korean Australian Lawyers Association ("KALA")**

**Constitution**

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## **1 NAME**

The name of this body shall be KALA.

## **2 OBJECTS**

### **2.1 Objects**

The objects of KALA shall be:

- (a) to further the interests and objectives of lawyers generally, and in particular, its Members;
- (b) to stimulate the interest and promote the participation of its Members in the activities of lawyers in general;
- (c) to contribute to public discussion on matters of relevance to its Members;
- (d) to enrich the collegiate nature of our profession by creating opportunities for lawyers, barristers, legal professionals and law students to interact and build lasting relationships of rapport, respect, and mentoring;
- (e) to develop, constantly review and promote policies on all matters of relevance to its Members;
- (f) to encourage research and educational projects that will further the objects of KALA;
- (g) to disseminate and encourage the dissemination of the results of such research and educational projects for the benefit of the Korean Australian community;
- (h) to provide pro bono community legal services to the Korean Australian community;
- (i) otherwise to promote the benefit of the Korean Australian community; and
- (j) to do all such other things as may be incidental to the objects of KALA including all such social activities as are compatible with the foregoing.

### **2.2 Powers**

KALA shall have the following powers:

- (a) to exercise all the powers of a natural person; and
- (b) to obtain incorporation or any other status under the law in force from time to time in Australia.

## **3 INCOME AND PROPERTY OF KALA**

Subject to any resolution passed by KALA in general meeting, the funds of KALA are to be used in pursuance of the objects of KALA in such manner as the Committee determines.

## **4 MEMBERSHIP**

### **4.1 Classes of Members**

KALA shall consist of the following two classes of members:

- (a) Full Members; and
- (b) Associate Members.

A Member of KALA can be a Full Member or an Associate Member but cannot be both.

### **4.2 Eligibility for Full membership**

A person is qualified to become a Full Member of KALA if the person holds a current practising certificate or is admitted to the legal profession in any state or territory of Australia and has made the prescribed annual subscription.

### **4.3 Application for Full membership**

- (a) Any eligible person desiring full membership of KALA shall make an application in writing addressed to the Secretary together with the prescribed annual subscription.
- (b) Any Full Member admitted to membership during the currency of the year shall pay such proportionate subscription as the Committee determines.
- (c) Upon receipt of the application and subscription the applicant shall be admitted as a Full Member of KALA unless the Committee shall have expressly rejected such application at the meeting of the Committee next following the receipt of the application.

### **4.4 Annual subscription**

The annual subscription shall be payable in advance on the first day of July in each year or within thirty days thereof and in respect of Full Members shall be such sum as may from time to time be determined by the Committee.

### **4.5 Eligibility for associate membership**

- (a) A person is qualified to become an Associate Member of KALA if:
  - i) the person holds a current practising certificate or is admitted to the legal profession in any state or territory of Australia; or
  - ii) the person is a student enrolled in a course of studies approved by any authorised body responsible for the admission of lawyers, the successful completion of which is a prerequisite to the entitlement to apply for admission to practise as a legal practitioner any state or territory of Australia.

#### **4.6 Application for associate membership**

- (a) Any eligible person desiring associate membership of KALA shall make an application in writing addressed to the Secretary.
- (b) Upon receipt of the application the applicant shall be admitted as an Associate Member of KALA unless the Committee shall have expressly rejected such application at the meeting of the Committee next following the receipt of the application.

#### **4.7 Cessation of membership**

- (a) A person ceases to be a Full Member of KALA if the person:
  - (i) dies;
  - (ii) resigns by giving the Secretary notice in writing to that effect;
  - (iii) is expelled; or
  - (iv) has not paid the annual subscription.
- (b) A person ceases to be an Associate Member of KALA if the person:
  - (i) dies;
  - (ii) resigns by giving the Secretary notice in writing to that effect; or
  - (iii) is expelled.

#### **4.8 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a Member of KALA:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **4.9 Resignation of membership**

A Member of KALA is not entitled to resign except in accordance with this clause.

A Member of KALA may resign from membership of KALA by first giving to the Secretary written notice of at least 1 month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

#### **4.10 Expulsion of Members**

- (a) If the Committee is of the opinion that the interests of KALA so require, it may in writing invite any Member to resign from KALA within a time specified in such letter. In default of such resignation, the Committee shall submit the question of the Member's expulsion to a special general meeting.

- (b) At such meeting, the Member whose expulsion is under consideration shall be allowed to offer an explanation to the meeting verbally or in writing. If a resolution for the Member's expulsion is passed, the Member shall thereupon cease to be a member of KALA.

#### **4.11 Liability**

The liability of a Member of KALA to contribute towards the payment of the debts and liabilities of KALA or the costs, charges and expenses of the winding up of the KALA is limited to the amount, if any, unpaid by the Full Member in respect of membership of KALA as required by clause 4.4.

