



CONSTITUTION

AS ADOPTED BY THE MEMBERSHIP **17 JULY 2008**

INDEX

- **MEMBERS**
 - **PROCEEDINGS AT GENERAL MEETINGS**
 - **VOTE OF MEMBERS**
 - **OFFICERS INVOLVED**
 - **EXECUTIVE COMMITTEE**
 - **APPOINTMENT OF THE EXECUTIVE COMMITTEE**
 - **POWERS OF THE EXECUTIVE COMMITTEE**
 - **DELEGATION OF THE EXECUTIVE COMMITTEE'S POWERS**
 - **DISQUALIFICATION AND REMOVAL OF MEMBERS OF EXECUTIVE COMMITTEE**
 - **REMUNERATION OF MEMBERS OF EXECUTIVE COMMITTEE**
 - **EXECUTIVE COMMITTEE MEMBERS INTERESTS**
 - **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**
 - **MINUTES**
 - **BRANCHES**
 - **NOTICES**
 - **INDEMNITY**
 - **RULES OR REGULATIONS**
-

The name of the Association is **THE ASSOCIATION OF PRISON LAWYERS** (the "Association").

1. The Association's registered address is c/o Prisoners' Advice Service, PO Box 46199, LONDON, EC1M 4XA.
2. Within this constitution, the following words and expressions shall have the following meanings, if not inconsistent with the subject or context:
 - a. **The articles** means the articles within this Constitution for the time being in this constitution;
 - b. **The Association** means the above-named Association.
 - c. **In writing** means in writing, or any substitute for writing, or both;
 - d. **APL** means the Association of Prison Lawyers;
 - e. **Members** means members of the Association, whatever their category of membership;
 - f. **Month** means calendar month;
 - g. **Office** means the registered office of the Association;
 - h. **Organisation** means any organisation, firm, company or other body, whether or not incorporated;
 - i. **Committee** means the Executive Committee of the Association as elected by the membership;
 - j. **Secretary** means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

k. And words which refer to a single number also refer to plural numbers and vice versa importing one gender only shall include any gender; references to a 'person' includes companies, unincorporated Associations and so on.

3. The objects for which the Association for which the Association is established are:

- a.** To promote further and assist by whatever means the giving of advice and assistance and representation of post sentenced prisoners, remand prisoners and others held in detention under current law as may be in force from time to time in England and Wales; to disseminate by whatever means, information and views on the law and practice of prison law in England and Wales; to enhance and expand the teaching of prison law in England and Wales; to co-ordinate the activities and interest of prison law practitioners; and to secure a non discriminatory in any sense, just and equitable system of prison law practice in England & Wales.
- b.** To prepare, edit, print, issue, acquire and circulate any newspapers, magazines, periodicals, books, pamphlets or other publications in whatever medium that the Association may think desirable for the promotion of its objects.
- c.** To organise, maintain and promote courses, conferences, and the like in connection with the objects of the Association.
- d.** To establish and maintain a bureau of information for the benefit of the Association and the members of the Association.

- e. To take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions, grants or otherwise.
- f. To enter into arrangements with any public authority that may seem conducive to the furtherance of the Association's objects or any of them, and to obtain from such authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise or comply with, any such arrangements, rights, privileges and concessions.
- g. To pay all expenses, preliminary or incidental to the formation of the Association.
- h. To do all such other lawful things as may be deemed incidental or conducive to the attainment of the Association's objects or any of them.

