

Rules of Public Interest Law Clearinghouse (Victoria) Incorporated

***Incorporating amendments made by special
resolutions passed on 17 December 1997, 3
December 1999, 13 December 2000, 6 December
2001, 14 November 2002, 24 November 2004 and
1 August 2008***

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Rules of Public Interest Law Clearinghouse (Victoria) Incorporated

1 Name

The name of the incorporated association is “Public Interest Law Clearinghouse (Victoria) Incorporated.”

2 Definitions

2.1 The following words have these meanings in the Rules, unless the contrary intention appears -

“**Act**” means the *Associations Incorporation Act 1981 (Vic)*.

“**Application for Associate Membership**” means an application (in or substantially in the form set out in annexure 3) by a person who falls within one of the categories listed in clause 3.3(a) to become an Associate Member.

“**Application for Full Membership**” means an application (in or substantially in the form set out in annexure 2) by a Law Firm to become a Full Member.

“**Associate Member**” means a person who is accepted as an Associate Member in accordance with clause 3.3.

“**Association**” means Public Interest Law Clearinghouse (Victoria) Incorporated.

“**Board**” means the committee of management of the Association.

“**Common Seal**” means the common seal of the Association.

“**Community Legal Centre**” means an association, partnership or body corporate which in the opinion of the Board operates as a community legal centre.

*Inserted by Special
Resolution dated 31/12/99*

“**Corporate Law Department**” means a legal department of a corporation.

“**Executive Director**” means the person(s) employed by the Association as such from time to time.

“**Financial Year**” means a year ending on 30 June.

*Inserted by Special
Resolution dated 1/08/08*

“**Friend of PILCH**” means a person which is accepted as a Friend of PILCH in accordance with clause 36.

Inserted by Special

“**Friends of PILCH Register**” means the register of Friends of PILCH

Resolution dated 1/08/08

described in clause 5A.

"Full Member" means a Law Firm which is accepted as a Full Member in accordance with clause 3.2.

**Inserted by Special
Resolution dated 1/08/08**

"Government Law Department" means the legal branch of the Commonwealth Government, Government of any State of Australia or any of their departments or bodies.

"Incorporated Practitioner" means a company that is registered under section 291 of the Legal Practice Act 1996 (Vic) as an incorporated practitioner.

"Law Firm" means -

- (a) a solicitor practising on the solicitor's own account;
- (b) a solicitor practising in partnership with another solicitor on the partnership's own account or practising as a director of an Incorporated Practitioner;
- (c) a firm of solicitors practising in partnership on the firm's own account;
- (d) an Incorporated Practitioner;
- (e) a Community Legal Centre;
- (f) the Victorian Bar;
- (g) a Corporate Law Department;
- (h) the Law Institute-;
- (i) a Government Law Department.

**Inserted by Special
Resolution dated 31/12/99**

**Inserted by Special
Resolution dated 14/11/02**

**Inserted by Special
Resolution dated 1/8/08**

**Inserted by Special
Resolution dated 14/11/02**

**Inserted by Special
Resolution dated 1/08/08**

"Law Institute" means Victorian Lawyers RPA Ltd (through its division Law Institute of Victoria).

"Liability" means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

"Member" means a member of the Association being a Full Member or an Associate Member, as the case may be.

"Officers" means the officers of the Association being the President, the Public Officer, the Secretary and the Treasurer.

"President" means the member of the Board allocated the position of president of the Association under clause 22.

"Private Practitioner" means a Full Member who falls within paragraph (a), (c) or (d) of the definition of Law Firm.

*Inserted by Special
Resolution dated 17/12/97
and amended by Special
Resolution dated 1/08/08*

“Private Practitioner Board Member” means a member of the Board elected pursuant to clauses 20.15 or 20.16.

“Public Officer” means the person appointed to the position of public officer of the Association under clause 22.

“Purposes” means the purposes of the Association set out in the statement of purposes contained in annexure 4.

“Register” means the register of Members described in clause 5.

“Registrar” means the Registrar of Incorporated Associations and includes any Deputy or Assistant Registrar of Incorporated Associations.

“Rules” means these rules as altered or added to from time to time and a reference to a provision of the Rules is a reference to that provision as altered from time to time.

“Secretary” means the member of the Board allocated the position of secretary of the Association under clause 22, and where appropriate includes an acting secretary and a person appointed by the Board to perform all or any of the duties of a secretary of the Association.

*Inserted by Special
Resolution dated 17/12/97
and deleted by Special
Resolution dated 1/08/08*

[no definition]

[no definition]

“Treasurer” means the member of the Board allocated the position of treasurer of the Association under clause 22.

“Victorian Bar” means The Victorian Bar Incorporated.

Interpretation

2.2 In these Rules -

- (a) the word person includes a firm, a body corporate, an unincorporated association or an authority;
- (b) the singular includes the plural and vice versa;
- (c) a word importing one gender includes the other genders;
- (d) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (e) a reference to writing includes typewriting, printing, telegram, facsimile and other modes of representing or reproducing words in a visible form; and
- (f) a reference to a section is a reference to a section of the Act; and
- (g) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacement of any of them; and

- (h) a reference to any agreement or instrument includes any variation or replacement of either of them.

2.3 Headings are inserted for convenience and do not affect the interpretation of the Rules.

Amended by Special Resolution dated 3/12/99 and amended by Special Resolution dated 1/08/08

2.4 Powers conferred on the Association, the Officers, the Board, the Executive Director, a member of the Board or a Member may be exercised at any time and from time to time.

2.5 In relation to an annual general meeting, there is a Community Legal Centre Vacancy if:

Amended by Special Resolution dated 1/08/08

(a) a person was not elected as a member of the Board pursuant to clauses 20.7 or 20.8 at the immediately preceding annual general meeting; or

(b) a person who was elected as a member of the Board pursuant to clauses 20.7 or 20.8 at the immediately preceding annual general meeting has ceased to be a member of the Board prior to the second annual general meeting following his or her election.

