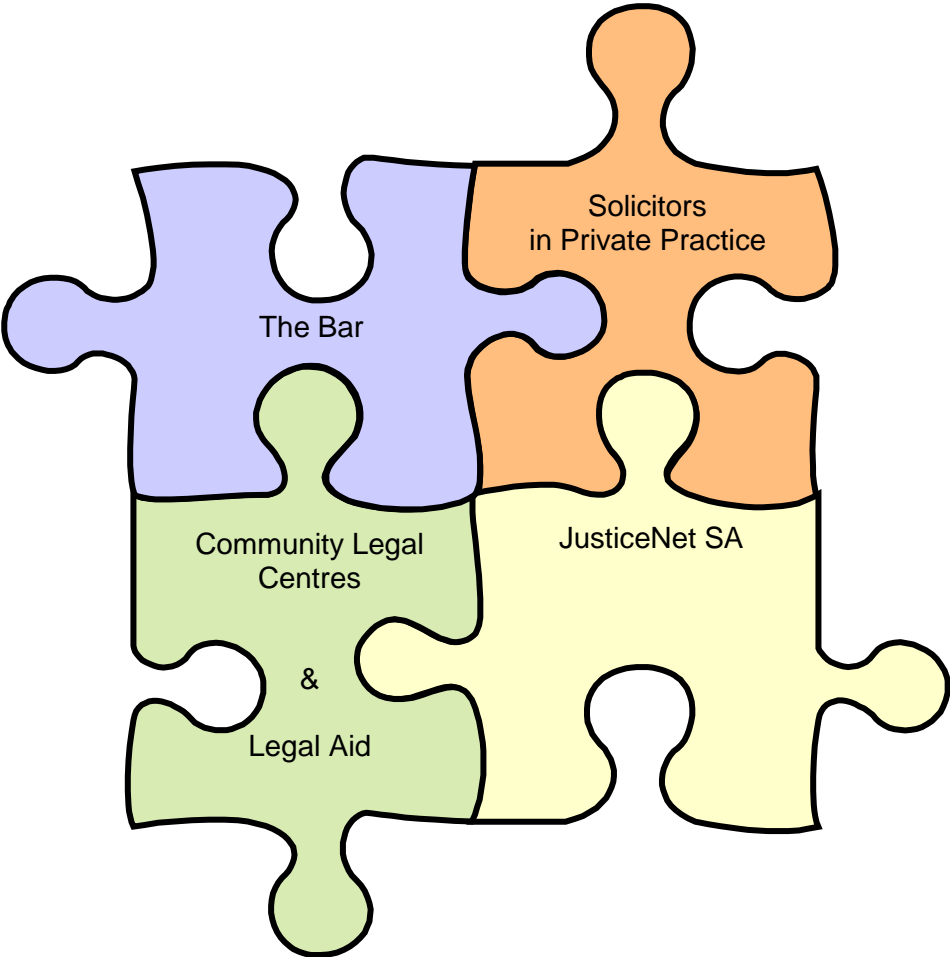


**CONSTITUTION
OF
JusticeNet SA**



1. Name and objects

- Inserted 27/01/10* 1.1 The name of the Association is “**JusticeNet SA**” (“the Association”).
- Inserted 27/01/10* 1.2 The principal purpose of the Association is to facilitate and coordinate pro bono legal services for persons without the means to afford a lawyer (“principal purpose”).
- Amended 27/01/10* 1.3 The other objects of the Association are:
- (a) To assist those in the general public in South Australia who are unable to afford private legal services to find solicitors and, where appropriate, counsel, who are willing to act *pro bono*.
 - (b) To refer persons who may be eligible for assistance from:
 - (i) the Legal Services Commission of South Australia;
 - (ii) the Public Advocate;
 - (iii) the Litigation Assistance Fund; or
 - (vi) a South Australian Community Legal Centre to those organisations.
 - (c) To accept referrals from the organisations listed in 1.3(b) above of those persons who are not eligible for assistance from a particular organisation and to either direct them to a more appropriate service or to assist those persons to find private legal representation as set out in clause 1.3(a).
 - (d) To encourage individual legal practitioners and firms to carry out more *pro bono* work.
 - (e) To maintain a register of those legal practitioners and firms who are willing to offer assistance as outlined in 1.2(a).
 - (f) To screen and/or prioritise applications for assistance from the general public on the basis of need and merit.
 - (g) To raise funds to enable the Association to carry out these objects.
 - Inserted 23/09/09* (h) To facilitate and support the provision of pro bono legal services by members of the Association.
 - Inserted 23/09/09* (i) To provide information and assistance to members of the public as to where they may be able to obtain legal services at no, or at reduced cost to them, including by the referral of such persons to members of the Association.
 - Inserted 23/09/09* (j) To advise members of the public where they can access information and assistance to self-represent in appropriate matters (for example, small claims in the Magistrates Court).
 - Inserted 23/09/09* (k) For staff and volunteers of the Association to participate in legal clinics providing pro bono legal services direct to the public, such as but not limited to, the Homeless Persons’ Legal Clinic and court-based clinics run by South Australian law schools, and to facilitate the participation of members of the Association in such clinics.
 - Inserted 23/09/09* (l) To assist members of the public directed to the Association by any of the following bodies:
 - (i) the Law Society of South Australia;
 - (ii) the South Australian Bar Association;

- (iii) a South Australian or Commonwealth Court or Tribunal (including the registries thereof);
 - (vi) an interstate Public Interest Law Clearing House or other interstate equivalent of the Association;
 - (vii) Centrelink;
