

Constitution of the Commonwealth Association of Legislative Counsel

(as consolidated on 30 March 2017)

1. Continuance of CALC

The association called the Commonwealth Association of Legislative Counsel is continued by this Constitution.

2. Definitions

In this Constitution—

amend includes omit, substitute and add to;

CALC means the Commonwealth Association of Legislative Counsel;

Commonwealth means the Commonwealth of Nations;

Commonwealth person means a person who is a citizen or permanent resident of, or is domiciled in, a country that is a member of the Commonwealth or a dependent territory of such a country;

Council means the Council of the Association;

members of the Council means the Officers, and the other members of the Council, elected or appointed under clause 9;

Officer means the President, Vice-President or Secretary;

President means the President of CALC, and includes a member of CALC who is acting as President;

Secretary means the Secretary of CALC, and includes a member of CALC who is acting as Secretary;

special resolution means a resolution—

- (a) notice of which not less than 1 month's notice of intention to move the resolution at a general meeting of CALC has been given as referred to in clause 16(1)(a) or (b), and
- (b) that is passed by a majority of at least two-thirds of the votes cast at the meeting by full members voting in person or by proxy;

Treasurer means the Treasurer of CALC, and includes a member of CALC who is acting as Treasurer;

Vice-President means the Vice-President of CALC, and includes a member of CALC acting as Vice-President.

3. Headquarters of CALC

The headquarters of CALC are to be located—

- (a) at such place in Canberra, Australia, as the Council decides, or
- (b) if a general meeting of CALC decides that the headquarters should be located at some other place in Australia or in another country, at that other place.

4. Objects of CALC

(1) The objects of CALC are—

- (a) to promote co-operation on matters of common interest among Commonwealth persons and others who are or have been engaged—
 - (i) in legislative drafting, or
 - (ii) in editing or translating draft legislation, or
 - (iii) in training people as drafters of legislation, and
- (b) to promote public awareness of and to disseminate information about legislative drafting and the role of those who draft legislation, and
- (c) to promote the use of effective legislative drafting practices and techniques.

(2) To achieve the objects of CALC, the activities of CALC may include all or any of the following:

- (a) promoting the sharing of information among members of CALC with respect to—
 - (i) the preparation and publication of legislation, and
 - (ii) the recruitment and training of people to draft legislation and the retention of those already engaged in legislative drafting;
- (b) encouraging the sharing among members of CALC of comparative legal materials and precedents;
- (c) providing members of CALC with information and assistance with respect to legislation and legislative drafting;
- (d) co-operating with appropriate organisations on matters of common interest;
- (e) affiliating with other bodies having objects that are similar, or complementary, to those of CALC.

5. Full membership of CALC

(1) A person is eligible to be a full member of CALC if the person is a Commonwealth person who is or has been engaged—

- (a) in drafting legislation, or
- (b) in editing or translating draft legislation, or
- (c) in training people as drafters of legislation.

(2) A person who claims to be eligible for full membership of CALC may apply in writing to

the Secretary to be a full member of CALC.

- (3) If, on receiving an application for full membership of CALC, the Secretary is satisfied that the applicant is clearly eligible to be a full member of CALC, the Secretary must approve the application on behalf of the Council.
- (4) If not satisfied that an applicant for full membership is clearly eligible to be a full member of CALC, the Secretary must refer the application to the Council.
- (5) If, on the referral of an application to the Council, the Council is satisfied that the applicant is eligible to be a full member of CALC, it must approve the application, but if not so satisfied, it must refuse the application.
- (6) If an application for full membership is refused because the applicant is ineligible for that membership but the applicant is eligible to be an associate member of CALC, the Council may, with the agreement of the applicant, approve the person as an associate member of CALC.
- (7) As soon as practicable after—
 - (a) an application for full membership of CALC is approved under subclause (3) or (5),
or
 - (b) such an application is refused under subclause (5), or
 - (c) an applicant is approved as an associate member under subclause (6),
the Secretary must notify the applicant in writing of the decision approving or refusing the application or approving the applicant as an associate member.
- (8) A full member of CALC may at any time, by notice in writing to the Secretary, resign from full membership of CALC.
- (9) A person who is a full member of CALC does not cease to be such a member only because the person has ceased to be a Commonwealth person.

6. Associate membership of CALC

- (1) A person is eligible to be an associate member of CALC if the person—
 - (a) is a Commonwealth person who claims to have an interest in legislative drafting but is not eligible to be a full member of CALC, or
 - (b) is not a Commonwealth person but is or has been engaged—
 - (i) in drafting legislation, or
 - (ii) in editing or translating draft legislation, or
 - (iii) in training people as drafters of legislation.
- (2) A person who claims to be eligible for associate membership of CALC may apply in writing to the Secretary to become an associate member of CALC.
- (3) If, on receiving an application for associate membership of CALC, the Secretary is satisfied that the applicant is clearly eligible to be an associate member of CALC, the Secretary must approve the application on behalf of the Council.