2.6 In relation to an annual general meeting there is an Associate Member Vacancy if:

Amended by Special Resolution dated 1/08/08

(a) a person was not elected as a member of the Board pursuant to clauses 20.9 or 20.10 at the immediately preceding annual general meeting; or

(b) a person who was elected as a member of the Board pursuant to clauses 20.9 or 20.10 at the immediately preceding annual general meeting has ceased to be a member of the Board prior to the second annual general meeting following his or her election.

Inserted by Special Resolution dated 17/12/99

2.7 In relation to an annual general meeting, the number of Private Practitioner Vacancies is to be calculated by deducting from five the number of Private Practitioner Board Members who are in office at the time of the annual general meeting and who are not retiring from office at the annual general meeting.

3 Membership

Deleted by special Resolution dated 3/12/99

3.1 The Full Members of the Association shall be –

(a) [no rule];

(b) the Law Firms named in part 1 of annexure 5; and

(c) such other Law Firms as are approved by the Board pursuant to clause 3.2.

3.2

(a) A Law Firm may apply to become a Full Member by lodging an Application for Full Membership with the Secretary.

- (b) As soon as is practicable after the receipt of an Application for Full Membership, the Secretary must refer that application to the Board.
- (c) The Board in its absolute discretion shall determine whether or not to approve the application to become a Full Member referred to it by the Secretary and, where the application is approved, shall specify which paragraph of the definition of Law Firm applies to the applicant.
- (d) The Secretary shall notify an applicant in writing whether or not the application to become a Full Member has been approved by the Board and, where the application has been approved, shall (subject to clause 3.5) request payment within 28 days following the date of the notification of the annual fee described in clause 4.1. If the Secretary has requested payment of the annual fee, the applicant shall become a Full Member upon payment of the annual fee within the period specified.
- (e) By lodging an Application for Full Membership with the Secretary, the applicant acknowledges that the applicant agrees with the Purposes and agrees to be bound by the Rules.
- (f) A Full Member which is a body corporate, firm, partnership, association (incorporated or unincorporated) or committee shall nominate in writing to the Board an officer, member or partner of the Full Member as its representative for the purposes of the Rules and shall be represented for all purposes under the Rules (including, without limitation, for the purposes of voting at a general meeting) by such officer, member or partner. The nomination of an officer, member or partner by the Full Member may be altered by notice in writing to the Board from time to time.

Amended by Special Resolution dated 1/08/08

3.3

- (a) A person is eligible to become an Associate Member if the person is not a Law Firm and is –
 - (i) a person who has at any time been admitted to legal practice in Victoria;
 - (ii) [no rule];
 - (iii) an accountant, a firm of accountants practising in partnership on the firm's own account or a body corporate which provides accounting services;
 - (iv) a tertiary educational institution teaching law or conducting legal research or a person who teaches or studies law or conducts legal research at a tertiary educational institution; or
 - (v) involved in a field which is relevant to the Purposes.

Amended by Special Resolution dated 14/11/02

Amended by Special Resolution dated 14/11/02

Amended by Special Resolution dated 1/08/08

- (b) A person who is eligible to become an Associate Member may apply to become an Associate Member by lodging an Application for Associate Membership with the Secretary.
- (c) As soon as is practicable after the receipt of an Application for Associate Membership, the secretary must refer that application to the Board.
- (d) The Board in its absolute discretion shall determine whether or not to approve the applicant's application to become an Associate

Member and, where the application is approved, shall specify which paragraph in clause 3.3(a) applies to the applicant.

- (e) The Secretary shall notify an applicant in writing whether or not the application to become an Associate Member has been approved by the Board and, where the application has been approved, shall (subject to clause 3.5) request payment within 28 days following the date of notification of the annual fee described in clause 4.2. If the Secretary has requested payment of the annual fee, the applicant shall become an Associate Member upon payment of the annual fee within the period specified.
- (f) By lodging an Application for Associate Membership with the Secretary, the applicant acknowledges that the applicant agrees with the Purposes and agrees to be bound by the Rules.
- (g) An Associate Member which is a body corporate, firm, partnership, association (incorporated or unincorporated) or committee shall nominate in writing to the Board an officer, member or partner of the Associate Member as its representative for the purpose of the Rules and shall be represented for all purposes under the Rules (including, without limitation, for the purposes of voting at a general meeting) by such officer, member or partner. The nomination of an officer, member or partner by the Associate Member may be altered by notice in writing to the Board from time to time.

Deleted by Special Resolution dated 3/12/99

3.4 [no rule].

Deleted by Special Resolution dated 3/12/99

3.5 [no rule].

- 3.6 A right or privilege of a person by reason of the person being a Member-
- (a) is not capable of being transferred or transmitted to another person;
 - (b) terminates when the person ceases to be a Member (whether by dissolution, death, resignation or otherwise).

3.7 A member is bound to comply with the procedures published by the Board from time to time in relation to the referral of work by the Association to a Member.

4 Annual fee

- 4.1 Each Full Member shall in respect of each Financial Year pay an annual fee to be determined from time to time by the Board in relation to that member.
- 4.2 Each Associate Member shall in respect of each Financial Year pay an annual fee to be determined from time to time by the Board in relation to that member.
- 4.3 The Board may determine the annual fee payable by a Member under clause 4.1 or 4.2 by reference to criteria and circumstances or some combination of criteria and circumstances considered relevant by the Board (including, by way of example, the legal form of the Member, the nature or size of the business or activities carried on by the Member or the number of partners or members of the Member) with the consequence that the amount of the annual fee payable by a Full Member or Associate Member may differ from that payable by another Full Member or Associate

Member.

Amended by Special Resolution dated 1/08/08

4.4 The Board shall notify a Member of its determination of the annual fee for that Member in respect of a Financial Year prior to, or as soon as practicable after, the commencement of the Financial Year.

Amended by Special Resolution dated 1/08/08

4.5 An annual fee in respect of a Financial Year is payable within 28 days of receiving a written invoice from the Association.

Amended by Special Resolution dated 1/08/08

4.6 If a Member who has failed to pay the annual fee within 28 days of receiving a written invoice under clause 4.5 fails to pay the annual fee within 21 days after being requested to do so in writing by the Secretary, that Member's rights under the Rules shall be suspended for 28 days. If at the expiry of those 28 days the Member has not paid the outstanding annual fee, that person's Membership is automatically terminated.