 - (viii) any recognised (government or non-government) provider of social services.
- (m) To do all such other things as may be incidental to the attainment of these objects.
- (n) Any other charitable or benevolent objects as the Association may in General Meeting decide.

Amended
27/01/10

- 1.3 The Association will not accept the payment of commissions or any other incentive to refer clients to a particular firm or legal practitioner and will make referrals based solely on the best interests of the client.
- 1.4 The reference to “persons” in the Association’s Objects includes community and not-for-profit organisations.
- 1.5 The Association aims to ensure that litigants in so-called “test cases” or matters which are in the public interest are adequately resourced and ably represented. However, the Association’s services are not limited to such matters and the Association will endeavour to provide assistance to persons in need regardless of the nature of their case.

2. Membership

2.1 Membership of the Association shall consist of:

- (a) Individual Members as defined in clause 2.2;
- (b) Corporate Members as defined in clause 2.3; and
- (c) Honorary Members as defined in clause 2.4.

2.2 Individual Members

- (a) Individual Members must be natural persons who agree to accept and abide by the objects of the Association and this Constitution.
- (b) Applicants for Individual Membership must make application to the Association in writing in such form and together with such annual membership fee as may be determined by the Committee from time to time.
- (c) The Committee may decline any application for membership and is not obliged to give reasons for its decision.

Amended
23/09/09

2.3 Corporate Members

- (a) Corporate Members must be corporations, incorporated associations, partnerships, statutory authorities or government entities which agree to accept and abide by the objects of the Association and this Constitution.
- (b) Applicants for Corporate Membership must make application to the Association in writing in such form and together with such annual membership fee as may be determined by the Committee from time to time.
- (c) The Committee may decline any application for membership and is not obliged to give reasons for its decision.

Amended
23/09/09

2.4 Honorary Members

- (a) The Committee may confer honorary membership of the Association upon any person who in the opinion of the Committee is fit to receive honorary membership.
- (b) Honorary Members shall not be entitled to vote at any meeting of the Association.

2.5 Membership shall cease upon:

- (a) For an Individual or Corporate Member:
 - (i) Receipt by the Association of the member's resignation in writing;
or
 - (ii) Non-payment of the annual membership fee within two months of the annual membership fee falling due for payment.
- (b) For an Honorary Member on receipt by the Association of the member's resignation in writing.

*Amended
23/09/09*

2.6 Membership may be suspended or terminated by not less than three-quarters majority vote at a Committee or General Meeting.

