

Comparison document between original SCoLA [CLTA] constitution and proposed amended SCoLA constitution. Insertions are underlined (underlined) and deletions are struck through (~~struck through~~)¹

**~~Corporate Law Teachers Association~~
Society of Corporate Law Academics (SCoLA)²
Constitution**

Pt 1 - Preliminary

1. Name

1.1 The unincorporated Association shall be called the ~~Corporate Law Teachers Association~~ Society of Corporate Law Academics³ ("the Association")

2. Objects

2.1 The objectives of the Association shall be:

2.1.1 the advancement of corporate law teaching, research and scholarship;

2.1.2 the promotion of collaboration co-operation and exchange of ideas between corporate law ~~scholars~~ academics in Australia, New Zealand and elsewhere in the Asia Pacific region;

2.1.5 the encouragement of corporate law research and the publication of contributions to legal knowledge;

2.1.3 the promotion of active co-operation of corporate law academics ~~teachers~~ with universities and other learned bodies in the region;

2.1.4 co-operation with professional legal associations, law reform agencies and other bodies in the work of law reform;

2.1.6 the collection and publication of information about the roles and needs of corporate law ~~teachers and academics~~ and of developments in teaching and scholarship;

2.1.7 for organization of an annual conference and of other conferences, workshops and seminars.

3. Definitions

In this Constitution, unless the contrary intention appears:

"Association" means the Society of Corporate Law Academics ('SCoLA');

"Academic" means a person involved in the teaching, research, or scholarship of corporate law in Australia, New Zealand and elsewhere in the Asia pacific region;

"Conference" means the annual conference of the Association;

¹ Amended numbering has been used.

² Amended by resolution of Annual General Meeting 9 February 2021.

³ Ibid.

"Executive Committee" means the committee responsible for managing the Association in accordance with Part 4;

"General Meeting" means a general meeting of Members convened in accordance with Part 5;

"Member" means a member of the Association.

"Officer bearer" means the President, Secretary or Treasurer

"Subscriber" means a person described in Part 3 (Clause 10)

Part 2 - Membership

4. Membership Eligibility

4.1 Membership shall be open to:

4.1.1 corporate law academics within all teachers of corporate law in tertiary institutions in Australia, New Zealand and elsewhere in the Asia Pacific region;

4.1.2 such persons as may, subject to any direction given by a General Meeting be admitted by the Executive Committee;

4.1.3 such persons who have given distinguished service to the Association or legal education as may be elected as honorary life Members at an Annual General Meeting of the Association.

5. Application for membership

5.1. To become a Member of the Association, a person must:

5.1.1. submit an application to the Executive Committee in the manner prescribed by the Executive Committee; and

5.1.2. be approved by the Executive Committee.

5.2. Notwithstanding clause 5.1, all persons who were members as at 6 February 2023 are deemed to have applied and been approved as members for the purpose of this clause.

6. Honorary life membership

6.1. A person may be appointed an Honorary Life Member at the General Meeting of the Association where it has been determined they have given distinguished service to the Association or to legal education relating to corporate law.

6.2. An Honorary Life Member will not be required to pay any annual membership fees to the Association.

7. Annual membership fees

- 7.1. An annual membership fee for Members other than Honorary Life Members may be:
 - 7.1.1. set by a resolution at a General Meeting or, if no such resolution is passed, by the Executive Committee; and
 - 7.1.2. valid for the calendar year in question.
- 7.2. If the annual membership fee is not paid within 3 months of the due date then the membership of the non-paying Member shall cease, unless the Executive Committee determines otherwise.
- 7.3. The Executive Committee may in its discretion set a reduced membership fee for retired law academics, Higher Degree Research (HDR) students and visiting scholars.

8. Termination of membership

- 8.1. Membership of the Association may be terminated by:
 - 8.1.1. a notice of resignation addressed to the Association or given personally to a Member of the Executive Committee; or
 - 8.1.2. non-payment of the annual membership fee within the time allowed under clause 7.1; or
 - 8.1.3. exclusion in accordance with clause 9.

