

# **CONSTITUTION OF THE SOCIETY OF CONSTRUCTION LAW**

## **1 NAME**

The name of the Society shall be the "Society of Construction Law".

## **2 INTERPRETATION OF TERMS**

- (i) "The Society" shall mean the Society of Construction Law;
- (ii) "Council" shall mean the council of the Society as provided for under Clause 6;
- (iii) "The Members" shall mean the Members provided for under Clause 5;
- (iv) "Astra Members" shall mean Members who are under the age of 35 and / or who have less than 10 years of experience in their current field.

## **3 OBJECT**

The object of the Society is to promote, for the public benefit, education, study and research (and publication of the useful results of such research) in the field of construction law and related subjects both in the United Kingdom and overseas.

## **4 In furtherance of the above object but not further or otherwise the Society may engage in the following:**

- (a) Promoting, supporting, organising or participating in conferences, seminars, exhibitions, scholarships, courses, lectures, social events and similar projects;
- (b) Instigating research and studies and working parties, obtaining information on all aspects of construction law and technology and publishing the useful results thereof;

- (c) Publishing or communicating by any desirable and effective means information relating to construction law, and all matters relating thereto;
- (d) Establishing relationships, association and liaison with other persons and other bodies both within the United Kingdom and overseas with similar or related objects and exchanging information and studies and results concerning all matters relating thereto;
- (e) Employing agents or servants (not being members of Council) as may be necessary to further the object of the Society;
- (f) Subject to such consents as may be required by law, purchasing, selling, mortgaging, charging or leasing any property which may be required for the purposes of the Society;
- (g) Collecting subscriptions, donations and grants and other moneys relevant or incidental to the object of the Society and disbursing or transferring such moneys;
- (h) Providing, equipping, furnishing, fitting-out with all necessary plant, furniture and equipment and managing buildings and properties;
- (i) Being registered as a charity if so directed by Council.

## 5 MEMBERS

- (a) There shall be three categories of Membership:
  - (i) Ordinary Membership;
  - (ii) Honorary Membership;
  - (iii) Overseas e-Membership.
  
- (b) (i) Candidates for Ordinary Membership and Overseas e-Membership must declare in writing a serious and active interest in construction law or matters related thereto, subject to any exclusions set out in the Rules of the Society.

- (ii) Applications for Ordinary Membership and Overseas e-Membership must be in writing addressed to the Society and must be signed by the candidate who shall thereby undertake, if elected, to conform to this Constitution, the Rules of the Society and the Society's Equality and Diversity Policy.
- (iii) The election of candidates shall be by the Chair and one other member of Council, who shall elect to Ordinary Membership or Overseas e-Membership any suitably qualified candidate unless there is sufficient contrary reason.
- (iv) An elected candidate shall be admitted as an Ordinary Member or Overseas e-Member on payment of the joining fee and such annual subscription or proportion thereof as may from time to time be fixed by Rules made by Council.
- (v) If any Ordinary Member or Overseas e-Member fails to pay the annual subscription within three months after it becomes due their Membership shall lapse automatically.
- (vi) Any Member who has paid his or her subscription to date may retire from the Society by sending a letter or email of resignation to the administration.
- (vii) Council may elect any person as an Honorary Member of the Society for such period as Council thinks fit on account of their distinction and eminence. Honorary Members of the Society shall not pay a joining fee or annual subscription. No Honorary Member shall in any circumstances have the right to vote at any meeting of the Society.
- (viii) Complaints against Members shall be dealt with strictly in accordance with the Society's Complaints Procedure.

## 6 COUNCIL

- (a) The Society shall be governed by Council which shall comprise:
  - (i) A maximum of 16 Ordinary Members and 2 Ordinary Members who are also members of Astra ("the Astra Members") elected as hereinafter provided in Clause 8;
  - (iii) Such additional Members as may be co-opted by Resolution of Council for such period or periods as Council in its discretion shall so decide. A co-opted Member shall not vote at any Council meeting on any matter or be eligible for election as Chair or Vice-Chair of the Society. The number of co-opted members shall not exceed one-fourth of Council formed at the Annual General Meeting.
- (b) Council shall, subject to the control of General Meetings (but not so as to render invalid any act done in good faith by Council prior to a Resolution of a General Meeting), conduct and manage all the affairs of the Society, exercise all the powers, authorities and discretions of the Society, obtain all such concessions, grants, acts and authorisations from any Government or authority, enter into such contracts and do all such other things as may be necessary for furthering the object of the Society.
- (c) At all meetings of Council the Chair of the Society if present, or, if not, the Vice-Chair if present, or, if not, a Member of Council chosen by Council, shall preside as Chair.
- (d) Where there is a requirement for Council to vote on any matter, it shall be by majority with the presiding Chair having a second and casting vote.
- (e) (i) A vacancy shall occur in Council if:
  - (1) an Ordinary Member of Council dies;
  - (2) a Member's resignation in writing is accepted by Council;
  - (3) an Ordinary Member of Council retires in rotation;