2.7 A member whose membership is suspended or terminated in accordance with clause 2.6 may on not less than 2 weeks written notice require the suspension or termination to be reconsidered at the next General Meeting.

2.8. The Association shall not be required to accept the renewal of membership of a suspended member when renewal next falls due.

2.9 Patron

The Committee may from time to time agree on a natural person to be appointed as Patron of the Association.

2.10 Membership Fees

The Committee may decide from time to time upon a subscription charge to be paid by Individual Members and a subscription charge to be paid by Corporate Members. The Committee may decide to set varying subscription charges in each of the Individual and Corporate categories according to the member's status as a student/pensioner/unemployed person or not-for-profit organisation. If the Committee so decides, the subscription charge payable by Corporate Members may be calculated on the basis of the size of the organisation.

2.11 Register

The Committee shall cause to be maintained a register of members containing:

- (a) the name and address of each member;
- (b) the date on which each member was admitted to the association; and
- (c) if applicable, the date of and reason(s) for termination of membership.

3. Governance of the Association

3.1 The Committee

The conduct of the affairs of the Association shall be vested in the Committee which shall consist of not less than 6 and not more than 8 Individual Members and/or representatives of Corporate Members and/or Co-opted Committee Members which Committee shall include at least:

*Amended
23/09/09*

- (a) 2 representatives of the Community Legal Centre sector;
- (b) 2 representatives of solicitors in private practice, government or in-house;
- (c) 1 representative of the Bar; and
- (d) 1 representative of the Legal Services Commission

to be elected by the Members in Annual General Meeting and not more than 2 Co-opted Committee Members (see 3.3 below).

3.2 Interim Committee

- (a) In order to facilitate the establishment of the Association, the Committee shall for a period of at least 12 months from the date of incorporation until the next Annual General Meeting following the expiry of 12 months, be constituted by the following persons:

Jonathan Wells QC;

Paula Stirling;

Kerry Clark;

David Bulloch;

Joanne Staugas;

Nick Linke; and

Ross Richards.

- (b) For the purposes of meetings of the Interim Committee 3 Interim Committee Members shall constitute a quorum.

3.3 Co-opted Committee Members

- (a) The Committee may co-opt up to two additional Committee Members with skills or expertise which the Committee considers will assist in conducting the affairs of the Association.
- (b) The Committee may co-opt Committee Members to fill a casual vacancy on the Committee.
- (c) Co-opted Committee Members need not be Members of the Association.
- (d) Co-opted Committee Members' term of service shall be from the date upon which they were co-opted until the next Annual General Meeting.

3.4 Sub-Committees

- (a) The Committee may form and delegate certain tasks to a sub-committee or any number of sub-committees.
- (b) The Committee may appoint such persons as the Committee deems appropriate to be members of a sub-committee.
- (c) Each sub-committee shall appoint a Chair.
- (d) The Chair of each sub-committee shall report to the Committee.

3.5 Term of Committee Service

The term of service of each Committee Member shall be the period between each Annual General Meeting, and each Committee Member shall be eligible for re-election or re-appointment at each Annual General Meeting.

3.6 Meetings of the Committee

- (a) At a meeting of the Committee 3 Committee Members shall constitute a quorum.
- (b) Any resolution of the Committee shall be passed by a simple majority.
- (c) Each Committee Member shall have one vote with the President being entitled to a casting vote in the event of a deadlock.
- (d) Committee meetings may be conducted in person, by telephone, by electronic means or by a combination of any of these means.
- (e) Meetings of the Committee may be convened upon the giving of reasonable notice to each Committee Member.

3.7 Office Bearers

The Office Bearers of the Association shall be the President, Vice-President, Secretary and Treasurer who shall be elected by the Committee. The President must be an elected member of the Committee. The other Office Bearers may be either elected or co-opted members of the Committee.

3.8 Committee Members

- (a) A Committee Member shall cease to hold office upon absence from three successive Committee Meetings without explanation acceptable to the Committee.
- (b) A Committee Member may resign at any time by written notice to the Committee.
- (c) A Committee Member having a conflict of interest on a matter before the Committee must declare the interest to the Committee, which must then decide whether the Committee Member may vote on the matter.