9. Exclusion of Members

- 9.1. A Member may be excluded from the Association by the Executive Committee, if the Executive Committee, acting reasonably, determines that the Member has engaged in conduct which is detrimental to the interests and/or reputation of the Association.
- 9.2. The Executive Committee will advise the Member of their intention to exclude the Member and the particulars of the conduct.
- 9.3. The Member will be afforded a reasonable opportunity to be heard or respond in writing.
- 9.4. The Executive Committee will consider the Member's representations prior to making their decision.
- 9.5. In making any determination about exclusion of a Member, the Executive Committee must promote and protect academic freedom.
- 9.6. The Member will be notified of the Executive Committee's decision and the reason for it in writing.

Part 3 – Subscribers

10. Subscribers

- 10.1. Any person may become a Subscriber to SCoLA by joining the SCoLA Subscriber List.
 - 10.1.1. Subscribers are not Members of the Association under Part 2.

- 10.1.2. Subscribers are not eligible to be invited or vote at the General Meeting or any other SCoLA meeting.
- 10.2. Subscribers will be placed on a SCoLA Subscriber List.
 - 10.2.1. Subscribers on this list can receive correspondence including news and updates from SCoLA.
 - 10.2.2. Subscribers on this list can attend SCoLA events (subject to payment of any registration fee).
- 10.3. The Executive Committee has the ability to maintain the SCoLA Subscriber List, including the ability to add or remove Subscribers at will and without notice by majority consensus.

Part 4 – Executive Committee

11. Composition of Committee

- 11.1 The Executive Committee shall consist of:
 - 1.1.1 a President;
 - 1.1.2 a Secretary;
 - 1.1.3 a Treasurer;
 - 1.1.4 the immediate past President;
 - 1.1.5 four other Members, and
 - 1.1.6 up to three co-opted persons (pursuant to clause 13.4.2).

12. Role and powers

12.1 The affairs of the Association shall be managed by an Executive Committee. Subject to the control of any General Meeting, the Executive Committee may take any action on behalf of the Association which, in the opinion of the Executive Committee, will further the objects of the Association.

~~(b) The members of the Executive Committee shall be a President, Secretary, Treasurer, the immediately preceding past President and four other members.~~

12.2 Subject to clause 12.1 4(a), the funds of the Association shall be administered jointly by the Treasurer and one other Member of the Executive Committee.

12.3 Subject to clause 12.1, the Secretary will be responsible for taking the minutes during all relevant meetings and maintaining the register of Members. If the Secretary is not available, the Executive Committee may appoint a Member to act on their behalf.

12.4 The General Meeting or if no appointment had been made by a General Meeting, the Executive Committee may appoint a person to be an auditor of the accounts of the Association. If no appointment is made at General Meeting, the Executive Committee may appoint a person to audit the accounts of the Association.

12.5 A statement of the accounts for the previous financial year (duly audited, if an auditor has been appointed) shall be presented to the Annual General Meeting of the Association.

12.6 The Executive Committee may in its discretion:

12.6.1 in consultation with conference organisers, fix from time-to-time registration fees to be paid by participants of conferences and other events and activities organised by the Association to cover the associated costs. ~~to defray costs occasioned by meetings or other Activities of the Association.~~ Any fees thus collected and not required to cover costs shall be paid into the general funds of the Association;

12.6.2 on such terms as it thinks fit, invite Academics who are not Members to attend any General Meeting of the Association and to participate in the discussions and business of the General Meeting and any activities associated therewith.

13. Election to committee and term of office

13.1 The Members of the Executive Committee shall be elected at the Annual General Meeting and shall take office one month thereafter.

13.1.1 They shall hold office until one month after the next Annual General Meeting.

13.1.2 A ~~retiring~~ President can be re-elected once only and shall not be eligible for re-election to a third successive term of office.

13.1.3 A ~~retiring~~ Secretary can be re-elected twice and shall not be eligible for re-election to a fourth successive term of office.

13.2 Each Member at the General Meeting has one vote for the election of the Executive Committee.

13.3 Members of the Executive Committee may resign by written notice to the Association.

13.4 The Executive Committee may in its discretion:

13.4.1 fill any vacancy in any office pending the next annual election of office bearers;

13.4.2 on such terms as it thinks fit co-opt up to three additional ~~members~~ persons, who do not need to be Members of the association, to form part of the Executive Committee.

Part 5 –Meetings

14. Meetings of the Executive Committee

14.1. The Executive Committee shall meet in person or virtually by phone or video conference at the dates, times and locations determined by the Executive Committee.