4.7 A person whose Membership is terminated under clause 4.6 may, upon payment of all outstanding amounts payable by him or her under the Rules prior to such termination, reapply to become a Member in accordance with clause 3.

Amended by Special Resolution dated 3/12/99

4.8 No entrance fee other than payment of the annual fee as described in clauses 3.2(d) and 3.3(e) is payable by a Member.

Inserted by Special Resolution dated 14/11/02 and amended by Special Resolution dated 1/08/08

4.9 Each Friend of PILCH shall in respect of each Financial Year pay an annual fee to be determined from time to time by the Board.

5 Register and 5A Friends of PILCH Register

5.1 The Secretary must keep and maintain a Register.

5.2 The Secretary must, as soon as practicable after a person becomes or ceases to be a Member, as the case may be, enter the following details in the Register -

- (a) the full name and address of a Member;
- (b) the date upon which a person became a Member and the category of membership;
- (c) in the case of a Full Member, which paragraph of the definition of Law Firm applies to the Member and, in the case of an Associate Member, which paragraph in clause 3.3(a) applies to the Member;
- (d) the date upon which a person ceased to be a Member; and
- (e) the date of each entry made by the Secretary.

5.3 A Member may inspect the Register during normal business hours at the Association's principal place of business in Victoria.

Inserted by Special Resolution dated 14/11/02 and amended by Special Resolution dated 1/08/08

5A.1 The Secretary must keep and maintain a Friends of PILCH Register.

Inserted by Special Resolution dated 14/11/02

5A.2 The Secretary must, as soon as practicable after a person becomes or ceases to be a Friend of PILCH, as the case may be, enter the following

**and amended by Special
Resolution dated 1/08/08**

details in the Friend of PILCH Register –

- (a) the full name and address of a Friend of PILCH;
- (b) the date upon which a person became a Friend of PILCH;
- (c) the date upon which a person ceased to be a Friend of PILCH; and
- (d) the date of each entry made by the Secretary.

6 Cessation of Membership

- 6.1 A Member may resign from the Association by giving to the Secretary notice in writing of the person's resignation and upon receipt of the notice by the Secretary, the Member ceases to be a Member.
- 6.2 A Full Member shall promptly notify the Secretary if the Member ceases to be a Law Firm. An Associate Member shall promptly notify the Secretary if the Member ceases to fall within one of the paragraphs of clause 3.3.
- 6.3 A Member who has given notice to the Secretary under clause 6.2 shall automatically cease to be a Member at the conclusion of the Financial Year during which the notice is given.

7 Discipline of Member

- 7.1 If the Board is of the opinion that a Member -
 - (a) has refused or neglected to comply with the Rules; or
 - (b) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association,then, subject to the Rules, the Board may by resolution -
 - (i) expel the Member from the Association; or
 - (ii) suspend the Member from membership of the Association for a specified period.
- 7.2 Where the Board passes a resolution under clause 7.1, the Secretary must, as soon as practicable, ensure that the Member is served with a notice in writing -
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting to be held not earlier than 14 and not later 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 Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting,

lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

- 7.3 A resolution of the Board under clause 7.1 does not take effect -
- (a) unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the Member of a notice under clause 7.2 confirms the resolution in accordance with clause 7.4; and
 - (b) unless the Association confirms the resolution in accordance with clause 7.7, where the Member exercises a right of appeal to the Association under clause 7.2(d)(iii).
- 7.4 At a meeting of the Board held in accordance with clause 7.3(a), the Board must -
- (a) give to the Member an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the Member; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- 7.5 Where the Secretary receives a notice under clause 7.2(d)(iii) from the Member, he or she is to notify the Board and the Board must convene a general meeting of the Association to be held within 35 days after the date on which the Secretary received the notice.
- 7.6 At a general meeting of the Association convened under clause 7.5 -
- (a) no business other than the question of the appeal is to be transacted;
 - (b) the Board must place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member is to be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.7 If at the general meeting -
- (a) two-thirds or more of the votes cast in person or by proxy at the general meeting are in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.
- 7.8 To the extent consistent with the Rules, the requirements of natural justice shall be observed in any proceedings under clause 7.

8 Disputes and Mediation

Deemed to be inserted by sections 14B and 21(3) of the Associations Incorporation Act 1981

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between –
- (a) a member and another member; or
 - (b) a member and the Association.

- 8.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.4 The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association;
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- 8.5 A member of the Association can be a mediator.
- 8.6 The mediator cannot be a member who is a party to the dispute.
- 8.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.8 The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.9 The mediator must not determine the dispute.
- 8.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

9 Annual General Meeting

- 9.1 The Association must at least once in each calendar year convene an annual general meeting of the Members.
- 9.2 The annual general meeting is to be held on such day as the Board determines.
- 9.3 The annual general meeting is to be specified as such in the notice convening it.
- 9.4 The ordinary business of the annual general meeting is -

- (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 Board reports upon the transactions of the Association during the last preceding Financial Year;
- (c) to elect members of the Board; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

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

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

10 Special General Meeting

10.1 All general meetings other than the annual general meeting are to be called special general meetings.

10.2 The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this clause 10.2, more than 15 months would elapse between annual general meetings, must convene a special general meeting before the expiration of that period.

10.3 The Board must, on the requisition in writing of the lesser of -

- (a) ten or more Full Members;
- (b) not less than such number of Full Members as is equal to 25% of the total number of Full Members,

convene a special general meeting of the Association.

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

10.5 If the Board does not arrange for a special general meeting to be held within one month after the date on which the requisition is received by the Secretary, the Full 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.

10.6 A special general meeting convened by Full Members in pursuance of the Rules is to be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board. The Association shall bear the cost of convening a special general meeting under this clause.

