

Constitution of the Northern Territory Bar Association Incorporated

INDEX

Part 1 - Preliminary

- 1 Name
- 2 Objects and purposes
- 3 Minimum number of members
- 4 Definitions

Part 2 - Constitution and powers of Association

- 5 Powers of Association
- 6 Effect of Constitution
- 7 Inconsistency between Constitution and Act
- 8 Altering the Constitution

Part 3 - Members

Division 1 Membership

- 9 Qualification for membership
- 10 Application for membership
- 11 Approval of Bar Council
- 12 Joining fee
- 13 Annual membership fees
- 14 Bar Roll

Division 2 Rights of members

- 15 General
- 16 Voting
- 17 Notice of meetings and special resolutions
- 18 Access to information on Association
- 19 Ex officio and special members

Division 3 Termination, death, suspension and expulsion

- 20 Termination of membership
- 21 Death of member or whereabouts unknown
- 22 Suspension or expulsion of members
- 23 Appeals against suspension or expulsion

Part 4 - The Bar Council

Division 1 General

- 24 Role and powers
- 25 Composition of Bar Council
- 26 Delegation

Division 2 Tenure of office

- 27 Eligibility of Bar Council members
- 28 Nominations for election to Bar Council
- 29 Retirement of Bar Council members
- 30 Election by default
- 31 Election by ballot
- 32 Vacating office
- 33 Removal of Bar Council member
- 34 Filling casual vacancy on Bar Council

Division 3 Duties of Bar Council members

- 35 Collective responsibility of Bar Council
- 36 President and Vice- President
- 37 Secretary
- 38 Treasurer
- 39 Public officer

Part 5 - Meetings of the Bar Council

- 40 Frequency and calling of meetings
- 41 Voting and decision making
- 42 Quorum
- 43 Procedure and order of business
- 44 Disclosure of interest

Part 6 - General meetings

- 45 Convening general meetings
- 46 Special general meetings
- 47 Annual general meeting
- 48 Special resolutions
- 49 Notice of meetings
- 50 Quorum at general meetings
- 51 Lack of quorum
- 52 Voting
- 53 Proxies

Part 7 - Financial management

- 54 Financial year
- 55 Funds and accounts
- 56 Accounts and audits

Part 8 – Professional Conduct Rules and Guidelines

- 57 Making of Rules and Guidelines
- 58 Amendment by Bar Council
- 59 Current Rules and Guidelines

Part 9 - Grievance and disputes

- 60 Grievance and disputes procedures
- 61 Raising grievances and complaints

Part 10 - Miscellaneous

- 62 Common seal
- 63 Distribution of surplus assets on winding up

Constitution of the Northern Territory Bar Association Incorporated

Part 1 - Preliminary

1 Name

The name of the incorporated association (***the Association***) is the “Northern Territory Bar Association Incorporated”.

2 Objects and purposes

The objects and purposes of the Association are:

- 2.1 To promote the rule of law;
- 2.2 To represent the interests of independent barristers practising in the Northern Territory;
- 2.3 To promote understanding and goodwill between independent barristers, the Courts, Government, solicitors and members of the general public;
- 2.4 To promote the continual legal education of independent barristers;
- 2.5 To institute and enforce rules of professional conduct which apply to independent barristers;
- 2.6 To affiliate with the Australian Bar Association and with such other bodies of lawyers as the Association may choose to affiliate with;
- 2.7 To promote the better understanding of law and the role and functions of independent barristers;

- 2.8 To promote law reform where it is necessary or desirable to do so;
- 2.9 To promote and protect the independence of the judiciary;
- 2.10 To promote and protect the independence of the legal profession;
- 2.11 To do such other lawful things as the members may consider to be in their best interests or in the best interests of society as a whole.

3 Minimum number of members

The Association must have at least 5 members.

4 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Act* and regulations made under that Act.

Bar Council means the Bar Council of the Association established under Part 4.

Bar Roll means the register of the Association's members established and maintained under section 34 of the Act and clause 14 below.

financial institution means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth.

general meeting means a general meeting of members convened in accordance with clause 44.

member means a member of the Association.

special resolution means a resolution notice of which is given under clause 48 and passed in accordance with section 37 of the Act.

