

Constitution of the Agricultural Law Association

1. Name

The name of the Association is the Agricultural Law Association (“the Association”)

2. Objects

The objects of the Association (‘the Objects’) shall be to promote the study, knowledge, understanding and development of the law and practice relating to Agriculture, the Environment, Farming, Forestry and the Rural Community and to do all things desirable for the attainment of those objects both in the United Kingdom of Great Britain and Northern Ireland (UK) and the European Union and the International Community as it affects the workings of such law and practice in the UK.

3. Council

- 3.1 Except as otherwise provided in these Rules, the responsibility for government of the Association shall be vested in a Council which shall meet at least four times a year.
- 3.2 The Council shall consist of the Officers together with not more than nine Ordinary Council Members.
- 3.3 The Officers shall consist of a Chairman, Vice Chairman, Financial Director and Education Director and no one Officer shall hold more than one Officer position.
- 3.4 The ordinary members of the Council shall be elected at the Annual General Meeting of the Association in accordance with clause 3.7
- 3.5 Election to the Council for ordinary members shall be for three years. One third of the membership shall retire annually but shall be eligible for re-election for one further three-year term only, the members so to retire being those who have been longest in office since the last election. As between members who have been in office the same length of time, those due to retire shall be chosen by lot. If an ordinary member of Council has served two consecutive terms they shall not be eligible to stand again for election to Office or Council until the expiry of one year from the date of their ceasing to be an Officer or Member of Council.
- 3.6 Retired members and honorary members shall not be eligible to serve as Officers or members of the Council
- 3.7 Nominations for ordinary members of the Council must be made by full members of the Association in writing and must be supported by a proposer and seconder who are both full members of the Association and must be in the hands of the Chairman or a person appointed by him by a date which the Council shall determine. Should nominations exceed vacancies election shall be by ballot of full, members of the Association the arrangements for which shall be made by the Council

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- 3.8 In addition to the members so elected and to those serving by virtue of clause 3.9 the Council may co-opt up to six further members including a student member and who shall serve until the conclusion of the next Annual General Meeting after co-option
- 3.9 Any casual vacancy in the Council may be filled by the Council and any person appointed to fill in such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting and shall be eligible for election at that meeting
- 3.10 The proceedings of the Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member
- 3.11 The Council may resolve in any year that the Chairman, Vice Chairman, Financial Director or Education Director shall be paid an honorarium the amount of such to be determined by the Council
- 3.12 The Council may appoint sub-committees, special committees, standing committees or working parties as may be deemed necessary by the Council and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such committees and working parties shall be reported back to the Council as soon as possible

4. Membership

- 4.1 Full membership of the Association shall be open to individuals who are qualified members of a profession who are interested in furthering the work of the Association or having knowledge of or an interest in the Objects and who have paid the annual subscription as laid down from time to time by the Council mentioned below
- 4.2 Student membership of the Association shall be open to individuals who are studying at a University or College subjects which are pertinent to the Objects and who have paid the annual subscription as laid down from time to time by the Council mentioned below
- 4.3 Retired membership of the Association shall be open to individuals who formerly practised in professional practice in the areas set out in the Objects and have ceased to receive any income or other remuneration from such professional practice and who have paid the annual subscription as laid down from time to time by the Council mentioned below
- 4.4 Honorary members may be appointed at the discretion of the Council
- 4.5 Council shall have the right;
- 4.5.1 to approve or reject an application for membership; and

4.5.2 for good and sufficient reason to terminate the membership of any individual member provided that the individual member shall have the right to be heard by Council before a final decision is made

5. Officers

- 5.1 Council shall elect a Chairman, a Vice Chairman, a Financial Director and an Education Director and such other Officers as the Council shall from time to time decide who need not at the time of their election be a member of Council
- 5.2 The Officers of the Association shall be elected for a term of three years but shall be eligible for re-election provided that the Chairman and Vice Chairman shall not hold office for more than six consecutive years in each respective office and shall not be eligible for re-election to that office at any time thereafter
- 5.3 The Officers shall automatically be members of the Council
- 5.4 The Association may appoint one or more independent accountants and may determine their remuneration (if any)

6. Determination of membership of the Council

A member of the Council shall cease to hold office if he or she:

- 6.1 becomes incapable because of mental disorder, illness or injury of managing and administering his or her own affairs:
- 6.2 resigns his or her office by notice in writing: or
- 6.3 is absent from two consecutive meetings of the Council without good reason and/or for good and sufficient reason and three quarters of the other members of the Council pass a resolution that such Council member shall be removed from office

7. Powers

In furtherance of such Objects but not otherwise the Association may:

- 7.1 contract with and/or pay any person or persons to supervise, organise and carry on the work of the Association and appoint an independent consultant secretary or adviser and other persons pursuant to the power given to the Council in clause 3 above
- 7.2 bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals
- 7.3 promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the results thereof

- 7.4 arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training classes
- 7.5 collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas
- 7.6. be a member of the European Council of Rural Law (CEDR) and participate in its meetings, Congresses and other classes and seminars and nominate or appoint such members of the Association as shall be required as officers of CEDR and its Board of Management
- 7.7. raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription and otherwise
- 7.8 carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the Objects
- 7.9 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded materials (whether audio or visual or both) as shall further the said Objects
- 7.10 purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of such Objects and construct, maintain and alter any buildings or erections necessary for the work of the Association
- 7.11 make regulations for any property which may be so acquired
- 7.12 sell, lease or otherwise dispose of all or any of the property of the Association
- 7.13 accept gifts and borrow or raise money for such Objects on such terms and on such security as shall be thought fit
- 7.14 invest the money of the Association not immediately required for the said Objects in or on such investments, securities or property as may be thought fit
- 7.15 do all such other lawful things as are necessary for the attainment of such Objects
- 7.16 establish where necessary regional groups whether autonomous or not

8 Expulsion

- 8.1 The Council shall have the power to expel any member whose conduct, whether at an event organised by the Association or otherwise, is in the opinion of the Council injurious to the good name of the Association or renders him/her unfit for membership of the Association.

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- 8.2 A member shall not be expelled unless:
- (i) a written notice setting out the matters which may (subject to the response of the member concerned and the opinion of the Council) lead to the member's expulsion has been posted to the member at the last address which he/she has notified to the Association at least twenty-eight days before the Council meeting at which that member's expulsion is to be considered;
 - (ii) the member concerned has been given the opportunity of providing to the Council meeting at which his/her expulsion is considered a written and/or oral response to the matters set out in the written notice referred to in clause 8.2(i) above, including (if the member so elects) a response presented by a legal representative;
 - (iii) at least three-quarters of the Council members hearing the matter resolve to expel the member concerned.
- 8.3 A member who is expelled shall be entitled to a pro rata rebate of his/her subscription in respect of the period from the date of expulsion to the end of the period for which a subscription has been paid.
- 8.4 A member who is expelled shall cease to enjoy forthwith all rights and benefits associated with membership (including, as the case may be, Fellowship) of the Association; any membership of the Council or any committee, sub-committee or working party shall likewise cease forthwith.
- 8.5 Subject to the matters set out in this Rule, the Council may make such arrangements as they consider appropriate and fair for the purpose initiating the process in respect of and dealing with potential expulsions. Without prejudice to the generality of the foregoing, the Council may (but is not obliged to) make regulations for this purpose

9. Meetings of the Association

- 9.1 Once a year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Council shall determine. At least 21 clear days' notice shall be given in writing to each member. At such annual general meeting the business shall include the election of officers, the election of ordinary members to serve on the Council, the appointment of an independent accountant or accountants, the consideration of an annual report of the work done by or under the auspices of the Association and of the annual accounts and the transaction of such other matters as may from time to time be necessary.
- 9.2 The Chairman may at any time at his discretion, and the Association shall within 21 days of receiving a written request to do so signed by not less than five percent of full members and giving reasons for the request, call a special general meeting of the Association. At least 21 days before the date set for a special meeting a notice of such meeting and the business to

be transacted shall be sent to every member and no other business shall be transacted at that meeting.

10. Rules and Procedure at all meetings

- 10.1 **Quorum.** The quorum at a meeting of the Association shall be 20 full members and the quorum of the Council or any committee appointed under clause 3.12 shall be one half of the Council or committee as the case may be or such other number as the Association may in general meeting from time to time determine
- 10.2 **Voting.** Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Council provided that no such arrangements shall be made with regard to clauses 11 and 12. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote
- 10.3 **Minutes.** Minutes of all the meetings of the Association and the Council and any committee or subcommittee shall be kept as a record of all proceedings and resolutions
- 10.4 **Standing Orders and Rules.** The Council shall have power to issue standing orders and/or rules for the Association. Such standing orders and/or rules shall come into operation immediately provided that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the provisions of this Constitution.

