

# Executive Committee Charter

1 January 2026

# Executive Committee Charter

*As approved by the Queensland Law Society Council, effective 1 January 2026*

## 1. Role

- 1.1. The purpose of this charter is to document the objectives, responsibilities, administration and delegated authority of the Queensland Law Society Council's (Council) Executive Committee (Committee). It is intended to be a dynamic working document to be reviewed in accordance with clause 13.1.
- 1.2. The Committee has been established by Council to assist Council in the discharge of its statutory, governance and management responsibilities.
- 1.3. Although not a listed entity, the Queensland Law Society has adopted best practice governance arrangements in line with the ASX Corporate Governance Principles and Recommendations. The purpose is to ensure good governance outcomes and meet the reasonable expectations of our members.
- 1.4. Council is committed to excellence in corporate governance and believes that good corporate is consistent with respect, integrity and service, the Society's core values.

## 2. Responsibilities

- 2.1. The Committee's role includes:
  - a) making determinations in accordance with its regulatory, administrative and financial powers set out in the Delegations Manual;
  - b) approving policies codifying the Queensland Law Society's approach to practising certificates and related occupational matters.
  - c) reviewing current corporate governance policies, processes and practices and reporting to Council on review outcomes and recommendations;
  - d) providing recommendations to Council on new or revised corporate governance policies, processes or practices;
  - e) reviewing and reporting to Council on compliance with the best practice recommendations of the ASX Corporate Governance Council;
  - f) providing a formal forum for communication between Council and management on corporate governance issues; and
  - g) improving the efficiency of Council by enabling delegation of appropriate tasks to the committee where such tasks should be discussed in sufficient depth.

## 3. Authority

- 3.1. The Committee has delegated decision making responsibility as set out in the Delegations Manual (as amended from time to time).

## 4. Obtaining advice

- 4.1. Council and members of the Committee have access to the advice of internal and external legal practitioner experts, at the expense of the Queensland Law Society when required. Requests for such advice are made by Councillors at Council or Committee meetings. Advice obtained is made available to the whole Council.

## **5. Composition**

- 5.1. The Committee will consist of up to seven members of Council as follows: a) the President;
  - b) the Deputy President (if any);
  - c) the Vice-President;
  - d) the Immediate Past President (if any);
  - e) up to three Councillors in every even calendar year; and
  - f) up to four Councillors in every odd calendar year.
- 5.2. The Councillor Committee members are appointed by Council.
- 5.3. The President is to chair Committee meetings at which the President is present.
- 5.4. If the President is not present at a Committee meeting, the Deputy President is to chair.
- 5.5. If both the President and Deputy President are not present at a Committee meeting, the Vice President is to chair.
- 5.6. If no Presidential member is present at a Committee meeting, a Committee member chosen by the Committee members present at the Committee meeting is to chair. 5.7. Committee members must not also be members of the Professional Conduct Committee.

## **6. Meetings**

- 6.1 Where there is business to be conducted, meetings will be held monthly, or as otherwise agreed.
- 6.2 Urgent business will be usually be conducted by flying minute.
- 6.3 The Chair may call a meeting of the Committee if required by any Committee member, the Chair, the Corporate Secretary or any member of the Council. Committee papers are provided to Committee members, where possible, five working days prior to the relevant meeting.
- 6.4 Committee meetings may be attended in person or remotely.
- 6.5 A quorum for a Committee meeting consists of a majority of current Committee members.
- 6.6 Any Council member may attend and if agreed by the majority of Committee members may speak at a Committee meeting. Any invitee of the Committee may attend and speak as invited.

## **7. Voting**

- 7.1 Any matters requiring decision will be decided by a majority of votes of members present or participating.
- 7.2 In the event that there is an equal number of votes, the member presiding at the meeting has a casting vote.

## **8. Conflicts of Interest (s695 Legal Profession Act 2007)**

- 8.1. If a Committee member has a personal or familial interest, or a direct or indirect financial interest, in an issue being considered or about to be considered by the Committee and the interest could conflict with the proper performance of the member's duties about the consideration of the issue, the member must disclose the nature of the interest to the Committee.
- 8.2. Unless the Committee otherwise directs, the interested member must not be present when the Committee considers the issue or take part in a decision of the Committee about the issue.

