

# Association of Law Teachers

## Constitution

### CLAUSE 1 Name

The Society will be called "The Association of Law Teachers" and in this Constitution is referred to as the "Association".

### CLAUSE 2 The objects of the Association are:

- (a) to further the advancement, development, study, understanding, use and reform of the educational aspects of law and its teaching;
- (b) to represent and make known the views of its members upon matters relating to or affecting their professional interests as teachers of law;
- (c) to establish and support or aid in the establishment and support of associations and institutions calculated to benefit the objects of the Association or the members of the Association, or the dependants or connections of such members, and to subscribe to or guarantee money for charitable or benevolent objects or for any public, general or useful object;
- (d) to do all things consistent with these objects considered by the Association or its Committee to be necessary, conducive or incidental to the promotion of the professional, social or general welfare of its members.

### CLAUSE 3 Powers

The Association has power to do all things considered by the Association or its Committee necessary, conducive or incidental to the pursuit or attainment of the foregoing objects, including that without prejudice to the generality of the foregoing power:-

- (a) to facilitate interchange of information and ideas among the members;
- (b) to hold meetings including lectures and talks on legal and cognate subjects;
- (c) to establish and maintain a library or libraries;
- (d) to publish, purchase, sell, distribute or disseminate any document or documents furthering these objects;
- (e) to provide awards and prizes and to make grants for research purposes in furtherance of these objects;
- (f) to establish and maintain relations with any other body or bodies or organisation associated

with law or teaching in the United Kingdom or overseas;

- (g) to provide reasonable facilities for any public or private body to confer with or ascertain the views of the Association and to send representatives to and communicate with all or any of such bodies;
- (h) to encourage consideration and discussion of any research into problems relating to the teaching of legal or quasi- legal subjects;
- (i) to represent the views of the members generally;
- (j) to put forward proposals for law or educational reforms and to represent the views of the members in connection therewith;
- (k) to co-operate with the bodies having similar or sympathetic aims and generally to do all such acts as should further the active and harmonious life of the Association and its members;
- (l) to borrow money and to mortgage or charge the property of the Association or any part thereof and to issue securities whether outright or as security for any debt, liability or obligation of the Association or any third party.

#### CLAUSE 4 Membership

- (a) The Association shall consist of subscribing members, with the rights and obligations set out in this Constitution.
- (b) Applications for membership must be signed by the applicant. The election of members shall be by the Committee (except for the founding members) and no person shall become a member of the Association unless and until so elected, nor shall the Committee be required to give any reason for the non-election of an applicant.
- (c) When a person has been elected as a member and has paid the appropriate subscription, he shall be a member of the Association and shall be deemed to have agreed to be bound by this Constitution and any bye-laws or rules made thereunder.
- X (d) Members shall pay a yearly subscription of not less than one guinea (or a pound if paid to the Association by Banker's Order) or such other sum as a General Meeting shall from time to time determine.
- (e) Members are eligible for election as officers of the Association or as members of its Committee and they shall have the right to vote at all General Meetings or at any Committee or Working Party to which they may be elected or appointed.
- (f) No person shall be a member unless that person:
  - (i) holds or held at the time of his or her election an appointment in legal education, OR
  - (ii) is in possession of an academic or professional legal qualification or is otherwise suitably qualified in those aspects of law which he is teaching, OR

- (iii) has duties or interests which are in or relevant to legal education.
- (g) The Committee may, by Resolution communicate to the member in writing and stating concisely the grounds on which it proposes to act, call upon any member to resign from the Association and if that member does not so resign within sixty days after being so called upon, the Committee may by resolution terminate that person's membership always provided that, before coming to any such decision, the Committee shall find the member concerned such proper facilities for stating his case to them, either orally or in writing, as the said member may wish. Any adjustment between the Association and such a member shall be in the discretion of the Committee.
- (h) The Committee may make announcements and publications in the name of the Association by writing or depute that duty to a sub-committee or to any member and without that authority no member shall take any public action or make any public announcement in the name of the Association, or otherwise do anything directly or indirectly to represent that any proposal, action or statement or fact or opinion has the approval of the Association.