11 Notice of Meeting

Amended by Special Resolution dated 14/11/02 and amended by Special Resolution dated 1/08/08

- 11.1 The Secretary must give to each Member and Friend of PILCH -
- (a) at least 14 days' notice in writing of a general meeting of the Association; or
 - (b) in the case of a general meeting convened to consider a special resolution, at least 21 days' notice in writing.

11.2 No business other than that set out in the notice convening the meeting is to be transacted at the meeting.

11.3 A Member who wishes to bring any business before a meeting may give notice of that business or of the proposed motion in writing to the Secretary, who must include that business or motion in the notice calling the next general meeting after the receipt of the notice.

Inserted by Special Resolution dated 14/11/02

11.4 The notice is to be sent to each Member at the address of the Members appearing in the Register, by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

Inserted by Special Resolution dated 14/11/02 and amended by Special Resolution dated 1/08/08

11.5 The notice is to be sent to each Friend of PILCH at the address of the Friend of PILCH appearing in the Friends of PILCH Register, by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

12 Proceedings at Meetings

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 specifically referred to in clause 9.4 as being the ordinary business of the annual general meeting is deemed to be special business.

12.2 No item of business is to be transacted at a general meeting unless a quorum of Full Members entitled under the Rules to vote is present during the time when the meeting is considering that item.

Amended by Special Resolutions dated 3/12/99 and 24/11/04

12.3 The quorum at a general meeting shall be five Full Members (being Members entitled under the Rules to vote at the general meetings) present in person or by proxy.

12.4 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting -

- (a) if convened upon the requisition of Full Members in accordance with clause 10.3 is dissolved;

- (b) in any other case stands adjourned to the same day in the next week at the same time and at the same place, or to such other day, time and place as the Board appoints at the time of the adjournment or by notice in writing to the Members given before the day to which the meeting is adjourned; and
- (c) if at any such adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Full Members (being Full Members entitled under the Rules to vote at the general meeting) present in person or by proxy (being not less than three) shall be a quorum. If less than three Full Members are present, the meeting is dissolved.

13 Chairperson at General Meeting

- 13.1 The President, or in his or her absence, another member of the Board elected by the Members present, is to preside as chairperson at each general meeting of the Association.
- 13.2 If the President and the other members of the Board are absent from a general meeting, the Members present are to elect one of their number to preside as chairperson at the meeting.

14 Adjournment where quorum present

- 14.1 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 is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 14.2 Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 11.1.
- 14.3 Except as provided in clause 14.2, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15 Determination of questions at a general meeting

A question arising at a general meeting of the Association is (subject to clause 7.6) to be determined on a show of hands (unless before or on the declaration of the result of the show of hands a poll is properly demanded) and -

- (a) 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
- (b) an entry to that effect in the minute book of the Association,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

16 Number of votes

- 16.1 Subject to clause 16.2, upon any question arising at a general meeting of the Association -
- (a) on a show of hands each Member shall have one vote;
 - (b) on a poll or a ballot -
 - (i) each Full Member shall have one vote;
 - (ii) if no more than Five Associate Members are present in person or by proxy and entitled under the Rules to vote at the general meeting, each such Associate Member shall have one vote;
 - (iii) if more than five Associate Members are present in person or by proxy and entitled under the Rules to vote at the general meeting, each such Associate Member shall have that proportion of one vote determined by reference to the following equation -
$$A = \frac{5}{B}$$
Where:
 - A is the proportion of one vote to which an Associate Member is entitled;
 - B is the number of Associate Members present in person or by proxy and entitled under the Rules to vote at the general meeting.
- 16.2 An Associate Member is not entitled to any vote upon any question for which a special resolution is required under the Act or the Rules or upon any procedural question or motion of amendment relating to such a question.
- 16.3 All votes (whether on a show of hands or a poll) shall be given personally or by proxy.
- 16.4 In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.

17 Poll

- 17.1 If at a meeting a poll on any question is demanded by not less than three Full Members present in person or by proxy, it is to be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll is deemed to be a resolution of the meeting on that question.
- 17.2 A poll that is demanded on the election of a chairperson or on a question of an adjournment is to be taken forthwith and a poll that is demanded on any other question is to be taken at such time before the close of the meeting as the chairperson may direct.

18 Proxy

- 18.1 Each Member is entitled to appoint another Member as his or her 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.
- 18.2 The notice appointing the proxy must be in or substantially in the form set out in annexure 1.

19 Board

- 19.1 Subject to the Rules and the Act, the affairs of the Association are to be managed by the Board.
- 19.2 The Board -
- (a) is to control and manage the funds, business and affairs of the Association except that it may not without the sanction of the Association in general meeting alter the criteria for eligibility of those persons who may seek assistance from the Association from those criteria adopted by the Board prior to the first general meeting of the Association;
 - (b) may, subject to the Rules and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by the Rules or the Act to be exercised by the Association in general meeting;
 - (c) subject to the Rules and the Act, has power to perform all such acts and things as appear to the Board to be necessary or desirable for the proper management of the business and affairs of the Association; and
 - (d) is to appoint an Executive Director.
- 19.3 The Association is authorised to trade in accordance with section 51 of the Act.
- 19.4 The Board, in its absolute discretion, may decline to accept the request for assistance even if the persons applying for assistance from the Association meet the eligibility criteria for assistance due to the size or nature of the matter or limited resources. By applying for assistance from the Association, the persons acknowledge that they agree to be bound by the Rules.

Amended by Special Resolution dated 3/12/99

Inserted by Special Resolution dated 1/08/08

20 Members of the board

Amended by Special Resolutions dated 17/2/97 and 3/12/99

20.1

- (a) The Board shall consist of a minimum of three persons and a maximum of fourteen persons.
- (b) [no rule].
- (c) The members of the Board shall be appointed or elected in accordance with clauses 20 and 21.

20.2

- (a) [no rule].
- (b) [no rule].
- (c) During the period that the Victorian Bar is a Full Member it may by notice in writing to the Public Officer –
 - (i) appoint a person as a member of the Board,
 - (ii) remove any person so appointed and appoint another person in his or her place.

Amended by Special Resolutions dated 14/11/02 and 1/08/08

- (d) During the period that the Law Institute is a Full Member it may by notice in writing to the Public Officer:
 - (i) appoint a person as a member of the Board; and
 - (ii) remove any person so appointed and appoint another person in place of the person.

