

Dated 28th January 2016

**ASSOCIATION OF REGULATORY AND DISCIPLINARY
LAWYERS**

CONSTITUTION

1 DEFINITIONS

AGM means Annual General Meeting of the Association.

Association means the Association of Regulatory and Disciplinary Lawyers.

Committee means the Committee of the Association as described in paragraph [4] below.

EGM means Extraordinary General Meeting of the Association.

Ex officio member of the Committee means a person appointed by the Committee who is entitled to attend Committee meetings but is not entitled to vote.

Full member of the Committee means a person either elected at an Annual General Meeting or appointed by the Committee who is entitled to attend and vote at Committee Meetings.

In-house member means an individual member of the Association who is employed in-house by a Regulator or Representative Body.

Regulator means a body that carries out the regulation of individuals or entities in the public interest whether by statutory authority or otherwise.

Representative Body means an organisation that represents individuals or entities that are regulated.

Resolution of the Committee means a vote carried by a simple majority of full members of the Committee in attendance at a meeting.

2 OBJECT AND POWERS

2.1 The Association is established to promote best practice, education and mutual understanding amongst those who work in regulation.

2.2 All subscriptions collected will be expended by the Committee in furtherance of the above Objects including for the avoidance of doubt social events to promote the Association.

3 MEMBERSHIP

3.1 Membership of the Association shall be open to:-

3.1.1 Individuals who satisfy any criteria for membership (including the payment of subscription fees) laid down from time to time by resolution of the Committee and published by the Association;

3.1.2 Regulators and Representative Bodies.

3.2 The Committee shall have the right for good and sufficient reason to reject an application for membership or to suspend a member following a Resolution of the Committee. The Committee shall also have the power by a Resolution of the Committee to expel any member, provided that the member concerned is informed in writing and shall have the opportunity to be heard before a decision is taken.

4 COMMITTEE

4.1 The general management of the affairs of the Association shall be conducted by the Committee, which shall consist of up to 15 Full members who are also members of the Association.

4.2 The membership of the Committee shall consist of:

- 4.2.1 a majority of persons elected in accordance with paragraph [7];
- 4.2.2 persons appointed by the Committee either as Full Members of the Committee or as *Ex officio* Members of the Committee.

- 4.3 The term of office of a Full Member of the Committee shall be 2 years from the date of election or appointment as the case may be. For the avoidance of doubt this provision shall apply to Committee members when this Constitution comes into force.
- 4.4 Meetings of the Committee shall be held at least 4 times in each year. Fourteen days notice of such meetings shall be given to all members of the Committee.
- 4.5 Should any Full Member of the Committee fail to attend 3 consecutive meetings of the Committee in person or by telephone or video link then they shall be deemed to have resigned from the Committee unless the Committee considers there are exceptional circumstances justifying non-attendance.
- 4.6 Where a vacancy occurs amongst Full Members of the Committee, the Committee may fill a vacancy as it wishes from amongst the membership. In all cases the person appointed to fill the vacancy will hold office until the conclusion of the term of office of the person causing the vacancy.
- 4.7 The Committee may create such sub-committees as it thinks appropriate to carry out the objects of the Association and may appoint a member of the Association as a Chair and/or Secretary of a sub-committee.

5 OFFICERS

- 5.1 Members of the Committee shall elect from the Full Members of the Committee a Chair, Vice-Chair Secretary and Treasurer.
- 5.2 If a casual vacancy among the officers occurs, then the Committee shall appoint from among its Full Members new officers.

6 MEETINGS

- 6.1 The AGM shall be held in each year within 3 months of the end of the Association's financial year. At least 28 days notice shall be given in writing to all members of the Association. At such AGMs the business shall include the consideration of the Association's Annual Report and audited accounts and the transaction of such other matters as may be necessary.
- 6.2 Notice of any resolution to be proposed at the AGM should be submitted in writing to the Secretary at least 14 days before the AGM, to be distributed to all members of the Association at least 7 days before the date of the AGM.
- 6.3 An EGM may be called at any time by the Committee and shall be called within 28 days of receiving the written request so to do signed by at least 15 members of the Association and giving a reason for the request. Fourteen days notice of such a meeting stating business to be dealt with shall be sent to all members. No other business may be dealt with at such meetings except that specified in the notice of the meeting.