#### CLAUSE 5 Branches of the Association

- (a) At the discretion of the Committee, any group of members who desire to work together in any area or locality to further the aims of the Association may be affiliated to the Association as a branch. The Constitution of each Branch must first be submitted in writing to the Committee and be approved by them and no variation of or deletion from or addition to a Branch's Constitution or Rules shall be put into force until the Committee's written approval thereto has been obtained. The Committee may, after hearing representations from a Branch, disband it.
- (b) The Committee may require a Branch to pay to the Association such fees and payment as it may think necessary.
- (c) The Secretary and the Treasurer of any Branch shall keep such Minutes and Records and Accounts as may be directed by the Committee and shall send such or any other documents of the Branch to the Committee on demand.
- (d) Branches shall undertake to observe and act in conformity with any directions given by the Committee.
- (e) Any property acquired by any Branch shall be held by that Branch in trust for the general objects of the Association. If any Branch is disbanded it shall hand over its moneys, properties, books and papers to the Committee.
- (f) No Branch shall have power to secede nor may any Branch be dissolved by its members unless at least three quarters of the members of that Branch present and voting at the meeting at which a motion for dissolution is put, vote in favour of such motion.

#### CLAUSE 6 Annual Subscription

- (a) Annual subscriptions, after election as a member, shall become due on the first day of January

in each year. Membership is continuous and unless written notice of resignation is received by the Secretary not later than 31st December in any year, a member shall be liable for his subscription for the following year. The Committee may for special reasons wholly or partly remit or waive the payment of any subscription in any case and subject to such conditions as they may think fit.

- (b) A member whose subscription is in arrear on the 31st day of March next after it has become due shall not be entitled to any of the rights or privileges of membership until the arrears are paid.
- (c) The names of all members whose subscriptions remain unpaid on the 30th day of April next after they have become due shall be reported to the Committee at its next meeting and all members whose subscriptions are in arrears on the said 30th day of April shall thereafter be removed from membership unless the Committee shall, for special reason, otherwise determine.
- (d) In this Clause the term 'member' shall include a Branch and the term 'membership' shall include the affiliation of any body or Branch, and 'annual subscription' includes all or any of the fees or payments referred to in Clause 5 (b).

#### CLAUSE 7 Honorary Members

The Committee may elect any person as an Honorary Member of the Association for such period and subject to such conditions as they think fit.

#### CLAUSE 8 General Meeting

- (a) The annual General Meeting of Members of the Association shall be held once in every calendar year to transact the following business:-

- (i) to receive, and if approved, to adopt the Annual Report and an audited Statement of the Accounts to the end of the last preceding financial year;
- (ii) to elect the officers, members of Committee and, if thought fit, a President and Vice-President;
- (iii) to elect an auditor;
- (iv) to deal with any matters that Committee desires to bring before the members and any proposals from members that should be considered by the Association in General Meeting.

- (b) An Extraordinary General Meeting of the Association may be called at any time by Committee and shall be so called within forty-two days of receipt. by the Secretary. of a requisition in writing signed by not less than twenty-five members stating the purpose for which such meeting is desired and setting out any resolutions which it is desired to propose thereat. The notice calling such meeting shall set out such purpose and no business shall be transacted at such meeting other than that specified in such notice.

- (c) A notice convening any General Meeting shall be sent to all members not less than twenty-eight days before the meeting and should specify the business of the Meeting. In the case of the Annual General Meeting. the Annual report of the Committee and the Accounts should be made available to members not less than twenty-four hours before the time appointed for the

commencement of the meeting.

