

CRIMINAL LAW SOLICITORS ASSOCIATION CONSTITUTION AND RULES

1. Interpretation

In these Rules, unless the context otherwise requires the following shall be interpreted as follows: -

“Associate member” means an associate member elected in accordance with Rule 5;

“Association” means the Criminal Law Solicitors Association regulated by this Constitution;

“Committee” means the Committee of the Association;

“General meeting” means a meeting of the membership called as per Rule 15 and includes any adjourned general meeting;

“Duty Solicitor” means a practicing solicitor admitted to the Roll in England & Wales recognized and accredited for ‘Duty Solicitor’ work by the SRA or Law Society, or a Duty Solicitor as defined by the Standard Crime Contract;

“Good standing” means a member or associate member who is not in arrears with their annual subscription;

“Honorary member” means an honorary member elected in accordance with Rule 6;

“Meeting’ includes meeting by way of remote video conferencing or other virtual technology as well as in-person, and any combination of the same;

“Member” means a member of the Association elected in accordance Rule 4 and has not ceased to be a member;

“The membership” means members and associate members;

“Officers means the Chairman, Vice-Chairman, Secretary and Treasurer of the Association (which terms shall include persons of any gender) elected in accordance with Rule 12;

“Solicitor’ means a practicing Solicitor of the Senior Courts admitted to the Roll of England and Wales, as defined by the Solicitors Act 1974;

“Written notice” includes by letter, email, or text message;

- 1.1 Any reference in these Rules to a numbered rule or paragraph within a rule is to the correspondingly numbered rule or paragraph of these Rules.
- 1.2 The Interpretation Act 1978 applies to these Rules as it does to an Act of Parliament.
- 1.3 Subject to Rule 1.5, any question of interpretation of these Rules shall be determined conclusively by the Committee.
- 1.4 Any question of interpretation of these Rules arising at a general meeting shall be determined by resolution of the committee.

2. Title

The name of the Association shall be the “Criminal Law Solicitors Association”.

3. Objects

3.1 The objects of the Association shall be: -

- a) To represent and further the interests of the membership on any matters which may affect those who practice in criminal law in England and Wales;
- b) To initiate and participate on behalf of its members in discussions on developments within the criminal process, criminal law and remuneration;
- c) to encourage and maintain the highest standards of practice in criminal law in England and Wales;
- d) to assist to improve, develop and maintain the education and knowledge of those actively concerned in the practice of criminal law in England and Wales and of those in who are in the course of their training;
- e) to provide, either directly or through a subsidiary company, conferences and other events for the membership.

3.1.1 Without prejudice to the generality of Rule 3.1, the Association may affiliate itself on a reciprocal basis to international, local or regional criminal law associations which have broadly the same or similar objects to those of the Association.

4. Membership

4.1 Any solicitor, or Duty Solicitor (an “applicant”) may apply for election to membership in such manner as the Committee shall prescribe.

4.2 The Committee shall accept or refuse an application within 28 days of its receipt. Provided the application is in such manner as decided by the Committee and the applicant is a valid applicant as defined in 4.1. Acceptance of an application shall not be unreasonably withheld.

4.3 On acceptance of an application by the Committee, an applicant shall be deemed to be duly elected as a member on payment of the annual subscription and on such payment shall be deemed to agree to abide by the provisions of these Rules.

5. Associate Membership of the Association

5.1 Any person with a provable interest in Criminal Law or any person in the employ of a firm of solicitors (“firm” shall include, but not exclusively, sole practitioner firms, partnerships, Limited Liability Partnerships and Limited Companies that are permitted to practice, in criminal law, by the Solicitors’ Regulation Authority) who is engaged in the practice of criminal law, and is not eligible by virtue of Rule 4.1, may apply for associate membership of the Association in such manner as the Committee shall decide.

5.2 No person may be elected as an associate member unless: -

a) they are proposed and seconded by two members of the Association; and

b) they have satisfied the Committee, in such manner as it shall decide from time to time, that they are a fit and proper person to be elected.

