



## Constitution

### 1. **Name**

The name of the association is the Australian and New Zealand Society of International Law (ANZSIL).

### 2. **Objects**

ANZSIL shall be an independent organisation the objects of which are to:

2.1 develop and promote the discipline of international law

2.2 support the teaching of international law

2.3 provide a forum for academics, government lawyers, non-government organisations, students and practitioners of international law to discuss research and issues of practice in international law

2.4 increase public awareness and understanding of international law

2.5 liaise with other bodies in promoting any of these objects.

### 3. **Powers**

3.1 arrange meetings of its members

3.2 arrange conferences, seminars and other meetings

3.3 publish and distribute, or assist in publishing and distributing, any newsletter, periodical, book, article, leaflet, computer software, audio visual materials or other similar item that ANZSIL considers desirable for the promotion of its objects

3.4 receive subscriptions from members

3.5 apply for and accept money and any other form of property by grant, gift, bequest or otherwise for its objects

3.6 undertake or direct or grant sums of money from ANZSIL's funds in pursuit of its objects

3.7 invest ANZSIL funds not immediately required

3.8 collect documents and information to provide resources for the pursuit of its objects

3.9 employ such persons or other bodies as ANZSIL deems necessary to fulfil its objects

3.10 do all such other lawful things that are incidental or conducive to the attainment of one or more of its objects.

### 4. **Secretariat office**

ANZSIL's secretariat and office shall be located at premises nominated from time to time by its Annual General Meeting. Until otherwise decided, ANZSIL's secretariat and office will be based at the Australian National University.

### 5. **Membership**

Qualifications for ANZSIL membership are:

#### 5.1 Ordinary members

A person must apply for membership, subscribe to the objects of ANZSIL and pay the annual subscription.

#### 5.2 Honorary members

A person who is not a member of ANZSIL, but who has made an extraordinary contribution to the objects of ANZSIL may be nominated for honorary membership by any ANZSIL member and must be approved by the ANZSIL Council. Nominations, seconded by two other ANZSIL members, should be made in writing to the Secretary with appropriate documentation.

Honorary membership entails no subscription.

Honorary members shall take no part in the governance of ANZSIL.

#### 5.3 Associate members

1. The Council may invite a person to become an associate member of the Society.

2. This category of membership is primarily intended for those engaged in full-time study, in particular those who have demonstrated an interest in international law

by participating in international law mooted competitions or other activities with an international law component.

3. Associate membership may be granted for a period of up to three calendar years.
4. A person may be granted associate membership on only one occasion.

Associate members are not required to pay a subscription, are not entitled to stand for election to Council, and are not entitled to vote in Council elections or at the Annual General Meeting of the Society.

#### 5.4 Life members

A person who has been an ANZSIL member for fifteen or more years, has served as a Council member for four or more years and has contributed significantly through involvement in international law to the advancement of international law in Australia or New Zealand may be nominated for life membership by any ANZSIL member and must be approved by the ANZSIL Council. Nominations, seconded by two other ANZSIL members, should be made in writing to the Secretary with appropriate documentation. The Council may relax the eligibility criteria for life membership in special circumstances. Life membership entails no subscription.

#### 6. **Register of members**

ANZSIL shall maintain a register of current members with the full name and address of each member. It is the responsibility of each member to ensure that they advise the Secretary of ANZSIL of their current address. All mailings to ANZSIL members shall be to the addresses indicated on the register, unless a member otherwise directs by written notice to the Secretary.

#### 7. **Membership subscription**

The annual subscription for each member shall be proposed by Council and adopted by the Annual General Meeting.

#### 8. **Cessation of membership**

A person ceases to be a member of ANZSIL in the case of:

8.1 resignation by written notice to the Secretary

8.2 failure to pay the annual subscription within four months of the due date

8.3 expulsion approved by the Council on the grounds that the person has refused or neglected to comply with this Constitution or acted in a manner prejudicial to the interests of ANZSIL, provided that such person be given sixty days notice of a resolution for expulsion and an opportunity to attend and speak at the Council meeting at which the resolution is to be considered or to give any explanation in writing.

An expelled member may appeal to a general meeting of ANZSIL by lodging notice to that effect with the Secretary within seven days of receiving notice of the Council expulsion resolution. A general meeting should be held within 21 days after the Secretary received the appeal notice or as soon as practicable after that date.

#### 9. **Council**

There shall be a Council of ANZSIL comprising ten members, five of whom shall hold the positions of President, Vice-President (two), Secretary, and Treasurer.

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9.1 The President, Vice-Presidents, Secretary and Treasurer shall constitute the Executive Committee of Council (Executive). The Secretary shall be the Public Officer of ANZSIL for the purposes of the Associations Incorporation Act 1991 (ACT).