MEMBERS

4. There shall be two categories of membership; Individual members and membership that is open to organisations.
5. Membership of the Association shall be open to any individual who is:
 - a. A lawyer, legal worker, teacher, student of law, apprentice lawyer, or other person who, in the opinion of the Executive Committee, is substantially engaged or interested in prison law in England and Wales; and
 - b. In general sympathy with the objects of the Association, but membership shall not be granted to any individual undertaking advisory or representation work unless;
 - i. The individual is a member of a recognised professional body exercising a disciplinary function in respect of professional misconduct by the individual; or
 - ii. The individual is an employee of an organisation which is subject to professional discipline as described in 6b)i) above; or
 - iii. The individual is an employee of an organisation which is a charitable or non-profit making organisation with a constitution whose terms are consistent with the objectives of the Association's constitution; or
 - iv. The individual is an employee of an organisation which is in receipt of funds as provided for under an LSC Contract with specific authority to conduct prison law work.

- 6.** Membership of the Association shall be open to any organisation which is:
- a.** In the opinion of the Executive Committee substantially engaged or interested in prison law in England and Wales; and
 - b.** In general sympathy with the objects of the Association, but membership shall not be granted to any such organisation undertaking advisory or representation work unless;
 - i.** The organisation is a member of a recognised professional body exercising a disciplinary function in respect of professional misconduct by the organisation; or
 - ii.** The organisation is a charitable or non-profit making organisation with a constitution whose terms are consistent with the objectives of the Association's constitution; and
 - iii.** The organisation is in receipt of funds as provided for under an LSC contract with specific authority to conduct prison law work.
- 7.** Members eligible for election to the Executive Committee will satisfy the supervisory standard as laid down by the LSC from time to time:
- a.** Members not directly susceptible directly to the LSC supervisory standard shall have their eligibility for election to the Executive Committee assessed by the Executive Committee by way of producing relevant evidence of experience for the Executive Committee's assessment;

shall keep the Association informed of his, her or its current address.

- 10.** A member which is an organisation may authorise such person as it thinks fit to act as its representative at any general meeting of the Association and may from time to time revoke such authorisation and authorise another representative in their place.
- 11.** Any member may resign from the Association by giving written notice to the Secretary; provided that a member so resigning shall not be entitled to any refund of subscription, and shall remain liable for any subscription remaining unpaid at the time of his, her or its resignation. If any member shall have failed to pay his, her, or its subscription for a period of three months he, she, or it shall be deemed to have resigned.
- 12.** If any member shall cease to fulfil the requirements for membership set out in Articles 6 and 7 (as the case may be) he, she or it shall be ineligible to continue membership and their shall lapse at the end of the subscription year. Any member in respect of whom this article applies will be notified of the ground of Article 6 or 7 which applies (as the case may be) and may request a review of the assessment of eligibility by the President of the Association.
- 13.** Members of the Association may include the words "Members of the Association of Prison Lawyers" on their brochures, promotional information and in entries relating to them in reputable law lists, legal directories and biographical references. Any reference to membership of the Association on official stationery, letterhead, or business cards shall be a disciplinary offence unless in a standard form approved for this purpose by the Executive Committee.

14. Duties of Members: Every member of the Association shall be bound to pay to the Association such annual subscription as the Executive shall from time to time determine, unless the Executive Committee shall at its absolute discretion otherwise decide.

15. The Committee's Discretion in Refusal of/Removal from Membership

The Committee shall, upon a consideration of an application for membership, have the right to refuse such membership to any applicant not fulfilling the entry criteria of the Association as set out in this constitution.

The Committee shall, upon consideration, have the discretion to suspend or exclude any member or member firm where that member or member firm is either the subject of disciplinary action, or is under sanction, from a recognised regulatory body, or has in any other manner failed to abide by the objectives of the Association. Members or member firms shall as a condition of their membership notify the Secretary in writing immediately where such action is under way, or where a sanction has been imposed.

Any member or member firm leaving Prison Law practice for whatever reason shall be required to notify the Association's Secretary in writing as soon as possible upon that position becoming known. At the next committee meeting, it shall be decided whether Membership of the Association shall be suspended immediately, or whether the member or member firm shall be allowed to remain part of the association for the remaining membership year.

The committee shall have the discretion to permit individuals honorary membership of the Association those who have been recognised as prison law practitioners, but who are no longer in practice.

