

RULES OF THE PUBLIC INTEREST LAW CLEARING HOUSE INCORPORATED

1. NAME

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The name of the Association shall be Public Interest Law Clearing House Incorporated.

2. OBJECTS

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The objects of the Association shall be to provide for the direct relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness by the encouragement and co-ordination of pro bono publico legal services and other professional services by one or more of the following means:

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- (a) identifying major issues of public interest needing legal assistance best provided by private lawyers;
- (b) matching poor and under-represented individuals, corporations and groups with private lawyers and other professionals willing to provide the legal services they need without charge or at discounted charging rates;
- (c) tapping the skills and resources of private lawyers and other professionals and bringing them to bear on a broad range of public interest matters;
- (d) encouraging co-operation between private lawyers and full-time public interest lawyers in relation to public interest legal issues; and
- (e) soliciting and accepting on behalf of the Association donations from any person, company or organisation for the purposes of the Association.

3. MEMBERSHIP

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3.1 The members of the Association shall consist of the following categories:

(a) the Law Society of New South Wales (the "Law Society");

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(b) The Public Interest Advocacy Centre Ltd ("PIAC");

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(c) the New South Wales Bar Association (the "Bar");

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- Amended Annual General Meeting 21/11/96
- Amended Annual General Meeting 19/11/98
- Amended Annual General Meeting 26/11/04
- Amended Annual General Meeting 19/8/94
- Amended Annual General Meeting 19/11/98
- Amended Special General Meeting 16/8/05
- Amended Special General Meeting 16/4/93
- Amended Annual General Meeting 19/8/94
- Amended Annual General Meeting 19/11/98
- Amended Special General Meeting 22/8/03
- (d) sole practitioners, law firms and incorporated legal practices (as defined by the Legal Profession Act 1987), invited to join by the Board and which accept membership (“Member Firms”), each of which shall be represented for all purposes under these Rules by such person as the Member Firm may nominate in writing to the Association from time to time (“Nominees”);
- (e) the Barristers invited to join by the Board and who individually accept membership (“Member Barristers”);
- (f) groups of Barristers invited to join by the Board and whose head of chambers accepts membership on their behalf (each group a “Floor Member”), each group shall be represented for all purposes under these Rules by such person as the group’s head of chambers may nominate in writing to the Association from time to time (“Floor Nominees”); and
- (g) law departments or legal divisions of corporations or other entities that are not law firms, whether private, public or government, who are invited to join by the Board and whose head of law department or division accepts membership on behalf of the firm or entity (“Law Departments”), each of which shall be represented for all purposes under these Rules by such a person that the head of the law department or division may nominate in writing to the Association from time to time (“Law Department Nominees”); and
- (h) other persons, firms or entities not being lawyers, who accept membership and are invited by the Board and are willing to support the objects, functions and operation of the Association and provide services or other material assistance on a pro bono or reduced fee basis (“Associate Members”) and shall be represented for all purposes under these Rules by such person as nominated in writing to the Association from time to time (“Associate Member Nominees”).

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3.2 A person (including any person connected with any Member Firm, Floor Member, Law Department or Associate Member) may not exercise the rights of a Member Firm, Floor Member, Law Department or Associate Member as a member of the Association, and in particular may not:

- (a) be a member of the Board of the Association;
- (b) attend or participate in any meeting of the Board or at any General Meeting of the Association, unless invited to do so by resolution of the Board or of the General Meeting of the Association or unless acting as a proxy; or
- (c) vote at any meeting of the Board or at any General Meeting of the Association unless acting as a proxy,

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unless that person is the Nominee of the Member Firm, Floor Nominee of the Floor Member, Associate Member Nominee of the Associate Member or Law Department Nominee of the Law Department, nominated in writing to the Association in accordance with clause 3.1.

Nothing in this clause limits the rights as a member of the Association of a Member Barrister.

Nothing in this clause limits the rights of a member of the Board of the Association, duly elected or appointed in accordance with clause 6.2, clause 7.1 or clause 8.5.