- (4) If not satisfied that an applicant for associate membership is clearly eligible to be an associate member of CALC, the Secretary must refer the application to the Council.
- (5) If, on the referral of an application to the Council, the Council is satisfied that the applicant is eligible to be an associate member of CALC, it must approve the application, but if not so satisfied, it must refuse the application.
- (6) As soon as practicable after an application is approved under subclause (3) or (5) or is refused under subclause (5), the Secretary must notify the applicant in writing of the decision approving or refusing the application.
- (7) An associate member of CALC may at any time, by notice in writing to the Secretary, resign from associate membership of CALC.
- (8) An associate member of CALC has the same rights and privileges as a full member, except that an associate member is not—
 - (a) entitled to vote, or to move or second motions, at general meetings of CALC, or
 - (b) eligible for election as a member of the Council.

7. Membership fees

- (1) A general meeting of CALC may, by special resolution, require members of CALC to pay a membership fee covering such period as is specified in the resolution.
- (2) Such a resolution must specify—
 - (a) the amount of the fee and the currency in which it is payable, and
 - (b) the time by which it is to be paid, and
 - (c) how and to whom it is to be paid.
- (3) A member who fails to pay a membership fee in accordance with a resolution that complies with subclause (2) ceases to be a member of CALC after the expiry of—
 - (a) 30 days after the date on which the resolution is notified in a publication of CALC, or
 - (b) 30 days after the date on which the fee becomes payable in accordance with the resolution,whichever is the later.
- (4) A resolution under this clause may specify differential membership fees by reference to such matters as classes of membership and the costs associated with maintaining contact with members, but not so as to discriminate unfairly between members.

7A. Termination of membership

- (1) The Secretary may terminate a member's membership in accordance with this clause if the member has not responded to the Secretary after the Secretary has made such efforts to contact the member as are reasonable in the circumstances.
- (2) Those efforts must include—
 - (a) sending a notice to the member using such contact details as are known to the

Secretary, and

- (b) circulating a notice generally amongst the membership giving the member's name and last known address, stating that the member's membership may be terminated unless the member informs the Secretary that the member wishes to remain a member and provides the Secretary with sufficient information to enable the member to be contacted in the future.
- (3) A person's membership of CALC is terminated when the Secretary circulates a notice generally amongst the membership giving notice of the termination.
- (4) Nothing in this clause prevents the person whose membership has been terminated from subsequently rejoining CALC.

8. Council of CALC

- (1) CALC is to have a Council.
- (2) The Council is responsible for managing the affairs of CALC, subject to any directions or guidelines given by resolution passed at a general meeting of CALC.
- (3) The Council has power to do everything necessary or convenient for or in connection with carrying out the objects of CALC and managing the affairs and activities of CALC.

9 Membership of the Council and conduct of elections (including electronic voting for nominated candidates for offices, or on ballots for special resolutions)

- (1) The Council is to consist of a President, a Secretary, a Vice-President, a Treasurer and not more than 10 non-executive members.
- (2) The members of the Council are to be elected at an ordinary general meeting of CALC from the full members of CALC.
- (3) So as to ensure that the membership of the Council reflects the nature of the Commonwealth and the diversity of the peoples of the Commonwealth 2 non-executive members are to be elected for each of the following regions:
 - (a) Africa;
 - (b) Asia;
 - (c) Australasia and the Pacific;
 - (d) Europe;
 - (e) the Americas.
- (4) The following rules apply to the conduct of an election—
 - (a) if there are more nominations for an office than the number to be elected, a secret ballot must be held;
 - (b) a full member may vote for the following number of candidates—
 - (i) for an election for President, Secretary, Vice-President or Treasurer, 1 candidate;

- (ii) for an election for non-executive members for a region, no more than 2 candidates;
 - (c) if only 1 office of the same kind is to be filled in an election, the candidate with the most formal votes is elected;
 - (d) if 2 offices of the same kind are to be filled, the 2 candidates with the most formal votes are elected;
 - (e) if, in order to determine the outcome of an election, it becomes necessary to resolve a tie, the person presiding at the general meeting must decide which candidate is to be elected by drawing lots.
- (5) The Council may make rules about the conduct of an election that are not inconsistent with subclause (4). The rules may permit the whole or a part of an election or ballot (for example, a ballot on a special resolution to be moved at an ordinary or extraordinary general meeting of CALC) to be conducted electronically and make provision for the conduct of that election or ballot or that part of the election or ballot.
- (5A) An election or ballot, or a part of an election or ballot, that is conducted electronically and that is conducted in accordance with rules made under subclause (5) is taken to be a secret ballot conducted at the relevant general meeting of CALC.
- (6) Members of the Council elected in accordance with this clause hold office until the next ordinary general meeting of CALC and are eligible for re-election.
- (7) A member of the Council may at any time resign from office as a member of the Council—
 - (a) in the case of the Secretary—by notice in writing to the President; or
 - (b) in any other case—by notice in writing to the Secretary.
- (8) In the event of a vacancy in the membership of the Council, the remaining members of the Council may appoint a full member of CALC to hold the vacant office. A member so appointed holds that office until the next ordinary general meeting of CALC.
- (9) A person ceases to be a member of the Council if the person ceases to be a member of CALC.