16. General Meetings other than annual general meetings shall be called "extraordinary general meetings".

- a. The Executive Committee may call general meetings, or on the request of three members, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

17. Notice of General Meetings, either annual or extraordinary, called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:

a. In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

b. In the case of any other meeting by a majority in number of the members then having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights on a poll at the meeting of all the members.

The notice shall specify the time, date and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members, to the members of the Executive Committee and to the auditors.

18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 19.** No business shall be transacted at any general meeting unless a quorum is present. Not less than 12 persons in number, each being an individual member or proxy for a member or a duly authorised representative of an organisation which is a member, shall be a quorum.
- 20.** If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day and the next week at the same time and place or at such time and place as the Executive Committee may determine.
- 21.** The President for the time being of the Association shall preside as chair of the meeting, but if the President shall not be present within 15 minutes after the time appointed for the meeting and willing to act, the members of the Executive Committee present shall choose one of their member to chair the meeting and if there is only one member of the Executive Committee present and willing to act, he/she shall chair the meeting.
- 22.** If no member of the Executive Committee is willing to act as chair of the meeting or if no member of the Executive Committee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting.
- 23.** A member of the Executive Committee shall, notwithstanding that he/she is not a member of the Association, be entitled to attend and speak at any general meeting.

- 24.** The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 25.** A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Association, a poll may be demanded:
- a.** By the Chair of the meeting; or
 - b.** By at least two members having the right to vote at the meeting; or
 - c.** By a member or members representing not less than one-tenth of the total voting rights on a poll of all the members having right to vote at the meeting;
 - d.** And a demand by a person as proxy for a member shall be the same as the demand by the member.

- 26.** Unless a poll is duly demanded as declaration by the Chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 27.** The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair of the meeting and a demand so withdrawn shall not be taken to have validated the result of a show of hands declared before the demand was made.
- 28.** A poll shall be taken as the Chair of the meeting directs and he/she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 29.** In the case of an inequality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a casting vote in addition to any other vote he/she may have.
- 30.** A poll demanded on the election of a Chair of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair of the meeting directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly

withdrawn, the meeting shall continue as if the demand had not been made.

- 31.** No notice need be given of the poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days notice shall be given specifying the time and place at which the poll is to be taken.

VOTE OF MEMBERS

- 32.** No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair of the meeting whose decision shall be final and conclusive.
- 33.** On a poll, votes may be given personally or by proxy.
- 34.** An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near there to as circumstances allow or in any form which is usual or which the Executive Committee may approve):

"The Association of Prison Lawyers

I/we _____

Of _____ being a member/members of the above-named Association, hereby appoint

_____ of _____

_____ or failing him

_____ of

_____, as my/our proxy

to vote in my/our name(s)/and on my/our behalf at the

annual/extraordinary general meeting of the Association to be

held on _____, and any

adjournment thereof.

Signed on

_____ "

35. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing the proxy shall be in the following form (or in a form as near there to as circumstances allow or in any form which is usual or which the Executive Committee may approve):

"The Association of Prison Lawyers

I/we _____

Of _____ being a member/members of the above-named Association, hereby appoint

_____ of _____
 _____ or failing him
 _____ of
 _____, as my/our proxy to vote in my/our name (S)/and on my/our behalf at the annual/extraordinary general meeting of the company to be held on and any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1. *For *Against

Resolution No 2 *For *Against

* Strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting.

Signed this _____ day of _____

36. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Executive Committee may:

- a. Be deposited at the office or at such other place within the United Kingdom as specified in the notice convening the meeting or in any form of instrument of proxy set out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- b. In the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
- c. Where the poll is not taken forthwith but has taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair of the meeting or to the secretary;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

37. A vote given or poll demanded by a proxy or by the duly authorised representative of an organisation which is a member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice for the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the

meeting or adjourned meeting) the time appointed for taking the poll.