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3.3 Members shall pay any such membership fees as may be determined by the Board and such annual operating fees as may be levied on them by the Board.

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3.4 A register of members shall be kept by the Association showing the name and address, the date of commencement and the date of cessation of membership of each member.

3.5 Membership shall cease upon the member resigning its membership or being expelled.

4. MEMBERS' LIABILITY

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The members of the Association shall have no liability to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees and unpaid annual operating fees levied on them by the Board.

5. DISCIPLINING OF MEMBERS

The procedure for disciplining members shall be determined by the Board. Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Association.

6. MANAGEMENT - BY BOARD

6.1 The Association shall have its affairs controlled and managed by the Board.

6.2 The Board shall consist of:

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(a) up to two representatives of the Law Society being such persons as the Law Society may notify in writing to the Association from time to time;

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(b) up to two representatives of PIAC being such persons as PIAC may notify in writing to the Association from time to time;

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(c) up to two representatives of the Bar being such persons as the Bar may notify in writing to the Association from time to time;

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(d) up to four Nominees of Member Firms and Associate Members;

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(e) up to two Member Barristers or Floor Nominees or a combination of the two;

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(f) up to one representative of the Law Departments; and

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(g) up to two such persons as the Board may appoint as additional Board members.

6.3 The Board shall from time to time elect from its number office bearers consisting of a President, a Vice President and a Secretary/Treasurer. No person may hold office as President for more than three years, consecutively or in toto.

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6.4 The Member Firm and Associate Member representatives of the Board referred to in Rule 6.2(d), the Member Barristers and Floor Members' representatives of the Board referred to in Rule 6.2(e) and the Law Departments' representative referred to in Rule 6.2(f) shall be elected at each Annual General Meeting in accordance with Rules 8.5 to 8.7. Any casual vacancy occurring in the Board may be filled by the Board, where applicable appointing an appropriate person representing the relevant class of member.

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6.5 Subject to Rule 6.10, each member of the Board other than the representatives of the Law Society, PIAC and the Bar shall hold office from the date of his or her election or appointment until the conclusion of the next Annual General Meeting.

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6.6 Retiring Board members are eligible for re-election.

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- 6.7 The Board shall meet as often as necessary to conduct the business of the Association and not less than once per quarter. A meeting of the Board may be held using any technology consented to by all of the members of the Board. The consent may be a standing one. A member of the Board may withdraw their consent within a reasonable period before the meeting.
- 6.8 The quorum for meetings of the Board shall be three members of the Board.
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- 6.9 A Board meeting may be called by either the Board at any time or any two members of the Board by giving not less than 10 days' notice. Notice of Board meetings shall be given:
- (a) at the previous Board meeting;
 - (b) by such other means as the Board may decide; or
 - (c) in the case of a meeting called by two members of the Board, by the means of notice usually given for the Board meetings.
- 6.10 A member of the Board shall cease to hold office upon resignation in writing, removal as a member of the Association of the member whom the Board member represents, or absence from three successive Board meetings without the approval of the Board.
- 6.11 The Board may function validly provided its number is not reduced below three members. Should Board numbers fall below that number the remaining Board members may act only to appoint new Board members.
- 6.12 Questions arising at any meeting of the Board shall be decided by a majority of votes of those present. In case of an equality of votes the person entitled to chair the meeting shall have a second or casting vote.
- 6.13 If within fifteen minutes from the time appointed for a meeting of the Board a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members of the Board personally present shall be a quorum and may transact the business for which the meeting was originally called.
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- 6.14 The Board may pass a resolution without a Board meeting being held if each Board member is given notice of the proposed resolution, the notice specifies a time by which votes may be cast and the majority of members of the Board entitled to vote on the resolution give notice to the Secretary they are in favour of the resolution set out in the notice. Separate copies of notices given by the Board members to the Secretary may be used if the wording of the resolution and notice is identical in each copy. The resolution is passed if by the time specified in the notice:
- (a) a majority of the Board members give notice to the Secretary that they are in favour of the resolution; and
 - (b) no Board member entitled to vote on the resolution gives notice to the Secretary that they are not in favour of the resolution.