- (4) a Member of Council ceases for any reason to be a Member of the Society; or
  - (5) a Member of Council has been adjudged bankrupt.
- (f) A vacancy shall also occur in Council if an Ordinary Member of Council has failed to attend at least one third of all meetings of Council between the previous Annual General Meeting and up to and including the penultimate meeting before the next Annual General Meeting, save where the Ordinary Member had reasonable grounds for not attending such number of meetings. The relevant Ordinary Member may present such grounds to Council in writing at or prior to the said penultimate meeting of Council, and such other Members of Council as are present shall decide at the penultimate meeting before the next Annual General Meeting whether or not to declare a vacancy of office.
- (g) A resolution of Council declaring such vacancy of office as aforesaid shall be conclusive evidence as to the facts and the grounds of the vacation stated in the resolution.

A casual vacancy may be filled by election by Council and the Member shall hold office until the next Annual General Meeting. In exercising its powers of election, Council must observe the differential between the places allocated to Ordinary Members and those allocated to Astra Members.

- (h) Elections at the Annual General Meetings and by Council shall be conducted in accordance with such rules as may be passed by Council from time to time.

## **7 OFFICERS AND PRESIDENT**

- (a) The Officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary who shall be elected by Council annually from Council constituted at the Annual General Meeting. Only Ordinary Members who have served on Council for a minimum of two years shall be eligible for election as an Officer. An Officer shall hold office from the meeting at which the election occurred until the first meeting of

Council following the Annual General Meeting. Each Officer save for the Chair shall be eligible for election to the same office on four occasions. The Chair shall be eligible for election on two occasions only. Any vacancies in the office of Chair, Vice-Chair, Treasurer or Secretary may be filled by Council and such arrangement shall be held for the unexpired term of office.

- (b) Council may appoint any person (who need not be a member of the Society) as honorary President to serve for a period of four years, or such lesser period as Council may decide. An honorary President may hold such position for a maximum of two terms should Council decide to re-appoint such person.

## **8 MEETINGS**

### **I Annual General Meeting**

- (a) The Annual General Meeting shall be held between the 1<sup>st</sup> March and the 1<sup>st</sup> June of each year. At every Annual General Meeting one-third of the elected Members of Council, or, if the number of elected Members is not a multiple of three, then the number nearest to, but not exceeding, one-third shall retire from office. Provided always that, if, at the time when an elected Member is due to retire under this Rule, he or she is or they are holding office as Chair of the Society, he, she or they shall be deemed to have been re-elected.
- (b) Subject to the provisions of Clause 6(e)(i) the one-third or other nearer number of the elected Members of Council to retire shall consist of those who have been longest in office. The length of time a Member has been in office shall be computed from his, her or their last election or appointment where he or she has or they have been appointed by Council to fill a previously vacated office. In the event of two or more elected Members having been in office for the same length of time, and a lesser number having to retire, such lesser number shall retire either by agreement or by drawing lots amongst such two or more members who have been in office for the same amount of time.
- (c) Every elected Member of Council retiring under this Rule who has not signified in writing to Council a wish not to be re-elected

and who is otherwise eligible for re-election shall, be deemed to be nominated for re-election a maximum of two consecutive times.

- (d) No Member of Council shall be allowed to exceed three consecutive terms.

## II **Special General Meetings**

- (a) A Special General Meeting may at any time be called by Council.
- (b) 10 or more Members may at any time require Council to call a Special General Meeting for the general consideration of any motion set out in the requisition. Every such requisition shall be in writing signed by the Members who make it and sent to the Secretary.
- (c) Council shall call a meeting in pursuance of such requisition, to be held not earlier than 35 or later than 63 clear days from the receipt thereof.
- (d) Notice of every Special General Meeting specifying the object of it including any motion to be moved thereat and stating on whose requisition the meeting has been called and its premises (if any) shall be sent to each Member by the Secretary not less than 21 clear days before the day for holding the meeting.
- (e) No business shall be transacted at a Special General Meeting other than business of which notice has been given.
- (f) At Special General Meetings the order of the proceedings shall so far as applicable be the same as at Annual General Meetings.

## III **General**

- (a) To constitute a General Meeting (being either the Annual General Meeting or a Special General Meeting) other than a meeting adjourned under (b) below there must not be less than 10 Members present.