10. Proceedings of the Council

- (1) Unless it is impracticable to do so, the Council must meet immediately after each general meeting of CALC. The Council may hold such other meetings as it thinks necessary or desirable.
- (2) The Council may meet not only in person but also by means of a video or telephone link, provided the participating members are able to hear each other speak.
- (3) At a meeting of the Council, the President or, in the absence of the President, the Vice-President is to preside or, in the absence of both the President and the Vice-President, the members of the Council participating must elect one of their number to preside.

- (4) The following provisions apply to a meeting of the Council:
 - (a) a quorum is constituted by at least 3 members of the Council (including at least one of the Officers);
 - (b) questions arising at the meeting are to be decided by consensus, but, if necessary, a question may be decided by a resolution passed by a majority of those members of the Council who are participating in and voting at the meeting;
 - (c) each member of the Council participating in the meeting has one vote.
- (5) The Council may also transact business by circulating a motion among its members. A motion agreed to in writing by a majority of the members of the Council has the same effect as if it were a decision of the Council made at a meeting of the Council.

11. Functions of Officers

The functions of the President are as follows:

- (a) in consultation with the Secretary, to convene general meetings of CALC and of the Council;
 - (b) to preside at general meetings of CALC and at meetings of the Council;
 - (c) to represent CALC in its dealings with the Commonwealth Secretariat and any other organisation;
 - (d) to undertake on behalf of CALC such other responsibilities as the Council or CALC in general meeting specifies.
- (2) The functions of the Secretary are as follows:
- (a) to carry out the day-to-day administration of CALC;
 - (b) when requested to do so by the President, to give notice of meetings of CALC and of the Council and to make arrangements for the holding of those meetings;
 - (d) to send to members of CALC minutes of general meetings of CALC, minutes of meetings of the Council and notices of decisions made by the Council;
 - (e) to keep a list of the names and addresses of the members of CALC;
 - (f) to take all such steps as are reasonably practicable to deal with requests for information and assistance made by members of CALC;
 - (g) to send to members of CALC from time to time, whether by means of a newsletter or otherwise, any information in the Secretary's possession that the Secretary considers might be of interest to those members; and
 - (h) to prepare the report referred to in subclause (3) and, if the Council so directs, to perform on behalf of the Council any function that the Council is required to perform under clause 13;
 - (i) to undertake on behalf of CALC such other responsibilities as the Council or CALC in general meeting specifies.
- (3) The Secretary must—

- (a) present to each general meeting of CALC a report reviewing the affairs and activities of CALC during the period since the last preceding general meeting, and
 - (b) circulate to members of CALC such other reports on the affairs and activities of CALC as the Council considers appropriate, or as are required by a resolution of a general meeting of CALC.
- (4) In performing functions on behalf of CALC, the Secretary is required to give effect to any relevant directions given by the Council.
- (5) The functions of the Vice-President are—
- (a) to act as President during any period when—
 - (i) the office of President is vacant, or
 - (ii) the President is for any reason unable to undertake the responsibilities of that office, and
 - (b) to undertake on behalf of CALC such other responsibilities as the Council or CALC in general meeting specifies.
- (6) The functions of the Treasurer are—
- (a) to manage and administer the financial assets and liabilities of CALC as directed by the Council;
 - (b) to maintain proper accounts for CALC and to present them for audit as required by the Council;
 - (ba) to present to each general meeting of CALC the report mentioned in clause 13(3);
 - (bb) to circulate to members of CALC such other reports on the affairs and activities of CALC as the Council considers appropriate, or as are required by a resolution of a general meeting of CALC;
 - (c) to undertake on behalf of CALC such other responsibilities as the Council or CALC in general meeting specifies.