7. ALTERNATE BOARD MEMBERS

- 7.1 A Board member may, with the approval of a majority of the other Board members, appoint a person (whether a member of the Association or not) to be an alternate Board member in his or her place during such period as he or she thinks fit.
- 7.2 An alternate Board member is entitled to notice of meetings of Board members and, if the appointor is not present at such a meeting, is entitled to attend and vote in his or her stead.
- 7.3 An alternate Board member may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate Board members shall be taken to be the exercise of the power by the appointer.
- 7.4 The appointment of an alternate Board member may be terminated at any time by the appointor notwithstanding that the period of the appointment of the alternate Board member has not expired and terminates in any event if the appointor vacates office as a Board member.
- 7.5 An appointment, or the termination of an appointment, of an alternative Board member shall be effected by service on the Association of a notice in writing signed by the Board member who makes or made the appointment.

8. GENERAL MEETINGS

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- 8.1 An Annual General Meeting of the Association shall be held each year within six months after the end of the financial year of the Association.

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- 8.2 The Board may, whenever it thinks fit, convene a special general meeting of the Association. A special general meeting must be convened by the committee within one month of receiving a written request to do so from at least 10 per cent of the members of the Association.

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- 8.3 At least 14 days notice of all general meetings shall be given to members. In case of general meetings where a special resolution is to be proposed, notice of the meetings shall be given to members at least 21 days before the meeting.
- 8.4 In the case of the Annual General Meeting the following business shall be transacted:
- (a) confirmation of the minutes of the last Annual General Meeting and any recent special general meeting;
 - (b) receipt of the Board report upon the activities of the Association in the last financial year;

- Amended Annual General Meeting 21/11/96 (c) election of Member Firms' and Associate Members' representatives to the Board accordance with Rule 8.5;
- Amended Annual General Meeting 19/8/94 (d) election of Member Barristers and Floor Members' representatives to the Board in accordance with Rule 8.5;
- Amended Annual General Meeting 19/11/98
- Amended Special General Meeting 22/8/03 (e) election of the Law Departments' representative to the Board in accordance with Rule 8.5; and
- Amended Annual General Meeting 19/8/94 (f) receipt and consideration of a statement from the Board which is not misleading and gives a true and fair view for the last financial year of the Association's:
- (i) income and expenditure;
 - (ii) assets and liabilities;
 - (iii) mortgages, charges and other securities; and
 - (iv) trust properties.

8.5 At an Annual General Meeting:

- Amended Annual General Meeting 19/8/94 (a) Member Firms' and Associate Members' Nominees present in person or by proxy may elect the Member Firms' and Associate Members' representatives to the Board;
- Amended Annual General Meeting 20/11/97
- Amended Special General Meeting 16/8/05
- Amended Annual General Meeting 19/11/98 (b) Member Barristers and Floor Nominees present in person or by proxy may elect the Member Barristers and Floor Members representatives to the Board;
- Amended Annual General Meeting 26/11/04
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- (c) Law Department Nominees present in person or by proxy may elect the Law Department representative to the Board.

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- 8.6 Nominations of Member Firms' and Associate Members' representatives, Member Barristers' and Floor Members' representatives and Law Departments' representative to the Board must be delivered to the Secretary of the Association at least 14 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place. Nominations of candidates for each representative shall be:

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- (a) in writing; and

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- (b) signed by two members of the Association that are members of the category of membership that the representative represents but if there is only a single member in a particular category of membership then the nomination can be signed by the single member; and

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- (c) accompanied by the written consent of the candidate for election.