4. General Meetings

- 4.1 General Meetings, which shall include the Annual General Meeting and any Special General Meeting, shall be held not less than once in each calendar year to further the objects of the Association.
- 4.2 Written notice of not more than 28 days and not less than 7 days of all General Meetings shall be distributed to all Members.
- 4.3 Individual and Corporate Members shall each be entitled to one vote at any General Meeting at which they are present. If a Member is unable to be present, he or she may appoint a proxy in writing to vote on his or her behalf.
- 4.4 A quorum at any General Meeting shall be 10 Members or two-thirds of the Members whichever is less.
- 4.5 If at any General Meeting there is no quorum within 30 minutes of the time appointed for the meeting then a majority of Members present may decide to adjourn the meeting for a period not exceeding 14 days. The quorum for such adjourned meeting shall be reduced to 5 failing which the meeting will lapse altogether.
- 4.6 A Special General Meeting shall be called by the Secretary within 28 days of receipt of a directive of the Committee or a written request of 3 Committee members or 6 Members specifying the business to be conducted at the meeting.

- 4.7 The Annual General Meeting should be held at least once in each calendar year and not more than three months after the close of the financial year which shall be 30 June unless altered at an Annual General Meeting.
- 4.8 The business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the preceding Annual General Meeting;
 - (b) To receive the President's report for the previous financial year;
 - (c) To receive the Treasurer's report and the financial statements for the previous financial year;
 - (d) To elect or re-elect the Committee Members who must consent in person or in writing; and
 - (e) To conduct any other business placed on the agenda before the commencement of the meeting.

5. Voting

- 5.1 Subject to 5.2 below, voting shall be by show of hands except that the meeting may by show of hands require any vote to be by secret ballot.
- 5.2 Election of Committee Members shall be by secret ballot.
- 5.3 Individual Members shall each be entitled to one vote.
- 5.4 Corporate Members shall each be entitled to one vote and may have additional representatives present at any meeting but such additional representatives may not vote.
- 5.5 In the case of a tie, the President of the Committee, or alternatively the Chair of the meeting if the President is not present, shall have the casting vote.
- 5.6 Persons with special interests or knowledge relevant to the Association may be invited to attend any meeting and to speak at the discretion of the Committee but such persons may not vote.
- 5.7 An ordinary resolution shall be passed by simple majority.
- 5.8 A special resolution as defined by the *Associations Incorporations Act 1985* ("Act") shall be notified and passed in accordance with section 3 of the Act.

6. President

- 6.1 The President at any meeting shall have a personal deliberative vote and shall in addition have a casting vote if votes are equal.
- 6.2 The President shall chair Committee and General Meetings except that in the absence of the President or at the request of the President or of a majority of the meeting another Member may be elected as the meeting's chairperson.
- 6.3 The President together with the Secretary shall prepare the agenda for Committee and General Meetings.
- 6.4 The President shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 6.5 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Committee or a General Meeting. The President or Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least 2 members of the Committee.

7. Secretary

- 7.1 The Secretary shall give notice of meetings in accordance with the provisions of this Constitution.
- 7.2 The Secretary shall cause records to be kept of the Association including the constitution and policies, records of Members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 7.3 In the absence of the Secretary or at the request of the Secretary or of a majority of the meeting another Member shall be elected as minutes secretary.
- 7.4 The Secretary shall be the Public Officer of the Association unless the Committee appoints another Committee Member to be the Public Officer.

