

Constitution

Adopted on the day of 20.....

1 Name

- 1.1 The name of the Society is 'The Adjudication Society' . It's address for the time being shall be 46 Essex Street, London.

2. Interpretation of Terms

- 2.1 The "Society" shall mean the "Adjudication Society".
- 2.2 The "Executive Committee" shall mean the Executive Committee of the Society as provided for under Clause 9 herein.
- 2.3 "Member" or "Members" shall mean the member or members provided for under Clause 6 herein.

3. Administration

- 3.1 Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee.

4. Objects

- 4.1 The Society's objects are to promote for both the public and the individual member benefit, education, training, study and research (and publication of the useful results of such research) in the field of adjudication practice and procedure and related subjects worldwide.

5. Powers

- 5.1 In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:
- 5.1.1 to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 5.1.2 to buy, take on lease or exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 5.1.3 subject to any consent required by law to sell, lease or dispose of all or any part of the property of the Society;
- 5.1.4 subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;

- 5.1.5 to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- 5.1.6 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 5.1.7 to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 5.1.8 to appoint and constitute such advisory or sub committees as the Executive Committee may think fit, subject to Clause 12.7 herein;
- 5.1.9 to do all such other lawful things as are necessary for the achievement of the objects.
- 5.1.10 to promote, support, organise or participate in conferences, seminars, exhibitions, scholarships, courses, lectures and similar projects;
- 5.1.11 to instigate research, studies and working parties, obtaining information on all aspects of adjudication practice and procedure (including case law) and publishing the useful results thereof;
- 5.1.12 to publish or communicate by any desirable and effective means information relating to adjudication practice or procedure and all matters relating thereto;
- 5.1.13 to establish relationships, association and liaison with other persons and other bodies (including professional and trade associations) worldwide with similar or related objects and exchange information and studies and results concerning all matters related thereto;
- 5.1.14 to facilitate the giving of advice, assistance and representation to members or other persons;
- 5.1.15 to employ agents or servants (not being members of the Executive Committee) as may be necessary to further the object of the Society;
- 5.1.16 to collect entrance fees, subscriptions, donations and grants;
- 5.1.17 to establish branches of the Society in such centres and on such terms as the Executive Committee may determine.

6. Membership

- 6.1 Membership of the Society shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- 6.2 Every Member shall have one vote.
- 6.3 The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 6.4 A Member will be deemed to have allowed his or her membership to lapse in the event of non-payment of the Annual Subscription (see Clause 7.5 herein)

7. Subscriptions

- 7.1 The entrance fees and annual subscriptions for each Member shall be such sums as shall from time to time be recommended by the Executive Committee and approved by the Society in a General Meeting. Entrance fees and subscriptions are payable to the Adjudication Society.
- 7.2 Subject as herein provided entrance fees shall fall due immediately upon election. Subscriptions shall fall due on 1 January in each year and such subscriptions shall be for the ensuing calendar year.
- 7.3 Any Member who attains membership in any year shall become liable to pay the entrance fee and his first annual subscription forthwith upon notification of election as a Member.
- 7.4 If a Member shall be elected on or after the 1st October in any year that Member's subscription shall also cover the next following year.
- 7.5 Any Member who does not pay his entrance fee and/or subscription within three calendar months after the same shall fall due, shall be required by the Society, acting through the Secretary to pay the same, and if that Member fails to pay for 28 days thereafter, such membership shall terminate forthwith provided that such termination shall not disqualify the Member from making application for re-admission as a member on such terms as the Executive Committee may decide.
- 7.6 Any Member wishing to resign membership shall give written notice to the Honorary Secretary on or before 30th November in any year; otherwise he or she shall be liable to pay his subscription in respect of the next current year.

8. Honorary Officers

- 8.1 At the Annual General Meeting of the Society the Members shall elect the Honorary Officers from amongst themselves such officers being a Chairman, a Vice- Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.
- 8.2 The Executive Committee may appoint a person (who need not be a Member of the Society) as Honorary President to serve for such period(s) as may be decided by the Executive Committee. The Honorary President shall not be a member of the Executive Committee.