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- 8.7 If in relation to vacancies of representatives of a category of membership to be filled:

- (a) the number of nominations received equals the number of vacancies, the candidates nominated are taken to be elected;
- (b) the number of nominations received exceeds the number of vacancies, a ballot is to be held;
- (c) insufficient nominations are received to fill all vacancies, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting;
- (d) the number of further nominations received is equal to or less than the number of remaining vacancies, the persons further nominated are taken to be elected;
- (e) the number of further nominations received exceeds the number of remaining vacancies, a ballot for the remaining vacancies is to be held;
- (f) there are any vacant positions remaining on the Board, the positions may be filled by a representative of the category appointed by the Board at any time.

Any ballot at the Annual General Meeting is to be conducted in the manner determined by the Chairperson of the meeting.

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- 8.8 The quorum for a general meeting shall be five members present in person or by proxy or Nominee.
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- 8.9 Subject to Rule 8.7, voting at general meetings shall be by a show of hands unless a secret ballot is demanded. Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where the majority described in Rule 10.2(c) is required.
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- 8.10 All votes shall be given personally or by proxy.
- 8.11 In the case of an equality of votes the person entitled to chair the general meeting shall have a second or casting vote.
- 8.12 An instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument may specify the manner in which the proxy is to vote in respect of a particular resolution and, where it so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument but may vote as he or she thinks fit on any motion or resolution in respect of which no manner of voting is indicated.
- 8.13 An instrument appointing a proxy shall be in the common form or in such other form as the Board shall accept and to be valid must be deposited with the Board prior to the general meeting or with the chairperson of the general meeting at its commencement.
- 8.14 If within fifteen minutes from the time appointed for a general meeting a quorum is not present the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, the members of the Association personally present shall be a quorum and may transact the business for which the meeting was originally called.
- 9. OFFICE BEARERS**
- 9.1 The President, or in the President's absence, the Vice-President, shall act as chairperson at each general meeting and board meeting of the Association.

- 9.2 If the President and Vice-President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as chairperson.
- 9.3 The Secretary/Treasurer shall keep records of the business of the Association including the rules, register of members, minutes of all general and Board meetings and a file of correspondence. All records, books, documents and securities of the Association shall be kept in the custody of the Secretary/Treasurer and shall be available for inspection by any member of the Association.
- 9.4 The Secretary/Treasurer shall ensure that all money received by the Association is paid into an account in the Association's name. Payments shall be made through a petty cash system or by cheque signed by two signatories authorised by the Board. Major or unusual expenditure shall be authorised in advance by the Board or a general meeting.
- 9.5 The Secretary/Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association.

10. SPECIAL RESOLUTIONS

- 10.1 A special resolution must be passed by a general meeting of the Association to effect the following changes:
- (a) a change of the Association's name;
 - (b) a change of the Association's Rules including the Association's objects;
 - (c) an amalgamation with another Incorporated Association;
 - (d) to voluntarily wind up the Association and distribute its property;
 - (e) to apply for registration as a Company or a Co-operative.
- 10.2 A special resolution shall be passed in the following manner:
- (a) a notice must be sent to all members advising that a general meeting is to be held to consider a special resolution;
 - (b) the notice must give details of the proposed special resolution and give at least 21 days notice of the meeting;
 - (c) at least three quarters of votes cast must be in favour of the resolution and at least two votes cast by the Law Society, PIAC and the Bar must also be in favour of the resolution;
 - (d) in situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Managing Director of Business and Consumer Affairs for permission to pass the resolution in some other way.