8. Income, Property and Accounts

- 8.1 The income and property of the Association are to be applied solely towards the promotion of the objects and purposes of the Association and no portion is to be paid or transferred directly or indirectly to any member of the Association, save in accordance with clause 8.11.
- 8.2 The financial year of the Association runs from 1 July in a calendar year until 30 June in the following calendar year.
- 8.3 The Treasurer may maintain or open such bank accounts as the Committee thinks necessary, into which all money received by the Association is to be paid.
- 8.4 Cheques are to be drawn on the bank account of the Association only for the payment of expenditure that has been authorised by the Committee.
- 8.5 The Treasurer is to keep accounts of:
 - (a) all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place; and
 - (b) the assets and liabilities of the Association.
- 8.6 The accounts are to be open to the inspection of the Members of the Association at times fixed by the Committee.
- 8.7 The Treasurer is to keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such manner as the Committee directs and must present a Treasurer's report at each Committee meeting.
- 8.8 The Treasurer is to receive all moneys paid to the Association and must issue receipts.
- 8.9 The Committee may provide the Treasurer with a sum to meet urgent expenditure subject to such conditions as the Committee imposes.
- 8.10 All cheques are to be signed by any 2 Committee Members.
- 8.11 The Committee may pay to a Member of the Association:
 - (a) remuneration in return for services actually rendered to the Association by the member or for goods supplied to the Association by the Member in the ordinary course of business;
 - (b) reimbursement of expenses incurred by the Member on behalf of the Association; or

- (c) interest at a rate not exceeding current bank interest rates on money lent to the Association by the Member.

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9. Establishment and operation of Gift Fund

- 9.1 The Association must maintain for the Principal Purpose of the Association a fund (Gift Fund):
 - (a) to which gifts of money or property for that purpose are to be made;
 - (b) to which any money received by the Association because of those gifts including interest accrued thereon is to be credited; and
 - (c) that does not receive any other money or property.
- 9.2 The Association must use the following only for the Principal Purpose of the Association:
 - (a) gifts made to the Gift Fund;
 - (b) any money received because of those gifts.
- 9.3 The Association must maintain a separate bank account for the Gift Fund.
- 9.4 To avoid any doubt, it is declared that the Gift Fund forms part of the Association.
- 9.5 To avoid any doubt the Gift Fund is to be known as the JusticeNet Gift Fund.

10. Amendment of Constitution & Rules

- 10.1 This Constitution may be repealed or amended by resolution of three-quarters of Members present and voting at a General Meeting of which not less than 7 days' written notice including notice of the proposed repeal, alteration or amendment has been distributed to all Members.
- 10.2 Rules for the proper administration of meetings or business may be made, repealed or amended by a General Meeting or by a Committee Meeting (unless subsequently disallowed at a General Meeting), provided that not less than 7 days' written notice including notice of the proposed new rule, repeal or amendment has been distributed to all Members.

11. Finance & Property and Dissolution

- 11.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified by the Association against any personal loss in respect of such liability.
- 11.2 The Association shall not be dissolved except by approval of not less than three-quarters of Members present and voting at a meeting called for that purpose of which not less than one calendar month's written notice including notice of the proposed dissolution has been given to all Members.

*Amended
27/01/10*

- 11.3 In the event of the Association being wound up every Member of the Association and every person who within the period of 12 months preceding the commencement of the winding up was an Member of the Association is liable to contribute to the assets of the Association for:
 - (a) payment of debts or liabilities of the Association; and
 - (b) the costs, charges and expenses of the winding up.

11.4 A contribution from a Member under clause 10.4 is not to exceed the amount of their current subscription fee.

*Inserted
27/01/10*

11.5 If, on the winding up or dissolution of the Association, or if the endorsement of the Association as a deductible gift recipient is revoked, any property remains after the satisfaction of all its debts and liabilities, the Association must pay or apply the property to or for another organisation that is accepted by the Commissioner of Taxation as a gift deductible fund with similar purposes which is not carried on for the profit or gain of its individual members, as the Association decides by resolution passed at the General Meeting, carried by three-quarters of Members present and voting at the meeting.

*Inserted
27/01/10*

11.6 For the avoidance of doubt, under no circumstances shall assets of the Association or any of them be distributed to the Members of the Association.

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27/01/10*

11.7 Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the ITAA 97 are satisfied, the gift and transfer must be made in accordance with those conditions.

12. Powers

12.1 The Association shall have all the powers conferred by section 25 of the Act.

13. Auditor

13.1 The Committee may appoint an auditor if it considers it necessary and must appoint an auditor should the Association become a prescribed association within the meaning of the Act and/or any Regulations made thereunder.