Part 2 - Constitution and powers of Association

5 Powers of Association

- 5.1 For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.
- 5.2 Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - 5.2.1 acquire, hold and dispose of real or personal property;

- 5.2.2 open and operate accounts with financial institutions;
- 5.2.3 invest its money in any security in which trust monies may lawfully be invested;
- 5.2.4 raise and borrow money on the terms and in the manner it considers appropriate;
- 5.2.5 secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- 5.2.6 appoint agents to transact business on its behalf; and
- 5.2.7 enter into any other contract it considers necessary or desirable.

6 Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7 Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8 Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

Part 3 - Members

Division 1 Membership

9 Qualification for membership

- 9.1 Membership of the Association shall be divided into the following categories:
 - 9.1.1 Life Membership

- 9.1.2 Ex Officio Membership
- 9.1.3 Full Membership
- 9.1.4 Special Membership
- 9.2 Life Membership may be conferred upon any person who is a Full Member of the Association by a resolution carried at a general meeting.
- 9.3 The following persons shall be Ex Officio members:
 - 9.3.1 The Attorney-General of the Northern Territory if he is a legal practitioner.
 - 9.3.2 The Solicitor-General of the Northern Territory.
- 9.4 Full Membership is open to any person who is admitted as a practitioner of the Supreme Court of the Northern Territory of Australia and who complies with the following requirements:
 - 9.4.1 practices in the style of a barrister at the independent bar;
 - 9.4.2 has a notation on the Roll of Legal Practitioners that he is a local counsel;
 - 9.4.3 holds a current barrister practising certificate;
 - 9.4.4 pays the required membership fee to the Association;
 - 9.4.5 signs the Bar Roll;
 - 9.4.6 is of good fame and character; and
 - 9.4.7 satisfies any requirements as to education, training, or professional development (including as to readership or supervision) as determined by the Bar Council.
- 9.5 Special Membership is open to any person who:
 - 9.5.1 has a notation on the Roll that he is a visiting counsel and who:
 - 9.5.1.1 is an interstate legal practitioner in accordance with s.6(c) of the *Legal Profession Act*;
 - 9.5.1.2 practices solely as a barrister in his or her principal place of practice;
 - 9.5.1.3 pays the required membership fee to the Association;
 - 9.5.1.4 holds a current practising certificate; and

- 9.5.1.5 signs the Bar Roll; or
- 9.5.2 is an academic lawyer employed by Charles Darwin University who undertakes in writing not to practice as a solicitor, and who:
 - 9.5.2.1 pays the required membership fee to the Association; and
 - 9.5.2.2 signs the Bar Roll; or
- 9.5.3 holds the position of Director of Public Prosecutions for the Northern Territory of Australia, and who:
 - 9.5.3.1 pays the required fee to the Association;
 - 9.5.3.2 holds an unrestricted practising certificate; and
 - 9.5.3.3 signs the Bar Roll; or
- 9.5.4 is employed and practices principally as an advocate and who:
 - 9.5.4.1 pays the required membership fee to the Association;
 - 9.5.4.2 signs the Bar Roll;
 - 9.5.4.3 is approved by the Bar Council; and
 - 9.5.4.4 holds a current practising certificate.

10 Application for membership

To apply to become a member of the Association a person must submit a written application for membership to the Bar Council in a form approved by the Bar Council, specifying the category of membership for which the applicant is applying.

11 Approval of Bar Council

- 11.1 The Bar Council must consider any application made under clause 10 at the next available Bar Council meeting and must accept or reject the application at that meeting or the next.
- 11.2 If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- 11.3 If an applicant gives notice of an appeal against the rejection of his or her application, the Bar Council must reconsider the application at the next Bar Council meeting after receipt of the notice of appeal.

- 11.4 If after reconsidering an application the Bar Council reaffirms its decision to reject the application, the decision is final.

12 Joining fee

- 12.1 If an application for membership is approved by the Bar Council, the applicant becomes a member on payment of the joining fee.
- 12.2 The joining fee is either:
- 12.2.1 a pro rata annual fee based on the remaining part of the financial year;
or
 - 12.2.2 the amount determined from time to time by resolution at a general meeting.