- 8.3. The interested member must not be present when the Committee is considering whether to excuse them from Committee discussions on the issue.
- 8.4. If, because of this clause 8, a member is not present at a meeting for considering or deciding an issue and there would be a quorum if the member were present, the remaining members present are a quorum for considering or deciding the issue, so long as there remain at least two members.

## **9. Media**

- 9.1. In line with the Society's media policy:
  - a) The President is the primary spokesperson for the Society; and
  - b) No Councillor should speak to the media or make any comment on behalf of the Society without specific approval of the President.

## **10. Secretariat Duties**

- 10.1. The Corporate Secretary will be the Committee secretary and will prepare and keep all records of the Committee, including the agenda, minutes and any reports or recommendations.
- 10.2. The Corporate Secretary, or their nominee, may be tasked to undertake research and writing tasks for the Committee.

## **11. Guests**

- 11.1. The Committee may, through the President, Chief Executive Officer or Corporate Secretary, invite internal or external guests to attend Committee meetings to observe and/or provide information, a report and advice or to bring relevant perspectives and expertise on matters under consideration. Common guests will include relevant staff of QLS.
- 11.2. Guests do not have an automatic right of access to the Committee's papers (which includes agendas and minutes). Access to the Committee's papers is at the discretion of the Corporate Secretary, in consultation with the President and Chief Executive Officer.
- 11.3. Guests (including QLS staff) have no voting rights at meetings.

## **12. Minutes**

- 12.1. Minutes must be prepared, approved by the chair and circulated to Committee members within two weeks of a meeting. The minutes must be ratified by the members and signed by the chair.

## **13. Reporting to Council**

- 13.1. Copies of the agenda for each Committee meeting will be made available to all Council members on the cloud.
- 13.2. Council members not on the Committee will be provided with copies of papers or minutes on request.

## **14. Reviews**

- 14.1. The Committee will review this Charter within 12 months of its adoption and thereafter every two years.

- 14.2. The Committee will report to Council on the outcomes of each review.
- 14.3. Council will approve or further review the Charter.

## 15. Dictionary

- 15.1. **Corporate Secretary** means the person appointed by Council pursuant to section 689 of the *Legal Profession Act 2007* to be the Corporate Secretary to oversee the corporate governance of the Society and undertake relevant activities in the efficient administration of the Society;
- 15.2. **Committee Secretary** means the Corporate Secretary;
- 15.3. **Council** means the elected Council of the Queensland Law Society;
- 15.4. **Delegations Manual** means the repository of statutory and non-statutory delegations made by Council from time to time;
- 15.5. **Deputy President** means:
  - a. the member elected to the Queensland Law Society Council in accordance with rule 29 of the *Legal Profession (Society) Rules 2007*; and
  - b. the member who, at the completion of the current President's term in office, will assume the office of President in accordance with section 686(3) of the *Legal Profession Act 2007* (QLD);
- 15.6. **Immediate Past President** means the member who was elected and served as the President of the Society Council in the year immediately preceding the current President;
- 15.7. **President** means the member elected as the President of the Society Council in accordance with rule 29 of the *Legal Profession (Society) Rules 2007* and under section 686 of the *Legal Profession Act 2007* (QLD);
- 15.8. **Presidential member** means a person who is the President, Deputy President or Vice President of the Queensland Law Society.
- 15.9. **Society** means the Queensland Law Society Inc. (QLS) as continued in existence pursuant to section 679 of the *Legal Profession Act 2007* (QLD); and
- 15.10. **Vice-President** means the member elected to the Queensland Law Society Council as Vice President in accordance with rule 29 of the *Legal Profession (Society) Rules 2007*.

## 16. Interpretation

- 16.1. Words importing the singular include the plural and vice versa.
- 16.2. Words importing one gender include any other gender.