20.3 Subject to the Rules, each member of the Board appointed or elected holds office until the conclusion of the second annual general meeting following the date of his or her appointment or election. By that time, they may submit themselves for re-appointment or re-election.

20.4 A member of the Board may not retain office beyond the second annual general meeting following the member's election without submitting for re-election.

20.5 A retiring member of the Board may act until the conclusion of the meeting at which the member of the Board retires and is eligible for re-election.

20.6 Nominations of persons for election as members of the Board must be -

- (a) made in writing, signed by a Member and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.

Amended by Special Resolution dated 1/08/08

20.7 If there is a Community Legal Centre Vacancy and only one person has been nominated for election as a member of the Board solely by a Full Member which is a Community Legal Centre, that person is deemed to be elected.

20.8 If there is a Community Legal Centre Vacancy and two or more persons

have been nominated for election as members of the Board solely by Full Members which are Community Legal Centres, a separate ballot for the election of one member of the Board is to be conducted at the annual general meeting solely in respect of candidates nominated solely by Full Members who are Community Legal Centres and the candidate obtaining the most votes shall be elected.

20.9 If there is an Associate Member Vacancy and only one person has been nominated for election as a member of the Board solely by an Associate Member, that person is deemed to be elected.

20.10 If there is an Associate Member Vacancy and two or more persons have been nominated for election as members of the Board solely by Associate Members, a separate ballot for the election of one member of the Board is to be conducted at the annual general meeting solely in respect of candidates nominated solely by Associate Members and the candidate obtaining the most votes shall be elected.

***Deleted by Special
Resolution dated 1/08/08***

20.11 [no rule]

20.12 [no rule]

20.13 [no rule]

20.14 If the number of persons who have been nominated for election as members of the Board solely by Private Practitioners is not greater than the number of Private Practitioner Vacancies, those persons are deemed to be elected.

20.15 If the number of persons who have been nominated for election as members of the Board solely by Private Practitioners is greater than the number of Private Practitioner Vacancies, a separate ballot for the election of members of the Board to fill the Private Practitioner Vacancies is to be conducted at the annual general meeting solely in respect of candidates nominated solely by Private Practitioners and candidates shall be elected according to the number of votes obtained.

***Amended by Special
Resolution dated 1/08/08***

20.16 Any ballot for the election of a person to the Board is to be conducted at the annual general meeting in accordance with the following ballot procedures:

(a) If a ballot is required under clauses 20.8 (Community Legal Centre Vacancy), 20.10 (Associate Member Vacancy), 20.15 (Private Practitioner Vacancy), the notice of meeting must be accompanied by:

(i) a statement of the number of positions of members of the Board that are required to be filled;

(ii) a statement of the names of all candidates; and

(iii) a copy of each candidate's statement (if available) provided that such statement, in the opinion of the Board, is not defamatory or misleading or would make the Association, a member of the Board, or an Executive Director liable for damages or other relief at the suit of any person.

(b) At the annual general meeting, the Executive Director must distribute:

(i) in case of Community Legal Centre Vacancy, ballot papers showing the names of each candidate for the Community

Legal Centre Vacancy to all Full Members which are Community Legal Centres entitled to vote (or their proxy appointed in accordance with clause 18) who are present at the meeting;

- (ii) in case of Associate Member Vacancy, ballot papers showing the names of each candidate for the Associate Member Vacancy to all Associate Members entitled to vote (or their proxy appointed in accordance with clause 18) who are present at the meeting; and
 - (iii) in case of Private Practitioner Vacancies, ballot papers showing the names of each candidate for the Private Practitioner Vacancies to all Private Practitioner Members entitled to vote (or their proxy appointed in accordance with clause 18) who are present at the meeting.
- (c) One ballot paper for each vote the person is entitled to cast (so, for example, a Member who is also a proxy for another Member is to receive two ballot papers). The ballot paper must not be marked so as to identify the voter.
 - (d) A person votes on the ballot paper by ticking the box against the name of his or her preferred candidate and can only tick the box once for one candidate.
 - (e) A vote is informal only if more than one candidate's name has been ticked against in the boxes on the ballot paper. The Executive Directors must collect all the ballot papers and, before proceeding to count, determine which (if any) of them are informal. If there is any question as to whether a vote is informal, the question should be referred to the chairperson of the meeting. The chairperson's decision on the question of whether the vote is informal is final and binds all Members.
 - (f) The count is to be conducted separately for the Community Legal Centre Vacancy, Associate Member Vacancy and Private Practitioner Vacancies.
 - (g) The Executive Directors must ensure that the ballot papers are retained at the office of the auditor of the Association for at least 30 days after the date of the annual general meeting where the ballot was held and, unless the Board otherwise resolves, are then be destroyed by the auditor of the Association.

20.17 Subject to clauses 21 and 27 a vacancy in the office of a member of the Board which is not filled at an annual general meeting pursuant to any of the preceding provisions of clause 20 may not be filled by election.

21 Appointments by the board

Amended by Special Resolutions dated 3/12/99 and 14/11/02

- 21.1 The following provisions of this clause come into effect at a time decided by the Board.
- 21.2 In the event of a casual vacancy occurring in the office of a member of the Board, the remaining members of the Board may appoint a person to fill the vacancy (other than a vacancy in respect of a position the subject of appointment by the Victorian Bar or the Law Institute) having regard to the type of Board representation provided for in clause 20 and the person so appointed holds office, subject to the Rules, until the conclusion of the annual general meeting next following the date of the appointment.
- 21.3 The Board may appoint a person as an additional member of the Board but

so that the total number of members of the Board does not at any time exceed fourteen. Any person so appointed holds office, subject to the Rules, until the conclusion of the annual general meeting next following the date of the person's appointment. The Board may not appoint a person to a position the subject of appointment by the Victorian Bar or the Law Institute.

22 Officers

- 22.1 The Officers are -
- (a) a President;
 - (b) a Public Officer;
 - (c) a Treasurer; and
 - (d) a Secretary.