11. PUBLIC OFFICER

- 11.1 The Board shall ensure that a person is appointed as Public Officer.
- 11.2 The first Public Officer shall be the person who completed the application for incorporation of the Association.
- 11.3 The Board may at any time remove the Public Officer and appoint a new Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.
- 11.4 The Public Officer shall be deemed to have vacated his or her position in the following circumstances:
- (a) death;
 - (b) resignation;
 - (c) removal by the Board or at a general meeting;
 - (d) bankruptcy or financial insolvency;
 - (e) mental illness;
 - (f) residency outside New South Wales.
- Amended Annual General Meeting 19/11/98 11.5 When a vacancy occurs in the position of Public Officer the Board shall within 14 days notify the Director of the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- Amended Annual General Meeting 19/11/98 11.6 The Public Officer is required to notify the Director of the Department of Fair Trading by the prescribed form of the following:
- (a) his or her appointment (within 14 days);
 - (b) a change of his or her residential address (within 14 days);
 - (c) a change in the Associations' objects or Rules (within one month);
 - (d) a change in the membership of the Board (within 14 days);
 - (e) the Association's financial affairs (within one month after the Annual General Meeting);
 - (f) a change in the Association's name (within one month).
- 11.7 The Public Officer may be an office bearer, Board member, or any other person regarded as suitable for the position by the Board.

12. MISCELLANEOUS

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12.1 The Association shall effect and maintain insurance as is required under the Associations Incorporation Act 1984 together with any other insurance which may be required by law or regarded as necessary by the Association.

12.2 The funds of the Association shall be derived from the fees of members, annual operating fees levied on Member Firms, donations, grants and such other sources approved by the Association.

12.3 The Common Seal of the Association shall be kept in the custody of the Secretary/Treasurer and shall only be affixed to a document with the approval of the Board. The use of the Common Seal shall be attested by the signatures of two members of the Board.

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12.4 Subject to clause 12.6, upon the winding up of the Association, the surplus property is to be distributed in accordance with a special resolution of the Association and in accordance with section 53 of the Associations Incorporation Act 1984, to an institution or institutions:

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(a) having similar objects to the Association;

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(b) approved as a Public Benevolent Institution for the purposes of the Income Tax Assessment Act; and

(c) which prohibits the distribution of its (or their) income and property among its (or their) members.

12.5 Service of documents on the Association may be effected by serving them on the Public Officer or by serving them personally on two members of the Board.

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12.6 If the Association establishes and maintains a gift fund for the purpose of Subdivision 30-BA of Part 2-5 of the Income Tax Assessment Act, at the earlier of:

(a) the winding up of the gift fund; and

(b) the revocation of the Association's endorsement as a deductible gift recipient

any surplus assets of the gift fund shall be transferred to a fund, authority or institution gifts to which can be deducted under Division 30.

13. NOTICES

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13.1 A notice may be given by or on behalf of the Association to any member:

(a) by delivering it to the member personally; or

- (b) by sending it pre-paid post to the address of the member; or
- (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the member for giving or serving the notice.

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13.2 For the purposes of these rules, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

14. NO DISTRIBUTION

The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association; provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any office or servant of the Association, or to any member of the Association in return for any services actual rendered to the Association, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent, or reasonable and proper rent for premises demised or let by any member to the Association, but so that no member of the Board of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Board except repayment of out-of-pocket expenses or interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

15. INTERNAL DISPUTES

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The Board shall ensure that a mechanism is established for resolving internal disputes within its membership. This shall include:

- (a) the appointment by the Board of an independent person to mediate or arbitrate in the dispute;
- (b) where the dispute cannot be resolved internally by arbitration or mediation the Board shall refer the matter to an accredited centre for dispute resolution.

16. COMPLAINTS

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The Board shall ensure that a mechanism is established that will properly and effectively deal with complaints made by members of the public and grievances from employees.

17. NO DUTY TO PARTICULAR MEMBERS

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In exercising their duties, powers and discretions, neither the Association nor the Board need have regard to the interests of any particular Member, nor does the Association or the Board have any duty to a particular Member that is not owed to the Association and the Members as a whole.

18. DELEGATION BY THE BOARD

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18.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Board or other persons as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument other than:

- (a) this power of delegation, and
- (b) a function which is a duty imposed on the Board by the Associations Incorporation Act 1984 or by any other law.

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18.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

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18.3 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

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18.4 Despite any delegation under this rule, the Board may continue to exercise any function delegated.

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18.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

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18.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.