9. Executive Committee

- 9.1 The Executive Committee shall consist of not less than 8 members nor more than 10 members being:
 - 9.1.1 the honorary officers specified in the preceding clause;
 - 9.1.2 not less than 2 and not more than 4 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
 - 9.1.3 the Executive Committee may in addition appoint not more than 2 co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 12 and shall

take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. The total number of co-opted members shall not exceed one third the total members (including the co-opted members) on the Executive Committee.

- 9.2 All the members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed. The Honorary Officers may elect to serve for a second year before resigning in accordance with this Clause
- 9.3 Subject to Clause 12.3 herein, the proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 9.4 Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- 9.5 No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Society.
- 9.6 Where the Executive Committee is of the opinion that any of its functions, duties and/or responsibilities could be carried out by delegating to any member or to the regions, the Executive Committee may delegate specified functions, duties and/or responsibilities for a pre-determined time provided always that nothing in this clause shall be taken to permit the delegation of all the functions, duties and/or responsibilities of the Executive Committee.

10. Determination of Membership of Executive Committee

- 10.1 A member of the Executive Committee shall cease to hold office if he or she:
 - 10.1.1 is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 10.1.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 10.1.3 is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
 - 10.1.4 notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

11 Executive Committee Members not to be personally interested

- 11.1 Subject to the provisions of sub-clause (2) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration

or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

- 11.2 Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed in writing by the other members of the Executive Committee to act in a professional capacity on behalf of the Society: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

12. Meetings and proceedings of the Executive Committee

- 12.1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 12.2 The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting the Vice-Chairman shall act as chairman. If both the Chairman and the Vice-Chairman are absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 12.3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 12.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 12.5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 12.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 12.7 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported in writing to the Executive Committee.

13. Receipts and expenditure

- 13.1 The funds of the Society, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Society at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee, one such member being the Honorary Treasurer or a deputy Honorary Treasurer. The Executive Committee shall have power to appoint a deputy Honorary Treasurer during any extended absence of the Honorary Treasurer.
- 13.2 The funds belonging to the Society shall be applied only in furthering the objects.

14. Property

- 14.1 Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - 14.1.1 all land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and
 - 14.1.2 all investments held by or on behalf of the Society;
to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.
- 14.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Executive Committee may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stock-broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock-broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

15 Accounts

- 15.1 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
 - 15.1.1 the keeping of accounting records for the Society;
 - 15.1.2 the preparation of annual statements of account for the Society;
 - 15.1.3 the auditing or independent examination of the statements of account of the Society; and
 - 15.1.4 the transmission of the statements of account of the Society to the Commission.

16. Annual Report

- 16.1 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

17. Annual Return

- 17.1 The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

18. Annual General Meeting

- 18.1 There shall be an annual general meeting of the Society which shall be held in the month of November in each year or as soon as practicable thereafter.
- 18.2 Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the annual general meeting to all the Members of the Society. All the Members of the Society shall be entitled to attend and vote at the meeting.
- 18.3 The Executive Committee shall present to each annual general meeting the report and accounts of the Society for the preceding year.
- 18.4 Nomination for election to the Executive Committee must be made by two Members of the Society in writing (one acting as proposer and the other as seconder) such nomination shall be in writing signed by the two supporting Members and must be in the hands of the Secretary at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

19. Special General Meetings

- 19.1 The Executive Committee may call a special general meeting of the Society at any time. If at least ten Members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

20. Procedure at General Meetings

- 20.1 The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Society.
- 20.2 There shall be a quorum when at least one tenth of the number of Members of the Society for the time being or 50 Members of the Society, whichever is the greater, are present at any general meeting.
- 20.3 Facilities shall be provided to enable those Members not able to attend an AGM or any Special General Meeting to vote by proxy.