- (b) Every General Meeting shall have power to adjourn to a future day.
- (c) Whenever a General Meeting shall, in consequence of the non-attendance of a sufficient number of Members, or by the Resolution of the Members present, be adjourned to a future day, notice thereof shall be sent to the Members.
- (d) All questions (subject to Clause 8.IV) at a General Meeting shall be decided by a majority of (1) the Members personally present and voting; and (2) the Members voting by electronic means, and the Chair shall, in the event of an equality of votes, have a second or casting vote. No vote received after the end of the meeting shall be counted.
- (e) At all General Meetings the Chair of the Society if present, or, if not, the Vice-Chair if present, or, if not, a Member of Council chosen by Council, shall preside as Chair.

#### **IV Election of Ordinary and Astra Members to Council**

- (a) Ordinary and Astra Members will be elected to Council by totalling all of the votes cast by the utilisation of a mechanism or mechanisms operated using a suitable independent electronic body qualified to oversee elections and votes cast by Members present and voting in person at the Annual General Meeting. For the avoidance of doubt, no Member shall be permitted to vote by more than one method, and each Member shall be entitled to one vote only. In the event that a Member votes by whatever means more than once, all the Member's votes shall be invalid.
- (b) In the event of an equality of votes the Chair at the Annual General Meeting shall have a second or casting vote.
- (c) A Member shall be eligible to vote only if the Member's subscription is fully paid up at the time the vote is cast.
- (d) Honorary Members shall have no voting rights at the Annual General Meeting.



9      **ACCOUNTS**

- (a) Council shall cause true accounts to be kept:
  - (i) of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
  - (ii) of the assets and liabilities of the Society.
- (b) The books of account shall be kept at the Office of the Society or at such other place or places as Council may think fit and shall at all reasonable times be open to the inspection of Council.
- (c) The accounts and books of the Society shall be open to the inspection of Members at all times during business hours subject to any reasonable restrictions which may from time to time be imposed by the Society in General Meeting.
- (d) Council shall lay before the Society at the Annual General Meeting an account of the receipts and the expenditure and the assets and liabilities up to the 31<sup>st</sup> day of December in the previous year. Provided always that the date to which the accounts are made in each year may be altered by a Resolution of the Members in General Meeting either for any year in particular or from time to time.
- (e) Auditors shall be appointed who shall be duly qualified in accordance to the provisions of the Companies Act 2006 or any statutory modifications thereof for the time being in force. No person who is a Member of Council or holds any other office under the Society shall be eligible for appointment as Auditor. The Auditor or Auditors shall make a report on the balance sheet and accounts to be submitted to the Annual General Meeting and such a report shall be annexed to the accounts or a reference thereto appear at the foot thereof and in the former case a copy of the Auditor's report shall be sent with the accounts to every Member and in either case the report shall be read at the relevant General Meeting.
- (f) All sums of money not immediately required for the business of the Society shall from time to time be deposited in a bank or otherwise invested as directed by Council. Money of the Society requiring to be

invested shall be invested in any investments from time to time authorised by Council for the investment of trust funds.

## 10 **NOTICES**

A notice may be given to any Member either by delivering the same to him or her personally, by sending it to him or her by post at his or her usual or notified address or by electronic means. When a notice is sent by post, service of the notice shall be deemed to have been effected by properly addressing, prepaying and posting an envelope containing such notice and unless the contrary is proved, service shall be deemed conclusively to have been effected at the time at which the same would have been delivered in the ordinary post, prepaid and addressed to a Member at his or her usual or notified address. Notices served by electronic means shall be deemed to have been received at the time of transmission absent proof to the contrary.

## 11 **RULES**

Council may from time to time make Rules not inconsistent with any provisions of this Constitution as it may think fit for the more effectual furtherance of the objects of the Society or as otherwise necessary and from time to time rescind the same and make and publish other Rules in lieu or substitution thereof or in addition thereto and the Rules for the time being in force shall be binding upon all the Members.

## 12 **AMENDMENT**

This Constitution may be altered by resolution passed by at least two-thirds of (1) the Members present and voting at a General Meeting; and (2) the Members voting by electronic means for such meeting. Such a resolution must be received by the Secretary at least 21 days before that Meeting, and notice (including the proposed alteration) must be given by the Secretary to the membership at least 14 days before the meeting. If the Society shall have been registered as a charity no alteration to Clause 3, this Clause or Clause 13 shall have effect unless and until approved in writing by the Charity Commissioners or other authority having charitable jurisdiction, and no alteration shall be made which would cause the Society to cease to be a charity.

13 **DISSOLUTION**

The Society may be dissolved by resolution requiring the same majority and same notices as a resolution for alteration of the Constitution. Upon dissolution, after satisfaction of liabilities, the assets shall be applied to such charitable purpose similar to the object of the Society as the General Meeting may select and in the absence of such selection for some other charitable purpose.

14 **COMING INTO FORCE**

This Constitution shall come into force immediately as amended on 4 May 2023 and further shall have effect with respect to all the provisions relating to the composition of Council on 1 March 2024.