9.2 At least two members of the Council, and one of the Vice-Presidents, shall be resident in New Zealand.

9.3 The Council shall be elected by a ballot of all members. Allocation of Executive positions, apart from that of the office of President, shall be decided by the Council.

9.4 The President shall be elected to that position by ballot of all members.

9.5 Subject to 9.6, all elected positions shall be for a two year term. No member may serve on Council for more than three consecutive terms of two years and no member may serve as President for more than two consecutive terms of two years.

9.6 An annual election shall be held for five Council vacancies, including every second year the position of President, except in the case of the first election when ten Council members, including the President, will be elected. Five of the Council members elected in the first election (excluding the President) shall serve for a one year term and five (including the President) for a two year term. The length of the terms of members of the first Council (other than the President) shall be determined by lot.

9.7 If any Council position becomes vacant, the Executive may appoint a member to fill the vacancy until the next succeeding ballot of members.

9.8 Council may co-opt up to three other members who can play a valuable role in ANZSIL on an annual renewable basis, but such members shall not be a member of the Executive.

9.9 The President shall preside at Council, Executive and ANZSIL meetings. If the President is absent, the members present shall elect one of the members of Council present at the meeting to preside.

9.10 Ballots for elections of members of Council or to the position of President must be signed by the member voting and may be submitted to the ANZSIL Secretariat by post, fax, as an email attachment or by any other electronic means approved by Council and notified to members at the time when nominations are called for.

#### **10. Election of Council and President**

Nomination of candidates for election as members of Council or President shall be made in writing, signed by two ANZSIL members and accompanied by the written consent of the candidate.

10.1 Nominations shall be delivered to the Secretary by a date fixed by the Council to allow the results of the ballot to be known in advance of the Annual General Meeting. At least four weeks' notice of the nomination deadline shall be given to members.

10.1.i In the case of the first election, nominations shall be called by and delivered to the existing ANZSIL secretariat at the Australian National University. An interim Executive of three persons shall be elected at the meeting at which this constitution is adopted to organise the first election, which shall be held within three months of the adoption of the constitution. The subsequent election shall be held in accordance with the timetable set out in 10.1.

10.2 If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be called, and voted upon at the Annual General Meeting.

10.2.i If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to have been elected.

10.3 Nomination forms for elections of members of Council or to the position of President may be submitted to the ANZSIL Secretariat by post, fax, as an email attachment or by any other electronic means approved by Council and notified to members at the time when nominations are called for.

#### **11. Powers of Council and the Executive**

Council shall have the power to make decisions concerning the management of ANZSIL. It may decide to delegate certain of its management responsibilities to the Executive.

#### **12. Meetings of Council and the Executive**

Council shall meet at least twice in a calendar year and at other times as determined by the Executive or by a majority of Council. The Executive shall meet at least quarterly and at other times as it shall determine.

12.1 A meeting may be by telephone conference.

12.2 A Council quorum is four members including at least one non-Executive member; an Executive quorum is three members.

12.3 Each member of the Council shall have one vote at a Council meeting and, in the case of an equality of votes, a motion shall be lost. The same principle applies to Executive meetings.

12.4 Minutes of all Council and Executive meetings will be circulated to all Council members within six weeks of the meeting.

#### **13. Annual general meetings**

ANZSIL shall hold an Annual General Meeting (AGM).

13.1 The date and location of the AGM shall be determined by Council. Notice of the AGM shall be sent by the Secretary by mail to each member at least fourteen days before the date of the AGM, specifying the place, date and time of the meeting and the nature of the business to be transacted at the AGM.

13.2 The ordinary business of the AGM shall be to:

13.2.i confirm the minutes of the last preceding AGM and of any General Meeting held since that meeting

13.2.ii receive and consider reports from the Council and the Executive on the activities of ANZSIL, during the preceding financial year, which runs from 1 January until 31 December

13.2.iii announce the results of the ballots held for the election of Council members according to Rule 9

13.2.iv receive and consider the statement of accounts and the financial reports that are statutorily required to be submitted to members.

13.3 The AGM shall consider special business of which notice is given in accordance with these rules.

13.4 The quorum for the AGM shall be fifteen financial members.

13.5 A question arising at an AGM shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried by a particular majority or lost, or an entry to that effect in the minute book of ANZSIL, is evidence of the fact without proof of the number of the votes recorded in favour or against that resolution.

13.6 A member may vote at an AGM in person or by proxy. Upon a show of hands each member present shall have one vote and upon a poll each member present or by proxy shall have one vote.