7 ELECTIONS

- 7.1 Election of Full Members of the Committee shall take place at each AGM.
- 7.2 Nominations for election shall be submitted in writing to the Secretary of the Association not less than 14 days before the date of the AGM and shall contain:
 - 7.2.1 confirmation that the nominee wishes to stand;
 - 7.2.2 a list of 5 individual members who propose the nomination.

7.2.3 Confirmation that of the 5 proposers, at least two persons who work in an organisation other than that of the nominee.

7.3 Should only one nomination be received for an In-house Member then that person shall be elected. In the event that a valid nomination is received for more than one In-house Member then the In House member with the highest number of votes shall be elected. Nothing in this rule precludes the election of a further In-house Member in accordance with the rules.

7.4 Each individual member attending the AGM or an EGM is entitled to vote. Attendance may be in person or by such other method as the Chair shall determine.

7.5 Elections at the AGM will be conducted by secret ballot.

7.6 In the event of only the number of nominations necessary to fill vacancies, those nominated will automatically be elected as Full Members of the Committee without a ballot.

8 RULES OF PROCEDURE

8.1 The quorum at the AGM of the Association and any EGM of the Association shall be 10 members. The quorum at Committee meetings shall be 3 members.

8.2 In case of an equality of votes either at the AGM or an EGM of the Association that may be called, or at Committee Meetings, the Chair shall have a casting vote except on a vote to confirm the appointment of the Chair, in which case the Secretary shall have a second or casting vote.

8.3 Minutes shall be kept by the Secretary of the Committee. Any member may request a copy of the minutes of a meeting of the Committee.

8.4 Only individual members shall be entitled to vote at the AGM, any EGM or any other meeting of the Association.

8.5 The accidental omission to give notice of any meeting to, or the non-receipt of the notice by any person, shall not invalidate the proceedings at any meeting.

8.6 At any meeting of the Association, matters put to the vote other than the election of members to the Committee should be decided on a show of hands unless a poll is demanded by at least 15 members or by the Chair. If a poll is requested it should be taken in such manner and at such time as the Chair of the meeting decides.

8.7 The Committee may continue to act although their number is reduced below 3. The continuing members shall only act for the purpose of filling vacancies and convening at either an AGM or an EGM.

9 FINANCE AND ADMINISTRATION

9.1 A bank account in the name of the Association shall be maintained with such bank, building society or other financial institution as the Committee shall decide. The Treasurer and/or Secretary and/or Chair and/or Vice-Chair has the authority to open and operate a bank account.

9.2 Any two of the Chair, Vice-Chair Secretary or Treasurer shall have authority to sign and amend Bank Mandates on behalf of the Association.

9.3 All cheques shall be signed by a minimum of two authorised signatories.

9.4 The Treasurer of the Association shall keep true accounts of all sums of monies received and expended by the Association and of the matters in respect of which such receipts and such expenditure take place.

- 9.5 The books of account kept by the Treasurer shall be approved by the Committee, and be available for inspection by members.
- 9.6 The Committee will in its discretion determine each year the appropriate subscriptions for membership prior to the renewal by members of their annual subscription.
- 9.7 The Committee shall ensure an up to date list of all members is kept.
- 9.8 The Association's membership year shall run from the 1st February each year.
- 9.9 No member, on ceasing to be member, shall be entitled to be repaid any subscription previously paid or any part of any such subscription.

10 AMENDMENTS TO THE CONSTITUTION

- 10.1 The Constitution may be amended at the Association's AGM or any EGM by the positive votes of at least two-thirds of the members present and voting. At least 14 days notice of any amendment to be proposed at the meeting should be sent to members of the Association.

11 DISSOLUTION

- 11.1 The Association may be dissolved at an AGM or EGM by the positive votes of at least two-thirds of the members present and voting PROVIDED THAT at least 28 days notice of the meeting, stating the business to be dealt with, has been sent to all members. After the satisfaction of any debts, the Association's assets shall be transferred to such organisation or organisations with objects similar to those of the Association as the Association shall determine.