13 Annual membership fees

- 13.1 The annual membership fees are the amounts determined from time to time by the Bar Council.
- 13.2 Each member must pay the relevant annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Bar Council from time to time.
- 13.3 A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Bar Council determines otherwise.

14 Bar Roll

- 14.1 There shall be a register of members known as the Bar Roll which shall be kept in the custody of the Secretary or his or her nominee.
- 14.2 The Secretary shall ensure that the Bar Roll is duly maintained in accordance with s.34 of the Act and this constitution.
- 14.3 If a complaint against a member is proved (whether by the Bar Council, the Law Society, the Court, or any other body having jurisdiction over barristers to hear and determine a charge of unprofessional conduct or of misconduct), the Secretary shall make a notation on the Bar Roll recording particulars of the charge and the penalty (if any) imposed.
- 14.4 The Secretary shall note on the Bar Roll particulars of any event affecting a member's right to membership.

14.5 The Bar Roll may be maintained in an electronic format.

Division 2 Rights of members

15 General

15.1 Subject to clause 15.2, a member may exercise the rights of membership when his or her name is entered in the register of members.

15.2 A right of membership of the Association:

15.2.1 is not capable of being transferred or transmitted to another person;
and

15.2.2 terminates on the cessation of membership whether by death, resignation or otherwise.

16 Voting

Subject to clause 19, each member has one vote at general meetings of the Association.

17 Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

18 Access to information on Association

The following must be available for inspection by members:

18.1 a copy of this Constitution;

18.2 minutes of general meetings;

18.3 minutes of Bar Council meetings;

18.4 annual reports and annual financial reports.

19 Ex officio and special members

19.1 An ex officio member must not vote at general meetings but may have other rights as determined by the Bar Council or by resolution at a general meeting.

- 19.2 A special member must not vote at general meetings but may have other rights as determined by the Bar Council or by resolution at a general meeting.

Division 3 Termination, death, suspension and expulsion

20 Termination of membership

Membership of the Association may be terminated by:

- 20.1 a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Bar Council member;
- 20.2 non-payment of the annual membership fee within the time allowed under clause 13.2; or
- 20.3 expulsion in accordance with this Division.

21 Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Bar Council must cancel the member's membership.

22 Suspension or expulsion of members

- 22.1 If the Bar Council considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Bar Council must give notice of the proposed suspension or expulsion to the member.
- 22.2 The notice must be in writing and include the time, date and place of the Bar Council meeting at which the question of that suspension or expulsion will be decided and the particulars of the conduct;
- 22.3 The notice must be given to the member not less than 30 days before the date of the Bar Council meeting referred to in clause 22.2.
- 22.4 At the meeting, the Bar Council must afford the member a reasonable opportunity to be heard or to make representations in writing.
- 22.5 The Bar Council may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

- 22.6 Subject to clause 23, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

23 Appeals against suspension or expulsion

- 23.1 A member who is suspended or expelled under clause 22 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Bar Council's decision.
- 23.2 The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- 23.3 The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Bar Council to suspend or expel the member.
- 23.4 The member is not suspended or does not cease to be a member until the decision of the Bar Council to suspend or expel him or her is confirmed by a resolution of the members.

Part 4 – The Bar Council

Division 1 General

24 Role and powers

- 24.1 The business of the Association must be managed by or under the direction of the Bar Council.
- 24.2 The Bar Council may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- 24.3 The Bar Council may appoint and remove staff.
- 24.4 The Bar Council may establish one or more sub-committees consisting of the such persons as the Bar Council considers appropriate.

25 Composition of Bar Council

- 25.1 The Bar Council consists of:

- 25.1.1 a President;
- 25.1.2 the immediate past President;
- 25.1.3 a Vice-President;
- 25.1.4 a Secretary;
- 25.1.5 a Treasurer;
- 25.1.6 a representative appointed by each established chambers with a membership of more than 1 full resident member of the Association, and with each established chambers that has a membership greater than 4 full resident members of the Association being entitled to appoint an additional representative for each group of 4 full resident members; and
- 25.1.7 one representative elected by the special members of the Association.
- 25.2 Unless elected directly as a separate office holder, the Bar Council must appoint one Bar Council member to be the Association's public officer.
- 25.3 If the members of the Association agree at a general meeting, the positions of Secretary and Treasurer may be held by the one person.