11. Subscriptions

- 11.1 The subscriptions shall be such sum as has been approved by Council from time to time. The subscription shall be payable on election and on the 1st April in each year in advance.
- 11.2 If any member fails to pay the annual subscription for two months after it becomes due, the member shall be given notice in writing requiring payment within a further period of one month. If the member fails to comply with this notice the Council may declare the member to be no longer a member of the Association. If at any time the member gives to the Council a satisfactory explanation the member may in the sole discretion of the Council be re-admitted to membership upon such terms as to the payment of arrears as the Council may think just.
- 11.3 The Council shall have power to raise money for the Objects of the Association in whatever way it thinks fit and shall have such powers of investment as it considers in its absolute discretion to fulfil those purposes and any others which it may determine from time to time.

12. Payments

All monies raised by or on behalf of the Association shall be applied to further the Objects of the Association and for no other purpose provided that nothing herein contained shall prevent:

- 12.1 the repayment to members of the Council or any committee appointed under clause 3.12 hereof of reasonable out of pocket expenses
- 12.2 the Council being entitled to effect policies of insurance or indemnity and pay any premiums thereon to cover the liability of the Council or any of them which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that any such insurance or indemnity shall not extend to any claim arising from any act or omission which the Council or any of them knew to be a breach of trust or breach of duty or which was committed by the Council or any of them in reckless disregard of whether it was a breach of trust or breach of duty or not

13 Finance

- 13.1 The Council shall comply with the following obligations:
 - 13.1.1 the keeping of accounting records for the Association
 - 13.1.2 the preparation of annual statements of account for the Association
- 13.2 A statement of the accounts for the last financial year shall be submitted by the Council to the Annual General Meeting as aforesaid
- 13.3 A bank account shall be opened in the name of the Association with HSBC Bank plc or with such other Bank as the Council shall from time to time determine. All cheques and electronic transfers must be signed or approved by not less than two authorised signatories

14. Alterations to the Constitution

The Constitution may be altered by a resolution passed by not less than two thirds of full members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed

15. Regional Groups

The Council shall have power to establish regional groups for the furtherance of the said Objects. Each regional group so established shall comply with and be subject to the following regulations:

- 15.1 The regional group shall act in pursuance of the said Objects and of the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the Council
- 15.2 The title of the regional group shall be subject to the prior approval of the Council
- 15.3 The regional group will be deemed to have adopted the model rules, practices and procedures for regional groups as prescribed from time to time by the Council
- 15.4 The regional group may publish literature solely in the name of the regional group for local purposes but such literature shall not contain any statement contrary to the said Objects or to the policy of the Association
- 15.5 Representation of whatever kind to other bodies and/or individuals may only be made by the regional group through or with the approval of the Council
- 15.6 All monies received by a regional group shall forthwith be forwarded to the Association. The regional group shall not pledge the credit of the Association or that of the Council or of any individual member of the Council
- 15.7 in the event of any dispute between regional groups the matter will be determined by the Council whose decision shall be final. The Council shall have the power to disband or otherwise deal with any regional group which in its opinion is in breach of the Constitution and/or the model rules and practices and procedures laid down by the Council

16. Dissolution

If the Council by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association who have the power to vote of which meeting not less than 21 days' notice (stating that terms of the resolution to be proposed) shall be given. If such decision shall be confirmed by a two thirds majority of those present and voting at such meeting the Council shall have power to dispose of any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to a charity or charities which the Council shall nominate and in default of such nomination to the Royal Agricultural Benevolent Institution

17. Notices

Any notice may be served by or on behalf of the Association on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom or by such electronic means of communication as the Council may determine

18. Interpretation of the Constitution

The Council shall have the sole authority for the interpretation of this Constitution and any rules and regulations made by it from time to time. The decision of the Council upon any question of interpretation and any matter which has not been catered for by this Constitution or by any rules or regulations which it makes from time to time is final and binding on all members