- (d) The Chair at all General Meetings and adjournments thereof shall be taken by the Chairman. or if he is unable or unwilling to attend by a Vice-Chairman or by such other member as may be appointed by Committee. If the Chairman, Vice-Chairman or the member so appointed is not present within fifteen minutes after the time appointed for the meeting to begin, the members present may elect, by a show of hands, one of their number to take the Chair at that meeting and any adjournments thereof.
- (e) Votes at a General Meeting may be cast as follows: -
- (i) Each member whose subscription is fully paid up to the date of the meeting shall have one vote.
  - (ii) The Chairman of the meeting shall have a second or casting vote.
  - (iii) A resolution put to the meeting shall be decided on a show of hands by a majority of those present in person and entitled to vote, unless before or upon the declaration of the result of a show of hands a ballot be demanded by at least twenty of those present in person and entitled to vote and unless a ballot be so demanded. a declaration by the Chairman of the meeting that a resolution has been carried or not carried by a particular majority. shall be conclusive.
  - (iv) If a ballot is demanded, it shall be taken in accordance with the following provisions:-
    - A. Within fourteen days after such demand the Secretary shall serve upon all members entitled to vote at the General Meeting at which the ballot was demanded, a ballot paper setting out the resolution in respect of which the ballot was so demanded. The ballot paper shall contain instructions as to voting and shall be in such form generally as the Committee shall from time to time prescribe
    - B. Ballot papers shall be deposited at the address prescribed in the instructions not later than twenty-one days after the date of despatch by the Secretary and in default shall be treated as not valid.
  - (v) The result of any such ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded and shall be made public in such manner as the Chairman of the meeting shall direct.
  - (vi) No ballot shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
- (f) Any resolution for consideration at any General Meeting must be received by the Secretary not less than twelve hours before the time appointed for the commencement of the Meeting.
- (g) No amendment of a resolution at a General Meeting should be moved without the consent of the Chairman thereof unless notice of such amendment shall have been given in writing to the Secretary not less than one hour before the time appointed for the commencement of the Meeting.
- (h) Whenever an amendment to a resolution at a General Meeting has been moved and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been disposed of.

- (i) The Chairman may call the attention of the meeting to any continued irrelevance or repetition or any breach of order on the part of a speaker and may direct such member to discontinue.
- (j) If within fifteen minutes from the time appointed for a General Meeting a quorum (and twenty members personally present shall constitute a quorum) is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Chairman appointed to take the meeting shall appoint; if at such adjourned meeting a quorum is not present within fifteen minutes as aforesaid, those members present shall constitute a quorum.
- (k) The Chairman with the consent of any General Meeting may adjourn it as agreed but no business shall be transacted at any adjourned or further adjourned meeting other than that which might have been transacted at the meeting itself and save as aforesaid it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted thereat.

#### CLAUSE 9 Officers, President or Vice-President or Vice-President

- (a) The Officers of the Association shall be the Chairman, Vice-Chairman, Secretary and Treasurer and all these Officers (with the exception of Chairman who shall, without further election, be the immediate past Vice-Chairman) shall be elected from members of the Association at the Annual General Meeting. Provided that no nomination for election as an Officer of the Association shall be valid unless, not less than twenty-four hours before the election there shall have been delivered to the Secretary a nomination in writing signed by two members qualified to attend and vote thereat together with the consent in writing signed by the nominee.
- (b) The Annual General Meeting may also if it thinks fit elect a President and one or more Vice Presidents.

#### CLAUSE 10 Committee

- (a) Subject to such directions as may be given from time to time by the Association in General Meeting, the business and affairs of the Association shall be managed by a Committee of members of the Association consisting of the Officers of the Association, not more than seven elected members of the Association and any members co-opted under the provision of sub clause (h) below.
- (b) Any casual vacancy may be filled by Committee: such appointments shall determine at the next following Annual General Meeting.
- (c) No member shall be elected a member of Committee unless not less than twenty-four hours before the General Meeting there shall have been delivered to the Secretary a nomination in writing signed by two members qualified to attend and vote thereat and also a consent in writing signed by the nominee.
- (d) Four members of Committee shall form a quorum.
- (e) Committee shall meet as may be necessary. Four members of Committee may by signed written

notice to the Secretary direct him to call a meeting within fourteen days and if he fails to do so may themselves call such a meeting by giving not less than seven days' notice in writing to all the members of the Committee.