5.3 An associate member shall be entitled to attend and receive notices for general meetings of the Association but shall be not be entitled to speak unless on invitation of the chair. They shall not be entitled to vote, or be counted as part of the quorum.

6. Honorary Members

6.1.1 Any person whether or not otherwise eligible for membership may be elected an honorary member of the Association, but no person shall be so elected unless they are proposed and seconded by two members of the Committee.

6.2 Honorary members shall not be required to pay any subscription.

6.2.1 Honorary members, who are not also members, shall be entitled to attend and receive notices for general meetings of the Association but shall not be entitled vote, or be counted as part of the quorum.

7. Register of members

7.1 The Secretary shall maintain an up to date Register of Members (which shall include members, associate members and honorary members).

8. Subscriptions

8.1.1 Each member and associate member shall pay an annual subscription: such subscription shall be specified by the Committee for members and associate members respectively;

8.1.2 The Committee shall specify the level of subscriptions on the recommendation of the Treasurer and which shall take effect at such time the Committee shall decide. The Treasurer shall give notice to the membership of any change in subscriptions at least 14 days before the change shall take effect.

8.1.3 All annual subscriptions shall be due and payable in advance on the first day of October in each year.

9. Resignation

9.1 Any member, associate member, or honorary member, may resign at any time by giving written notice to the Secretary.

9.2 The resignation shall take effect on receipt by the Secretary of the said notice.

9.3 The resignation of a member or associate member shall be without prejudice to the right of the Association to collect any outstanding subscription due as at the immediately preceding first day of October.

9.4 A resigning member will not be entitled to a refund of any part of the subscription already paid.

10. Termination

10.1 The Committee may terminate membership or associate membership of any member or associate member who is three months, or more, in arrears with

their annual subscription, so long as 28 days written notice has been given to the member or associate member concerned of the fact that their membership will be terminate unless the arrears are paid in full within the said notice period.

10.2 The Committee may, subject to the following conditions, terminate the membership of any member, associate member, or honorary member if it is satisfied that they have been guilty of conduct unbefitting of a member, associate member or honorary member of the Association. Such conduct may include bringing the name of the Association into disrepute. The conditions referred to are:-

a) The Secretary shall give 28 days' written notice to the member, associate member, or honorary member of the intention of the Committee to terminate their membership, the reasons for doing so, and requesting them to submit written representations within 21 days of the date of the notice as to why their membership should not be terminated;

b) on receipt of written representations from the person concerned, they shall be invited to make oral submissions in a hearing of a sub-committee made up of the officers and 2 committee members nominated by the committee. Such meeting to be held within 42 days of date on which the secretary or chair receives written confirmation from the person that they want to take up the offer to make oral submissions. At such meeting the sub-committee may ask questions of the person to clarify any matters that the sub-committee considers relevant and requiring clarification; if no written representations are received from the person concerned within the 21 days, the decision to terminate membership will be deemed to be affirmed and

written confirmation of termination shall be sent, by the Secretary, to the person concerned within 7 days of the expiry of the 21 days.

c) following a hearing in accordance with 10.2(b) the sub-committee shall report to the Committee, on a date of which the person concerned shall be notified. Following the meeting of the sub-committee, and a decision as to whether to terminate membership shall be made at the next committee meeting no earlier than 7 days after the hearing. The decision, whether to terminate or not, together with the reasons for it shall be conveyed to the person concerned by the Secretary by way of written notice which is to be sent within 7 days of the decision having been made;

d) If written representations are received from the person concerned, but they decline to make oral submissions, the Committee, at its next meeting, shall decide, on the basis of any evidence before it whether to terminate membership. The decision, whether to terminate or not, together with the reasons for it shall be conveyed to the member concerned by the Secretary in writing, which is to be sent within 7 days of the decision having been made.

- 10.3 Termination of membership shall be without prejudice to the right of the Association to collect any outstanding subscription due as at the immediately preceding first day of October.

11. Officers

- 11.1 Chair, Vice-Chair, Secretary and Treasurer shall be the officers of the Association. To be eligible for election the Chair must have, prior to election, been a member of the Committee, save where there is no such candidate.