26 Delegation

- 26.1 The Bar Council may delegate to a sub-committee or staff any of its powers and functions other than:
 - 26.1.1 this power of delegation; or
 - 26.1.2 a duty imposed on the Bar Council by the Act or any other law.
- 26.2 The delegation must be in writing and may be subject to the conditions and limitations the Bar Council considers appropriate.
- 26.3 The Bar Council may, in writing, revoke wholly or in part the delegation.

Division 2 Tenure of office

27 Eligibility of Bar Council members

- 27.1 A Bar Council member must be a member who is 18 years or over.

- 27.2 Bar Council members must be elected to the Bar Council at an annual general meeting or appointed under clause 34.

28 Nominations for election to Bar Council

- 28.1 A member is not eligible for election to the Bar Council unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- 28.2 The nomination must be signed by:
- 28.2.1 the nominator and a seconder; and
 - 28.2.2 the nominee to signify his or her willingness to stand for election.
- 28.3 A person who is eligible for election or re-election under this clause may:
- 28.3.1 propose or second himself or herself for election or re-election; and
 - 28.3.2 vote for himself or herself.

29 Retirement of Bar Council members

- 29.1 A Bar Council member holds office until the next annual general meeting unless the member vacates the office under clause 32 or is removed under clause 33.
- 29.2 Subject to subclause 29.3, at an annual general meeting the office of each Bar Council member becomes vacant and elections for a new Bar Council must be held.
- 29.3 The President of the outgoing Bar Council must preside at the annual general meeting until a new member is elected as President.
- 29.4 Members may serve consecutive terms on the Bar Council.

30 Election by default

- 30.1 If the number of persons nominated for election to the Bar Council under clause 28 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Bar Council at the annual general meeting.
- 30.2 If vacancies remain on the Bar Council after the declaration under subclause 30.1, additional nominations of Bar Council members may be accepted from the floor of the annual general meeting.

- 30.3 If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Bar Council.
- 30.4 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Bar Council in accordance with clause 34.

31 Election by ballot

- 31.1 If the number of nominations exceeds the number of vacancies on the Bar Council, ballots for those positions must be conducted.
- 31.2 The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- 31.3 The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Bar Council.

32 Vacating office

The office of a Bar Council member becomes vacant if:

- 32.1 the member:
 - 32.1.1 is disqualified from being a Bar Council member under section 30 or 40 of the Act;
 - 32.1.2 resigns by giving written notice to the Bar Council;
 - 32.1.3 dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - 32.1.4 ceases to be a resident of the Territory; or
 - 32.1.5 ceases to be a member of the Association; or
 - 32.2 the member is absent from more than:
 - 32.2.1 Three consecutive Bar Council meetings; or
 - 32.2.2 Three Bar Council meetings in the same financial year without tendering an apology to the Chairperson;
- of which meetings the member received notice and the Bar Council has resolved to declare the office vacant.

33 Removal of Bar Council member

- 33.1 The Association, through a special general meeting of members, may remove any Bar Council member before the member's term of office ends.
- 33.2 If a vacancy arises through removal under subclause 33.1, an election must be held to fill the vacancy.

34 Filling casual vacancy on Bar Council

- 34.1 If a vacancy remains on the Bar Council after the application of clause 29 or if the office of a Bar Council member becomes vacant under clause 32, the Bar Council may appoint any member of the Association to fill that vacancy.
- 34.2 However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 Duties of Bar Council members

35 Collective responsibility of Bar Council

- 35.1 As soon as practicable after being elected to the Bar Council, each Bar Council member must become familiar with the Act and regulations made under the Act.
- 35.2 The Bar Council is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

36 President and Vice- President

- 36.1 Subject to subclauses 36.2 and 36.3, the President must preside at all general meetings and Bar Council meetings.
- 36.2 If the President is absent from a meeting, the Vice-President must preside at the meeting.
- 36.3 If the President and the Vice-President are both absent, the presiding member for that meeting must be:
- 36.3.1 a member elected by the other members present if it is a general meeting; or
- 36.3.2 a Bar Council member elected by the other Bar Council members present if it is a Bar Council meeting.