- (f) One-third of the elected members of Committee, or if its number is not a multiple of three, then the number nearest but not exceeding one-third shall retire from office at the conclusion of the Annual General Meeting. Those to retire shall be those who have been longest in office and if there be equality, then by lot. They shall be eligible for re-election.
- (g) The Officers shall retire each year and shall be eligible for re-election.
- (h) Committee may in addition to the Officers and Members elected at the Annual General Meeting co-opt not more than seven members, such co-opted members to retire at the next Annual General Meeting but be eligible to be co-opted again.
- (i) Committee may regulate its own proceedings by standing order or otherwise as it may think fit.
- (j) No act or proceeding of Committee shall be invalidated by any vacancy on Committee or on a sub-committee or on the ground that a member of Committee or a sub-committee was not qualified or had become disqualified after the date of his appointment.
- (k) The Chairman shall have a casting vote.
- (l) Committee shall have the sole control and management of the income and property of the Association and also the entire management and superintendence of all other affairs and concerns thereof, and the exclusive right of appointing and prescribing the respective duties, salaries and remuneration of and of removing such paid servants of the Association as may be deemed necessary or useful for its purpose. Committee shall have power to enter into arrangements for insurance and the provision of pensions or annuities for such servants of the Association as Committee may think fit.
- (m) At least seven days' written notice of a meeting of Committee shall be given to each member of Committee whenever that is necessary.
- (n) Committee may remove an Officer or Member of Committee from office or membership of Committee by a resolution passed by a majority of not less than three quarters of all members of Committee provided that such Officer or Member shall be given fourteen days' notice of this resolution accompanied by a statement of the grounds therefor and he shall be entitled to make his own explanation.

#### CLAUSE 11 Decisions and Voting at Committee and Other Meetings

- (a) Every question to be submitted to any meeting of Committee or any sub-committee or any Working Party shall be put to the meeting by its Chairman and his decision as to the wishes or sense of the meeting shall be conclusive unless it be challenged by any member properly present and entitled to vote at the meeting. If challenged, the decision shall be by vote on a show of hands.

- (b) All questions which are to be decided by a vote shall, with the exception of those for which a special majority is required by the Constitution, be decided by a simple majority of those present and voting at such meetings.

#### CLAUSE 12 Sub-Committees and Working Parties

- (a) Committee may appoint sub-committees to consider and report on any matter and members, except one, of such sub-committees need not necessarily be members of Committee.
- (b) Committee or a sub-committee may appoint Working Parties to consider and report on any matter within the terms of reference assigned to them and such Working Parties need not contain a member of Committee unless Committee has so directed.
- (c) Unless otherwise decided by Committee, sub-committees and Working Parties shall elect their own Chairman and have power to co-opt up to five members of the Association.
- (d) Committee may alter the membership of a sub-committee or Working Party at any time.
- (e) No sub-committee or Working Party shall have power to act on behalf of the Association unless expressly authorised to do so by a Minute of Committee, nor may any sub-committee or Working Party spend any money or enter into any obligation unless authorised by a resolution of Committee so to do.

#### CLAUSE 13 Alteration to Constitution

- \* (a) This Constitution may be altered only at a General Meeting called for the purpose. The notice shall state and explain the proposed alteration or alterations.
- (b) At least three-quarters of the members voting shall vote in favour of the alteration to make it effective.

#### CLAUSE 14 Finance

- (a) The financial year of the Association shall end on the 31st day of December in each year.
- (b) The income and property of the Association and all moneys received by or on its behalf shall, subject to any directions of a General Meeting, be under the control of Committee and shall be applied solely towards the furtherance, promotion and execution of the Objects of the Association of which Committee shall be the sole judge and upon which their decision shall be final. No portion of the income or property of the Association shall be paid by way of dividend, bonus or profit to any member PROVIDED that nothing herein contained or expressed shall prevent the payment in good faith of remuneration, or expenses, or both to any Officers, Member or servant of the Association or other person or persons for services actually rendered by him or them to the Association nor for the payment of any grant, scholarship, bursary or like payment for research purposes set out in Clauses 2 and 3 of this Constitution.



- (c) All moneys payable to the Association shall be received by the Treasurer or such other Officers or such banks as shall be appointed by Committee to receive same. All funds of the Association shall (unless invested) be deposited in a banking account in the name of the Association and no sum shall be drawn thereout except by an order signed by such person or persons as Committee shall direct. Any moneys not required for immediate use may be invested by Committee or a sub-committee thereof.
- (d) Committee or a sub-committee thereof shall cause true accounts to be kept of receipts, expenditures, assets, liabilities and credits and debits of the Association and shall place before the members at each Annual General Meeting a properly audited account and balance sheet made up to the end of the previous financial year.
- (e) Reasonable office travelling and subsistence expenses incurred by or about the Association's business by its Officers, or by any person authorised by Committee may be paid by the Association. All claims must be sent to the Treasurer and he may require such information in regard thereto as he or Committee may think fit.