- 11.2 Each of the officers shall be elected at the Annual General Meeting and hold office until the election of officers has been completed at the next AGM.
- 11.3(a) The Chair and Vice-Chair shall be eligible for re-election to their respective offices at the conclusion of their periods of office.
- 11.3(b) The Secretary and Treasurer shall be eligible for re-election at the conclusion of their periods of office.
- 11.4 In the event of a vacancy occurring in any office, the Committee shall appoint one of its elected or ex officio members to hold the office until the conclusion of the immediately next following Annual General Meeting.
- 11.5 In the event of a change of officer as per clause 11.4, the membership shall be notified within 7 days by announcement in List A and amendment of the website.
- 11.6 The Committee may approve an honorarium payable to any officer in such sum as the Committee sees fit but not to exceed £18,000 per annum for any individual officer or such greater sums as may be approved by the membership at an AGM.
- 11.7 Such an honorarium may be paid to reflect work done in the previous year or anticipated for the forthcoming year. It can be expressed as an amount per month or can be a lump sum.
- 11.8 A decision on honoraria shall be made by a majority vote of a quorate committee meeting. The proposed recipient of the honorarium shall not be eligible to vote in any such vote.

- 11.9 Where an honorarium is paid monthly then it may be terminated by a majority vote of a quorate committee meeting.
- 11.10 For the avoidance of doubt payment of an honorarium is not a contract of employment or for services and does not confer employment rights on any recipient.

12. Committee

- 12.1 The affairs of the Association shall be managed by a committee constituted in accordance with this Rule.
- 12.2 The Committee shall consist of:-
- a) the officers;
 - b) not more than 15 elected members.
 - c) the most recently retired (being when following a period of office, they did not seek re-election, or did so and were not re-elected) officers, ex officio.
 - d) up to 5 members, subject to Rule 13.1, co-opted by the Committee who shall serve until the immediately next Annual General Meeting;
 - e) an appointee of the London Criminal Courts Solicitors' Association, who shall not be entitled to vote;
 - f) at the discretion of the elected members of the Committee (including the officers) one appointee each of up to 2 other criminal law associations or organisations, who shall not be entitled to vote.

- 12.3 Any vacancy among the elected members of the Committee may be filled by the Committee by means of co-option of a member of the Association (even if this would mean the number of co-options mentioned in Rule 12.2(d) is exceeded) and will remain a member of the Committee until the next Annual General Meeting
- 12.4 The Committee may invite any person to attend a meeting, or part of a meeting, of the Committee as an advisor or observer.
- 12.5 Not less than 14 days' notice of any meeting of the Committee shall be given in writing to such person by the Secretary.
- 12.6 The quorum of any meeting of the Committee shall be 5 elected members (including officers).
- 12.7(a) The Chair at any meeting of the Committee shall be taken by the Chair or, in their absence or unwillingness to act, by the Vice-Chair.
- 12.7(b) If both the Chair and the Vice-chair are absent or unwilling to act, those members of the Committee present, and able to vote, shall elect one of their number to take the Chair for that meeting.
- 12.8 On there being a vote of the Committee, the chairman of the meeting shall, in the event of a tie, have a second or casting vote.
- 12.9 The Committee may appoint one or more sub-committees for such purposes as it thinks fit.
- 12.10 The Committee shall have power to nominate any person (whether or not a member of the Committee) as a delegate or representative member to any

meeting or body to the association has been invited, or has in interest in in the furtherance of the Objects, and may confer on such a delegate any power to vote on behalf of the Association.

- 12.11 No members of the Committee shall be liable whether jointly or severally for the consequences of decisions taken, nor shall they be liable for any shortfall, misappropriation or other financial misconduct of whatever nature provided that the Committee members acted honestly and reasonably.
- 12.12 The Committee may, if it is able without putting the association in financial jeopardy, insure against any liability, whether in defamation or otherwise, arising from any act or omission on the part of any officer or member of the committee.
- 12.13 The officers, members of the Committee and those working on behalf of, and in the name of, the Association shall be indemnified by the Association from and against all claims, liabilities and demands in respect of all acts carried out in good faith and done or purporting to be done on behalf of the Association.