Amended by Special Resolution dated 1/08/08

- 22.2 Except in relation to the position of Public Officer, members of the Board are to be the Officers and the Board shall determine the allocation of the positions of President, Secretary and Treasurer among the members of the Board and may appoint an Officer for a fixed term of not more than 2 years.

- 22.3 A member of the Board may hold the positions of two Officers at the same time.

- 22.4 Except in relation to the position of Public Officer, a person ceases to be an Officer if the person ceases to be a member of the Board.

Amended by Special Resolution dated 1/08/08

- 22.5 The Board shall appoint a person (who may be a member of the Board) as Public Officer for a fixed term of not more than 4 years.

23 Vacancy

Amended by Special Resolutions dated 17/12/97 and 1/08/08

For the purposes of the Rules, and subject to the other provisions of the Rules and the provisions of the Act in respect of public officers, the position of an Officer or of a member of the Board becomes vacant if –

- (a) he or she becomes bankrupt;
- (b) the Officer or the member of the Board resigns his or her office by notice in writing given to the Secretary or another Officer or refused to act;
- (c) the Officer or the member of the Board becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

- (d) in the case of a member of the Board, the member of the Board is not present personally or by a proxy appointed under clause 24.11 at the meetings of the Board for a continuous period of three months without leave of absence from the Board;
- (e) in the case of an Officer, the Board determines to allocate that officer to another person; or
- (f) in the case of a member of the Board appointed by the Victorian Bar or the Law Institute, the Victorian Bar or the Law Institute ceases to be a Full Member.

24 Proceedings of Board

*Amended by Special
Resolution dated 1/08/08*

- 24.1 The Board must meet at least four times in each year at such place and such times as the Board may determine.
- 24.2 Meetings of the Board may be convened by any member of the Board or any Executive Director.
- 24.3 Any three members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 24.4 Subject to clause 24.9, no business is to be transacted unless a quorum is present at a Board meeting.
- 24.5 At meetings of the Board, the President or in his or her absence such one of the remaining members of the Board as may be chosen by the members present, is to preside.
- 24.6 Questions arising at a meeting of the Board or of any committee appointed by the Board are to be determined on a show of hands or, if demanded by a member of the Board, by a poll taken in such manner as the person presiding at the meeting may determine.
- 24.7 Each member of the Board present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. In the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 24.8 Notice of each Board meeting must be given to each member of the Board
 - (a) orally by the person convening the meeting who shall keep a written record of the date on which, the time at which and the manner in which such notice was given; or
 - (b) in writing by delivering it to him or her; or
 - (c) by despatching it by pre-paid post addressed to him or her at his or her usual or last known place of residence or work at least three business days before the date of the meeting—; or
 - (d) by email to an email address notified by the Board member to the Association in writing from time to time.
- 24.9 Subject to clause 24.3 the Board may act notwithstanding any vacancy on the Board. If the number of Board members falls below three, the remaining Board members may act only to appoint new Board members.

*Amended by Special
Resolution dated 1/08/08*

- 24.10 All acts of the Officers or the Board or of a person acting as an Officer or member of the Board are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.
- 24.11 A member of the Board (“appointor”) may by writing under the appointor’s hand or by facsimile transmission or other form of visible communication, appoint a person who is not a member of the Board and is approved by a majority of the other members of the Board to act as an Alternate in the appointor’s place whether for a stated period or periods or until the happening of a specified event or from time to time.
- 24.12 An Alternate:
- (a) may be removed or suspended from office by writing under the appointor’s hand;
 - (b) subject to the Rules, is entitled to receive notice of meetings of the Board and to attend and vote if the appointor is not present but, if also a member of the Board in the Alternate’s own right or Alternate for another member of the Board as well, the Appointor is not entitled to have a separate vote on behalf of the appointor in addition to the Alternate’s own vote or that other Board member’s vote;
 - (c) may exercise all the powers except the power to appoint an Alternate and, subject to the Act, perform all the duties of the appointor in so far as the appointor has not exercised or performed them;
 - (d) automatically ceases to be an Alternate if the appointor ceases to be a member of the Board;
 - (e) whilst acting as a member of the Board is responsible to the Association for the Alternate’s own acts and defaults and the appointor is not responsible for them;
 - (f) may not receive any remuneration from the Association as a member of the Board; and
 - (g) may not be taken into account separately from the appointor in determining the number or rotation of members of the Board.
- 24.13 If the appointor retires by rotation or is otherwise required to retire at an annual general meeting, but is re-elected at the meeting at which the appointor retires, the appointment of the Alternate continues to operate as if the appointor had not retired.
- 24.14 Meetings convened by telephone or other electronic means
- (a) The contemporaneous linking together by telephone or other electronic means of a number of the members of the Board sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in these rules relating to meetings of the members of the Board apply, so far as they can and with such changes as are necessary, to meetings of the members of the board by telephone or other electronic means.
 - (b) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting of the Board provided that at least one of the members of the Board involved was at that place for the duration of the meeting.
 - (c) A Board member who is unable to be present at a board meeting may request the provision of a telephone or other electronic means

***Inserted by Special
Resolution dated 24/11/04***

and the member participating by telephone or other electronic means is deemed to be present for all voting purposes.

- (d) Where more than one member of the Board requests access to a telephone or other electronic means, the resources will be provided if reasonably available.

***Inserted by Special
Resolution dated 24/11/04***

24.15 Written resolutions of the Board

- (a) If:

a majority of the members of the Board (other than any Board member who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest), assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

he members of the Board who assent would have constituted a quorum at a meeting of the Board held to consider that act, matter, thing or resolution,

that act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Board.

- (b) For the purpose of clause 24.15(a):

the meeting is to be taken to have been held on the day on which, and at the time at which, the document was last assented to by a member of the Board;

2 or more separate documents in identical terms each of which is assented to by one or more members of the board are to be taken as constituting one document; and

a member of the Board may signify assent to a document by signing the document or by notifying the Association of the member's assent in person or by post, telephone, fax or other electronic means.