21. Notices

- 21.1 Any notice required to be served on any Member of the Society shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either personally, by e mail, by fax 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. Any letter sent by e-mail or fax shall be deemed to have been received on the day that it was sent and any letter sent by post shall be deemed to have been received within 10 days of posting. No Member shall have his or her membership terminated unless a letter has been sent to the Member calling for arrears of payments.

22. Retired Members

- 22.1 The Executive Committee may, at the request of any Member wishing to retire from the Society, resolve that such Member shall cease to be a Member and shall become instead a retired Member. Such retired Member shall after the ensuing 1st January pay an annual subscription to be determined from time to time by the Executive Committee. Retired Members shall be entitled to attend, but not to vote at any general meeting of the Society and shall not be reckoned in counting a quorum, nor be included in the number of Members entitled to requisition an Extraordinary General Meeting. A retired Member shall not be eligible to serve as a member of the Executive Committee. Save as aforesaid, a retired Member shall be deemed a Member of the Society. For the avoidance of doubt, the Executive Committee is unlikely to pass the necessary resolution unless it is evident that the Member has retired from remunerative employment.

23. Expulsion or Suspension of Members

- 23.1 Any Member being charged with or suspected of conduct such as in the opinion of the Executive Committee renders it desirable that an enquiry be held shall be invited to attend a meeting of the Executive Committee, and the Executive Committee shall then enquire into the nature of the allegations made against him. If after enquiry, the Executive Committee finds that the allegations are established either in whole or in part against him, he may be cautioned or suspended, or required to resign his membership, or may be expelled from the Society; and the decision of the Executive Committee may be published by the Executive Committee in such manner as it thinks fit.
- 23.2 No Member shall be suspended, required to resign or expelled except by a resolution supported by at least three-quarters of the members of the Executive Committee. No action or other proceedings shall lie against the members of the Executive Committee or any of them in respect of any of the matters dealt with under this Rule and no Member against whom the Executive Committee has decided upon a suspension, requirement to resign or expulsion shall have any claim in respect of his subscription or otherwise howsoever.

24. Regions

- 24.1 The Society shall operate in branches within regions, such regions being approved by the Executive Committee as it deems fit. The Executive Committee may from time to time prescribe the area to be comprised in each of the regions.
- 24.2 The Executive Committee shall, pursuant to Clause 5.1.17 herein, have the power to authorise the establishment of and to appoint regional committees (Regional Committees). Members of Regional Committees shall be members of the Society and shall be responsible, inter alia, for promoting the objects of the Society and for generally managing the activities of the Society within the region.
- 24.3 The assets of any branch in the regions and any monies held in any bank account maintained by a branch shall be and shall remain under the beneficial ownership of the Society. Every branch shall account to the Executive Committee for such assets and monies in such manner and at such times as the Executive Committee shall direct. Every branch and the elected members and officers thereof shall act as fiduciaries to the Society for such monies.

25. Alterations to the Constitution

- 25.1 Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the 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.
- 25.2 No amendment may be made to clauses 1, 4, 11, 25 or 26 without the prior consent in writing of the Charity Commissioners.
- 25.3 No amendment may be made which would have the effect of making the Society cease to be a society at law.
- 25.4 The Executive Committee should promptly send to the Charity Commission a copy of any amendment made under this clause.

26. Dissolution

- 26.1 If the Executive Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all Members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of these present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the object of the Society as the Members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.

27. Arrangements until first Annual General Meeting

- 27.1 Until the first annual general meeting takes place and a Executive Committee has been voted into office, this constitution shall take effect as if references herein to the Executive Committee were references to the persons whose signatures appear at the bottom of this document being those persons who, consequent upon the Society's Annual Conference in November 2002, formed the constitution drafting committee.
- 27.2 This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed :

Chairman :

Vice – Chairman :

Treasurer :

Secretary :

Member ;

Member :

Member :

Member :

Member :

Date :