13.7 The proxy-appointing instrument must be received by the Secretary (or other person specified in the notice convening the meeting) at least forty-eight hours before the AGM. The instrument shall be in writing signed by the appointor and shall be in or to the effect of the following form:

**ANZSIL**

I, \_\_\_\_\_ of \_\_\_\_\_ being a financial member of ANZSIL hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, of

\_\_\_\_\_ as my proxy to vote for me and on my behalf at the AGM or ANZSIL to be held on \_\_\_\_\_ (date) and at any adjournment of the meeting.

Signed at \_\_\_\_\_ on \_\_\_\_\_

**14. General meetings**

Council may convene a General Meeting of ANZSIL whenever it thinks fit, or at the request of at least ten percent of its total membership.

14.1 The rules of procedure for General Meetings shall be the same as for the AGM.

**15. Financial records**

True accounts shall be kept of all sums of money received and expended by ANZSIL and the matter in respect of which the receipt or expenditure takes place; and of ANZSIL's property, credits and liabilities.

15.1 The accounts shall be kept at the ANZSIL Secretariat or at such other place as Council may decide.

15.2 The accounts shall be open to inspection of ANZSIL members, subject to any reasonable restrictions as to the time and manner of inspection.

15.3 The Treasurer shall ensure that all financial records of ANZSIL are kept in a form and manner as Council shall direct.

**16. Banking and finance**

Council shall open bank accounts in the name of ANZSIL into which all monies shall be paid as soon as possible after they are received.

16.1 The Treasurer shall be responsible for the receipt of all monies paid to ANZSIL.

16.2 No payments shall be made from ANZSIL funds otherwise than by cheque drawn on ANZSIL's bank accounts, except with the authority of the Executive.

16.3 All expenditure shall be approved by the Executive.

16.4 All cheques and other negotiable instruments shall be signed by the Treasurer and one other member of the Executive, or in the Treasurer's absence, by such other members of the Executive as Council may nominate for that purpose.

**17. Income and property**

All income and property of ANZSIL shall be applied solely towards the promotion of the objects of ANZSIL. No portion of the income or property shall be paid or transferred in any way to persons who are or have been members of ANZSIL.

17.1 Payment in good faith of reasonable and proper remuneration to any person or other body for services rendered to or goods supplied to ANZSIL is not precluded by this provision, nor is the payment of interest (at a rate not exceeding the rate from time to time charged by trading banks in the Australian Capital Territory on advances on overdraft accounts) on money borrowed from any ANZSIL member or reasonable and proper rent for property let by any ANZSIL member.

**18. Auditors**

An Auditor shall be appointed at each AGM.

18.1 The Auditor shall not be an ANZSIL member and shall hold office until the next succeeding ANZSIL meeting and shall be eligible for reappointment.

18.2 If an appointment of an Auditor is not made at an AGM, the Executive shall appoint an Auditor for the then current financial year.

18.3 If the office of Auditor becomes vacant, the Executive shall appoint a person to fill the vacancy until the next succeeding AGM.

**19. Audit of accounts**

The ANZSIL accounts shall be examined by the Auditor at least once in each financial year. The Auditor shall certify as to the correctness of the financial statements and shall report on them to the AGM.

19.1 The Auditor shall have a right of access to all the financial records of ANZSIL.

19.2 The Auditor may require from the officers and employees of ANZSIL such explanation as may be necessary for the audit.

19.3 The Auditor's report shall, state whether:

19.3.i the Auditor has obtained the information required

19.3.ii in the Auditor's opinion, the financial statements are properly drawn up to present a true and correct view of the financial position of ANZSIL according to the information obtained by the Auditor and

19.3.iii the rules relating to the administration of the funds of ANZSIL have been observed.

**20. ANZSIL common seal**

The common seal of ANZSIL shall be held by the Secretary.

20.1 The seal shall not be affixed to any instrument except by the authority of Council.

The affixing shall be attested by the signatures of two members of the Executive.

**21. Alteration of Constitution**

This Constitution may be altered only in accordance with the provisions of Associations Incorporation Act 1991 (ACT).

**22. Winding up**

In the event that ANZSIL is wound up, each member is liable to contribute to the payment of the liabilities of ANZSIL and the cost of winding up. Liability for contribution shall:

22.1 apply while the member remains a member and for one year afterwards

22.2 apply only to such liabilities contracted before the member ceased to be a member

22.3 not exceed an amount equal to the annual subscription for ANZSIL for the last complete financial year prior to the date of winding up.

**23. Asset distribution**

If after the winding up or dissolution of ANZSIL and the payment of all its liabilities there remains any property, it shall be, on a resolution passed by a two-thirds majority of the members, given or transferred to one or more organisations engaged at the time of winding up or dissolution in activities related to one or more objects of ANZSIL.