### **5 COMMITTEE**

#### **5.1 Business**

The business of KALA shall be controlled by a Committee consisting of the Office Bearers and up to five Full Members.

#### **5.2 Office Bearers**

The Office Bearers of KALA shall be the President, Vice President, Secretary and Treasurer, who must be Full Members.

#### **5.3 Powers**

The Committee:

- (a) is to control and manage the affairs of KALA;
- (b) may exercise all such functions as may be exercised by KALA, other than those functions that are required by these rules to be exercised by a general meeting of Full Members of KALA;
- (c) may delegate any of its powers to sub-committees consisting of such members of the Committee may determine and make such regulations as to the proceedings of such sub-committees as may be considered desirable; and
- (d) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of KALA.

#### **5.4 Duty**

It shall be the duty of the Committee to manage and conduct the affairs of KALA and to see that this Constitution is complied with.

#### **5.5 Membership**

- (a) Each Full Member of the Committee is, subject to these rules, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

- (b) In the event of a casual vacancy occurring in the membership of the committee, the Committee may appoint a Full Member to fill the vacancy and the Full Member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **5.6 Elections**

- (a) The election of the Committee shall take place in the following order:
  - (i) President;
  - (ii) Vice President;
  - (iii) Secretary;
  - (iv) Treasurer; and
  - (v) other committee members concurrently.
- (b) Nominations of candidates for election as Office Bearers of KALA or as ordinary members of the Committee:
  - (i) must be made in writing, signed by two Full Members of KALA and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (ii) must be delivered to the Secretary of KALA at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (c) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (d) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (g) The ballot for the election of Office Bearers and ordinary members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

## **5.7 Casual vacancies**

For the purposes of these rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies;

- (b) ceases to be a Member of KALA;
- (c) resigns office by notice in writing given to the Secretary;
- (d) is removed from office;
- (e) ceases to reside in Australia;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without notifying the Committee in advance from three consecutive meetings of the Committee.

### **5.8 Removal of Committee member**

KALA in general meeting may by special resolution remove any Committee member before the expiration of the member's term of office and by resolution appoint another person to hold office until the expiration of the terms of office of the member so removed.

### **5.9 Meetings and quorum**

- (a) The Committee must meet at least three times in each period of 12 months at such place and time as the Committee may determine.
- (b) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (c) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (d) Any three members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (e) At a meeting of the Committee:
  - (i) the President or, in the President's absence, the Vice President is to preside; or
  - (ii) if the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

### **5.10 Voting and decisions**

- (a) Questions arising at a meeting of the Committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the Committee or sub-committee present at the meeting.
- (b) Each Full Member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes



on any question, the person presiding may exercise a second or casting vote.

- (c) Subject to clause 5.9(d), the Committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

### **5.11 Delegation by committee to sub-committee**

- (a) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Full Members or Associate Members as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the committee by the Act or by any other applicable laws.
- (b) A function the exercise of which has been delegated to a sub-committee under this Constitution may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn, as it thinks proper.

## **6 DUTIES OF OFFICE BEARERS**

### **6.1 Powers of the President**

The President shall have the following powers, without limitation:

- (a) to act in the best interests of KALA;
- (b) to chair all meetings of KALA and of the Committee;

- (c) to represent KALA on all occasions requiring official representation and shall be KALA's spokesperson on all matters relating to the activities, business and objects of KALA;
- (d) to present to Members at the annual general meeting a report in writing in respect of activities and business of KALA and any events that have significantly affected the state of affairs of KALA during the preceding year;
- (e) at his discretion, but subject to clause 6.2, the President may delegate any of his duties to any other member of the Committee;

## **6.2 Duties of the Vice President**

The Vice President shall assist the President in the discharge of his duties and in the absence of the President shall act in his place. When so acting, the Vice President shall carry out the duties and may exercise all the powers of the President.

## **6.3 Duties of the Secretary**

The duties of the Secretary shall be, without limitation:

- (a) to act in the best interests of KALA;
- (b) to act as a public officer of KALA under the Act;
- (c) to maintain all minutes, records and correspondence as may reasonably be required by the Committee for the proper conduct of the affairs of KALA;
- (d) to ensure that all meetings, notices and other acts and things required by this Constitution are done;
- (e) shall keep in a safe place a copy of this Constitution and of any amendment thereof which from time to time may be lawfully made;
- (f) must establish and maintain a register of Members of KALA specifying the name, address, telephone number, date of admission, and class of every Member, and make available such information for inspection by Members; and
- (g) other duties as the Committee may prescribe.