13. Elections

- 13.1 Nomination of candidates for election to officer positions, or to the Committee, must be made in writing using the Associations prescribed forms (this includes electronic submissions provided the required signatures have been made by hand – whether on screen or on paper or by other means of electronic submission

The nomination must be signed by a proposer and a seconder, both of whom must be members of the Association.

The nominee must countersign the nomination and indicate thereby that they consent to stand.

No candidate can be validly nominated if the candidate is in arrears with their annual subscription.

- 13.2 Subject to Rule 13.3, nominations for election will be called for by the Secretary by notice given on the Association's web-site 70 days before the date of the Annual General Meeting and nominations. Nominations made in accordance with Rule 13.1, shall be valid only if received by the Secretary not later than 42 days in advance of the AGM.
- 13.3 If no, or insufficient, candidates have been nominated in writing to fill the places on the Committee nominations may be made at the Annual General Meeting by members then present provided any nomination has a proposer and seconder and the nominee declares in person or in writing available at the AGM that they are willing to stand.
- 13.4(a) Officers of the Committee shall be elected at the Annual General Meeting by secret ballot (unless Rule 13.5 has been applied) but no ballot shall take place for the position of any officer if only one nomination is made as in those circumstances the officer will be elected without a vote.
- (b) Other Committee Members to be elected shall be elected at the Annual General Meeting by secret ballot (unless Rule 13.5 has been applied) provided that no ballot shall take place if the number of candidates duly nominated is equal to or less than the number of committee members to be elected and in those circumstances the members will be elected without a vote.

- (c) Any vote cast in an election by secret ballot may be considered invalid by Committee if the person is not a member or is in arrears with their annual subscription by 3 months or more as at the day before the Annual General Meeting; any vote by a such a person may be held be invalid
- 13.5 The Committee may, in its absolute discretion, decide, within 7 days of the end of the period allowed for nominations to be received, that elections shall be by electronic or postal ballot of all members.
- 13.6(a) If the Committee decides that there should be an electronic ballot, electronic ballot notification shall be sent together with an election address from each candidate for each position to every member no less than 21 days before the closing date for voting. Valid votes must be received within 21 days of the ballot notification being sent out. Notification will be sent out via E-Alert or other electronic notification to all members.
- 13.6(b) Electronic votes may be treated as invalid if the ballot form is not completed exactly as per the rules, decided by the Committee, accompanying the ballot forms, and the annual subscription of the voter is in arrears by 3 months or more at the time voting closes.
- 13.6(c) The electronic votes will be scrutinised and counted, if not undertaken automatically, by 3 members, not being members of the Committee, appointed by the Committee and agreed by the candidates.
- 13.6(d) The results of the electronic ballot will be announced at the Annual General Meeting by the Chair of the meeting.
- 13.7(a) If it is decided there should be a postal ballot, ballot papers shall be sent (whether by post or by electronic means which may include List A or the

Members Area of the Associations' website) together with an election address from each candidate for each position to every member not less than 42 days before the closing date for voting. Valid votes must be received by the said closing date which shall not be less than 3 days before the AGM and 28 days after the ballot papers were sent out.

13.7(b) Postal votes will not be valid if the ballot paper is not completed exactly as per the rules, decided by the Committee, accompanying the ballot papers, and the annual subscription of the voter is in arrears by 3 months or more at the time voting closes.

13.7(c) The postal votes will be scrutinised and counted by 3 members of the Association, not being members of the committee, appointed by the Committee and agreed by the candidates.

13.7(d) The results of postal ballot will be announced at the Annual General Meeting by the chair of the meeting.

13.8 The method of voting for officers and Committee members shall be the "first past the post" system with each member eligible to vote having one vote for each vacancy that is to be filled.

13.9(a) In the case of a secret ballot at the Annual General Meeting there shall be 3 scrutineers who shall be members of the Association but who are not members of the Committee appointed by the committee and agreed by the candidates.