- (c) Where a Board member signifies assent to a document otherwise than by signing the document, the Board member must by way of confirmation sign the document at the next meeting of the Board attended by that Board member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

- (d) Where a document is assented to in accordance with clause 24.15(a), the document is to be taken as a minute of a meeting of the Board.

25 Secretary

The Secretary must keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

26 Treasurer

- 26.1 The Treasurer -
- (a) is to collect and receive all moneys due to the Association and make all payments authorized by the Association; and
 - (b) must keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

*Amended by Special
Resolution dated 1/08/08*

but may delegate such responsibilities to the Executive Director(s) as he or she sees fit.

- 26.2 The accounts and books referred to in clause 26 are to be available for inspection by Full Members.

27 Removal of member of board

*Amended by Special
Resolution dated 1/08/08*

- 27.1 The Association in general meeting may by special resolution remove any member of the Board before the expiration of his or her term of office and (except where a member of the Board appointed by the Victorian Bar or the Law Institute has been removed) appoint another person in his or her stead to hold office until the expiration of the term of that member of the Board following as closely as practicable the provisions relating to representation of Members and the procedures for election of members of the Board set out in clause 20.
- 27.2 A member of the Board who is the subject of a proposed special resolution referred to in clause 27.1 may make a representation in writing to the other members of the Board (not exceeding a reasonable length) and he or she may require -
- (a) the other members of the Board to send a copy of that representation to the Members; and
 - (b) that the representation be read out at the general meeting referred to in clause 27.1 or that he or she be permitted to address the general meeting referred to in clause 27.1.
- 27.3 To the extent consistent with the Rules, the requirements of natural justice shall be observed in any proceedings under clause 26.

28 Cheques

Amended by Special

All cheques, drafts, bills of exchange, promissory notes and other negotiable

Resolution dated 3/12/99

instruments must only be drawn with the authority of the Board and must be signed by two members of the Board or by one member of the Board and the Executive Director.

29 Seal

Amended by Special Resolution dated 1/08/08

- 29.1 The Common Seal is to be kept at the head office of the Association or in the custody of the Secretary.
- 29.2 The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signatures of two members of the Board.

30 Alteration of rules and statement of purposes

The Rules and the statement of purposes of the Association must not be altered, rescinded or added to except in accordance with the Act.

The consent of the Minister who administers the Act is required before any alteration is made to -

- (a) clause 19.3; or
- (b) clause 32.2, where such an alteration would permit a distribution of the Association's assets in the event of the winding up or dissolution of the Association otherwise than for a charitable purpose.

31 Notices

Amended by Special Resolution dated 1/08/08

- 31.1 A notice may be served by or on behalf of the Association upon any Member either personally or by sending it by pre-paid post to the Member at his or her address shown in the Register or by sending it by email to an email address notified to the Association by the Member in writing from time to time.
- 31.2 Where a notice is properly addressed, pre-paid and posted to a person, the notice is, unless the contrary is proved, deemed to have been given to the person 2 days after the time at which the notice was posted.

32 Winding up or cancellation

- 32.1 The income and property of the Association must be used and applied solely in promotion of its purposes as set out in its statement of purposes contained in annexure 4 and no proportion thereof is to be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the Members (as Members). Nothing in the Rules prevents the provision or payment in good faith of -
- (a) interest to any Member in respect of moneys advanced by the Member to the Association or otherwise owing by the Association to the Member; or
 - (b) remuneration to employees of the Association or any Officer, member of the Board, Member or other person in return for any

- services actually rendered to the Association;
- (c) out of pocket expenses;
 - (d) moneys provided to the Association by way of financial accommodation;
 - (e) reasonable and proper charges for goods hired by the Association;
 - (f) reasonable and proper rent for premises demised or let to the Association;
 - (g) the provision of services to a Member to which he or she would be entitled in accordance with the purposes of the Association if he or she were not a Member; or
 - (h) a benefit to a Member to which he or she would be entitled if he or she were not a Member.

32.2 If the Association is wound up or dissolved in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed amongst the Members but must be given or transferred to some other body or association -

- (a) having purposes which are charitable and which are similar to the purposes of the Association; and
- (b) which prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Association by virtue of this clause; and
- (c) which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78(1)(a) of the Income Tax Assessment Act 1936.

Such body or association is to be determined in accordance with a special resolution of the Members or, in the absence, of such a special resolution, by the Registrar.

33 Custody of records

Except as otherwise provided in the Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association and must make these available for inspection by a Full Member upon reasonable notice.

34 Funds

The funds of the Association are to be derived from annual fees, donations and such other sources as the Board determines.

35 Gift Fund

*Inserted by Special
Resolution dated 6/12/01*

- 35.1 The following provisions of this clause 35 have effect only as from the date the Association applies to be endorsed as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997 (ITAA 97)*.
- 35.2 The Association must maintain for its principal purposes a gift fund (**Gift Fund**):
- (a) to which gifts of money or property for those purposes are to be made;
 - (b) to which any money received by the Association because of such gifts is to be credited;
 - (c) that does not receive any other money or property; and
 - (d) which is maintained in a separate bank account known as PILCH Gift Fund or other name as decided by the Board.
- 35.3 The Association must use the following only for its principal purposes:
- (a) gifts made to the Gift Fund; and
 - (b) any money received because of such gifts.
- 35.4 At the first occurrence of:
- (a) the winding up of the Gift Fund; or
 - (b) the Association ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97;
- any surplus assets of the Gift Fund must be transferred to funds, authorities or institutions:
- (a) which are charitable at law; and
 - (b) gifts to which can be deducted under Subdivision 30-BA of ITAA 97.
- 35.5 The identity of the funds, authorities or institutions must be decided by the Board.
- 35.6 Where in respect of a fund, authority or institution gifts to it are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a transfer under this clause to that fund, authority or institution must be made in accordance with a subject to those conditions.