14.2. Notice of the meeting shall be given to Members of the Executive Committee by the Secretary no less than 7 days before the date of the meeting.

14.3. Questions arising during the meeting that lack a clear consensus will be decided by majority vote, with a required quorum of four Executive Committee Members including the President, whereby the President shall have an additional casting vote in the event of a tie.

15. General Meetings

15.1 The Executive Committee shall convene a General Meeting of the Association annually. The General Meeting shall be held at the Annual Conference, which shall be organised by one or more host institutions as selected by the Executive Committee. In the event it is not possible to hold the Annual Conference, the General Meeting will be held at a time and place to be determined by the Executive Committee.

15.2 Notice of the General Meeting shall be given at least 30 days in advance by way of reference to the General Meeting in the Conference program.

15.3 All Members will have one vote for any questions arising at a General Meeting.

~~12~~ 15.4 Special General Meetings may be convened by the President at any time on 30 days' notice

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~~14~~ ~~There shall be an Annual General Meeting of the Association and such Special General Meeting as may be summoned by the President. Thirty days notice shall be given to members of the holding of a Special General Meeting. The Annual General Meeting shall be held at the Annual Conference of the Association and no further notice of that meeting need be given beyond reference in the Conference program.~~

~~15~~ ~~The Association shall hold an Annual Conference which shall be organized by one or more host institutions selected by the Executive Committee.~~

~~9.~~ ~~(a) The annual subscription for members other than honorary life members shall be fixed by the General Meeting or, if no such resolution is passed, by the Executive Committee.~~
~~(b) Membership shall be valid for the calendar year in question.~~
~~(c) The Executive Committee may in its discretion set a reduced rate for retired law teachers and visiting scholars.~~

15.5 The Association may by resolution of a General Meeting affiliate with any organization and may admit any organization to affiliation with the Association.

15.6 General Meetings may be held using virtual technology, at the discretion of the Executive Committee.

15.7 A Member is considered present if they attend in person or virtually, should a virtual stream be made available.

Part 6 – Asset Management

16 Use of Assets

16.1 The income and property of the Association, however derived, shall be employed solely towards the promotion of the Association's objects and no part of that income and property shall be paid or transferred by way of profit to the Members of the Association.

16.2 Nothing in this Constitution is to be taken as preventing the following:

- 16.2.1 the payment in good faith of reasonable remuneration to any officer or employee of the Association, or to any Member of the Association, in return for any services actually rendered to the Association;
- 16.2.2 the payment of interest on any loans by Members to the Association at a rate not exceeding the reference rate quoted by the Westpac Banking Corporation (Westpac) ~~State Bank of New South Wales~~ for business loans; and
- 16.2.3 the payment of a market rent or less for premises demised or let by any Member to the Association.

Part 7 – Miscellaneous

17 Amendment of the Constitution

This Constitution may be amended by special resolution requiring 30 days notice to Members, which resolution must then be approved by 75% a majority of Members present at any General Meeting except for clauses ~~16 12~~ and ~~19 13~~ which may be amended only with the consent of the Attorney General of the Australian State in which the Association's funds are situated, or of the Attorney General of New Zealand in so far as the Association's funds are situated in New Zealand, or with the consent of a Court in Australia or New Zealand having jurisdiction to vary the terms of a charitable trust.

18. Winding Up

The Association may be wound up by special resolution at a General Meeting requiring:

- 18.1.1 a minimum of 21 days' notice of the proposal to wind up the Association; and
- 18.1.2 75% of Members who are present in person or virtually (should a virtual stream be made available under clauses 15.6 and 15.7) at the General Meeting to approve the special resolution; and
- 18.1.3 51% majority approval by the Executive Committee.

19. Winding Up and Property

- 19.1 If on the winding up or dissolution of the Association, there remains after satisfaction of all debts and liabilities any property, it shall not be paid to or distributed among the Association's Members but shall be given or transferred to some other organization or organizations having objects similar to the Association's objects.
- 19.2 Such an organization must prohibit the distribution of its property among its Members at least to the extent that clause 16 of this Constitution does.
- 19.3 The organization or organizations to benefit under this clause shall be determined by the Members of the Association before or at the time of dissolution.

In so far as effect cannot be given to the above provision the Association's property shall be used for some other charitable purpose in the area of education.