37 Secretary

The Secretary must:

- 37.1 coordinate the correspondence of the Association;
- 37.2 ensure minutes of all proceedings of general meetings and of Bar Council meetings are kept in accordance with section 38 of the Act;
- 37.3 maintain the register of members in accordance with section 34 of the Act;
- 37.4 unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by subclause 38.5 to be in the custody of the Treasurer; and
- 37.5 perform any other duties imposed by this Constitution on the Secretary.

38 Treasurer

The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting and must:

- 38.1 receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
- 38.2 pay all moneys received into the account of the Association within 5 working days after receipt;
- 38.3 make any payments authorised by the Bar Council or by a general meeting of the Association from the Association's funds;
- 38.4 ensure that cheques are signed by him or her and at least one other Bar Council member, or by any 2 other Bar Council members authorised by the Bar Council;
- 38.5 ensure that the accounting records of the Association are kept in accordance with section 41 of the Act;
- 38.6 coordinate the preparation of the Association's annual statement of accounts;
- 38.7 if directed to do so by the President, submit to the Bar Council a report, balance sheet or financial statement in accordance with that direction;
- 38.8 perform any other duties imposed by this Constitution on the Treasurer.

39 Public officer

- 39.1 The public officer must ensure that documents are filed with the Commissioner

of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

- 39.2 The public officer must keep a current copy of the Constitution of the Association.

Part 5 - Meetings of the Bar Council

40 Frequency and calling of meetings

- 40.1 The Bar Council must meet together for the conduct of business not less than 2 times in each financial year.
- 40.2 The Chairperson, or at least half the Bar Council members, may at any time convene a special meeting of the Bar Council.
- 40.3 A special meeting may be convened to deal with an appeal under clause 23.

41 Voting and decision making

- 41.1 Each Bar Council member present at the meeting has a deliberative vote.
- 41.2 A question arising at a Bar Council meeting must be decided by a majority of votes.
- 41.3 If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.
- 41.4 A member of the Bar Council who is a representative of a chambers may appoint another member the chambers he or she represents to attend and vote on that member's behalf.
- 41.5 A member of the Bar Council who is a special member representative may appoint another special member to attend and vote on that member's behalf.

42 Quorum

For a Bar Council meeting, one-half of the Bar Council members constitutes a quorum.

43 Procedure and order of business

- 43.1 The procedure to be followed at a Bar Council meeting must be determined from time to time by the Bar Council.
- 43.2 The order of business may be determined by the members present at the meeting.

- 43.3 Only the business for which the meeting is convened may be considered at a special meeting.

44 Disclosure of interest

- 44.1 A Bar Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Bar Council in accordance with section 31 of the Act.
- 44.2 The Secretary must record the disclosure in the minutes of the meeting.
- 44.3 The Chairperson must ensure a Bar Council member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

Part 6 - General meetings

45 Convening general meetings

- 45.1 The Association must hold its first annual general meeting within 18 months after its incorporation.
- 45.2 The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- 45.3 The Bar Council:
- 45.3.1 may at any time convene a special general meeting;
 - 45.3.2 must, within 30 days after the Secretary receives a notice under subclause 23.1, convene a special general meeting to deal with the appeal to which the notice relates; and
 - 45.3.3 must, within 30 days after it receives a request under subclause 46.1, convene a special general meeting for the purpose specified in that request.

46 Special general meetings

- 46.1 Half the number of members constituting a quorum for a general meeting may make a written request to the Bar Council for a special general meeting.
- 46.2 The request must:

- 46.2.1 state the purpose of the special general meeting; and
- 46.2.2 be signed by the members making the request.
- 46.3 If the Bar Council fails to convene a special general meeting within the time allowed:
 - 46.3.1 for clause 45.3.2 – the appeal against the decision of the Bar Council is upheld; and
 - 46.3.2 for clause 45.3.3 – the members who made the request may convene a special general meeting as if they were the Bar Council.
- 46.4 If a special general meeting is convened under subclause 46.3.2, the Association must meet any reasonable expenses of convening and holding the special general meeting.
- 46.5 The Secretary must give to all members not less than 21 days notice of a special general meeting.
- 46.6 The notice must specify:
 - 46.6.1 when and where the meeting is to be held; and
 - 46.6.2 the particulars of and the order in which business is to be transacted.