- 38.** On a show of hands every member present in person, all being an organisation, by its duly authorised representatives shall have one vote. On a poll, every member who is an individual and is present in person or by proxy shall have one vote and every member which is an organisation and is present by proxy or by its authorised representative shall have two votes.

OFFICERS INVOLVED

- 39.** There shall be a President of the Association who shall be appointed annually at the annual general meeting. The president shall be eligible for reappointment.
- 40.** There shall be a chair, a secretary and a treasurer of the Association, each of whom shall be elected annually at the annual general meeting. The chair, the secretary and the treasurer shall be eligible for re-election.

EXECUTIVE COMMITTEE

- 41.** The Executive Committee shall consist of:
- a.** The President;
 - b.** The Chair;
 - c.** The Secretary;
 - d.** The Treasurer; and
 - e.** eight others (being individual members or representatives of members which are organisations) who shall be elected by the members in Annual General Meeting. Only two persons from each organisation may serve on the Committee at any one given time;
 - f.** Only members who satisfy the LSC supervision standard for prison law, or an alternative in the view of the Executive Committee as agreed on a case to case basis, may stand for election, then serve on the Executive Committee. Individual representatives from organisations must themselves satisfy this condition before being permitted to stand as a candidate, or being co-opted, for the Executive Committee.
- 42.** The Executive Committee may appoint any member or representative of a member which is an organisation as it thinks fit:
- a.** To fill any office which falls vacant; or
 - b.** To fill any casual vacancy;
 - c.** Qualification to fill such office remains as at 48 f above;

And may co-opt up to four others (being individual members or representatives of members which are organisations) as
Final Constitution as adopted by the Membership of the 19
Association of Prison Lawyers – 17 July 2008.

additional members of the Executive Committee providing they are qualified to stand for a period up to the next following annual general meeting or for a particular term, purpose or period, but unless the Executive Committee considers that there was a special reason for doing so, a person who stood unsuccessfully for an election as an officer or a member of the Executive Committee at the most recent elections shall not be co-opted as an additional member.

- 43.** Every office holder of the Executive Committee shall automatically hold office for two years, and membership of the committee generally, unless he/she is suspended or expelled from the Association in accordance with the articles.
- 44.** Members of the Executive Committee who are not office holders shall serve for a term of one year save for re-election at the AGM of the Association.
- 45.** Office holders of the Executive Committee holding their office for a period of two years may renew their appointment to the office upon re-election for a maximum of six years in total.
- 46.** In order to ensure continuity for the good governance of the Association, two office holders shall resign their posts at the AGM to be held in July 2009, or on a date to be agreed close thereto, in order to secure an overlap of officers by the election of two new officers holders from that point forward at each succeeding AGM. This measure applies for the purpose stated hereto, and no interpretation of this may flow from the plain meaning of this one-time measure.
- 47.** The Executive Committee may appoint from its members a Deputy Chair, Assistant Secretary and Assistant Treasurer.

APPOINTMENT OF THE EXECUTIVE COMMITTEE

- 48.** Not less than 30 clear days before the date appointed for the annual general meeting in each year, notice shall be given to all members stating that nominations for elections for officers and other members of the Executive Committee may be made in writing to the Association.
- 49.** No person shall be elected or re-elected a member of the Executive Committee at any annual general meeting, unless not less than 20 clear days before the date appointed for the meeting, notice executed by a member has been given to the Association nominating that person for election or re-election together with notice executed by that person of his/her willingness to be so elected or re-elected.
- 50.** If the Association shall have received a number of valid combinations not greater than the number of vacancies to be filled, the persons nominated shall at the said annual general meeting be declared to be elected. If the Association shall have received a number of valid nominations greater than the number of vacancies to be filled, the persons nominated to be elected shall be decided by vote in manner hereinafter appearing. The Secretary shall serve on each member a ballot paper not less than 10 days before the date of the set annual general meeting. This shall appear upon every ballot paper:
- a.** The name of each candidate;
 - b.** A statement of the occupation of each candidate, the approximate duration of his/her membership of the Association, and such other matter about him/her as the Executive Committee may direct;
 - c.** Adequate for provision and instruction for voting.