13.9(b) The scrutineers of each type of ballot shall ensure that any rules for the ballot have been adhered to and exclude any voting paper:-

- (i) which has no votes recorded for any candidate;
- (ii) which has more votes recorded than the number of vacancies to be filled;
- (iii) which is ambiguous or otherwise spoiled;
- (iv) where the particular rules for the ballot have not been adhered to by the voter;
- (v) where the person voting is ineligible to vote.

13.10 Where there is a tie between any two or more candidates in the ballot, the chair of the meeting where the result is announced shall have a casting vote.

14. Removal of a Committee member

14.1 The Committee may, subject to the following conditions, by a vote in favour of three quarters of the members present and eligible to vote and voting (excluding the member concerned) and providing the meeting is quorate remove any member of the Committee from the Committee and/or from office if it is satisfied that they have been guilty of conduct unbecoming a member of the Committee. The conditions referred to are:-

- a) The Secretary shall give 21 days' written notice to the member of the Committee concerned of the intention of the Committee to debate removal of that member from committee and/or office. The notice will include:-
 - i. the reasons for doing so;
 - ii. request the member to submit written representations as to why they should not be so removed;

iii. inform them that their membership of the Committee is suspended until they are notified of the final decision of the Committee;

b) on receipt of written representations from the committee member, they shall be invited to make oral submissions in a hearing of a sub-committee made up of the officers and 2 committee members nominated by the committee;

c) following a hearing of the sub-committee, it shall report to the Committee, on a date of which the person concerned shall be notified, and a decision as to whether to remove them from office shall be made. The decision, whether to remove from office or not, together with the reasons for it shall be conveyed to the person concerned by the Secretary in writing within 7 days of the decision having been made;

d) if no written representations are received from the committee member within the 21 days, the Committee shall decide, on a date of which the committee member shall be notified in writing by the Secretary, whether to remove the person concerned from office.

e) If written representations are received from the person concerned, but they decline to make oral submissions, the Committee shall decide, on a date of which the committee member shall be notified in writing by the Secretary, whether to remove the person concerned from office.

The decision, whether to remove from office or not, together with the reasons for it shall be conveyed to the person concerned by the Secretary by way of written notice, which is to be sent within 7 days of the decision having been made.

Any removal of a member from the committee shall also be removed from list of Committee members on the Association's website.

15. General meetings of the Association

- 15.1 The Annual General Meeting of the Association shall be held in each year not later than six months after the end of the financial year. The dates of the financial year shall be determined by the committee and published on the website of the Association.
- 15.2(a) The Committee may convene an Extraordinary General Meeting at any time to consider such business as it shall specify in the notice of the meeting. Committee shall provide 14 days' notice of any such meeting by electronic means including List A or the web-site of the Association
- 15.2(b) The Committee must convene such a Meeting on receipt of a requisition signed by not less than 50 members of the Association whose subscriptions are up to date, for the purpose of considering any motion set out in the requisition.
- 15.2(c) When a requisition for an Extraordinary General Meeting has been received and the Committee does not cause such a meeting to be convened within 72 days of the date of receipt, the Secretary shall convene the meeting on their own authority. Not less than 28 days' notice of any such Extraordinary General Meeting shall be given by the Secretary by posting on electronic means including List A or the web-site of the Association.
- 15.5 Any 20 members may give notice in writing (which shall include by email addressed to admin@clsa.co.uk, not later than 14 days before the date of

the meeting, to the Secretary of any motion they propose to be decided upon at the general meeting.

- 15.6 Where notice of motion has been received in accordance with Rule 15.5, the Secretary shall circulate by electronic means the text of the motion, to all members, within 7 days of its receipt.
- 15.7 At any general meeting of the Association, the quorum shall be 10 members who are not 3 months or more in arrears with their annual subscription on the day before the date of the meeting PROVIDED that where the meeting is the Annual General Meeting the quorum shall be 5 such members.
- 15.8 (a) The Chair at every general meeting shall be taken by the Chair or, in their absence or unwillingness to act, by the Vice-Chair. If both the Chair and the Vice-chair are absent or unwilling to act, those members present that are eligible to form a quorum shall elect one of their number to take the Chair.
- 15.8(b) In the event that the Chair of the meeting is a candidate in a contested election at the meeting those members present that are eligible to form a quorum, shall elect one of their number to take the Chair for the purposes of that election only.
- 15.9 Subject to Rules 15.10 and 18.1 any motion or proposition at a general meeting shall be voted on by a ballot or simple show of hands by members present who are eligible to vote and be considered decided if a majority of those voting are in favour of it. Those members eligible to vote are those who are not in arrears with their annual subscription by 3 months or more as at the day before the meeting.