47 Annual general meeting

- 47.1 The Secretary must give to all members not less than 30 days notice of an annual general meeting.
- 47.2 The notice must specify:
 - 47.2.1 when and where the meeting is to be held; and
 - 47.2.2 the particulars of and the order in which business is to be transacted.
- 47.3 The order of business for each annual general meeting is as follows:
 - 47.3.1 first – the consideration of the accounts and reports of the Bar Council;
 - 47.3.2 second – the election of new Bar Council members;
 - 47.3.3 third – any other business requiring consideration by the Association at the meeting.

48 Special resolutions

- 48.1 A special resolution may be moved at any general meeting of the Association.

- 48.2 The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.
- 48.3 The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

49 Notice of meetings

- 49.1 The Secretary must give a notice under this Part by:
- 49.1.1 serving it on a member personally; or
 - 49.1.2 sending it by post to a member at the address of the member appearing in the register of members; or
 - 49.1.3 sending it by e-mail to a member at the e-mail address of the member appearing in the register of members.
- 49.2 If a notice is sent by post under subclause 49.1.2, sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.
- 49.3 If a notice is sent by e-mail under subclause 49.1.3, sending of the notice is taken to have been properly effected if the notice is addressed and transmitted to the member by e-mail.

50 Quorum at general meetings

At a general meeting, 25% of Full Members present in person constitutes a quorum.

51 Lack of quorum

- 51.1 If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present:
- 51.1.1 for an annual general meeting or special general meeting convened under paragraph 45.3.1 – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
 - 51.1.2 for a meeting convened under paragraph 45.3.2 – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - 51.1.3 for a meeting convened under paragraph 45.3.3 – the meeting lapses.
- 51.2 If within 30 minutes after the time appointed by paragraph 51.1.1 for the resumption of an adjourned general meeting a quorum is not present, the

members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

- 51.3 The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
- 51.4 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 51.5 If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

52 Voting

- 52.1 Subject to clauses 16 and 19, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 52.2 At a general meeting:
 - 52.2.1 an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - 52.2.2 a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- 52.3 A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- 52.4 If demanded, a poll must be taken immediately and in the manner the President directs.

53 Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any general meeting.

Part 7 - Financial management

54 Financial year

The financial year of the Association shall be from 1 July until 30 June of the following

year.

55 Funds and accounts

- 55.1 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 55.2 Subject to any restrictions imposed by the Association at a general meeting, the Bar Council may approve expenditure on behalf of the Association within the limits of the budget.
- 55.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Bar Council members.
- 55.4 All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.
- 55.5 With the approval of the Bar Council, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

56 Accounts and audits

The responsibility of the Bar Council under subclause 35.2 for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:

- 56.1 the keeping of accounting records;
- 56.2 the preparation and presentation of the Association's annual statement of accounts; and
- 56.3 the auditing of the Association's accounts.

Part 8 – Professional Conduct Rules and Guidelines

57 Making of Rules and Guidelines

The Association may from time to time at a general meeting make by-laws, not inconsistent with this Constitution, prescribing matters which are necessary or convenient to be prescribed for carrying out or giving effect to this Constitution and in particular:

- 57.1 prescribing professional conduct rules (“Barristers’ Conduct Rules”) for barristers in their practice as barristers; and
- 57.2 prescribing guidelines for the assistance of barristers in their practice as barristers.

58 Amendment by Bar Council

The Bar Council may amend the Barristers’ Conduct Rules and any prescribed guidelines and any such amendment shall have full force and effect until the next general meeting whereupon it shall either lapse or be ratified by the general meeting.

59 Current Rules and Guidelines

As at the date of the adoption of this constitution:

- 59.1 the Barristers’ Conduct Rules in force are those set out in the schedule to this constitution;
- 59.2 there are no prescribed guidelines.

Part 9 - Grievance and disputes

60 Grievance and disputes procedures

- 60.1 This clause applies to disputes between:
 - 60.1.1 a member and another member; or
 - 60.1.2 a member and the Bar Council.but does not apply to a Conduct Complaint under clause 61.
- 60.2 Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- 60.3 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 after the meeting, hold another meeting in the presence of a mediator.
- 60.4 The mediator must be:
 - 60.4.1 a person chosen by agreement between the parties; or

60.4.2 in the absence of agreement:

60.4.2.1 for a dispute between a member and another member – a person appointed by the Bar Council; or

60.4.2.2 for a dispute between a member and the Bar Council – a person who is a mediator appointed or employed by the department administering the Act.