## **6.4 Duties of the Treasurer**

The duties of the Treasurer shall be, without limitation:

- (a) to act in the best interests of KALA;
- (b) to ensure that all money due to KALA is collected and received and that all payments authorised by KALA are made;

- (c) to ensure that correct books and accounts are kept showing the financial affairs of KALA, including full details of all receipts and expenditure connected with the activities of KALA;
- (d) to prepare periodical financial statements and shall present the same at the meeting of the Committee; and
- (e) other duties as the Committee may prescribe.

## **7 General Meetings**

### **7.1 Annual general meetings**

- (a) With the exception of the first annual general meeting, the annual general meeting of KALA shall be held at least once in each calendar year and within the period of 6 months after the expiration of each financial year of KALA, convene an annual general meeting of its Members.
- (b) The annual general meeting of KALA is, subject to the Act and to subclause (a), to be convened on such date and at such place and time as the Committee thinks fit.
- (c) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Committee reports on the activities of KALA during the last preceding financial year; and
  - (iii) to elect Office Bearers of KALA and ordinary members of the Committee.
- (d) An annual general meeting must be specified as such in the notice convening it.

### **7.2 Special general meetings**

- (a) The Committee may, whenever it thinks fit, convene a special general meeting of KALA.
- (b) The Committee must, on the requisition in writing of at least 10 percent of the total number of Full Members, convene a special general meeting of KALA.
- (c) A requisition of Full Members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting, and
  - (ii) must be signed by the Full Members making the requisition, and
  - (iii) must be lodged with the Secretary, and

- (iv) may consist of several documents in a similar form, each signed by one or more of the Full Members making the requisition.
- (d) If the Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Full Members for the meeting is lodged with the Secretary, any one or more of the Full Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a Full Member or Members as referred to in subclause (d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any Full Member who consequently incurs expenses is entitled to be reimbursed by KALA for any expense so incurred.

### **7.3 Notice**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of KALA, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of KALA, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Member specifying, in addition to the matter required under subclause (a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 7.1(c).
- (d) A Full Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Full Member.

### **7.4 Procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of Full Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (b) Five Full Members present in person (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.
- (c) If within an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting is to be dissolved.

## **7.5 Presiding member**

- (a) The President or, in the President's absence, the Vice President, is to preside as chairperson at each general meeting of KALA.
- (b) If the President and the Vice President are absent or unwilling to act, the Committee Members present must elect one of the remaining Committee Members to preside as chairperson at the meeting.

## **7.6 Adjournment**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of KALA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in subclauses (a) and (b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **7.7 Making of decisions**

- (a) A question arising at a general meeting of KALA is to 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, or an entry to that effect in the minute book of KALA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of KALA, a poll may be demanded by the chairperson or by at least three Full Members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
  - (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **7.8 Special resolution**

A resolution of KALA is a special resolution if it is passed by a majority which comprises at least three-quarters of such Full Members of KALA as, being

entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

## 7.9 Voting

- (a) On any question arising at a general meeting of KALA a Full Member has one vote only.
- (b) All votes must be given personally or by proxy (by another Full Member) but no Full Member may hold more than five proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Full Member is not entitled to vote personally or by proxy at any general meeting of KALA unless prescribed annual subscription due and payable by the Full Member has been paid.

## 7.10 Appointment of proxies

- (a) Each Full Member is to be entitled to appoint another Full Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in a form as determined by the Committee.

## 8 THE FINANCIAL YEAR

The financial year of KALA shall end on 30 June in each year.

## 9 ALTERATIONS TO OBJECTS AND CONSTITUTION

The objects of KALA and the provisions of this Constitution may be altered, rescinded or added to only by a special resolution at any annual or special general meeting.

## 10 DEFINITIONS AND INTERPRETATION

In this Constitution unless inconsistent with this Constitution or subject matter:

**Act** means the *Associations Incorporation Act 2009*.

**Associate Member** means a Member who is qualified to become an Associate Member under clause 4.5 and applies to become an Associate Member in accordance with clause 4.6.

**Committee** means the Committee appointed in accordance with clause 5.

**Constitution** means this document and any by-laws adopted under this document (as amended from time to time).

**KALA** means Korean Australian Lawyers Association.

**Member** means, collectively the Full Member and Associate Member of KALA.

**Office Bearers** means, collectively, the President, the Vice President, the Secretary and the Treasurer.

**Full Member** a Member who is qualified to become an Associate Member under clause 4.2 and applies to become an Associate Member in accordance with clause 4.3.

**President** means the President of KALA elected in accordance with the terms of this Constitution.

**Vice President** means the Vice President of KALA elected in accordance with the terms of this Constitution.

**Secretary** means the Secretary of KALA elected in accordance with the terms of this Constitution.

**Treasurer** means the Treasurer of KALA elected in accordance with the terms of this Constitution.