12. General meetings of CALC

- (1) The Council must, if practicable, ensure that an ordinary general meeting of CALC is held in conjunction with each Commonwealth Law Conference, and must in any event ensure that such a meeting is held within 5 years after the last ordinary general meeting of CALC.
- (2) The President must convene an extraordinary general meeting of CALC—
 - (a) on being requested to do so by written notice signed by not fewer than 100 members of CALC, or
 - (b) on a resolution of the Council requiring the convening of such a meeting.
- (3) A general meeting of CALC may—
 - (a) confirm, with or without modification, the minutes of the last preceding general meeting, and

- (b) receive, consider and adopt, with or without modification, or reject, any report presented by the Council to that general meeting, and
 - (c) approve or vary any proposals recommended by the Council, and
 - (ca) amend, revoke or replace rules made under clause 9(5); and
 - (d) resolve any points of difficulty concerning the affairs of CALC referred to it by the Council, and
 - (e) give directions or guidelines to the Council with respect to the management of the affairs of CALC.
- (4) The President or, in the absence of the President, the Vice-President is to preside at a general meeting of CALC. However, if both the President and the Vice-President are absent from such a meeting, the full members of CALC who are present must elect one of their number to preside.
 - (5) The Secretary must give at least 3 months' notice in writing to all members of the date and place of a general meeting of CALC.
 - (6) The following provisions apply to a general meeting of CALC:
 - (a) a quorum is constituted by the full members present;
 - (b) except for a motion that can be passed only by special resolution, every motion put to the meeting is to be decided by consensus, but, if necessary, such a motion may be passed by a majority of the full members voting in person or by proxy;
 - (c) each full member of CALC has one vote.

13. Finances of CALC

- (1) The Council must ensure that the funds of CALC (if any) are spent only for purposes connected with carrying on the affairs and activities of CALC.
- (2) The Council must also ensure—
 - (a) that CALC's funds (if any) are kept at a bank, and
 - (b) that such of those funds as are not immediately required to meet the expenses of CALC are placed on deposit with a bank or are invested in readily realisable securities, and
 - (c) that proper accounting records are kept in respect of CALC's funds and of its income and expenditure.
- (3) The Treasurer must include in the Treasurer's report presented to each ordinary general meeting of CALC—
 - (a) a statement stating whether CALC had any funds at any time during the relevant accounting period, and
 - (b) if it had, an audited statement of the income and expenditure of CALC for that period and of its assets and liabilities as at the end of that period.
- (4) The Council must not enter into a commitment to spend any funds of CALC unless

satisfied that CALC will have sufficient funds available to meet each payment under the commitment as and when the payment becomes due.

- (5) The relevant accounting period in relation to an ordinary general meeting is the period beginning—
 - (a) in the case of the first ordinary general meeting after the adoption of this Constitution—on 13 March 2003, and
 - (b) in any other case—on the day immediately following the relevant accounting period for the last preceding ordinary general meeting,
and ending 6 weeks before the day fixed for the commencement of the first-mentioned meeting.

14. Amendment of this Constitution

This Constitution may be amended only by a special resolution passed at a general meeting of CALC.

15. Dissolution of CALC

CALC may be dissolved only by a special resolution passed at a general meeting of CALC. The assets of CALC are to be disposed of as directed by the resolution.

16. Notice of certain resolutions

- (1) A special resolution has no effect unless it is passed at a general meeting of CALC in consequence of—
 - (a) a motion moved at that meeting by a member of the Council in accordance with a resolution of the Council notice of which was sent to all members of CALC not less than 1 month before that general meeting, or
 - (b) a motion moved at that meeting by a member of CALC in accordance with a notice that was—
 - (i) signed by not fewer than 10 members of CALC, and
 - (ii) given to the Secretary not less than 6 weeks before that general meeting,
being a notice a copy of which was sent by the Secretary to all members of CALC not less than 1 month before that general meeting.
- (2) As soon as practicable after the Council has passed a resolution referred to in subclause (1)(a), the Secretary must send a notice giving details of the resolution to all members of CALC.
- (3) As soon as practicable after receiving a notice referred to in subclause (1)(b), the Secretary must send copies of the notice to all members of CALC.

17. Proxies at general meetings of CALC

- (1) A full member of CALC may, in writing signed by the member, appoint another member of CALC as a proxy to attend and vote instead of the member at a general meeting of CALC. However, such an appointment is not effective unless the document of appointment is lodged with the Secretary no later than 24 hours before the time appointed for the start of the meeting.
- (2) A member holding a proxy for another member is not entitled to exercise the proxy in an election or ballot if the other member has voted electronically in that election or ballot.

18. Sending of documents

- (1) For the purposes of this Constitution, a notice or other document is sent to a member of CALC if the Secretary sends the notice or other document—
 - (a) to the member's last address as shown on the membership records kept by the Secretary; or
 - (b) to another member who the Secretary reasonably believes is readily able to forward the notice to the member.
 - (2) For the purposes of this clause, *address* includes a fax number and an e-mail address.
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