60.5 A member of the Association can be a mediator.

60.6 The mediator cannot be a party to the dispute.

60.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

60.8 The mediator, in conducting the mediation, must:

60.8.1 give the parties to the mediation process every opportunity to be heard;

60.8.2 allow due consideration by all parties of any written statement submitted by any party; and

60.8.3 ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

60.9 The mediator must not determine the dispute.

60.10 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 or otherwise at law.

61 Raising grievances and complaints

61.1 Any person may lodge a complaint that a member has been guilty of unsatisfactory professional conduct or of professional misconduct within the meaning of the Legal Profession Act or of a breach of the Barristers' Conduct Rules as adopted or approved from time to time by the Association (a "Conduct Complaint").

61.2 A Conduct Complaint shall be in writing and shall specify with reasonable particularity the nature of the complaint against the member and shall be lodged with the Secretary, or in his absence, with any other member of the Bar Council.

61.3 The Bar Council shall consider the Conduct Complaint and if it is of the opinion that the complaint has no prima facie case, it shall dismiss the complaint.

- 61.4 Unless a Conduct Complaint is dismissed in accordance with clause 61.3, the Bar Council shall provide a copy of the complaint to the member.
- 61.5 The Bar Council may request the member to provide a written answer to the Conduct Complaint. If no answer is forthcoming within the time specified by the Bar Council, it may regard the complaint as being proved.
- 61.6 The Bar Council may decide to hear and determine the Conduct Complaint itself.
- 61.7 The Bar Council may decide to refer the Conduct Complaint to the Law Society of the Northern Territory, or, if that has already been done and the Bar Council is dissatisfied with the Law Society's disposal of the matter, the Bar Council may cause a charge of professional misconduct to be laid before the Legal Practitioners Disciplinary Tribunal.
- 61.8 If the Bar Council hears and determines the Conduct Complaint itself, it shall give the complainant and the member a reasonable opportunity to present their respective cases and in all respects shall comply with the rules of natural justice, but it shall not be bound by the rules of evidence and may inform itself as it sees fit as to the merits of the issues involved.
- 61.9 If the Bar Council, having heard a Conduct Complaint itself, determines that the complaint is proved, it may:-
- 61.9.1 dismiss the complaint as being trivial;
 - 61.9.2 administer an admonition to the member;
 - 61.9.3 administer a severe admonition to the member;
 - 61.9.4 order the member to pay a fine not exceeding \$500 to the Association within such time as it may fix;
 - 61.9.5 order the member to be suspended as a member for such time as it sees fit;
 - 61.9.6 order a member to be expelled;
 - 61.9.7 make any combination of orders under the above paragraphs as it reasonably sees fit;
 - 61.9.8 decide to proceed in accordance with clause 61.7; or
 - 61.9.9 refer the matter to the Supreme Court of the Northern Territory.

- 61.10 A member may raise a grievance or complaint about a Bar Council member, the Bar Council or another member of the Association other than a Conduct Complaint.
- 61.11 The grievance or complaint under clause 61.10 must be dealt with by the procedures set out in clause 60.
- 61.12 Any dispute as to whether a grievance or complaint is a Conduct Complaint shall be referred to the Bar Council whose decision shall be final.

Part 10 - Miscellaneous

62 Common seal

- 62.1 The common seal of the Association must not be used without the express authority of the Bar Council and every use of that common seal must be recorded by the Secretary.
- 62.2 The affixing of the common seal of the Association must be witnessed by any one of the following:
- 62.2.1 the Chairperson;
 - 62.2.2 the Secretary;
 - 62.2.3 the Treasurer.
- 62.3 The common seal of the Association must be kept in the custody of the Secretary or another person the Bar Council from time to time decides.

63 Distribution of surplus assets on winding up

- 63.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.
- 63.2 The surplus assets must be given or transferred to another association incorporated under the Act that:
- 63.2.1 has similar objects or purposes;
 - 63.2.2 is not carried on for profit or gain to its individual members; and
 - 63.2.3 is determined by resolution of the members.