#### CLAUSE 15 Property of the Association

- (a) The Association may receive or disclaim property of any nature whether or not it is subject to any express conditions or trusts. The Association may purchase or otherwise acquire and hold property of any nature and may sell, lease, mortgage or otherwise deal with the same. Any property belonging to the Association may be held in the name of not more than four nor less than two Trustees who may be appointed or dismissed by Committee which shall have power to fill any vacancy. Such property may be held in the name of a limited company established by and under the control of the Association. Committee shall also have power to appoint a Trust Corporation to act as sole Trustee or as one amongst other Trustees as hereinbefore provided and in such case the Trust Corporation may be paid its usual fees.
- (b) Such investments may be in or upon such stocks, shares, funds, securities, investments and property, real or personal, freehold or leasehold in any part of the world upon such terms and conditions (if any) as Committee shall in its absolute discretion think fit and in all respects as if Committee were the sole beneficial owners thereof. Committee or a sub-committee may from time to time direct the Trustee to sell, vary and/or transfer such investments and property.
- (c) Committee or a sub-committee may deal with the said investments as if they were the sole beneficial owners thereof and without prejudice to the generality of this power may borrow for the general purposes of the Association such sums as may be required and may charge the payment of the sum upon any property of the Association and the Trustees shall give effect to any decision of Committee about such loan or loans.
- (d) The Trustees shall on the instruction of Committee and not otherwise take part in legal proceedings either in the name of the Association or in the names of the Trustees or otherwise on behalf of the Association as may be necessary.
- (e) The Trustees shall in all respects act as required by Committee in a Minute signed by the Secretary of which such Minute shall be conclusive evidence of Committee's decision.

- (f) The Trustees shall be indemnified by the Association for and against any liability, costs, expenses and payments whatsoever which they have properly incurred or which have been made by them in relation to the trusts of the property and investments of the Association or in relation to any legal proceedings or which otherwise relate directly or indirectly to the performance of the functions of a Trustee of the Association.

#### CLAUSE 16 Notices

Accidental omission to give notice of a meeting to, or non-receipt of a notice of a meeting by any member, shall not invalidate any proceedings or resolutions at any meeting of the Association or Committee or sub-committee or Working Party.

#### CLAUSE 17 Dissolution

- (a) A motion to dissolve the Association may be made only at an Extraordinary General Meeting and to effect a dissolution at least eight tenths of the members voting at the meeting or by ballot if one is called shall vote in favour of dissolution.
- (b) If a motion to dissolve is carried, the Association's surplus funds, property and assets (if any) shall be disposed of for charitable purposes in connection with the Objects of the Association as the members may at the said Extraordinary General Meeting decide or, failing any decision, as may be decided by the Charity Commissioners to the intent that no member shall receive any of the funds, property or assets by virtue of his membership.

#### CLAUSE 18 Records or Minutes

- (a) Records shall be taken and minutes kept in such form as Committee may direct of all General meetings, of Committee, sub-committee and Working Party meetings and the minutes of any such meeting shall be confirmed and agreed by the Chairman of the next subsequent meeting and when so confirmed and signed shall be conclusive.
- (b) A resolution in writing signed and agreed to by all members of Committee available at the time shall be as valid and effectual as if it had been passed at a meeting of Committee duly called and held and may consist of several documents in like form each signed by one or more members of the Committee.

#### CLAUSE 19 Interpretation and Definition

- (a) If there should be any ambiguity or difference of opinion concerning the purport of interpretation of any rule in this Constitution, or if it become necessary to deal with or decide any matter not provided for in the Constitution, such matter shall be referred in writing to the Secretary of the Association who shall report the matter to Committee whose decision may require the matter to be referred to arbitration by an arbitrator for the time being. Any such reference shall be deemed to be a submission to arbitration within the Arbitration Act 1950, or any statutory modification or re-enactment thereof for the time being in force.

(b) Unless the context otherwise requires words herein importing the masculine gender shall also import the feminine.