36 FRIENDS OF PILCH

*Inserted by Special
Resolution dated 14/11/02
and amended by Special
Resolution dated 1/08/08*

*Amended by Special
Resolution dated 1/08/08*

- (a) Any person is eligible to apply to become a Friend of PILCH.
- (b) A Friend of PILCH is not a Member and accordingly a Friend of PILCH has no rights under the Rules or under the *Associations Incorporation Act* other than, pursuant to clause 11, a right to receive notices of general meetings.
- (c) A person may apply to become a Friend of PILCH by lodging an application with the Secretary.
- (d) As soon as is practicable after the receipt of an application to be a Friend of PILCH, the Secretary must refer that application to an

Executive Director.

- (e) The Executive Director in his or her absolute discretion shall determine whether or not to approve the applicant's application to become a Friend of PILCH.
- (f) The Secretary shall notify an applicant in writing whether or not the application to become a Friend of PILCH has been approved by the Executive Director and, where the application has been approved, shall request payment within 28 days following the date of notification of the annual fee described in clause 4.9. If the Secretary has requested payment of the annual fee, the applicant shall become a Friend of PILCH upon payment of the annual fee within the period specified.
- (g) By lodging an application to become a Friend of PILCH with the Secretary, the applicant acknowledges that the applicant agrees with the Purposes and agrees to be bound by the Rules.
- (h) A Friend of PILCH which is a body corporate, firm, partnership, association (incorporated or unincorporated) or committee shall nominate in writing to the Board an officer, member or partner of the Friend of PILCH as its representative for the purpose of the Rules and shall be represented for all purposes under the Rules (including, without limitation, for the purposes of voting at a general meeting) by such officer, member or partner. The nomination of an officer, member or partner by the Friend of PILCH may be altered by notice in writing to the Board from time to time.

37 No duty to particular Members

*Inserted by Special
Resolution dated 14/11/02*

In carrying out the Purposes and exercising its powers and discretions, neither the Association nor the Board need have regard to the interests of any particular Member, nor does the Association or the Board have any duty to a particular Member which is not owed to the Association and the Members as a whole.

38 Officer's indemnity and insurance

*Inserted by Special
Resolution dated 1/08/08*

38.1 Subject to and so far as permitted by the Act and other applicable laws:

- (a) the Association may, to the extent the person is not otherwise indemnified, indemnify a member of the Board or an Executive Director of the Association against a Liability incurred by the member of the Board and the Executive Director in their capacity as such to a person (other than the Association), unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Association may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by a member of the Board or an Executive Director in defending an action for a Liability incurred as such a member of the Board or an Executive Director or in resisting or responding to actions taken by a government agency or a liquidator.

38.2 Subject to the Act and any other applicable law, the Association may enter

into, and pay premiums on, a contract of insurance in respect of any person.

- 38.3 The indemnity in favour of members of the Board and Executive Directors under clause 38.1 is a continuing indemnity. It applies in respect of all acts done by a person while a member of the Board or Executive Director of the Association even though the person is not a member of the Board or Executive Director at the time the claim is made.
- 38.4 Subject to the Act and any other applicable law, the Association may, without limiting a person's rights under this clause 38, enter into an agreement with a person who is or has been a member of the Board or Executive Director of the Association, to give effect to the rights of the person under this clause 38 on any terms and conditions that the Board thinks fit.

EXECUTED as an agreement

Annexure 1

FORM OF APPOINTMENT OF PROXY

I.....of.....

being a member of Public Interest Law Clearing House (Victoria) Incorporated (“Association”)

hereby appoint of

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of 20... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the following resolution (insert details).

Signed

The day of 20....

Annexure 2

Application for Full Membership of

Public Interest Law Clearinghouse (Victoria) Incorporated
(Name of the Association)

I,
(Full name of applicant)

of
(Address)

.....

being a Law Firm as defined in the rules of Public Interest Law Clearinghouse (Victoria) Incorporated hereby apply to become a Full Member of Public Interest Law Clearinghouse (Victoria) Incorporated ("Association")

In the event of my admission as a Full Member of the Association, I agree to be bound by the rules of the Association for the time being in force and acknowledge that by lodging this application with the Secretary of the Association I agree with the purposes of the Association set out in annexure 4 of the Association's rules.

.....
Signature of Applicant

Date

Annexure 3

Application for Associate Membership of

Public Interest Law Clearinghouse (Victoria) Incorporated

I,
(Full name of applicant)

of
(Address)

.....

being a (occupation) desire to become an Associate Member of Public Interest Law Clearinghouse (Victoria) Incorporated ("Association")

In the event of my admission as an Associate Member of the Association, I agree to be bound by the rules of the Association for the time being in force and acknowledge that by lodging this application with the Secretary of the Association, I agree with the purposes of the Association set out in annexure 4 of the Association's rules.

.....
Signature of Applicant

Date.....

Annexure 4

Statement of Purposes

***Inserted by Special
Resolution dated 14/11/02***

1. The name of the Association is Public Interest Law Clearinghouse (Victoria) Incorporated.

***Amended by Special
Resolution dated 1/08/08***

2. The dominant purpose for which the association is established is to provide and support the provision of pro bono legal services, and thereby further the public interest, improve access to justice and protect human rights.

3. Other purposes for which the Association is established are to:

- (a) undertake law reform, policy work and legal education; and
- (b) in order to improve access to justice and the legal system for those who are disadvantaged or marginalised to:
 - (i) identify matters of public interest requiring legal assistance;
 - (ii) seek redress in matters of public interest for those who are disadvantaged or marginalised;
 - (iii) refer individuals, community groups and not-for-profit organisations to lawyers in private practice and to others in ancillary or related fields willing to provide their services without charge;
 - (iv) support and enhance community organisations in pursuing the interests of the communities they seek to represent;
 - (v) encourage, foster and support the work and expertise of the legal profession in pro bono and/or public interest law; and
 - (vi) affect structural changes to address injustice.

Annexure 5

Part 1

Names of initial Full Members

- Fitzroy Legal Service
- Minter Ellison Morris Fletcher
- Wisewoulds
- Mallesons Stephen Jaques
- Freehill Hollingdale & Page
- Corrs Chambers Westgarth

Part 2

Names of initial members of the Board

- Denis Nelthorpe
- Greg Connellan
- Marilyn Head