15.10 The Committee may, in its absolute discretion, decide, within 48hrs of the end of the period allowed for propositions to be received, that voting in regard to the same whether all or some – shall be by electronic or postal ballot of all members.

15.11 (a) Where an electronic or postal ballot is to take place, as decided in accordance with Clause 15.10, the rules for such ballots shall be in accordance with those for elections as laid down in Clause 13.

15.11(b) Where there is reference in Clause 13 to an “election address from each candidate”, in the case of propositions this shall be substituted by “ an address by the proposer as to the reasons for the proposition”.

15.11(c) Scrutineers of such ballots shall be of the same number and appointed in the same manner as for elections as per Clause 13; save that where the “candidates” is referred to, it shall be substituted, in the case of propositions, by “the proposers”.

15.11(d) The results of such ballots will be announced at General Meeting by the chair of the meeting.

15.12 The method of voting for a motion or proposition shall be the “first past the post” system with each member, eligible to vote, having one vote, for or against, for each motion or proposal. Where there is a tie between those for and those against any motion or proposition the chair of the meeting where the result is announced shall have a casting vote.

16. Accounts

- 16.1 The treasurer of the Association shall cause to be kept true accounts of the assets and liabilities of the Association and of monies received and expended for or on behalf of the Association.
- 16.2 The accounts shall be closed on the last day of the financial year and a cash account showing receipts and expenditure, together with a balance sheet containing a summary of assets and liabilities as at that date, is to be drawn up by the auditors and certified by them. The accounts so drawn and certified shall be presented at the following Annual General Meeting.
- 16.3 The auditors shall be a firm of registered auditors appointed by the Committee.
- 16.4 The Committee shall be empowered to fix the remuneration of the auditors, which shall be met from the general funds of the Association.

17. Assets

- 17.1 The assets of the Association of whatever nature shall be vested in a trust limited by guarantee established for the benefit of the Association.
- 17.2(a) The Association may engage in such commercial activity as is necessary and compatible with its stated Objects, including provision of training, holding of events or the provision of member benefits and services, and may, in order to undertake such activity, create, and operate limited companies and corporate entities. Any such companies/entities ('the Companies'), and their assets shall be the assets of the Association and be held in accordance with 17.1 above.

- 17.2(b) The Officers of any such Companies must be members of Committee and the shares in such Companies are held on trust for the benefit of the Association in accordance with 17.1 above. The Officers of any such Companies shall hold no interest in, and have no liability to these entities but at all times have a duty to act in good faith and on the instructions of Committee.
- 17.2(c) All books, accounts and records of the Companies shall be available to Committee to examine and shall be supervised by the Treasurer who has responsibility to notify Committee of any material matters concerning the operation of the business, and must present accounts for the same at the Annual General Meeting.
- 17.2(d) Any Companies created under this section must comply with all relevant legislation including the filing of annual accounts which shall be completed in accordance with paragraph 16 above, payment of VAT and taxes (all of which should be met from the Companies assets).
- 17.2(e) Companies created under this section may be closed down by a resolution passed by majority vote of Committee.
- 17.3 Subject to 17.4 below, In the event that the Association shall cease to operate, all net assets including bank account balances shall, after all expenses and liabilities of the Association are met, be distributed equally to the paid-up members of the Association as at the last date of operation.
- 17.4 In the absolute discretion of the Committee, some or all of the net assets as above may be donated to any not-for-profit organisation or organisations whose objects are the same as or consistent with the CLSA.

18. Alteration of the Rules

- 18.1 No alteration shall be made to these Rules, or new Rules adopted in substitution of them, other than by a vote in favour of an alteration or substitution by two-thirds of the members voting at a general meeting.