- 51.** Each member who is an individual shall be entitled to one vote in the ballot and each member which is an organisation shall be entitled to two votes in the ballot.
- 52.** The provisions herein as to the serving of notices shall apply to the serving of ballot papers.
- 53.** Completed ballot papers shall be returned to the secretary not later than the commencement of the annual general meeting failing which they shall not be counted. Those candidates who obtain the highest number of votes, up to the number of vacancies to be filled, shall be declared elected, and any tie that has to be resolved shall be so resolved by lot.

POWERS OF THE EXECUTIVE COMMITTEE

- 54.** The business of the Association shall be managed by the Executive Committee who may exercise all the powers of the Association. No alteration of the Constitution and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the Executive Committee under the articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- 55.** The Executive Committee may, by power of attorney or otherwise, appoint any person to be agent of the Association for such purposes and on such conditions and the Executive Committee may determine, including authority for the agent to delegate all or/any of his powers.

DELEGATION OF THE EXECUTIVE COMMITTEE'S POWERS

56. The Executive Committee may delegate any of its powers to any committee consisting of such persons as it thinks fit. Any such delegation may be on such terms and subject to such conditions as the Executive Committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of the committee with two or more members shall be governed by the articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF EXECUTIVE COMMITTEE

57. The office of a member of the Executive Committee shall ipso facto be vacated if:

- a. He/she ceases to be a member of the Executive Committee by virtue of any provision of the Association or if he/she becomes prohibited by law from being a member of the Executive Committee; or
- b. He/she becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- c. He/she is, or may be, suffering from mental disorder and either:
- d. He/she is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983;
- e. An order is made by a court having jurisdiction in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- f. He/she resigns his/her office by notice in writing to the Association; or
- g. He/she attends no meeting of the Executive Committee during a period of six calendar months, and the Executive Committee pass a resolution that his/her office is vacated by reason of such non-attendance.

REMUNERATION OF MEMBERS OF EXECUTIVE COMMITTEE

- 58.** No members of the Executive Committee shall receive any remuneration for his/her services unless the Association shall otherwise determine by special resolution.

EXECUTIVE COMMITTEE MEMBERS INTERESTS

- 59.** Subject to the provisions of the Association, and provided that he/she has disclosed to the Executive Committee the nature and extent of any interests of his, a member of the Executive Committee notwithstanding his office:

- a.** May be a party, or otherwise interested in any transaction or arrangement with the Association or in which the Association is otherwise interested;
- b.** May be a director or other officer of or employed by, or a party to any transaction or arrangement with, or unless otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested in; and
- c.** Shall not, by reason of his office be accountable to the Association for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

- 60.** For the purpose of the article above:
- a.** A general notice given to the Association that a member of the Executive Committee is to be regarded as having an interest of the nature and extent person or class of persons is interested shall be deemed to be a disclosure that is specified in the notice in any transaction or arrangement in which a specified the member of the Executive Committee has an interest in any such transaction of the nature and extent that are specified;
 - b.** Any interest of which a member of the Executive Committee has no knowledge and of which it is unreasonable to expect him to have a knowledge that would not be treated as an interest of his.
- 61.** A member of the Executive Committee shall not vote at a meeting of the Executive Committee on any resolution concerning a matter which he/she has an interest in and which conflicts or may conflict with the interests of the Association.
- 62.** A member of the Executive Committee shall not be counted in the quorum present at a meeting of the Executive Committee in relation to a resolution on which he/she is not entitled to vote.

PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 63.** Subject to the provisions of the constitution, the Executive Committee may regulate proceedings as it thinks fit. The Executive Committee may at any time and the secretary upon their request of any member of the Executive Committee shall convene a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a member of the Executive Committee who was absent from the United Kingdom.
- 64.** A resolution proposed at a meeting of the Executive Committee shall be declared carried if a simple majority (or such as a majority as the Executive Committee may from time to time decide) or for the member present and voting, voting favour of the resolution.
- 65.** The quorum of the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be not less than four in number of the members of the Executive Committee for the time being.
- 66.** A meeting of the members of the Executive Committee may consist of a conference between members of the Executive Committee some or all of whom are in different places provided that each member of the Executive Committee who participates is able:
- a.** To hear each of the other participating members of the Executive Committee addressing the meeting; and
 - b.** If he/she so wishes, to address all of the other participating members of the Executive Committee simultaneously, and

- c. Whether directly, by conference telephone or by any other form of communications, equipment (whether in use when this constitution is adopted or not) or by a combination of those methods.
 - d. Subject to the provisions of the first article in this sub-heading a quorum is deemed to be present if the conditions referred to in this article at (1) above are satisfied in respect of at least a number of members of the Executive Committee required to form a quorum.
 - e. A meeting held in this way is deemed to take place at the place where the largest group of participating members of the Executive Committee is assembled or, if no such group is readily identifiable, at the place from which the Chair of the meeting participates.
- 67.** The continuing members of the Executive Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committee meeting.
- 68.** The Chair for the time being of the Association shall preside at every meeting of the Executive Committee but if the Chair shall not be present within 15 minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their member to chair the meeting.
- 69.** All acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Committee or that any of them were disqualified

from holding office, or had vacated office, or were not entitled to vote, be as valid as if such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.

- 70.** A resolution in writing signed by all of the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Committee.

MINUTES

- 71.** The Executive Committee shall cause minutes to be made in books kept for the purpose:
- a.** Of all appointments of officers made by the Executive Committee including those members co-opted by the Executive Committee; and
 - b.** Of all proceedings at meetings of the Association and of the Executive Committee and of the committees of the Executive Committee including the names of the members of the Executive Committee present at each such meeting.

BRANCHES

72. Subject to the prior approval of the Executive Committee, groups of members may form branches of the Association in any locality and provide an organisation within which later conduct their business which must be for, or conducive to, the objects of the Association. The Executive Committee may at its absolute discretion dissolve any such branches. Each branch shall be constituted and its affairs shall be carried out in accordance with the articles within this constitution approved from time to time by the Executive Committee.

NOTICES

73. Any notice to be given to or by any person pursuant to the articles shall be in writing except that in notice calling a meeting of the Executive Committee need not be in writing.

74. The Association may give notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address.

75. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

76. Proof that an envelope containing the notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

77.

INDEMNITY

- 78.** Subject to the provisions of the constitution but without prejudice to any indemnity to which members of the Executive Committee may otherwise be entitled, every member of the Executive Committee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him as such member of the Executive Committee or other officer or auditor in defending any proceedings whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association. The Executive Committee shall have the power to purchase and maintain for any member of the Executive Committee, officer or auditor of the Association insurance against such liability.

RULES OR REGULATIONS

79. Subject always to this constitution, the Executive Committee may from time to time make such rules or regulations as it deems necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or byelaws regulate;

a. The admission and classification of members, and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their memberships terminated and the subscriptions or other fees/payments to be made by members; and

b. The conduct of members.

80. The Association in general meetings shall have the power to alter or repeal the rules or regulations and to make additions thereto and the Executive Committee shall adopt those by such means as they deem sufficient to bring to the notice of members of the Associations all such rules and regulations and any alteration or addition thereto or appeal thereof, which so long as they shall be enforced, shall be binding on all members of the Association. Provided, nevertheless, that no rule or regulation shall be inconsistent with, or shall affect or repeal anything contained in, the constitution and, in the case of any inconsistency between the constitution and the rules or regulations of the Association, the provisions in the constitution and its articles shall prevail.