

Corporate Law Teachers Association
Society of Corporate Law Academics¹
Constitution

1. The Association shall be called the ~~Corporate Law Teachers Association~~ Society of Corporate Law Academics.²
2. The objectives of the Association shall be:
 - (a) the advancement of corporate law teaching, research and scholarship;
 - (b) the promotion of co-operation and exchange of ideas between corporate law scholars in Australia, New Zealand and elsewhere in the Asia Pacific region;
 - (c) the encouragement of corporate law research and the publication of contributions to legal knowledge;
 - (d) the promotion of active co-operation of corporate law teachers with university and other learned bodies in the region;
 - (e) co-operation with professional legal associations, law reform agencies and other bodies in the work of law reform;
 - (f) the collection and publication of information about the roles and needs of corporate law teachers and of developments in teaching and scholarship;
 - (g) for organization of an annual conference and of other conferences, workshops and seminars.
3. Membership shall be open to:
 - (a) all teachers of corporate law in tertiary institutions in Australia, New Zealand and elsewhere in the Asia Pacific region;
 - (b) such persons as may, subject to any direction given by a General Meeting, be admitted by the Executive Committee;
 - (c) 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.
4.
 - (a) 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.
 - (c) Subject to clause 4(a), the funds of the Association shall be administered jointly by the Treasurer and one other member of the Executive Committee.
 - (d) A General Meeting or, if no appointment has been made by a General Meeting, the Executive Committee, may appoint a person to be an auditor of the accounts of the Association; 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.
5. The members of the Executive Committee shall be elected at the Annual General Meeting and shall take office one month thereafter. They shall hold office until one month after the next Annual General Meeting. A retiring President shall not be eligible for election to a third successive term of office. A retiring Secretary shall not be eligible for re-election to a fourth successive term of office.
6. The Executive Committee may in its discretion:
 - (a) fill any vacancy in any office pending the next annual election of office bearers;

¹ Amended by resolution of Annual General Meeting 9 February 2021.

² Ibid.

- (b) fix from time to time registration fees to be paid by participants 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;
 - (c) on such terms as it thinks fit invite law teachers who are not members to attend any meeting of the Association and to participate in the discussions and business of the meeting and any activities associated therewith;
 - (d) on such terms as it thinks fit co-opt up to three additional members to form part of the Executive Committee.
7. 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.
 8. 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.
 10. The Association may by resolution of a General Meeting affiliate with any organization and may admit any organization to affiliation with the Association.
 11. This Constitution may be amended by resolution approved by a majority of members present at any General Meeting except for clauses 12 and 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.
 12. 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. However, nothing in this Constitution is to be taken as preventing the following:
 - (a) 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;
 - (b) the payment of interest on any loans by members to the Association at a rate not exceeding the reference rate quoted by the State Bank of New South Wales for business loans; and
 - (c) the payment of a market rent or less for premises demised or let by any member to the Association.
 13. 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. Such an organization must prohibit the distribution of its property among its members at least to the extent that clause 12 of this Constitution does. 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.